



深圳市海王英特龍 生物技術股份有限公司

SHENZHEN NEPTUNUS INTERLONG
BIO-TECHNIQUE COMPANY LIMITED*

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

(於中華人民共和國註冊成立之股份有限公司)

Stock Code 股份代號 : 8329



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Corporate Information

公司資料

Directors

Executive Directors

Mr. Zhang Feng (*Chairman*)
Mr. Chai Xiang Dong (*Chief Executive Officer*)
Mr. Xu Yan He

Non-Executive Directors

Mr. Liu Zhan Jun
Ms. Yu Lin
Mr. Ren De Quan (*retired on 31 January 2014*)
Mr. Song Ting Jiu (*appointed on 31 January 2014*)

Independent Non-Executive Directors

Mr. Yick Wing Fat, Simon
Mr. Poon Ka Yeung
Mr. Huang Yao Wen (*retired on 5 August 2013*)
Mr. Yu Bo (*appointed on 5 August 2013*)

Supervisors

Mr. Xiong Chu Xiong
Mr. Wang Bin
Mr. Yu Jun

Members of Remuneration Committee

Mr. Poon Ka Yeung (*Chairman of the Remuneration Committee*)
Mr. Zhang Feng
Mr. Yick Wing Fat, Simon

Members of Audit Committee

Mr. Yick Wing Fat, Simon (*Chairman of the Audit Committee*)
Mr. Poon Ka Yeung
Ms. Yu Lin

Members of Nomination Committee

Mr. Zhang Feng (*Chairman of the Nomination Committee*)
Mr. Yick Wing Fat, Simon
Mr. Poon Ka Yeung
Mr. Yu Bo

Joint Company Secretaries

Ms. Lee Mei Yi (*FCS, FCIS*)
Mr. Huang Jian Bo

董事

執行董事

張鋒先生 (*主席*)
柴向東先生 (*行政總裁*)
徐燕和先生

非執行董事

劉占軍先生
于琳女士
任德權先生 (*於二零一四年一月三十一日退任*)
宋廷久先生 (*於二零一四年一月三十一日獲委任*)

獨立非執行董事

易永發先生
潘嘉陽先生
黃耀文先生 (*於二零一三年八月五日退任*)
于渤先生 (*於二零一三年八月五日獲委任*)

監事

熊楚熊先生
王彬先生
喻軍先生

薪酬委員會委員

潘嘉陽先生 (*薪酬委員會主席*)
張鋒先生
易永發先生

審核委員會委員

易永發先生 (*審核委員會主席*)
潘嘉陽先生
于琳女士

提名委員會委員

張鋒先生 (*提名委員會主席*)
易永發先生
潘嘉陽先生
于渤先生

聯席公司秘書

李美儀女士 (*FCS, FCIS*)
黃劍波先生

Corporate Information 公司資料

Compliance Officer

Mr. Zhang Feng

Authorised Representatives

Mr. Chai Xiang Dong
Mr. Huang Jian Bo

Auditors

Crowe Horwath (HK) CPA Limited

Legal Adviser

Stephenson Harwood
18th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong

Principal Bank

China Construction Bank Shenzhen CBD Sub-branch

H Share Registrar and Transfer Office in Hong Kong

Tricor Investor Services Limited
26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong
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Registered Office

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Principal Place of Business in Hong Kong

18th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong

Website

www.interlong.com

Stock Code

8329

監察主任

張鋒先生

授權代表

柴向東先生
黃劍波先生

核數師

國富浩華(香港)會計師事務所有限公司

法律顧問

羅夏信律師事務所
香港金鐘金鐘道95號統一中心18樓

主要往來銀行

中國建設銀行深圳中心區支行

香港H股過戶及登記處

卓佳證券登記有限公司
香港灣仔皇后大道東28號金鐘滙中心26樓
(從二零一四年三月三十一日起，地址將變更為香港皇后大道東183號合和中心22樓)

註冊辦事處

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香港主要營業地點

香港金鐘金鐘道95號統一中心18樓

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股份代號

8329

Chairman's Statement

主席報告

Dear shareholders,

On behalf of the Board of Directors (the "Board") of Shenzhen Neptunus Interlong Bio-technique Company Limited (the "Company"), I am pleased to present the results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2013 (the "Year").

In 2013, the Chinese pharmaceutical industry maintained steady growth in production and sales. The massive reform in pharmaceutical and hygiene systems by the Chinese government is considered as a key area of the domestic reform, which will significantly influence domestic pharmaceutical industry and relevant industries, as well as bring new strategic opportunities for domestic pharmaceutical industry. Meanwhile, the continuous downward trend in drug price, particularly medical insurance drugs, shall have certain influence in the overall profit margin in the domestic pharmaceutical industry.

During the Year, the Group continuously strengthened and developed its various pharmaceutical business including herbal medicine, generic drugs, transfusion and anti-tumor drugs and the research and development ("R&D") of modern biological pharmaceuticals, as well as expand its purchase and sales operation of medicines, healthcare foods and foods business through merger and acquisition of Shenzhen Neptunus Changjian Pharmaceutical Company Limited ("Neptunus Changjian"). These provided the short term, medium term and long term direction of business expansion and new points of growth for the Group's operation. During the Year, the Group has been dedicated to the R&D of biological pharmaceuticals and chemosynthetic anti-tumor drugs and the application of bio-technology in the fields of bioagriculture. The Group's first bioagriculture product will be industrialized soon.

The new GMP and GSP certification currently implemented by the nation bring challenges as well as opportunities for pharmaceuticals and healthcare products manufacturing enterprises and circulation enterprises. During the Year and in the first quarter of 2014, Neptunus Fuyao and its subsidiaries successfully completed the upgrade and enhancement of partial existing production lines to meet the new GMP requirements (the "GMP Enhancement") according to the schedule. Relevant production lines and forms of drugs produced has obtained the new GMP certificate. Meanwhile, combining the experience gained in obtaining the new GMP certificate and the Group's current production condition, the Board expected that the Group shall smoothly complete the GMP Enhancement and new GMP certification of remaining production lines on schedule. With the new GMP certificate, certain out-dated and unqualified production capacities in the general domestic market are expected to be replaced, which will bring positive impact on drugs and healthcare products manufacturing enterprises that have already passed or will be able to pass the new GMP certification.

致各位股東：

本人謹代表深圳市海王英特龍生物技術股份有限公司(「本公司」)董事會(「董事會」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零一三年十二月三十一日止年度(「本年度」)之業績。

二零一三年中國醫藥產業生產和銷售繼續保持平穩增長。中國政府將深化醫藥衛生體制改革作為國家改革的重點領域，改革的深入推進將對國內醫藥健康產業和相關行業帶來深遠影響，國內醫藥產業也迎來新的戰略機遇期。同時藥品價格特別是醫保藥品價格仍保持下降的趨勢，對國內醫藥產業的整體利潤率也產生一定影響。

於本年度，本集團不斷鞏固和發展中藥、普藥、輸液及抗腫瘤藥物等多類藥品業務、現代生物製藥的研究與開發(「研發」)，並通過收購深圳海王長健醫藥有限公司(「海王長健」)來擴大藥品、保健食品及食品的購銷業務；同時為本集團未來包括近期、中期、遠期的業務拓展新的擴張方向和提供業績增長點。本年度內本集團一直致力從事生物製藥、化學合成的抗腫瘤藥物領域的研發，以及生物技術在生物農業領域中的應用，首款生物農業領域產品也將在近期實現產業化。

國家目前推行的新GMP認證及新GSP認證，對藥品及保健品生產及流通型企業既是挑戰也是機遇。海王福藥及其附屬公司在本年度及二零一四年一季度按預定計劃順利完成了符合新GMP要求的部分現有生產線的升級改造(「GMP改造」)，相關生產線和生產劑型已經獲得了新GMP認證證書；同時結合在新GMP成功認證中所取得的經驗及本集團現有生產條件，董事會亦預計本集團剩餘生產線的GMP改造和新GMP認證工作將會按計劃順利完成。新GMP認證預計將會對整體國內市場中部分落後和不符合條件的產能進行淘汰，這對已經通過或可以通過新GMP認證的藥品保健品生產企業會帶來正面的影響。



Chairman's Statement 主席報告

Given the Group's understanding on the current rapid development in the pharmaceutical and healthcare industry and combined with the Group's R&D advantages and production criteria, the Group has decided to focus on the R&D and industrialization of in-vitro diagnostic reagents as its new direction of development in the near-mid term. Upon investigation and research, initial R&D and negotiation in 2013, the Group has dedicated itself in the R&D and industrialization of in-vitro diagnostic reagents through collaboration in early 2014.

Looking forward to 2014, the Group will tap on the opportunities in the pharmaceutical and healthcare industry brought by the national policies, while also striving to eliminate the impact of unfavourable conditions, so as to ensure continuous growth of current production of pharmaceuticals and healthcare products and circulation business. Meanwhile, the Group will maintain its on-going input in R&D projects with a view to rapidly launch new products in the market. The Board believes the business of the Group is developing well and is confident about the business prospects of the Group.

On behalf of the Company and the Board, I would like to express my heartfelt gratitude to all shareholders, business partners and staff for their continuing support to and trust in the Group.

Zhang Feng
Chairman

本集團通過對當前醫藥健康產業迅速發展的理解，同時結合本集團的研發優勢和生產條件，決定以體外快速診斷產品的研發和產業化作為近中期的業務發展新方向。通過在二零一三年度的調研、初步研發及商談，本集團已在二零一四年初通過合作的方式致力於體外診斷試劑產品的研發和產業化。

展望二零一四年，本集團致力把握國家政策給醫藥健康產業帶來的機遇，同時力爭消除不利因素的影響，確保現有藥品保健品生產和流通業務的繼續增長，同時維持對研發項目的持續投入，力爭將新產品迅速推向市場。董事會相信本集團的經營業務正朝著良好方面發展並對本集團的業務前景充滿信心。

本人謹此代表本公司及董事會向各股東、業務夥伴以及全體員工一直以來對本集團的支持和信賴表示衷心的感謝。

張鋒
主席

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

During the Year, the Group was principally engaged in various pharmaceutical businesses such as herbal medicine, generic drugs, transfusion and anti-tumor drugs, the research and development (“R&D”) of modern biological pharmaceuticals and purchase and sales of medicines, healthcare foods and foods business (“Purchase and Sales of Medicines and Healthcare Foods Business”). Among which, businesses such as herbal medicine, generic drugs, transfusion and anti-tumor drugs were operated through Fuzhou Neptunus Fuyao Pharmaceutical Company Limited (“Neptunus Fuyao”) and its subsidiaries while the industrialization of biological technology products was operated by our subsidiary, Jiangsu Neptunus Bio-pharmaceutical Company Limited (“Jiangsu Neptunus”), Purchase and Sales of Medicines and Healthcare Foods Business was mainly operated by our subsidiary, Shenzhen Neptunus Changjian Pharmaceutical Company Limited (“Neptunus Changjian”). Meanwhile, the Company dedicated itself to the R&D of biological pharmaceuticals and expanded the scale of the R&D in the fields of chemosynthetic anti-tumor drugs and the application of bio-technology in the fields of bioagriculture. Meanwhile, the Group has dedicated itself in the R&D and industrialization of in-vitro diagnostic reagents through collaboration in early 2014.

NEPTUNUS FUYAO BUSINESS

Neptunus Fuyao and its subsidiaries together own more than 40 production lines for 17 types of medications in dose form, as well as 450 approvals in relation to the production of drugs. The number of types of generic drugs in the National Essential Drugs List issued by the Ministry of Health (the “List”) in March 2013 was increased from 307 to 520. Besides significantly increasing the number of types of generic drugs, the List also required prioritized use of generic drugs in grade II hospitals. Neptunus Fuyao currently owns 210 types or forms of drugs which are included in the List. The issue of the List was favourable for Neptunus Fuyao’s operation in the Year. Neptunus Fuyao and its subsidiaries operated normally during the Year and recorded an income from principal business of approximately RMB504,612,000. Due to the upgrade and enhancement work, certain production lines of Neptunus Fuyao have to be suspended, therefore, income from principal business of Neptunus Fuyao during the Year slightly decreased compared with the same period last year. Neptunus Fuyao has also obtained the high and new technology enterprise certificate, therefore, starting from 2012 and its subsequent three years, Neptunus Fuyao is subject to the PRC enterprise income tax (“EIT”) at a rate of 15%.

業務回顧

本集團於本年度主要從事中藥、普藥、輸液及抗腫瘤藥物等多類藥品業務、現代生物製藥的研究與開發(「研發」)以及藥品、保健食品及食品的購銷業務(「藥品保健食品購銷業務」)。其中，中藥、普藥、輸液及抗腫瘤藥物等通過福州海王福藥製藥有限公司(「海王福藥」)及其附屬公司運營，生物技術研發產品的產業化由附屬公司江蘇海王生物製藥有限公司(「江蘇海王」)運營，藥品保健食品購銷業務則主要由附屬公司深圳海王長健醫藥有限公司(「海王長健」)運營。本公司則致力從事生物製藥的研發，並擴展了在化學合成的抗腫瘤藥物領域的研發，以及生物技術在生物農業領域中的應用。同時，本集團在二零一四年初已通過合作的方式致力於體外診斷試劑產品的研發和產業化。

海王福藥業務

海王福藥及其附屬公司擁有17種劑量形式藥物的40多條生產綫及超過450項藥物生產批文。在中國衛生部二零一三年三月發佈的《國家基本藥物目錄》(「目錄」)中，所列基本藥物品種從此前的307種擴充為520種，大幅度擴容了基本藥物品種；同時目錄要求二級以上醫院優先使用基本藥物。海王福藥目前在目錄中擁有210個品種和劑型，目錄的發佈對海王福藥本年度的經營有著正面影響。海王福藥及其附屬公司在本年度經營狀態正常，實現主營業務收入共計約人民幣504,612,000元，因部分生產綫停產進行升級改造，因此本年度海王福藥主營業務收入較去年同期稍有下降。海王福藥亦已獲得高新技術企業資格證書，從二零一二年起的三個年度，海王福藥按15%稅率繳納中國企業所得稅(「企業所得稅」)。

Management Discussion and Analysis 管理層討論及分析

As the focused work for Neptunus Fuyao's operation during the Year and in 2014, GMP Enhancement and new GMP certification were proceeded smoothly during the Year. Among Neptunus Fuyao's production lines, those required to meet the new GMP requirement have reached the standard before the required deadline of 2013 and obtained relevant GMP certificates. After the end of this Year, GMP Enhancement in Neptunus Fuyao's subsidiary Fuzhou Neptunus Jinxiang Chinese Pharmaceutical Company Limited ("Neptunus Jinxiang") progressed smoothly. All 15 formulations in production have passed the GMP certification and currently obtained the new GMP certificates. Meanwhile Neptunus Fuyao is commencing GMP Enhancement for the production lines of chemical medicine tablets, capsules and powder, special production line of amoxicillin capsules and production line of active pharmaceutical ingredients, and will submit the application of certification to the relevant competent departments. It is expected that Neptunus Fuyao and its subsidiaries will complete the GMP Enhancement and new GMP certification for all production lines in the first half of 2014. Although the GMP Enhancement and new GMP certification temporarily affected Neptunus Fuyao's normal production and supply of certain drugs in the short term, such impact was reduced by Neptunus Fuyao's various initiatives, and, as such, only a minor drop in key operating revenue was recorded while its profit continued to demonstrate positive growth. As the alternations required for those production lines which are proceeding GMP Enhancement are not significant, it is expected that the normal production and supply of the relevant products in 2014 will not be substantially affected.

In order to ensure the sustainable development, Neptunus Fuyao also emphasized on the R&D of new drugs. During the Year, Neptunus Fuyao (1) completed the verification of formulation of Moxifloxacin injection; (2) completed preparatory work on three category II medical devices licenses; (3) passed the on-site checking for the production and registration of new anti-tumor drug namely "Tegafur, Gimeracil and Oteracil Potassium Tablets" (替吉奧片). After the end of the Year, on 7 March 2014, Neptunus Fuyao obtained the production approval of Tegafur, Gimeracil and Oteracil Potassium Tablets, details of which are set out in the announcement of the Company dated 7 March 2014.

Regarding the relevant construction work of the Lianjiang Production Base, the new production base of Neptunus Fuyao, as the progress of demolition by the local government is slower than expected, the Land Use Rights Transfer Contracts have not been signed as at the date of this report. The Company and Neptunus Fuyao are communicating with the local government department proactively in order to facilitate the local government department for completion of demolition and relocation of such piece of land and so that the signing of Land Use Rights Transfer contracts could be completed as soon as possible.

GMP改造和新GMP認證工作，是海王福藥在本年度及二零一四年度的一項重點工作。在本年度，海王福藥的GMP改造和新GMP認證工作進展順利，按新GMP規定，海王福藥目前在生產線中，需要在二零一三年達到新GMP要求的，均已經提前符合要求，並獲得相應GMP證書；同時於本年度結束後，海王福藥附屬公司福州海王金象中藥製藥有限公司（「海王金象」）所有在生產的十五個劑型已經全部通過新GMP認證，並獲得了新GMP認證證書。同時海王福藥正在開展西藥片劑、膠囊劑、散劑、阿莫西林膠囊劑（專綫）、原料藥生產線的GMP改造，將向相關管轄部門提交認證申請。預計二零一四年上半年海王福藥及其附屬公司將完成全部在生產線的GMP改造和新GMP認證工作。GMP改造和新GMP認證工作雖然短期內對海王福藥部分藥品的正常生產和供應產生了暫時性影響，但海王福藥通過多種措施，減輕了這部分的影響，主營業務收入只出現了少量下降，而盈利繼續保持正增長。正在進行GMP改造中的生產線，因根據新GMP要求變動幅度不大，因此預計在二零一四年度對相關產品的正常生產和供應不會產生較大影響。

海王福藥為了保證企業的可持續發展，亦重視新藥的研發，於本年度：(1)完成莫西沙星注射液處方工藝核查；(2)完成三個二類醫療器械品種許可證增項準備工作；(3)通過了抗腫瘤新藥「替吉奧片」生產註冊現場檢查工作。於本年度結束後，二零一四年三月七日，海王福藥獲得替吉奧片的生產批件，詳情請見本公司於二零一四年三月七日所刊發的公告。

海王福藥新生產基地連江生產基地的建設，因當地政府對地塊上的拆遷工作進展較預期慢，截止本報告日，土地使用權出讓合同於本公告日期尚未簽訂。本公司及海王福藥正積極與當地政府部門溝通，以促進當地政府部門完成地塊的拆遷工作，儘快完成土地使用權出讓合同的簽訂。

Management Discussion and Analysis 管理層討論及分析

RECOMBINANT PROTEINS AND POLYPEPTIDE DRUGS BUSINESS

The current key business scope of Jiangsu Neptunus, a wholly-owned subsidiary of the Company includes the construction work of a production base, the clinical trial on recombinant human thymosin α 1 for injection and the technology transfer testing on recombinant human interleukin-2(125Ser) for injection.

Jiangsu Neptunus' clinical trial on recombinant human thymosin α 1 for injection is undergoing according to the plan. Phase I clinical trial was completed in December 2012. From the results of phase I clinical trial, under the conditions stipulated by the clinical programs, the safety of recombinant human thymosin α 1 for injection is well performed. Phase II clinical trial has begun in the first quarter of the Year. As at the end of 2013, phase II clinical trial was launched smoothly and completed 147 trials. According to the current trial, the use of thymosin demonstrated satisfactory results in terms of safety, whereas its effectiveness will be tested in subsequent laboratory trials.

The "approval for recombinant human thymosin α 1 clinical research" and related technology were originally owned by Shenzhen Neptunus Pharmaceutical Company Limited 深圳海王藥業有限公司 ("Neptunus Pharmaceutical"). In order to apply for the new drug certificate of recombinant human thymosin α 1 for injection and obtain support from local government in the future, on 9 April 2013, Jiangsu Neptunus entered into the Technology Transfer Agreement with Neptunus Pharmaceutical for the acquisition of "approval for recombinant human thymosin α 1 clinical research" and related technology for a consideration of RMB13,000,000. Consideration will be paid by four installments, the first and second of which amounting to RMB 6,000,000 have been paid by Jiangsu Neptunus pursuant to the agreement and progress of clinical trial.

During the Year, the construction and settlement for completion of the production base were completed. Scale-up testing for recombinant human thymosin α 1 for injection and the production of Phase II clinical trial samples have been completed smoothly. At present, according to the relevant laws and rules, Jiangsu Neptunus is conducting the process confirmation and verification work for the technology transfer of recombinant human interleukin-2(125Ser) for injection. It has proceeded smoothly and the trial production of concentrated solution of recombinant human interleukin-2(125Ser) for injection has been completed.

重組蛋白質和多肽藥物業務

本公司全資附屬公司江蘇海王，當前重點工作為生產基地的建設、注射用重組人胸腺肽 α 1 的臨床試驗及注射用重組人白介素-2(125Ser) 的技術轉移工藝試驗。

江蘇海王注射用重組人胸腺肽 α 1 的臨床試驗正按計劃進行，一期臨床試驗已於二零一二年十二月完成，一期臨床試驗結果表明，在臨床方案規定的條件下，注射用重組人胸腺肽 α 1 安全性良好。二期臨床試驗已於本年一季度開始，截止二零一三年年底，二期臨床已順利啟動並完成受試者入組 147 例，現階段試驗結果表明胸腺肽的安全性良好，而胸腺肽的有效性結果還需等待後續的實驗室檢測。

「重組人胸腺肽 α 1 臨床批件」及相關技術原屬於深圳海王藥業有限公司(「海王藥業」)。為了未來申請注射用重組人胸腺肽 α 1 新藥證書及獲得地方政府的支持，於二零一三年四月九日，江蘇海王與海王藥業簽訂了技術轉讓協議，江蘇海王以人民幣 13,000,000 元代價購買海王藥業所擁有的「重組人胸腺肽 α 1 臨床批件」及相關技術，代價共分四期支付，按協議約定及臨床試驗進度，江蘇海王已支付一及二期款項人民幣共計 6,000,000 元。

於本年度，江蘇海王已經完成生產基地的建設和竣工結算，並順利完成了注射用重組人胸腺肽 α 1 的工藝放大試驗和二期臨床試驗用樣品生產工作。目前，江蘇海王正按照相關法規要求，進行注射用重組人白介素-2(125Ser) 的技術轉移工藝確認和驗證工作，進展順利，已完成注射用重組人白介素-2(125Ser) 原液的試生產工作。

Management Discussion and Analysis 管理層討論及分析

In line with the Group's development in in-vitro diagnostic reagents, establishment work for relevant production line of in-vitro diagnostic reagents has been launched in January 2014. The progress in various projects of Jiangsu Neptunus will significantly enhance the Group's future expansion of business and profitability. As such, the Group will continue to increase input in the research and development and construction work of Jiangsu Neptunus, which will cause certain impact to the Group's profitability and production in the short term.

PURCHASE AND SALES OF MEDICINES AND HEALTHCARE FOODS BUSINESS

Neptunus Fuyao and the Company have a small amount of operation in the Purchase and Sales of Medicines and Healthcare Foods Business in 2012 and the previous years. In order to expand the development by the Group in such business, the Company acquired Neptunus Changjian in January 2013, and the business development of Neptunus Changjian was confirmed as purchase and sales of medicines, healthcare food products and food products.

Neptunus Changjian's Purchase and Sales of Medicines and Healthcare Foods Business developed rapidly during the Year, and gradually developed a sales team which comprised of more than 200 people and also entered into annual sales agreements with over 100 downstream customers, and recorded an income from principal business totaling approximately RMB113,961,000 during the Year, which brings a new source of income for the Group and provides positive support to the profitability.

On 6 February 2013, Neptunus Changjian entered into (i) a distribution agreement with Neptunus Pharmaceutical ("Neptunus Pharmaceutical Distribution Agreement") pursuant to which Neptunus Changjian will purchase various medicines manufactured by Neptunus Pharmaceutical for distribution in the PRC for the period from 6 February 2013 to 31 December 2013 and (ii) a distribution agreement with Hangzhou Neptunus Bio-engineering Co., Ltd. 杭州海王生物工程有限公司 ("Hangzhou Neptunus") pursuant to which Neptunus Changjian will purchase various food products and healthcare food products manufactured by Hangzhou Neptunus for distribution in the PRC for the period from 6 February 2013 to 31 December 2015. The Board considered that the entering into the abovementioned distribution agreements will (i) bring the Company higher operating revenues by the distribution and sales of medicines, food products and healthcare food products which will have a positive impact on the profitability of the Company; and (ii) assist the Company to expand its marketing team and retail network and strengthen its connections with distributors and retailers.

為配合集團在體外診斷試劑領域的發展，相關的診斷試劑生產線項目已於二零一四年一月啓動建設。江蘇海王多個項目的進展，將對本集團未來業務的拓展和盈利能力的提高有著重大影響，因此本集團將會持續加大對江蘇海王的研發及工程建設投入，而這近期內會對本集團的盈利水平產生一定影響。

藥品保健食品購銷業務

藥品保健食品購銷業務在二零一二年度及以前年度，在海王福藥及本公司有少量經營。為擴大本集團該項業務的發展，本公司於二零一三年一月收購了海王長健，並將海王長健的業務發展方向確定為藥品、保健食品及食品的購銷。

於本年度，海王長健藥品保健食品購銷業務發展迅速，逐步建立了一支200多人的銷售隊伍，同時與100餘家下游客戶簽訂了年度銷售協議，於本年度實現主營業務收入共計約人民幣113,961,000元，為本集團提供了新的收入來源及對盈利能力提供正面支持。

於二零一三年二月六日，海王長健(i)與海王藥業訂立一份代銷協議(「海王藥業代銷協議」)，據此，海王長健將購買由海王藥業製造的各類藥品，以於二零一三年二月六日至二零一三年十二月三十一日期間在中國進行分銷及(ii)與杭州海王生物工程有限公司(「杭州海王」)訂立一份代銷協議，據此，海王長健將購買由杭州海王製造的各類食品及保健食品，以於二零一三年二月六日至二零一五年十二月三十一日期間在中國進行分銷。董事會認為，訂立上述代銷協議將(i)透過分銷及銷售藥品、食品及保健食品為本公司帶來更高的營業收入，從而對本公司盈利能力帶來積極影響；及(ii)協助本公司擴展其市場營銷團隊及零售網絡並增強其與分銷商及零售商的聯繫。

Management Discussion and Analysis

管理層討論及分析

On 3 July 2013, based on the Neptunus Pharmaceutical Distribution Agreement, Neptunus Changjian and Neptunus Pharmaceutical entered into a supplementary agreement (“Supplementary Agreement”), upon the approval obtained at the extraordinary general meeting held on 13 September 2013, the period of Neptunus Pharmaceutical Distribution Agreement was extended to 31 December 2015, and the annual cap for the year 2013 was increased, and two annual caps for the two years 2014 and 2015 were newly added.

Given the increase in population of China, aging of the average population, as well as on-going increase in the government input in medical protection, pharmaceutical and healthcare product market is expected to remain in the upward trend in 2014. Amid the generally positive external environment, Neptunus Changjian will continue to enhance internal management in 2014. Through optimizing team structure, adjusting market allocation, refining sales management and streamlining workflow processes, the company aims at making continuous breakthroughs in its results.

RESEARCH AND DEVELOPMENT

Since January 2009, the Company has been focusing on the R&D of modern biological technology. During the Year, the Company has focused on the R&D of its own products. The Company also endeavored to seek R&D projects for new products externally starting from 2012, thereby exploring a new direction for its future development.

The Company entered into a technical cooperation agreement with the School of Life Sciences, Jilin University on 1 March 2012 to cooperate in the R&D of polypeptide and chemicals primarily by microsphere technology and to explore and establish a more advanced platform for long term drug delivery technology. The bench-scale testing has almost completed at present. The pilot-scale testing is expected to start in 2014, the results of which will be based on in order to decide whether the interim testing for scale-up research will be launched.

The Company entered into academic subsidy and entrusted R&D agreements with Harbin Institute of Technology (“Harbin Institute”) on 2 May 2012 and 31 May 2013 respectively for the cooperative R&D of the Project ET-743 (a chemosynthetic anti-tumor drug). The bench-scale synthetic testing was fully completed during the Year and optimization of the synthetic process has taken place at the same time. Optimization and scale-up experiments are currently under progress.

於二零一三年七月三日，海王長健與海王藥業在海王藥業代銷協議的基礎上，再訂立一份補充協議（「補充協議」），於二零一三年九月十三日經股東特別大會上批准後，海王藥業代銷協議的有效期限延長至二零一五年十二月三十一日，同時提高二零一三年年度交易上限，新增二零一四年、二零一五年兩個年度的交易上限額。

隨著中國人口基數增長，人口平均年齡增大，同時政府不斷加大對醫療保障領域的投入，因此預計藥品及保健品市場在二零一四年繼續保持增長趨勢；在外部環境整體趨好的情況下，二零一四年度海王長健繼續加強內部管理，計劃通過優化隊伍結構、調整市場配置、細化銷售管理及簡化工作流程，力爭保持業績的繼續突破。

研究與開發

本公司自二零零九年一月起一直從事現代生物技術的研發，於本年度主要致力於自身產品的研發，從二零一二年起本公司亦致力於向外部尋求新型產品的研發項目，為本公司未來發展拓展新的方向。

於二零一二年三月一日本公司與吉林大學生命科學院簽訂了技術合作協議，合作進行以微球技術為基質的多肽和化學藥物緩釋製劑技術的研發，探索建立較成熟的長效緩釋製劑給藥技術研究平臺。現小試工藝已基本完成，預計二零一四年內啓動中試試驗，並根據實驗結果決定是否開展中試放大工藝研究。

本公司與哈爾濱工業大學（「哈工大」）分別於二零一二年五月二日，二零一三年五月三十一日簽訂了學術資助及委托研發協議，合作研究開發ET-743項目（一種化學合成的抗腫瘤藥物）。小試合成工藝年內已全部完成，並同步優化各個合成步驟。現正開展工藝優化和放大實驗。

Management Discussion and Analysis 管理層討論及分析

With the national policy of supporting application of bio-technology to the field of agriculture, the Company utilized its strengths and resources in bio-technology since 2012, cooperated with top-class research institutions in relevant fields in China, and explored in the field of bio-agriculture. At present, it is developing biological products aiming to prevent common piglet intestine diarrhea and to protect intestine function of piglet. The first product is ready to be industrialized and is now proceeding to the stage of administrative examination. It is expected to be industrialized after obtaining the administrative approval.

FINANCIAL REVIEW

The Group's turnover for the Year was approximately RMB611,666,000, representing an increase of approximately 15.31% from that of approximately RMB530,458,000 in the corresponding period last year. The turnover for the Year was mainly derived from sales income of medicines of Neptunus Fuyao and sales income of medicines and healthcare food products of Neptunus Changjian. As a result of upgrade and enhancement, Neptunus Fuyao suspended certain production lines, therefore the turnover decreased slightly as compared with the same period last year. However, with the newly added sales income of Neptunus Changjian this Year, the overall sales of the Group maintained an upward trend.

The Group's gross profit and gross profit margin for the Year were approximately RMB251,162,000 and 41% respectively, increasing by approximately RMB55,664,000 and 4% respectively compared with that of the same period last year. The increase in gross profit and gross profit margin was because newly acquired Neptunus Changjian provided additional gross profit, and the products sold by Neptunus Changjian are products with higher gross profit margin.

The Group's selling and distribution expenses for the Year amounted to approximately RMB101,640,000, representing a significant increase of approximately RMB25,897,000 over approximately RMB75,743,000 of the same period last year. The increase in selling and distribution expenses was mainly due to selling and distribution expenses generated from newly-added Neptunus Changjian's sale business and the expansion of sales network of Neptunus Changjian which resulted in the increase in selling expenses.

The Group's administrative expenses for the Year amounted to approximately RMB59,039,000, representing an increase of approximately RMB10,786,000 and 22.35%, as compared to approximately RMB48,253,000 in the corresponding period last year. The increase in administrative expenses was mainly due to (i) the newly added management expenses of Neptunus Changjian, (ii) the increased foreign exchange loss incurred due to appreciation of RMB during the second quarter this Year; and (iii) the fact that Jiangsu Neptunus is now at stage of trial production, which resulted in the increase in management expenses.

根據國家對生物技術在農業領域應用的政策支持，從二零一二年起本公司利用所擁有的生物技術平臺優勢，並與國內相關領域一流的研究機構合作，在生物農業領域進行探索。目前正在開發具有預防常見仔豬腹瀉和保護仔豬腸道作用的生物產品。首款產品已具備產業化條件，現已進入行政審批中，在獲得行政審批後立即進入產業化。

財務回顧

本集團於本年度之營業額約為人民幣611,666,000元，較去年同期營業額約人民幣530,458,000元上升約15.31%。本年度營業額的主要來源為海王福藥藥品的銷售收入及海王長健藥品及保健食品的銷售收入。海王福藥因升級改造暫停了部分生產線，因此營業額較去年同期有小幅下降，但本年新增了海王長健的銷售收入，因此本集團整體營業額保持上升趨勢。

本集團於本年度之毛利及毛利率分別約為人民幣251,162,000元及41%，毛利較去年同期上升約人民幣55,664,000元，毛利率較去年同期上升約4%。毛利及毛利率的上升乃由於新收購的海王長健提供了額外之毛利，同時海王長健購銷產品的毛利率較高所致。

本集團於本年度之銷售及分銷開支約為人民幣101,640,000元，較去年同期約人民幣75,743,000元大幅增加了約人民幣25,897,000元，銷售及分銷開支增加的主要因為：新增海王長健購銷業務產生銷售及分銷開支，同時海王長健擴大銷售網絡致使銷售費用有所增加。

本集團於本年度之行政開支約為人民幣59,039,000元，較去年同期約人民幣48,253,000元上升約人民幣10,786,000元，上升幅度約22.35%。行政開支上升主要因為：(i) 海王長健新增管理費用；(ii) 人民幣在本年第二季度升值較快而產生了較多的匯兌損失；及(iii) 江蘇海王進入試生產階段，其管理費用增加。

Management Discussion and Analysis

管理層討論及分析

The Group's other operating expenses for the Year amounted to approximately RMB46,478,000, representing an increase of approximately RMB10,173,000 from approximately RMB36,305,000 in the corresponding period last year. The increase in other operating expenses was mainly due to the significant increase in the R&D expenses and written down of inventories.

The Group's finance costs for the Year was approximately RMB7,684,000, representing an increase of approximately RMB1,094,000 from approximately RMB6,590,000 in the corresponding period last year, which was mainly due to (i) as compared to the corresponding period last year, an increase in the interest expenses of total bank loans of Neptunus Fuyao for the Year; (ii) the shareholder's interest-bearing financial assistance obtained by the Company from its parent company, Shenzhen Neptunus Bio-engineering Co., Ltd. ("Neptunus Bio-engineering") amounted to RMB23,000,000, which is bearing an annual interest rate of 6.60%; and (iii) the shareholder's interest-bearing financial assistance obtained by Neptunus Fuyao from Neptunus Bio-engineering on 5 June 2013 amounted to RMB27,000,000, which is bearing an annual interest rate of 6.60%.

The Group's profit after taxation for the Year increased to approximately RMB46,998,000 from approximately RMB36,078,000 for the corresponding period last year. The increase in profit was mainly due to new source of profit from Neptunus Changjian, and that the EIT rate of Neptunus Fuyao was adjusted to 15%, resulting in a decrease of deferred tax liabilities of approximately RMB13,966,000 of Neptunus Fuyao.

As such, profit attributable to the owners of the Company amounted to approximately RMB35,855,000 for the Year, compared with profit of approximately RMB24,298,000 for the corresponding period last year.

LIQUIDITY AND FINANCIAL RESOURCES

The Group usually finances its operating and investing activities with its internal financial resources and bank loans. The Group's transactions are mainly denominated in Renminbi and the Group reviews its working capital and finance requirements on a regular basis.

As at 31 December 2013, total bank borrowings of the Group was approximately RMB86,000,000, all of which were short-term bank borrowings.

BANKING FACILITIES

As at 31 December 2013, the Group's short-term bank borrowings were RMB86,000,000, all of which were short-term bank borrowings of Neptunus Fuyao.

本集團於本年度之其他經營開支約為人民幣46,478,000元，較去年同期約人民幣36,305,000元增加了約人民幣10,173,000元。其他經營開支增加主要由於研發支出及存貨撇減大幅增加所致。

本集團於本年度之財務成本約人民幣7,684,000元，較去年同期約人民幣6,590,000元增加約人民幣1,094,000元，增加的主要原因為(i)海王福藥於本年度的銀行貸款利息費用較去年同期有所增加；(ii)本公司自母公司深圳市海王生物工程股份有限公司(「海王生物」)取得的股東附息財務資助人民幣23,000,000元，按年利率6.60%計提利息；及(iii)海王福藥於二零一三年六月五日自海王生物取得的股東附息財務資助人民幣27,000,000元，按年利率6.60%計提利息。

本集團於本年度除稅後盈利由去年同期約人民幣36,078,000元增加至約人民幣46,998,000元。增加的主要原因為海王長健提供新的盈利來源，且海王福藥企業所得稅率調整為15%，導致海王福藥減少了約人民幣13,966,000元的遞延所得稅負債。

因此，本公司擁有人於本年度應佔盈利約為人民幣35,855,000元，而去年同期為盈利約人民幣24,298,000元。

流動資金及財務資源

本集團一般以內部財務資源及銀行借貸為其經營及投資活動之資金。本集團之買賣交易主要以人民幣列值，並定期檢討對流動資金及融資的需要。

於二零一三年十二月三十一日，本集團之銀行借貸總額約為人民幣86,000,000元，均為短期銀行貸款。

銀行融資

截至二零一三年十二月三十一日，本集團之短期銀行借款為人民幣86,000,000元，均為海王福藥自銀行取得短期借款。

Management Discussion and Analysis 管理層討論及分析

On 1 August 2013, Neptunus Fuyao was granted a short-term loan of RMB50,000,000 from the Sanshan Subbranch (Fuzhou) of Fujian Haixia Bank, by pledging its land use rights and buildings. This loan will be repaid on 1 February 2014 and is bearing an annual interest rate of 5.60%.

On 6 August 2013, Neptunus Fuyao was granted a short-term loan of RMB36,000,000 from the Sanshan Subbranch (Fuzhou) of Fujian Haixia Bank, by pledging its land use rights and buildings. This loan will be repaid on 6 February 2014 and is bearing an annual interest rate of 5.60%.

SHAREHOLDER'S INTEREST-BEARING FINANCIAL ASSISTANCE

As at 31 December 2013, the shareholder's interest-bearing financial assistance obtained by the Company from Neptunus Bio-engineering amounted to RMB23,000,000. Such shareholder's interest-bearing financial assistance is unsecured and bearing an annual interest rate of 6.60%. The Company has provided such fund to Neptunus Fuyao by way of shareholder's interest-bearing financial assistance for the construction plan of Lianjiang Production Base.

As at 31 December 2013, the shareholder's interest-bearing financial assistance obtained by Neptunus Fuyao from Neptunus Bio-engineering amounted to RMB27,000,000. Such shareholder's interest-bearing financial assistance is unsecured and bearing an annual interest rate of 6.60%, and was used in the upgrade and enhancement work of Neptunus Fuyao's certain production lines.

SHAREHOLDER'S ENTRUSTED LOANS

The Company obtained a shareholder's entrusted loan of RMB9,000,000 from Neptunus Bio-engineering through an entrusted arrangement with a bank. Neptunus Bio-engineering had undertaken to the Company that it would not demand repayment of the above-mentioned shareholder's entrusted loan unless and until: (1) the repayment of such shareholder's entrusted loan would not adversely affect the operations of the Company and/or its business objectives as set out in the prospectus published by the Company on 29 August 2005 (the "Prospectus"); (2) each of the independent non-executive Directors was of the opinion that the repayment of such shareholder's entrusted loan would not adversely affect the operations of the Company and/or the implementation of its business objectives as set out in the Prospectus, and the Company would make an announcement in respect of the decision of the independent non-executive Directors made under (2); and (3) the Company had a positive cash flow and had retained profits in the relevant financial year.

於二零一三年八月一日，海王福藥以土地使用權及房屋抵押向福建海峽銀行福州三山支行取得一筆人民幣50,000,000元的短期銀行借款，還款日為二零一四年二月一日，借款年利率為5.60%。

於二零一三年八月六日，海王福藥以土地使用權及房屋抵押向福建海峽銀行福州三山支行取得一筆人民幣36,000,000元的短期銀行借款，還款日為二零一四年二月六日，借款年利率為5.60%。

股東付息財務資助

截至二零一三年十二月三十一日，本公司自海王生物取得股東付息財務資助人民幣23,000,000元，該股東付息財務資助為無抵押，年利率為6.60%，本公司已將該筆資金以股東付息財務資助的方式提供予海王福藥用於連江生產基地的建設計劃。

截至二零一三年十二月三十一日，海王福藥自海王生物取得股東付息財務資助人民幣27,000,000元，該股東付息財務資助為無抵押，年利率為6.60%，該筆資金用於海王福藥部分生產線的升級改造工作。

股東委托借款

本公司透過與銀行訂立委托安排自海王生物取得股東委托借款人民幣9,000,000元。海王生物已向本公司承諾其將不會要求本公司償還上述股東委托借款，除非及直至：(1)償還該股東委托借款將不會對本公司之業務及／或本公司於二零零五年八月二十九日刊發之招股章程（「招股章程」）所載本公司之業務目標構成不利影響；(2)各獨立非執行董事認為償還該股東委托借款將不會對本公司之業務及／或實行招股章程所載本公司之業務目標構成不利影響，以及本公司將就獨立非執行董事根據(2)所作決定作出公告；及(3)本公司於有關財政年度錄得正數現金流量及保留盈利。

Management Discussion and Analysis

管理層討論及分析

NET CURRENT ASSETS

As at 31 December 2013, the Group had net current assets of approximately RMB198,540,000. Current assets comprised cash and cash equivalents of approximately RMB253,511,000, inventories of approximately RMB120,743,000, tax recoverable of approximately RMB28,000, fixed deposit of approximately RMB2,000,000, trade and other receivables of approximately RMB114,940,000. Current liabilities comprised trade and other payables of approximately RMB187,954,000, interest-bearing bank borrowings to be repaid within one year of approximately RMB86,000,000, tax payable of approximately RMB7,446,000, entrusted loans of approximately RMB9,000,000, and deferred revenue of approximately RMB2,282,000. The net current assets increased approximately by RMB25,722,000 as compared with that of approximately RMB172,818,000 as at 31 December 2012. The increase in net current assets was because that Neptunus Changjian was acquired during this Year and most assets of Neptunus Changjian are current assets.

PLEDGE OF ASSETS

Pursuant to the loan agreements entered into between Neptunus Fuyao, the Company's subsidiary, and Sanshan Subbranch (Fuzhou) of Fujian Haixia Bank on 1 August 2013 and 6 August 2013, respectively, Neptunus Fuyao has pledged part of the land use rights and building it owned to Sanshan Subbranch (Fuzhou) of Fujian Haixia Bank.

FOREIGN CURRENCY RISK

During the Year, the Group's operating revenue, major selling costs and capital expenditure were denominated in RMB. As at 31 December 2013, the Group's cash and cash equivalents were mainly denominated in RMB. As such, the foreign currency risk facing the Group is limited. Currently, the Group has not adopted any financial instrument for hedging purposes.

SEGMENT INFORMATION

Segment revenue and segment results by business and region of the Group for the Year are set out in note 12 to the financial statements.

流動資產淨值

截至二零一三年十二月三十一日，本集團流動資產淨值約為人民幣198,540,000元。流動資產包括現金及現金等價物約人民幣253,511,000元，存貨約人民幣120,743,000元，可收回稅項約人民幣28,000元，定期存款約人民幣2,000,000元，應收賬款及其他應收款項約人民幣114,940,000元。流動負債包括應付帳款及其他應付款約人民幣187,954,000元，一年以內到期的附息銀行借款約人民幣86,000,000元，應交稅金約人民幣7,446,000元，委托借款約人民幣9,000,000元，及遞延收益約人民幣2,282,000元。與二零一二年十二月三十一日的流動資產淨值約人民幣172,818,000元比較，增加了約人民幣25,722,000元。增加的原因為本年度併入了海王長健，而海王長健的資產多為流動資產。

資產抵押

根據本公司附屬公司海王福藥分別於二零一三年八月一日和二零一三年八月六日與福建海峽銀行福州三山支行簽訂的借款合同，海王福藥已將依法擁有的部份土地使用權及房屋抵押給福建海峽銀行福州三山支行。

匯率風險

於本年度，本集團之經營收入、主要銷售成本及資本開支均以人民幣列值。於二零一三年十二月三十一日本集團現金及現金等價物基本為人民幣，因此，本集團面臨的匯率風險不大。目前本集團並無采用任何金融工具作對沖用途。

分部資料

本集團於本年度以業務及地區分類之分部收入及分部業績載於財務報表附註12。

Management Discussion and Analysis 管理層討論及分析

CAPITAL COMMITMENTS

As at 31 December 2013, the Group has contracted commitments for future capital expenditure of approximately RMB47,513,000. The Board believes that such capital expenditure can be financed by the Group's bank deposits and bank borrowings.

CONTINGENT LIABILITY

As at 31 December 2013, neither the Group nor the Company had any significant contingent liability.

MAJOR INVESTMENT PLANS

During the Year, other than developing the businesses disclosed in the Prospectus, the aforesaid proposed Lianjiang Production Base of Neptunus Fuyao in Fuzhou City and the production base of Jiangsu Neptunus, the Company did not make any other major investments.

HUMAN RESOURCES

As at 31 December 2013, the Group employed a total of 1,410 staff (2012: 1,139).

During the Year, the staff costs including directors' remuneration which amounted to approximately RMB75,966,000 (2012: approximately RMB62,213,000). The salaries and fringe benefits of the Group's employees remained competitive. The employees' incentives were reviewed and determined annually pursuant to the remuneration and bonus policies of the Group based on the performance of the employees. The Group also provided various other benefits to its employees.

Compared with 31 December 2012, the movement in the number of employees of the Group for the Year was due to following reasons: (i) the Company significantly increased the number of employees due to merger and acquisition and business development of Neptunus Changjian; (ii) the Company increased input in R&D projects, therefore increased its R&D staff; and (iii) Jiangsu Neptunus recruited more staff as a result of engineering progress.

The Group monitored closely the remuneration and fringe benefits of the employees and rewarded employees in accordance with the Group's business performance. In addition, training and development opportunities for the employees were also provided by the Group.

資本承諾

於二零一三年十二月三十一日，本集團已訂約就未來資本開支作出承擔約人民幣47,513,000元，董事會相信此等資本開支可以從本集團銀行存款及銀行借款支付。

或然負債

於二零一三年十二月三十一日，本集團及本公司並無任何重大或然負債。

重大投資計劃

於本年度內，除發展招股章程所披露之業務、前文所述海王福藥擬進行的福州市連江生產基地事項及江蘇海王的生產基地建設外，本公司並無進行其他重大投資。

人力資源

於二零一三年十二月三十一日，本集團僱傭共1,410名員工(二零一二年：1,139名)。

本年度的僱員成本包括董事酬金共約為人民幣75,966,000元(二零一二年：約人民幣62,213,000元)。本集團僱員之薪金及福利維持於具競爭力水平，而僱員之獎勵乃根據本集團之薪酬及獎金政策按僱員表現每年檢討及釐定。本集團為僱員提供多種福利。

相對於二零一二年十二月三十一日，於本年度本集團僱員人數變動原因是(i)因收購及發展海王長健業務，新增大量僱員；(ii)本公司加大研發項目投入，新增研發僱員；及(iii)江蘇海王因工程進展進行了僱員增加。

本集團密切關注僱員的薪酬與福利水平，並根據集團之經營業績獎勵僱員。此外，本集團亦為僱員提供培訓及發展機會。

Directors, Supervisors and Senior Management Profile

董事、監事及高級管理層履歷

Executive Directors

Mr. Zhang Feng (張鋒), aged 42, has been the chairman of the Board since June 2011. He is also the Compliance officer of the Company. He obtained a MBA degree from University of Technology, Sydney. Mr. Zhang studied in Göteborg University, Sweden. He is a member of the 10th session of All-China Youth Federation and the 10th session of Chinese People's Political Consultative Committee of Jilin Province, the deputy chairman of Jilin Youth Federation, the deputy president of the 8th session of council of Guangdong Province Youth Entrepreneurs Association and the 5th session of council of Shenzhen City Youth Entrepreneurs Association. Mr. Zhang served as the general manager of Shenzhen Neptunus Pharmaceutical Co., Ltd. and Shenzhen Neptunus Tongai Pharmaceutical Manufacturing Company Ltd., the deputy general manager and the chief marketing officer of Shenzhen Neptunus Bio-engineering Co., Ltd. ("Neptunus Bio-engineering"), and a director of Shenzhen Neptunus Jiankang Technology Development Co., Ltd. (深圳市海王健康科技發展有限公司). He is currently the deputy chairman of the 5th session of the board of directors of Neptunus Bio-engineering, the controlling shareholder of the Company which holds 71.67% of the entire issued share capital of the Company.

Mr. Chai Xiang Dong (柴向東), aged 53, has been appointed as the general manager of the Company since February 2000, and is responsible for the Company's day-to-day management and overall activities. In April 2002, he was appointed as director of the Company. Mr. Chai is a doctor in chemistry jointly cultivated by Jilin University of the PRC and Super Molecule Chemical Laboratory of Collège de France (法蘭西學院) of France, and was a former deputy director and professor of Chemistry Department of Jilin University of the PRC. Mr. Chai also obtained an EMBA degree from Euro-China International Business College. Mr. Chai is currently a visiting professor of Shenzhen University and member of MBA Education Committee of Shenzhen University. He has extensive experience in listed medical companies management and international project cooperation with domestic companies.

Mr. Xu Yan He (徐燕和), aged 57, has been appointed as a director of the Company since June 2011. He graduated from Zhejiang Engineering College, the PRC, with a bachelor degree in 1982, and has nearly 30 years of experience in pharmaceutical manufacturing industry in China. He is the deputy president of Fujian Pharmaceutical Profession Association (福建省醫藥行業協會), Fujian Pharmaceutical Association (福建省藥學會) and Fujian Medical Insurance Association (福阿省醫療保險協會). Mr. Xu is the managing director of Fuzhou Neptunus Fuyao Pharmaceutical Company Limited and Fuzhou Neptunus Jinxiang Chinese Pharmaceutical Co., Ltd. and authorized representative of Fuzhou Fuyao Medical Co., Ltd.. Mr. Xu has received a number of recognition, including Outstanding Entrepreneur in Fujian and Outstanding Pharmacist in China.

執行董事

張鋒先生，42歲，自二零一一年六月起獲委任為本公司董事長；彼亦為本公司監察主任。張先生畢業於悉尼科技大學，獲工商管理(MBA)碩士學位。曾在瑞典哥德堡大學學習。主要社會職務：中華全國青年聯合會第十屆委員，政協吉林省第十屆委員會委員，吉林省青年聯合會副主席、廣東省青年企業家協會第八屆理事會副會長、深圳市青年企業家協會第五屆理事會副會長。企業職務：歷任深圳海王藥業有限公司總經理、深圳海王童愛製藥有限公司總經理、深圳市海王生物工程股份有限公司(「海王生物」)副總經理兼品牌與行銷總監、深圳市海王健康科技發展有限公司董事。現任海王生物(本公司控股股東，持有本公司全部已發行股本的71.67%)第五屆董事局副主席。

柴向東先生，53歲，自二零零零年二月起獲委任為本公司總經理，負責本公司的日常管理及整體事務，於二零零二年四月獲委任為董事。柴先生為中國吉林大學及法國法蘭西學院超分子化學實驗室聯合培養的化學博士，曾任吉林大學化學系副主任、教授。柴先生亦已取得中歐國際商學院EMBA學位。柴先生現為深圳大學客座教授及深圳大學MBA教育委員會委員。柴先生在上市醫藥公司管理及與國內公司進行國際項目合作方面擁有豐富經驗。

徐燕和先生，57歲，自二零一一年六月起獲委任為本公司董事。一九八二年於中國浙江工學院本科畢業，在中國藥品製造行業有近三十年的豐富經驗；主要社會職務：福建省醫藥行業協會副會長、福建省藥學會副理事長、福建省醫療保險協會副會長；現任福州海王福藥製藥有限公司董事總經理、福州海王金象中藥製藥有限公司董事總經理、福州福藥醫藥有限公司法人代表；徐先生曾獲福建省優秀企業家、中國優秀藥師等多項榮譽。

Directors, Supervisors and Senior Management Profile

董事、監事及高級管理層履歷

Non-executive Directors

Mr. Liu Zhan Jun (劉占軍), aged 56, has been appointed as a director of the Company since June 2011. He graduated from Nankai University, the PRC in 1997, with a doctoral degree in Economics and a postdoctoral degree in Management. As a professor, he is a renowned expert in corporate management and development strategies. Mr. Liu served as assistant to the secretary and head of Research and Consulting Department of China Development Institute in Shenzhen, China, and an independent director of Neptunus Bio-engineering. He led and participated in a number of national key research projects and corporate consulting programmes. Mr. Liu has extensive experience in corporate management and capital operation. He is currently a director of the 5th session of the board of directors and president of Neptunus Bio-engineering.

Ms. Yu Lin (于琳), aged 57, has been appointed as a director of the Company since February 2005. Currently, she is the director and vice-president of Neptunus Bio-engineering and is responsible for its new products research and development. Ms. Yu graduated from Sun Yat-Sen University of the PRC, and has more than 30 years of experience in biochemical and pharmaceutical industries in the PRC.

Mr. Ren De Quan (任德權), aged 69, has been appointed as a director of the Company since November 2006. Mr. Ren has previously served as the deputy Commissioner of National Chinese Medicine Administrative Bureau and the deputy Commissioner of National Drugs Surveillance Administrative Bureau, and retired in early 2005. Mr. Ren is also an independent non-executive director and a member of the audit committee of China Shineway Pharmaceutical Group Limited, the shares of which are listed on the Main Board of the Stock Exchange. Mr. Ren retired as a non-executive director of the Company on 31 January 2014.

Mr. Song Ting Jiu (宋廷久), aged 57, has been appointed as a non-executive director of the Company since 31 January 2014. Mr Song graduated from Northeast Dianli University in 1982. He is currently the vice-president of Neptunus Bio-engineering and the general manager of Jiangsu Neptunus Health Food Company Limited (江蘇海王健康食品有限公司), a subsidiary of Neptunus Bio-engineering. Mr. Song was engaged in the macroscopic and strategic research regarding energy and the State's economic development at the Energy Research Institute under Chinese Academy of Sciences and was granted the First Class Award of the State Scientific and Technological Progress Award during such period. Since 1985, he has been engaged in financial management and was appointed the positions of office supervisor, vice-president and president at the Branch and Sub-branch of the Bank of China in Shenzhen. Since 2002, he started taking tasks regarding enterprise management and worked as deputy general manager at Guangdong

非執行董事

劉占軍先生，56歲，自二零一一年六月起獲委任為本公司董事，劉先生一九九七年畢業於中國南開大學，經濟學博士、管理學博士後、教授，著名企業管理與發展戰略專家。曾任綜合開發研究院(中國·深圳)秘書長助理、研究諮詢部部長、海王生物獨立董事。曾主持和參與國家多項重點研究課題和企業諮詢工作，具有豐富的企業管理與資本運作經驗。現任海王生物第五屆董事局董事兼總裁。

于琳女士，57歲，自二零零五年二月起獲委任為本公司董事，現任海王生物董事兼副總裁，主管其新產品研究與發展業務。于女士畢業於中國中山大學，在中國生化及製藥行業擁有逾三十年的經驗。

任德權先生，69歲，自二零零六年十一月起獲委任為董事。任先生曾任國家中醫藥管理局副局長及國家藥品監督管理局副局長，於二零零五年初退休。任先生現時亦為中國神威藥業集團有限公司(其股份於聯交所主板上市)獨立非執行董事及審核委員會委員。任先生於二零一四年一月三十一日退任本公司非執行董事。

宋廷久先生，57歲，於二零一四年一月三十一日起出任本公司非執行董事。1982年畢業於東北電力學院，現任海王生物副總裁，同時擔任海王生物附屬公司江蘇海王健康食品有限公司總經理。宋先生曾在國家經委中國科學院能源研究所從事能源與國家經濟發展的宏觀戰略研究，期間曾獲得國家科技進步一等獎。1985年起從事金融管理方面工作，曾在中國銀行深圳市分行及下屬支行任辦公室主任、副行長、行長等職務。2002年開始從事企業管理工作，曾任廣東恒豐

Directors, Supervisors and Senior Management Profile

董事、監事及高級管理層履歷

Hengfeng Investment Company Limited, deputy general manager at Shenzhen Hengfeng Real Estate Company, managing deputy general manager at Hengfeng Haiyue Hotel, and the deputy general manager of the Company.

Independent Non-executive Directors

Mr. Yick Wing Fat, Simon (易永發), aged 56, has been appointed as an independent non-executive director of the Company since August 2005. Mr. Yick holds a bachelor Degree in business administration, majoring in accounting, from the Chinese University of Hong Kong. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Chartered Association of Certified Accountants in England. Mr. Yick has more than 29 years of experience in auditing, direct investment, investment banking and corporate advisory services. In addition, Mr. Yick is also an independent non-executive director and chairman of the audit committee of Shanghai International Shanghai Growth Investment Limited and China Singyes Solar Technologies Holdings Limited, (the shares of which are listed on the Main Board of the Stock Exchange).

Mr. Poon Ka Yeung (潘嘉陽), aged 47, has been appointed as an independent non-executive director of the Company since August 2005. Mr. Poon obtained his bachelor degree in mathematics with minor in economics and marketing from the Chinese University of Hong Kong in 1989 and was further admitted to the MBA degree by the University of Hull, United Kingdom, in 1996. Mr. Poon has been appointed as a Honorary Institute Fellow of the Asia-Pacific Institute of Business of the Chinese University of Hong Kong since April 2002. He has been teaching marketing-related subjects for the master degree in science program, MBA program and Global Executive MBA program (OneMBA) of the Chinese University of Hong Kong. Since June 2008, he has been appointed as visiting Adjunct Associate Professor in the Department of Marketing of the Chinese University of Hong Kong.

投資有限公司副總經理、深圳恒豐房地產公司副總經理、恒豐海悅酒店常務副總經理及本公司副總經理。

獨立非執行董事

易永發先生，56歲，自二零零五年八月起獲委任為本公司獨立非執行董事。易先生畢業於香港中文大學，主修會計，並取得工商管理學士學位，現為香港會計師公會和英國特許會計師公會資深會員。易先生從事審計、直接投資、投資銀行及企業顧問的工作已超過29年。此外，易先生也在滬光國際上海發展投資有限公司及中國興業太陽能技術控股有限公司（兩家股份均於香港聯交所主板上市之公司）擔任獨立非執行董事及審計委員會主席。

潘嘉陽先生，47歲，自二零零五年八月起獲委任為本公司獨立非執行董事。潘先生於一九八九年取得香港中文大學數學及微觀經濟學及市場營銷學學士學位，並於一九九六年取得英國赫爾大學工商管理碩士(MBA)學位。潘先生自二零零二年四月起獲委任為香港中文大學亞太工商研究所名譽教研學人。潘先生一直為香港中文大學科學碩士課程、MBA課程及全球行政MBA課程(OneMBA)教授市場相關科目。自二零零八年六月起，潘先生獲委任為香港中文大學市場學系客座副教授。

Directors, Supervisors and Senior Management Profile

董事、監事及高級管理層履歷

Mr. Yu Bo (于渤), aged 54, has been appointed as an independent non-executive director of the Company since August 2013. Mr. Yu graduated from the Harbin Institute of Technology with a Master's Degree in Engineering Management and Doctorate in Management Science and Engineering. He is currently the dean, a professor and a PhD supervisor of the School of Economics and Management at the Harbin Institute of Technology. Mr. Yu is also an executive member of China Energy Research Society, a member of National MBA Education Committee, a councilor of Chinese Society of Technology Economics and an executive member of System Engineering Society of China. In addition, Mr. Yu is an independent non-executive director, member of the audit committee and remuneration committee of Harbin Electric Company Limited, a company whose shares are listed on the Main Board of the Stock Exchange. He also serves as an independent director in Mudanjiang Hengfeng Paper Company Limited, a company whose shares are listed on the Shanghai Stock Exchange, where he acts as the chairman of the nomination committee, as well as a member of the audit committee and the remuneration committee.

Supervisors

Mr. Xiong Chu Xiong (熊楚熊), aged 58, has been a supervisor of the Company since June 2008. Mr. Xiong obtained a doctorate degree in accountancy from Xiamen University in 1992. Mr. Xiong was appointed as an independent director of Neptunus Bio-engineering up to August 2007. Mr. Xiong is currently the department head and professor of the Accounting Department of School of Economics of Shenzhen University, the independent director of Shahe Industry Company Limited, Shenzhen Laibao High-Tech Co., Ltd., Shenzhen Feima International Supply Chain Company Limited and Shenzhen Beauty Star Company Limited.

Mr. Wang Bin (王彬), aged 54, has been a supervisor of the Company since June 2011. He graduated from Precision Instrument Department of Harbin Institute of Technology, the PRC, with a master degree in 1986. He served as a teacher in Precision Instrument Department of Harbin Institute of Technology, the deputy general manager of Shenzhen Jingshan Group Joint-stock Company Limited (深圳京山集團股份有限公司), the chief human resources officer of Shenzhen Neptunus Group Company Limited (between 1997 and 2000) and the deputy dean of Harbin Institute of Technology Shenzhen Graduate School.

Mr. Yu Jun (喻軍), aged 42, has been elected as a supervisor of the Company since June 2002. Mr. Yu is now the manager of IT Department of the Company.

于渤先生，54歲，自二零一三年八月獲任本公司獨立非執行董事。于先生畢業於哈爾濱工業大學，獲工程管理碩士學位及管理科學與工程博士學位。彼現為哈爾濱工業大學經濟與管理學院院長、教授及博士生導師。于先生還兼任中國能源研究會常務理事、全國工商管理碩士(MBA)教育指導委員會委員、中國技術經濟學會理事及中國系統工程學會常務理事。此外，于先生為哈爾濱電氣股份有限公司(其股份於聯交所主板上市)獨立非執行董事、審核委員會成員及薪酬委員會成員。彼亦於牡丹江恒豐紙業股份有限公司(其股份於上海證券交易所上市)擔任獨立董事、提名委員會主席兼審核委員會及薪酬委員會成員。

監事

熊楚熊先生，58歲，自二零零八年六月起擔任監事。熊先生於一九九二年畢業於中國廈門大學，獲會計學博士學位。於二零零七年八月前，熊先生任海王生物獨立董事。熊先生現任深圳大學經濟學院會計系主任、教授，沙河實業股份有限公司、深圳萊寶高科技股份有限公司、深圳市飛馬國際供應鏈股份有限公司及深圳市通產麗星股份有限公司的獨立董事。

王彬先生，54歲，自二零一一年六月起擔任監事。王先生一九八六年畢業於中國哈爾濱工業大學精密儀器系，獲碩士學位；曾任哈爾濱工業大學精密儀器系教師、深圳京山集團股份有限公司副總經理、深圳海王集團股份有限公司人事行政總監(一九九七年至二零零零年)，哈爾濱工業大學深圳研究生院副院長。

喻軍先生，42歲，自二零零二年六月起獲推選為本公司監事。喻先生現為本公司資訊科技部經理。

Directors, Supervisors and Senior Management Profile

董事、監事及高級管理層履歷

Senior Management

Mr. Zhao Wen Liang (趙文梁), aged 39, is currently the general manager of Neptunus Changjian, a subsidiary of the Company. Graduated from Harbin Normal University, Mr. Zhao has been engaging in the sales management of pharmaceutical products. He joined Neptunus Bio-engineering since 1998 and previously served as regional sales manager as well as other positions. Mr. Zhao joined the Group in January 2013 and was appointed as the general manager of Neptunus Changjian in May 2013. He has over 10 years experience in the marketing management of pharmaceutical products.

Mr Wang Man Chao (王滿朝), aged 36, is currently the executive general manager of Jiangsu Neptunus, a subsidiary of the Company. Mr Wang graduated from the School of Life Sciences in Anhui University with a Bachelor of Science degree. Mr Wang has been engaging in bio-pharmaceutical manufacturing and quality management. Since joining the Group in 2003, he acted as the quality director and production director of the Company and the deputy general manager of a subsidiary. Mr Wang has many years of experience in pharmaceutical manufacturing, quality and engineering management.

Ms. Lee Mei Yi (李美儀), aged 46, has been appointed as a joint company secretary of the Company since 1 December 2008. Ms. Lee is a director of Corporate Services Department of Tricor Services Limited and a fellow member of both the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Ms. Lee has over 20 years of experience in the corporate secretarial area.

Mr. Huang Jian Bo (黃劍波), aged 38, has been appointed as a joint company secretary and an authorized representative of the Company since 1 December 2008 and as a financial controller of the Company since 1 January 2012. Mr. Huang graduated from College of Accounting at Hunan University with a bachelor degree in economics. Mr. Huang has been the secretary to the Board of the Company since 2007. Mr. Huang is a member of the Chinese Institute of Certified Public Accountants and an associate member of the Hong Kong Institute of Chartered Secretaries.

高級管理層

趙文梁先生，39歲，現為本公司附屬公司海王長健總經理；趙先生畢業於哈爾濱師範大學，趙先生一直從事藥品銷售管理工作，自一九八八年加入海王生物，曾任區域銷售經理等職；二零一三年一月加入本集團，二零一三年五月起出任海王長健總經理，趙先生在藥品營銷管理方面有着十多年的經驗。

王滿朝先生，36歲，現為本公司附屬公司江蘇海王執行總經理。王先生畢業於安徽大學生命科學學院，獲理學學士學位。王先生一直從事生物製藥生產和質量管理工作，自二零零三年加入本集團，曾任本公司質量總監、生產總監以及附屬公司副總經理等職。王先生擁有多年藥品生產、質量及工程管理方面的經驗。

李美儀女士，46歲，自二零零八年十二月一日起獲委任為本公司聯席公司秘書。李女士為卓佳專業商務有限公司企業服務部董事，並為英國特許秘書及行政人員公會及香港特許秘書公會資深會員。李女士擁有逾二十年的公司秘書經驗。

黃劍波先生，38歲，自二零零八年十二月一日起獲委任為本公司聯席公司秘書和本公司法定代表，自二零一二年一月一日起獲委任為本公司財務負責人。黃先生畢業於湖南大學會計學院，獲得經濟學學士學位；二零零七年至今，黃先生擔任本公司董事會秘書。黃先生為中國註冊會計師協會會員及香港特許秘書公會聯席成員。

Report of the Directors

董事會報告

The Board is pleased to present the report of Directors and the consolidated financial statements of the Group for the year ended 31 December 2013.

Principal Activities

During the Year, the Group was principally engaged in the sale of a variety of pharmaceuticals, such as herbal medicine, generic drugs, transfusion and anti-tumor drugs, and the R&D Business in the PRC and commission income derived from the distribution of healthcare food products and food products.

Summary of Financial Information

A summary of the published consolidated results and assets and liabilities of the Group for the last two financial years ended 31 December 2013, and the published consolidated results and assets and liabilities of the Group for the Year is set out on pages 49 to 177.

Dividends

The Directors do not recommend the distribution of any dividends for the Year (2012: Nil).

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group and the Company during the Year are set out in note 13 to the financial statements.

Share Capital

Details of movements in the Company's share capital during the Year are set out in note 30 to financial statements.

Reserves

Details of movements in the reserves of the Group and Company during the Year are set out in note 31 to the financial statements.

Distributable Reserves

At 31 December 2013, the Company had no distributable reserves, while its accumulated loss, calculated in accordance with the Company's articles of association and relevant rules and regulations, amounted to approximately RMB119,214,000.

Capitalized Interest

The Group has no capitalized interest during the Year.

董事會欣然提呈本集團截至二零一三年十二月三十一日止年度的董事會報告及綜合財務報表。

主要業務

本集團於本年度主要在中國致力於中藥、普藥、輸液及抗腫瘤藥物等多種藥品經營及現代生物技術的研發，以及來自於食品及保健代銷食品的佣金收入。

財務資料摘要

有關本集團截至二零一三年十二月三十一日止過去兩個財政年度的公佈綜合業績及資產與負債，以及本集團於本年度的公佈綜合業績及資產與負債的摘要，載於第49至177頁。

股息

董事並不建議就本年度派發任何股息(二零一二年：無)。

物業、廠房及設備

本集團及本公司的物業、廠房及設備於本年度的變動詳情，載於財務報表附註13。

股本

本公司股本於本年度的變動詳情，載於財務報表附註30。

儲備

本集團及本公司儲備於本年度的變動詳情，載於財務報表附註31。

可供分派儲備

於二零一三年十二月三十一日，本公司並無可供分派儲備，而根據本公司的公司章程有關規定及規則計算，本公司的累計虧損約為人民幣119,214,000元。

資本化利息

本集團於本年度並無資本化利息。

Report of the Directors

董事會報告

Pre-emptive Rights

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

Purchase, Sale Or Redemption of the Listed Shares of the Company

The Company and its subsidiaries did not purchase, sell or redeem any of the Company's listed shares during the Year. The Company and its subsidiaries also did not redeem, purchase or cancel any of their redeemable securities.

Major Customers and Suppliers

In the Year, sales to the Group's five largest customers accounted for approximately 15.31% of the total sales for the Year and sales to the largest customer included therein amounted to 4.16%. Purchases from the Group's five largest suppliers accounted for approximately 22.78% of the total purchases for the Year and purchases from the largest supplier included therein amounted to 9.47%.

Save as disclosed in this report, none of the Directors, the supervisors of the Company or any of their associates or any shareholders (who, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Company's five largest customers and suppliers.

Directors and Supervisors

The Directors and supervisors of the Company during the Year and their terms of employment were:

Executive Directors

Mr. Zhang Feng	3 years from his appointment on 25 June 2011
Mr. Chai Xiang Dong	3 years from his re-appointment on 25 June 2011
Mr. Xu Yan He	3 years from his appointment on 25 June 2011

Non-executive Directors

Mr. Ren De Quan	re-appointed on 25 June 2011, retired on 31 January 2014
Ms. Yu Lin	3 years from her re-appointment on 25 June 2011
Mr. Liu Zhan Jun	3 years from his appointment on 25 June 2011

優先購買權

本公司的公司章程或中國法律概無訂明有關優先購買權的條文，規定本公司須按比例向現有股東發售新股份。

購買、出售或贖回本公司的上市股份

本公司或其附屬公司於本年度並無購買、出售或贖回本公司的任何上市股份。本公司或其附屬公司亦無贖回、購回或注銷其可贖回證券。

主要客戶及供應商

於本年度，本集團五大客戶的銷售額佔本年度總銷售約15.31%，其中最大客戶的銷售額佔4.16%。於本年度，本集團五大供應商的採購額佔總採購額約22.78%，其中最大的供應商的採購額佔9.47%。

除本報告所披露者外，本公司的董事及監事或彼等任何聯繫人或任何股東（就董事所知擁有本公司已發行股本5%以上者），概無擁有本公司五大客戶及供應商的任何實益權益。

董事及監事

本公司於本年度的在任董事及監事及其任期如下：

執行董事

張鋒先生	於二零一一年六月二十五日獲委任，為期三年
柴向東先生	於二零一一年六月二十五日再次獲委任，為期三年
徐燕和先生	於二零一一年六月二十五日獲委任，為期三年

非執行董事

任德權先生	於二零一一年六月二十五日再次獲委任，於二零一四年一月三十一日退任
于琳女士	於二零一一年六月二十五日再次獲委任，為期三年
劉占軍先生	於二零一一年六月二十五日獲委任，為期三年

Report of the Directors 董事會報告

Independent non-executive Directors

Mr. Yick Wing Fat, Simon	3 years from his re-appointment on 25 June 2011
Mr. Poon Ka Yeung	3 years from his re-appointment on 25 June 2011
Mr. Huang Yao Wen	appointed on 25 June 2011, retired on 5 August 2013
Mr. Yu Bo	from his appointment on 5 August 2013 up to 24 June 2014

Supervisors

Mr. Xiong Chu Xiong	3 years from his re-appointment on 25 June 2011
Mr. Yu Jun	3 years from his re-appointment on 25 June 2011
Mr. Wang Bin	3 years from his appointment on 25 June 2011

The Company confirms that as at the date of this report, it has received annual confirmations of independence from Mr. Yick Wing Fat, Simon, Mr. Poon Ka Yeung, Mr. Yu Bo and Mr. Huang Yao Wen (retired on 5 August 2013). The Company still considers the three current independent non-executive Directors to be independent pursuant to Rule 5.09 of the GEM Listing Rules.

Service Contracts of Directors and Supervisors

Each of the Directors and supervisors of the Company has entered into a service contract with the Company with a term up to 24 June 2014 and is subject to termination by either party giving not less than three months' prior written notice to the other.

None of the Directors or supervisors of the Company has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

獨立非執行董事

易永發先生	於二零一一年六月二十五日再次獲委任，為期三年
潘嘉陽先生	於二零一一年六月二十五日再次獲委任，為期三年
黃耀文先生	於二零一一年六月二十五日獲委任，於二零一三年八月五日退任
于渤先生	於二零一三年八月五日獲委任，有效期至二零一四年六月二十四日

監事

熊楚熊先生	於二零一一年六月二十五日再次獲委任，為期三年
喻軍先生	於二零一一年六月二十五日再次獲委任，為期三年
王彬先生	於二零一一年六月二十五日獲委任，為期三年

本公司確認，於本報告日期，已收到易永發先生、潘嘉陽先生、于渤先生和黃耀文先生(於二零一三年八月五日退任)發出確認其獨立性的年度確認書。根據創業板上市規則第5.09條，本公司依然認同現時三名獨立非執行董事的獨立性。

董事及監事的服務合同

本公司各董事及監事已與本公司訂立服務合同，有效期至二零一四年六月二十四日止，並可由任何一方對對方發出不少於三個月的事先書面通知終止。

本公司的董事或監事概無與本公司訂有本公司不可於一年內毋須支付賠償(法定賠償除外)而終止的服務合同。

Report of the Directors 董事會報告

Directors' and Supervisors' Remuneration

Directors' remuneration is subject to shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and the results of the Company. Details of the remuneration of the Directors are set out in note 7 to the financial statements.

According to the service contracts entered into between the Company and its supervisors, the Company shall pay the supervisors Mr. Xiong Chu Xiong, Mr. Wang Bin and Mr. Yu Jun the remuneration of RMB30,000, RMB30,000 and RMB20,000 per annum respectively.

Five Highest Paid Employees

The five highest paid employees and their remuneration are set out in note 8 to the financial statements.

Directors' and Supervisors' Interests in Contracts

Save for the service contracts of the Directors and supervisors of the Company as disclosed above, there were no contracts of significance to which the Company or its controlling shareholder was a party and in which a Director or supervisor of the Company had a material interest, either directly or indirectly, subsisting at the end of the Year or at any time during the Year.

Interests and Short Positions of Directors, Supervisors and Chief Executives in the Listed Securities

As far as the Directors or supervisors of the Company are aware, as at 31 December 2013, the interests and short position of the Directors, supervisors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations which were required to be notified to the Company and the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance ("SFO") (including interests which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to the "required standard of dealings" for directors as set out in Rule 5.46 of the GEM Listing Rules to be notified to the Company and the Stock Exchange or had otherwise notified to the Company were as follows:

董事及監事薪酬

董事袍金須於股東大會上取得股東批准。其他酬金由董事會參考董事的職務、職責、表現及本公司業績後釐定。董事薪酬的詳情載於財務報表附註7。

根據本公司與監事訂立的服務合同，本公司每年應向監事熊楚熊先生、王彬先生及喻軍先生支付的酬金分別為人民幣3萬元整、人民幣3萬元整及人民幣2萬元整。

五名最高薪酬僱員

五名最高薪酬僱員及其薪酬，載於財務報表附註8。

董事及監事的合同權益

除上文所披露的本公司董事及監事服務合同外，本公司或其控股股東並無訂有本公司的董事或監事直接或間接擁有重大權益，且於本年度結束時或本年度內任何時間仍然生效的任何重大合同。

董事、監事及最高行政人員於上市證券中的權益及淡倉

就本公司董事或監事所知，截至二零一三年十二月三十一日，本公司董事、監事及最高行政人員於本公司及其相聯法團之股份、相關股份及債權證中擁有須根據證券及期貨條例（「證券及期貨條例」）第十五部知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之有關條文被當作或視為彼等擁有之權益）；或須根據證券及期貨條例第352條須予備存之登記冊所記錄之權益或淡倉；或根據創業板上市規則第5.46條所述董事的「交易必守標準」而須知會本公司及聯交所或以其他方式知會本公司之權益及淡倉如下：

Report of the Directors 董事會報告

Long positions in the shares of the Company:

於本公司股份之好倉：

Director/supervisor 董事／監事	Capacity 身份	Type of interests 權益種類	Number of domestic shares held 持有內資股數目	Approximate percentage of all the domestic shares 佔所有內資股之概約百分比	Approximate percentage of the Company's issued share capital 佔本公司已發行股本之概約百分比
Mr. Chai Xiang Dong (Note (1)) 柴向東先生(附註(1))	Beneficial owner 實益擁有人	Personal 個人	30,561,000	2.44%	1.82%
Mr. Yu Jun (Note (2)) 喻軍先生(附註(2))	Beneficial owner 實益擁有人	Personal 個人	1,014,000	0.08%	0.06%

Notes:

- (1) Executive Director and general manager of the Company
(2) Supervisor and employee of the Company.

附註：

- (1) 為本公司執行董事兼總經理
(2) 為本公司監事兼僱員

Report of the Directors 董事會報告

Long positions in shares of associated corporations of the Company:

於本公司相聯法團股份之好倉：

Director 董事	Capacity 身份	Type of interests 權益種類	Name of associated corporation 相聯 法團名稱	Number of shares in associated corporation 持有相聯法團 之股份數目	Approximate percentage of associated corporation's issued share capital 佔相聯法團 已發行股本之 概約百分比
Mr. Zhang Feng (Note (a)) 張鋒先生 (附註(a))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	532,437	0.07%
Mr. Liu Zhan Jun (Note (b)) 劉占軍先生 (附註(b))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	266,217	0.04%
Ms. Yu Lin (Note (c)) 于琳女士 (附註(c))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	79,864	0.01%

Notes:

附註：

- (a) Mr. Zhang Feng, deputy chairman of the board of directors of Neptunus Bio-engineering, was beneficially interested in approximately 0.07% of the entire issued share capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 71.67% of the entire issued share capital of the Company, of which 70.38% was directly held and 1.29% was indirectly held through Shenzhen Neptunus Oriental Investment Company Limited ("Neptunus Oriental").
- (b) Mr. Liu Zhan Jun, director and president of Neptunus Bio-engineering, was beneficially interested in approximately 0.04% of the entire issued capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 71.67% of the entire issued share capital of the Company, of which 70.38% was directly held and 1.29% was indirectly held through Neptunus Oriental.

- (a) 海王生物董事局副主席張鋒先生實益擁有本公司控股股東海王生物全部已發行股本約0.07%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約71.67%之權益，其中70.38%為直接持有，1.29%經深圳海王東方投資有限公司（「海王東方」）間接持有。
- (b) 海王生物董事兼總裁劉占軍先生實益擁有本公司控股股東海王生物全部已發行股本約0.04%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約71.67%之權益，其中70.38%為直接持有，1.29%經海王東方間接持有。

Report of the Directors 董事會報告

(c) Ms. Yu Lin, director and vice-president of Neptunus Bio-engineering, was beneficially interested in approximately 0.01% of the entire issued share capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 71.67% of the entire issued share capital of the Company, of which 70.38% was directly held and 1.29% was indirectly held through Neptunus Oriental.

Save as disclosed above, as at 31 December 2013, none of the Directors, supervisors or chief executives of the Company nor their respective associates held any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the "required standard of dealings" for directors as set out in Rule 5.46 of the GEM Listing Rules.

Share Option Scheme, Convertible Securities and Warrants

Up to 31 December 2013, the Company and its subsidiaries have not adopted any share option scheme and have not granted any option, convertible securities, warrants or other similar rights.

Directors' and Supervisors' Share Options, Warrants or Convertible Bonds

At any time during the Year, none of the Directors or supervisors of the Company or their respective spouse or minor children were granted any share options, warrants or convertible bonds of the Company, its subsidiaries or associated corporation.

Substantial Shareholders' Interests in Shares and Underlying Shares

So far as the Directors and supervisors of the Company are aware, as at 31 December 2013, the interests and/or short positions held by shareholders (not being a Director, a supervisor or a chief executive of the Company) in shares or underlying shares of the Company which were required to be entered in the register pursuant to Section 336 of the SFO or had otherwise notified to the Company were as follows:

(c) 海王生物董事兼副總裁于琳女士實益擁有本公司控股股東海王生物全部已發行股本約0.01%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約71.67%之權益，其中70.38%為直接持有，1.29%經海王東方間接持有。

除上文所披露者外，於二零一三年十二月三十一日，本公司董事、監事或最高行政人員或彼等各自之聯繫人概無於本公司或其任何相聯法團（定義見證券及期貨條例第十五部）之股份、相關股份或債權證中擁有須根據證券及期貨條例第352條須予備存之登記冊所記錄之權益或淡倉；或根據創業板上市規則第5.46條所述之董事「交易必守標準」而須知會本公司及聯交所之權益及淡倉。

購股權計劃、可轉換證券及認股權證

截至二零一三年十二月三十一日，本公司及其附屬公司未曾採納任何購股權計劃，亦無授出任何購股權、可轉換證券、認股權證或其他類似權利。

董事及監事的股份期權、認購權證或可換股債券

於本年度內任何時間，本公司任何董事及監事或彼等各自的配偶或未成年子女概無獲授任何本公司，其附屬公司或相聯法團的購股權、認股權證或可換股債券。

主要股東於股份及相關股份的權益

據本公司董事及監事所知，於二零一三年十二月三十一日，股東（並非本公司董事、監事或最高行政人員）根據證券及期貨條例第336條須予備存的登記冊所記錄的本公司股份或相關股份或以其他方式知會本公司的任何權益及／或淡倉如下：

Report of the Directors 董事會報告

Long positions in the shares of the Company:

於本公司股份之好倉：

Name of Substantial Shareholder 主要股東名稱	Capacity 身份	Number of domestic shares held 持有 內資股 股份數目	Approximate percentage of all the domestic shares 佔所有 內資股的 概約百分比	Approximate percentage of the Company's issued share capital 佔本公司 已發行股本的 概約百分比
Neptunus Bio-engineering (Note (a)) 海王生物(附註(a))	Beneficial owner 實益擁有人	1,181,000,000	94.33%	70.38%
	Interest in controlled corporation 持有受控制法團的權益	21,650,000	1.73%	1.29%
Shenzhen Neptunus Group Company Limited ("Neptunus Group") (Note (b)) 深圳海王集團股份有限公司 (「海王集團」)(附註(b))	Interest in controlled corporation 持有受控制法團的權益	1,202,650,000	96.06%	71.67%
Shenzhen Yinhetong Investment Company Limited ("Yinhetong") (Note (c)) 深圳市銀河通投資有限公司 (「銀河通」)(附註(c))	Interest in controlled corporation 持有受控制法團的權益	1,202,650,000	96.06%	71.67%
Mr. Zhang Si Min (Note (d)) 張思民先生(附註(d))	Interest in controlled corporation 持有受控制法團的權益	1,202,650,000	96.06%	71.67%
Ms. Wang Jin Song (Note (e)) 王勁松女士(附註(e))	Interest of spouse 配偶權益	1,202,650,000	96.06%	71.67%
Bank of Hangzhou Co., Ltd., Shenzhen Branch ("Bank of Hangzhou") (Note (f)) 杭州銀行股份有限公司 深圳分行(「杭州銀行」)(附註(f))	Security interest in shares 持有保證權益	1,181,000,000	94.33%	70.38%

Report of the Directors 董事會報告

Notes:

- (a) Neptunus Bio-engineering was deemed to be interested in the 21,650,000 domestic shares of the Company held by Neptunus Oriental as the entire issued share capital of Neptunus Oriental was beneficially owned by Neptunus Bio-engineering. Neptunus Bio-engineering was also directly interested in 1,181,000,000 domestic shares of the Company. Therefore, Neptunus Bio-engineering was directly and indirectly interested in 1,202,650,000 domestic shares of the Company.
- (b) Neptunus Group was deemed to be interested in the 1,202,650,000 domestic shares of the Company, which relate to the same parcel of shares referred to in note (a) above, held by Neptunus Bio-engineering as Neptunus Group was beneficially interested in approximately 24.66% of the entire issued share capital of Neptunus Bio-engineering.
- (c) Yinhetong was deemed to be interested in 1,202,650,000 domestic shares of the Company, which relate to the same parcel of shares referred to in note (a) above, held by Neptunus Bio-engineering as Yinhetong was beneficially interested in approximately 58.96% of the entire issued share capital of Neptunus Group, which in turn was beneficially interested in approximately 24.66% of the entire issued share capital of Neptunus Bio-engineering.
- (d) Mr. Zhang Si Min ("Mr. Zhang") was deemed to be interested in 1,202,650,000 domestic shares of the Company, which relate to the same parcel of shares referred to in note (a) above, held by Neptunus Bio-engineering as Mr. Zhang was beneficially interested in 70% of the entire issued share capital of Yinhetong, which in turn was beneficially interested in approximately 58.96% of the entire issued share capital of Neptunus Group, which in turn was beneficially interested in approximately 24.66% of the entire issued share capital of Neptunus Bio-engineering.
- (e) Ms. Wang Jin Song ("Ms. Wang") was deemed to be interested in 1,202,650,000 domestic shares of the Company, which relate to the same parcel of shares referred to in note (a) above, held by Neptunus Bio-engineering as Ms. Wang is the spouse of Mr. Zhang and was taken to be beneficially interested in any shares held by Mr. Zhang.
- (f) Bank of Hangzhou was deemed to be interested in 1,181,000,000 domestic shares of the Company held by Neptunus Bio-engineering which has pledged its domestic shares to Bank of Hangzhou.

Save as disclosed above, the Directors and supervisors of the Company are not aware of any other persons (except the Directors, supervisors or chief executives of the Company) who held any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO as at 31 December 2013.

附註：

- (a) 由於海王生物實益擁有海王東方全部已發行股本100%的權益，而海王東方擁有本公司21,650,000股內資股份的權益，因此海王生物被視為擁有由海王東方持有的本公司21,650,000股內資股份的權益。同時海王生物直接持有本公司1,181,000,000股內資股份的權益，因此海王生物被視為直接及間接擁有本公司1,202,650,000股內資股份的權益。
- (b) 由於海王集團實益擁有海王生物全部已發行股本約24.66%的權益，因此海王集團被視為擁有由海王生物持有的本公司1,202,650,000股內資股份的權益，與上文附註(a)所述同一筆股份相關。
- (c) 由於銀河通實益擁有海王集團全部已發行股本約58.96%的權益，而海王集團實益擁有海王生物全部已發行股本約24.66%的權益，因此銀河通被視為擁有由海王生物持有的本公司1,202,650,000股內資股份的權益，與上文附註(a)所述同一筆股份相關。
- (d) 由於張思民(「張先生」)實益擁有銀河通全部已發行股本70%的權益，而銀河通實益擁有海王集團全部已發行股本約58.96%的權益，而海王集團實益擁有海王生物全部已發行股本約24.66%的權益，因此張先生被視為擁有由海王生物持有的本公司1,202,650,000股內資股份的權益，與上文附註(a)所述同一筆股份相關。
- (e) 由於王勁松女士(「王女士」)為張先生之配偶，所以被視為於由張先生所持有之任何股份中實益擁有權益，因此王女士被視為擁有由海王生物持有的本公司1,202,650,000股內資股份的權益，與上文附註(a)所述同一筆股份相關。
- (f) 由於海王生物將其持有本公司1,181,000,000股內資股份的權益質押予杭州銀行，因此杭州銀行被視為擁有本公司1,181,000,000股內資股份的權益。

除上文所披露者外，截至二零一三年十二月三十一日，本公司董事或監事概不知悉有任何其他人士(本公司董事、監事或最高行政人員除外)於本公司之股份或相關股份中，擁有根據證券及期貨條例第336條須存備之登記冊所記錄之權益及淡倉。

Report of the Directors

董事會報告

CONTINUING CONNECTED TRANSACTIONS

Exempt Continuing Connected Transactions

The continuing connected transactions that are exempt from the disclosure requirement under the GEM Listing Rules during the Year are set out as follows:

(i) *Trademark licensing*

The Company entered into trademark licence contracts (the "Trademark Licence Contracts") with Neptunus Pharmaceutical on 28 December 2002 and 1 April 2004 respectively pursuant to which Neptunus Pharmaceutical granted a non-exclusive licence to the Company to use the trademarks owned by Neptunus Pharmaceutical at nil consideration for the period until the term of registration of such trademarks expires. The term of the Trademark Licence Contracts will be extended automatically as long as the registrations of such trademarks remain effective.

As there was no consideration payable under the Trademark Licence Contracts for the Year, pursuant to Rule 20.33(3) of the GEM Listing Rules, the above transaction was exempt from any reporting, announcement or independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

(ii) *Property lease*

Factory

On 1 January 2013, the Company and Shenzhen Neptunus Tongai Pharmaceutical Information Consulting Company Ltd. ("Tongai Pharmaceutical") (previous known as Shenzhen Neptunus Tongai Pharmaceutical Manufacturing Company Ltd.), a fellow subsidiary and a connected person of the Company, entered into a property lease contract pursuant to which Tongai Pharmaceutical as landlord agreed to lease a property with a total gross floor area of approximately 3,722 sq.m. to the Company as tenant for factory and R&D manufacturing uses for a period of three years commencing from 1 January 2013 and expiring on 31 December 2015 at an annual rental of RMB267,984. The leased property is located at portions of levels 1 and whole of level 4, Neptunus Industrial Complex, the Fifth Industrial Zone, Beihuan Road, Nanshan District, Shenzhen, the PRC. Tongai Pharmaceutical has waived the rental of RMB267,984 payable by the Company in the Year.

As the aggregate rental under the lease contracts payable to Tongai Pharmaceutical for the Year were less than HK\$1,000,000 and each of the percentage ratios (other than the profits ratio) was less than 5% on an annual basis, pursuant to Rule 20.33(3) of the GEM Listing Rules, the above transaction was exempt from any reporting, announcement or independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

持續關聯交易

獲豁免持續關連交易

本年度獲豁免遵守創業板上市規則披露要求規定之持續關連交易如下：

(i) *商標牌照*

本公司分別於二零零二年十二月二十八日及二零零四年四月一日與海王藥業訂立商標使用許可合同（「商標使用許可合同」）。據此，海王藥業授予本公司非獨家許可證，以無償使用根據其擁有的商標，使用期至該商標註冊期屆滿為止。倘有關商標的註冊維持有效，商標使用許可合同的年期將自動延長。

由於本年度商標使用許可合同並無任何應付代價，根據創業板上市規則第20.33(3)條規定，上述交易獲豁免遵守創業板上市規則第20章有關申報、公告及獨立股東批准之規定。

(ii) *物業租賃*

廠房

於二零一三年一月一日，本公司與深圳海王童愛醫藥信息諮詢有限公司（「童愛醫藥」）（前稱深圳海王童愛製藥有限公司）（本公司同系附屬公司及關連人士）訂立一項房屋租賃合同，童愛醫藥（作為業主）據此同意租出總建築樓面面積約為3,722平方米的物業予本公司（作為租戶）作廠房及研發生產用途，租期為三年，由二零一三年一月一日至二零一五年十二月三十一日止年租為人民幣267,984元。該租賃物業位於中國深圳市南山區北環路第五工業區海王工業城1樓的部份及4樓全層。於本年童愛醫藥已豁免我公司應支付全部年度租金人民幣267,984元。

由於本年度根據租賃合同支付予童愛醫藥之年度租金總額少於1,000,000港元，而上述交易之各百分比比率（溢利比率除外）按年計算均少於5%，根據創業板上市規則第20.33(3)條規定，上述交易獲豁免遵守創業板上市規則第20章有關申報、公告及獨立股東批准之規定。

Report of the Directors 董事會報告

(iii) Financial assistance

Details of the financial assistance by controlling shareholder and management shareholder are set out in the section headed "Material Related Party Transactions" in note 35 to the financial statements. As the financial assistance was on normal commercial terms and no security over the assets of the Company was granted in respect of the financial assistance, pursuant to Rule 20.65(4) of the GEM Listing Rules such financial assistance was exempt from any reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

Continuing Connected Transactions Exempt from Independent Shareholders' Approval Requirements

The continuing connected transactions exempt from independent shareholders' approval requirements under Rule 20.34 of the GEM Listing Rules undertaken by the Group during the Year are set out below:

Nepstar Distribution Agreement

On 30 March 2012, Neptunus Fuyao entered into a distribution agreement ("Nepstar Distribution Agreement"), with Shenzhen Nepstar Pharmaceutical Company Limited ("Nepstar") a company indirectly owned by the former chairman of the Company's Board, Mr. Zhang Si Min pursuant to which the Group agreed to supply self-manufactured drugs at prescribed prices to Nepstar for the period from 30 March 2012 to 31 December 2014. The Company has made an announcement in relation to such continuing connected transactions on 30 March 2012 and disclosed that the annual caps of such transactions for the period from 30 March 2012 to 31 December 2012 and the two financial years ended 31 December 2013 and 31 December 2014 would not exceed RMB13,000,000, RMB16,000,000 and RMB21,000,000 respectively.

During the Year, the Group has supplied self-manufactured drugs of approximately RMB19,174,000 to Nepstar pursuant to Nepstar Distribution Agreement, which exceeded the annual cap disclosed in the relevant announcement dated 30 March 2012 mentioned above due to administrative oversight. Details of this incident can be found in the announcement of the Company dated 12 March 2014.

(iii) 財務資助

控股股東與管理層股東之財務資助詳情載於財務報表附註35「重大關連交易」。由於財務資助乃按照正常商業條款提供，且本公司並無就有關財務資助以本公司資產作抵押，根據創業板上市規則第20.65(4)條，有關財務資助獲豁免遵守創業板上市規則第20章有關任何申報、公告及獲得獨立股東批准之規定。

獲豁免獨立股東批准規定的持續關連交易

本集團於本年度內進行創業板上市規則第20.34條所指的獲豁免獨立股東批准規定的持續關連交易載列如下：

海王星辰代銷協議

於二零一二年三月三十日，海王福藥與深圳市海王星辰醫藥有限公司（「海王星辰」）（由公司董事會前主席張思民先生間接擁有）訂立一項代銷協議（「海王星辰代銷協議」），本集團據此同意向海王星辰按規定價格供應自產藥品。海王星辰代銷協議的期限為由二零一二年三月三十日至二零一四年十二月三十一日。本公司就此持續關連交易於二零一二年三月三十日作出公告，披露二零一二年三月三十日至二零一二年十二月三十一日止期間及截至二零一三年十二月三十一日及二零一四年十二月三十一日止兩個財政年度交易上限分別不超過人民幣13,000,000元、人民幣16,000,000元及人民幣21,000,000元。

於本年度，本集團就海王星辰代銷協議向海王星辰供應藥品共約人民幣19,174,000元，上述銷售金額超出上述日期為二零一二年三月三十日的相關公告所披露的年度上限。該事件詳情可查詢本公司於二零一四年三月十二日刊發的公告。

Report of the Directors

董事會報告

Neptunus Changjian Distribution Agreement

On 30 March 2012, Neptunus Fuyao entered into a distribution agreement (“Neptunus Changjian Distribution Agreement”) with Neptunus Changjian, which was a connected person of the Company by virtue of being a wholly-owned subsidiary of Neptunus Bio-engineering but ceased to be so after becoming a wholly-owned subsidiary of the Company on 4 January 2013, pursuant to which Neptunus Fuyao agreed to supply self-manufactured drugs to Neptunus Changjian at the prescribed prices for the period from 30 March 2012 to 31 December 2014. The Company has made an announcement in relation to such continuing connected transactions on 30 March 2012. The annual caps of such transactions for the period from 30 March 2012 to 31 December 2012 and for the two financial years ended 31 December 2013 and 31 December 2014 would not exceed RMB13,000,000, RMB14,000,000 and RMB17,000,000 respectively.

On 4 January 2013, the Company completed the acquisition of the entire equity interest of Neptunus Changjian. In this respect, the transactions under Neptunus Changjian Distribution Agreement would not be considered as continuing connected transactions during the Year.

Hangzhou Neptunus Distribution Agreement

On 6 February 2013, Neptunus Changjian entered into a distribution agreement with Hangzhou Neptunus Bio-engineering Co., Ltd. 杭州海王生物工程有限公司 (“Hangzhou Neptunus”), a fellow subsidiary and a connected person of the Company pursuant to which Neptunus Changjian will purchase various food products and healthcare food products manufactured by Hangzhou Neptunus for distribution in the PRC for the period from 6 February 2013 to 31 December 2015. The term of the distribution agreement is from 6 February 2013 to 31 December 2015. The Company has made an announcement regarding such continuing connected transactions on 6 February 2013, disclosing the purchase caps of RMB4,500,000, RMB5,500,000 and RMB6,500,000 for the period from 6 February 2013 until 31 December 2013 and for 2014 and 2015 financial years respectively.

During the Year, Neptunus Changjian has purchased food products and healthcare food products of approximately RMB2,593,000 from Hangzhou Neptunus pursuant to the Hangzhou Neptunus Distribution Agreement, which did not exceed the annual cap disclosed above.

Having considered the above, the Directors (including non-executive Directors and independent non-executive Directors) are of the opinion that the terms of the Neptunus Distribution Agreement and the Hangzhou Neptunus Distribution Agreement are fair and reasonable and on normal commercial terms, the entering into of these agreements is in the interests of the Company and the shareholders as a whole.

海王長健代銷協議

於二零一二年三月三十日，海王福藥與海王長健（以前為海王生物全資附屬公司因此視為本公司的關連人士，而後於二零一三年一月四日成為本公司全資附屬公司）訂立一項代銷協議（「海王長健代銷協議」），據此海王福藥同意海王長健按規定價格供應自產藥品。海王長健代銷協議的期限為由二零一二年三月三十日至二零一四年十二月三十一日。本公司就此持續關連交易於二零一二年三月三十日作出公告。二零一二年三月三十日至二零一二年十二月三十一日止期間及截至二零一三年十二月三十一日及二零一四年十二月三十一日止兩個財政年度交易上限分別不超過人民幣13,000,000元、人民幣14,000,000元及人民幣17,000,000元。

於二零一三年一月四日，本公司完成對海王長健全部股權的收購，因此本年度海王長健代銷協議項下交易不再構成持續關聯交易。

杭州海王代銷協議

於二零一三年二月六日，海王長健與杭州海王生物工程有限公司（「杭州海王」）（本公司的同系附屬公司及關連人士）訂立一份代銷協議，據此，海王長健將購買由杭州海王製造的各類食品及保健食品，以於二零一三年二月六日至二零一五年十二月三十一日期間在中國進行分銷。杭州海王代銷協議的期限由二零一三年二月六日至二零一五年十二月三十一日。本公司就此持續關連交易於二零一三年二月六日作出公告，披露二零一三年二月六日至二零一三年十二月三十一日止期間及二零一四年及二零一五年兩個財政年度交易上限分別為人民幣4,500,000元、人民幣5,500,000元及人民幣6,500,000元。

於本年度，海王長健就杭州海王代銷協議向杭州海王購買食品及保健食品共約人民幣2,593,000元，上述銷售金額並無超出上述所披露的年度上限。

經考慮上文所述，董事（包括非執行董事及獨立非執行董事）認為，海王星辰代銷協議及杭州海王代銷協議的條款乃屬公平合理並按一般商業條款訂立，訂立該等協議符合本公司及其股東的整體利益。

Report of the Directors 董事會報告

Continuing Connected Transactions Not Exempt from Independent Shareholders' Approval Requirements

The continuing connected transactions not exempt from independent shareholders' approval requirements under Rule 20.34 of the GEM Listing Rules undertaken by the Group during the Year are set out below:

Neptunus Jiankang Distribution Agreement

On 16 October 2012, the Company entered into a distribution agreement ("Neptunus Jiankang Distribution Agreement") with 深圳市海王健康科技發展有限公司 (Shenzhen Neptunus Jiankang Technology Development Company Limited ("Neptunus Jiankang"), a fellow subsidiary of the Company pursuant to which the Company agreed to purchase various food products and healthcare food products manufactured by Neptunus Jiankang at prescribed prices. The Company has issued a circular in relation to such continuing connected transactions on 3 September 2012 and disclosed that the annual caps of such transactions for the period from the date of entering into Jiankang Distribution Agreement to 31 December 2012 and for the two financial years ended 31 December 2013 and 31 December 2014 would not exceed RMB35,000,000, RMB62,000,000 and RMB65,000,000 respectively. Such continuing connected transaction was approved by the independent shareholders of the Company at the extraordinary general meeting of the Company held on 15 October 2012.

During the Year, the Group purchased various food products and healthcare food products of approximately RMB8,400,000 from Neptunus Jiankang and received total distribution commission of approximately RMB1,531,000 pursuant to Neptunus Jiankang Distribution Agreement, which did not exceed the annual cap disclosed above.

Neptunus Pharmaceutical Distribution Agreement

On 6 February 2013, Neptunus Changjian entered into a distribution agreement ("Neptunus Pharmaceutical Distribution Agreement") with Neptunus Pharmaceutical, a fellow subsidiary and a connected person of the Company pursuant to which Neptunus Changjian will purchase various medicines manufactured by Neptunus Pharmaceutical for distribution in the PRC for the period from 6 February 2013 to 31 December 2013. On 3 July 2013, based on the Neptunus Pharmaceutical Distribution Agreement, Neptunus Changjian and Neptunus Pharmaceutical entered into a supplementary agreement ("Supplementary Agreement"), pursuant to which, upon the approval of independent shareholders at the extraordinary general meeting held on 13 September 2013, the period of Neptunus Pharmaceutical Distribution Agreement was extended to 31 December 2015, and the annual cap for the year 2013 was increased to RMB38,000,000 while two annual caps of RMB45,000,000 and RMB54,000,000 for the two years 2014 and 2015 were newly added respectively.

不獲豁免獨立股東批准規定的持續關連交易

本集團於本年度內進行不獲豁免創業板上市規則第20.34條的獨立股東批准規定的持續關連交易載列如下：

海王健康代銷協議

於二零一二年十月十六日，本公司與深圳市海王健康科技發展有限公司（「海王健康」）（公司之同系附屬公司）訂立一項代銷協議（「海王健康代銷協議」），本公司同意向海王健康按規定價格採購海王健康生產的各種食品和保健食品。本公司就該持續關連交易於二零一二年九月三日發出通函，披露該持續關連交易自訂立海王健康代銷協議之日起至二零一二年十二月三十一日止期間及截至二零一三年十二月三十一日及二零一四年十二月三十一日止兩個財政年度交易上限分別不超過人民幣35,000,000元、人民幣62,000,000元及人民幣65,000,000元。該持續關連交易已獲本公司獨立股東於二零一二年十月十五日召開的本公司股東特別大會上批准。

於本年度，本集團就海王健康代銷協議向海王健康採購各種食品和保健食品約人民幣8,400,000元及取得代銷佣金服合共約人民幣1,531,000元。上述交易金額並無超出上述所披露的年度上限。

海王藥業代銷協議

於二零一三年二月六日，海王長健與海王藥業（本公司的同系附屬公司及關連人士）訂立一份代銷協議（「海王藥業代銷協議」），據此，海王長健將購買由海王藥業製造的各類藥品，以於二零一三年二月六日至二零一三年十二月三十一日期間在中國進行分銷。於二零一三年七月三日，海王長健與海王藥業在海王藥業代銷協議的基礎上，再訂立一份補充協議（「補充協議」），於二零一三年九月十三日經股東特別大會上批准後，海王藥業代銷協議的有效期限延長至二零一五年十二月三十一日，同時提高二零一三年年度交易上限至人民幣38,000,000元，新增二零一四年、二零一五年兩個年度的交易上限額分別為人民幣45,000,000元及人民幣54,000,000元。

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During the Year, Neptunus Changjian has purchased drugs of approximately RMB29,026,000 from Neptunus Pharmaceutical pursuant to the Neptunus Pharmaceutical Distribution Agreement, which did not exceed the annual cap disclosed above.

Having considered the above, the Directors (including non-executive Directors and independent non-executive Directors) are of the opinion that the terms of the Neptunus Jiankang Distribution Agreement and the Neptunus Pharmaceutical Distribution Agreement are (as supplemented by the Supplementary Agreement) fair and reasonable and on normal commercial terms, the entering into of these agreements is in the interests of the Company and the shareholders as a whole.

CONNECTED TRANSACTION

Connected Transaction Exempt from Independent Shareholders' Approval Requirements

Equity Transfer Agreement with Neptunus Bio-engineering and Neptunus Yinhe

On 11 December 2012, the Company entered into an Equity Transfer Agreement with Neptunus Bio-engineering, a substantial shareholder of the Company, and Shenzhen Neptunus Yinhe Pharmaceutical Investment Company Limited ("Neptunus Yinhe"), a wholly-owned subsidiary of Neptunus Bio-engineering, pursuant to which the Company agreed to purchase the entire equity interests in Neptunus Changjian. The consideration for the acquisition is RMB5,080,000 of which RMB1,524,000 shall be payable to Neptunus Bio-engineering and RMB3,556,000 shall be payable to Neptunus Yinhe. The acquisition was completed on 4 January 2013, and the consideration for the acquisition has been fully paid during the Year. Through the acquisition of Neptunus Changjian, the Group may expand its businesses in marketing, sales and distribution of drugs and healthcare food by utilising the licences held by Neptunus Changjian. It will also help to build up stronger connection among the Group, its distributors and retail outlets and lay a solid foundation for the distribution of the products to be launched by the Group in the future.

Technology Transfer Agreement with Neptunus Pharmaceutical

On 9 April 2013, Jiangsu Neptunus, a subsidiary of the Company, entered into a Technology Transfer Agreement with Neptunus Pharmaceutical, a fellow subsidiary and a connected person of the Company, pursuant to which Jiangsu Neptunus agreed to acquire an intangible asset called "approval for recombinant human thymosin α 1 clinical research" and all related technology thereunder ("Recombinant Technology") owned by Neptunus Pharmaceutical for a consideration of RMB13,000,000. The consideration will be paid by four installments according to the progress of clinical trial of Jiangsu Neptunus' recombinant human thymosin α 1 for injection. Pursuant to the Technology

於本年度，海王長健就海王藥業代銷協議向海王藥業購買藥品共約人民幣29,026,000元，上述交易金額並無超出上述所披露的年度上限。

經考慮上文所述，董事（包括非執行董事及獨立非執行董事）認為，海王健康代銷協議及海王藥業代銷協議（經補充協議補充）的條款乃屬公平合理並按一般商業條款訂立，訂立該等協議符合本公司及其股東的整體利益。

關連交易

獲豁免獨立股東批准規定的關連交易

與海王生物及海王銀河訂立股權轉讓協議

於二零一二年十二月十一日，海王生物（本公司之主要股東）及深圳市海王銀河醫藥投資有限公司（「海王銀河」）（海王生物之全資附屬公司）訂立股權轉讓協議，據此，本公司同意收購海王長健之全部股權。收購代價為人民幣5,080,000元，其中，人民幣1,524,000元須支付予海王生物，以及人民幣3,556,000元須支付予海王銀河。該收購已於二零一三年一月四日完成，且收購代價已於本年度悉數支付。通過收購海王長健，本集團可利用海王長健所持有的許可證擴展其藥品及保健食品的市場營銷、銷售及分銷業務。這將有助於增加本集團與分銷商及零售終端的聯繫，並為本集團未來推出產品的分銷打好堅實的基礎。

與海王藥業訂立技術轉讓協議

於二零一三年四月九日，本公司附屬公司江蘇海王與海王藥業（本公司同系附屬公司及關連人士）訂立技術轉讓協議。據此，江蘇海王同意收購海王藥業所擁有的一項名為「重組人胸腺肽 α 1 臨床批件」的無形資產及其相關全部技術（「重組技術」），收購代價為人民幣13,000,000元，收購代價將根據江蘇海王注射用重組人胸腺肽 α 1 臨床進度分四期支付。根據技術轉讓協議，本年度江蘇海王已經支付代價人民幣6,000,000元。收

Report of the Directors 董事會報告

Transfer Agreement, Jiangsu Neptunus has already paid the consideration of RMB6,000,000 during the Year. The acquisition of Recombinant Technology is the precondition for applying the new drug certificate of recombinant human thymosin α 1 for injection, therefore the obtaining of Recombinant Technology will benefit the entire development of the Group (including Jiangsu Neptunus).

Management Contracts

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

Competing Interests

On 21 August 2005, Neptunus Bio-engineering entered into an agreement with the Company containing undertakings relating to non-competition and preferential rights of investments (the "Non-Competition Undertakings"), pursuant to which Neptunus Bio-engineering had undertaken to the Company and its associates (among others), that as long as the securities of the Company are listed on GEM:

- (i) it will not, and will procure its associates not to, whether within or outside the PRC, directly or indirectly (other than those indirectly held as a result of the equity interest in any listed company or its subsidiaries), participate in or operate any business in whatever form, or manufacture any products (the usage of which is the same as or similar to that of the products of the Company) which may constitute direct or indirect competition to the business operated by the Company from time to time; and
- (ii) it will not, and will procure its associates not to, hold any interest, whether within or outside the PRC, in any company or organization (directly or indirectly, other than those indirectly held as a result of its equity interest in any listed company or its subsidiaries) when the business of such company or entity will (or may) compete directly or indirectly with the business of the Company.

Pursuant to the Non-Competition Undertakings, at a time when the Non-Competition Undertakings are subsisting, whenever Neptunus Bio-engineering or any its associates enters into any negotiations, within or outside the PRC, in relation to any new investment projects which may compete with the existing and future business of the Company, the Company will also be entitled to the preferential rights to participate in the investments in such new investment projects.

購重組技術是申請注射用重組人胸腺肽 α 1 新藥證書的先決條件，因此獲得重組技術將有利於本集團（包括江蘇海王）的整體發展。

管理合同

於本年度，本公司並無訂立或存有任何有關本公司整體業務或任何主要部分業務的管理及行政合同。

競爭權益

於二零零五年八月二十一日，海王生物與本公司簽訂一項協議，當中載有不競爭及優先投資權的承諾（「不競爭承諾」）。據此，海王生物向本公司及其聯繫人承諾，（其中包括）只要本公司的證券在創業板上市：

- (i) 其不會並將促使其聯繫人不會在中國境內或境外，以任何形式直接或間接（惟因任何上市公司或其附屬公司的股權而間接持有除外）參與或經營任何業務，製造用途與本公司的產品相同或類似的任何產品，而可能導致與本公司不時經營的業務直接或間接構成競爭；及
- (ii) 其不會並將會促使其聯繫人不會在中國境內或境外，直接或間接（惟因任何上市公司或其附屬公司的股權而間接持有除外）持有任何公司或機構的任何權益，而該公司或實體的業務將會（或可能）與本公司的業務直接或間接構成競爭。

根據不競爭承諾，於不競爭承諾的有效期內，如海王生物或其任何聯繫人在中國境內或境外，就可能與本公司的現有及未來業務構成競爭的任何新投資項目進行磋商，本公司亦享有優先投資權參與該等新投資項目的投資。

Report of the Directors 董事會報告

Sufficiency of Public Float

Based on information that is publicly available to the Company and the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

Staff Retirement Scheme

Details of the staff retirement scheme of the Company are set out in note 1(o) and 5 to the financial statements.

Auditor

Crowe Horwath (HK) CPA Limited, Certified Public Accountants, was appointed as the Company's auditor in 2013. The financial statements have been audited by Crowe Horwath (HK) CPA Limited, who will retire at the conclusion of the forthcoming annual general meeting of the Company and being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Crowe Horwath (HK) CPA Limited as auditor of the Company is to be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Shenzhen Neptunus Interlong Bio-technique Company Limited

Zhang Feng

Chairman

Shenzhen, the PRC
21 March 2014

足夠的公眾持股量

根據可供本公司查閱的資料及就董事所知，於本報告日期，公眾人士持有本公司已發行股本最少達25%。

員工退休計劃

本公司的員工退休計劃詳情，載於財務報表附註1(o)及5。

核數師

執業會計師行國富浩華(香港)會計師事務所有限公司已於二零一三年獲委聘為本公司的核數師。財務報表已經由國富浩華(香港)會計師事務所有限公司審核。國富浩華(香港)會計師事務所有限公司將於即將舉行之本公司周年大會上任滿告退，並合資格提出膺選連任。於即將舉行之周年大會上將提呈決議案重新委聘國富浩華(香港)會計師事務所有限公司為本公司之核數師。

代表董事會

深圳市海王英特龍生物技術股份有限公司

張鋒

主席

中國深圳市
二零一四年三月二十一日

Corporate Governance Report

企業管治報告

The Company strives to attain a high standard of corporate governance. The principles of corporate governance adopted by the Company emphasize a quality board, sound internal control transparency and accountability to all stakeholders.

(A) Corporate Governance Practices

The Corporate Governance Code was effective for accounting periods commencing on or after 1 January 2005. The Company put strong emphasis on the superiority, steadiness and rationality of corporate governance. The Board is of the view that the Company has complied with the requirements set out in Appendix 15 "Corporate Governance Code and Corporate Governance Report" of the GEM Listing Rules throughout the Year.

(B) Code of Conduct Regarding Securities Transactions by Directors

During the Year, the Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the "required standard of dealings" as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all the Directors, all the Directors have confirmed that they have complied with the "required standard of dealings" and the Company's internal code of conduct regarding securities transactions by the Directors during the Year.

(C) The Board

The Board is responsible for planning and overseeing the overall development and management of the Company with the objective of enhancing shareholders' value. The Board, led by the Chairman, is responsible for the approval and monitoring of the overall strategies and policies of the Company, approval of annual budgets and business plans, evaluation of the Company's performance and oversight of the management. As at 31 December 2013, the Board comprised nine Directors, including three executive Directors, three non-executive Directors and three independent non-executive Directors. The Board delegates day-to-day operations of the Company to executive Directors, while reserving certain key matters for its approval. And the management is responsible for the day-to-day operations of the Company under the guidance of the General Manager.

During the Year, the Board performed the following corporate governance duties:

- (i) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;

本公司致力維持高水平的企業管治。本公司採納的企業管治原則，著重高質素的董事會、健全的內部監控、具透明度，以及對全體參會問責。

(A) 企業管治常規

《企業管治守則》於二零零五年一月一日或其後開始的會計期間生效。本公司極力主張企業管治的凌駕性、穩健性及合理性。董事會認為，於本年度，本公司一直遵守創業板上市規則附錄十五《企業管治守則》及《企業管治報告》所載的規定。

(B) 董事進行證券交易的操守守則

於本年度內，本公司採納的一套條款不比創業板上市規則第5.48至5.67條所載的「交易必守標準」更低的董事進行證券交易的操守守則。經向全體董事作出具體查詢後，全體董事確認，彼等於本年度內，遵守「交易必守標準」或本公司自定義定的董事進行證券交易的操守守則的規定。

(C) 董事會

董事會負責策劃及監察本公司的整體發展及管理事務，並以提高股東價值為依歸。在主席的領導下，董事會負責審批及監控本公司的整體策略及政策、審批年度預算及業務計劃、評核本公司的表現及監察管理。於二零一三年十二月三十一日，董事會由九名董事組成，包括三名執行董事、三名非執行董事及三名獨立非執行董事。董事會委派執行董事處理本公司日常營運工作，惟保留審批若干重要事宜的權力。並在總經理的指引下，管理層負責本公司日常營運工作。

本年度，董事會履行下列企業管治職能：

- (i) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；

Corporate Governance Report

企業管治報告

- (ii) to review and monitor the training and continuous professional development of Directors and senior management;
- (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct applicable to employees and Directors; and
- (v) to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

The participation of non-executive Directors in the Board brings independent judgement on issues relating to the Company's strategy, performance, conflicts of interest and management process to ensure that the interests of all shareholders of the Company have been duly considered. The biographies of the Directors are set out on pages 16 to 19, with details of diversity of skills, expertise, experience and qualifications concerning the Directors.

The Company has arranged appropriate insurance cover in respect of legal action against the Directors.

The Board held four board meetings during the Year.

The Directors did not authorize any alternate director to attend any board meetings during the Year.

(D) Committees

The Board strives to maintain an excellent corporate governance and has established committees with written terms of reference setting out the powers and duties of the committees.

1. Audit Committee

The Company had established the Audit Committee on 21 August 2005. The Audit Committee comprises one non-executive Director, namely Ms. Yu Lin and two independent non-executive Directors, namely Mr. Yick Wing Fat, Simon and Mr. Poon Ka Yeung. Mr. Yick Wing Fat, Simon is the chairman of the Audit Committee. The scope of duties of the Audit Committee is stated in the Corporate Governance Handbook of the Company.

- (ii) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (iii) 檢討及監察本公司就遵守法律及監管要求的政策及常規；
- (iv) 制定、檢討及監察適用於僱員及董事的操守準則；及
- (v) 檢討本公司遵守《企業管治守則》的情況及在企業管治報告內的披露。

非執行董事參與董事會，目的在於就本公司的策略、表現、利益衝突及管理程序的事宜上，提供獨立判斷的意見，確保已適當考慮到本公司全體股東的利益。各董事履歷載於年報第16至19頁，當中載列各董事之多樣化技能、專業知識、經驗及資格。

本公司已就董事可能會面對的法律行動做適當的投保安排。

董事會於本年度召開四次列席會議。

董事於本年度並無授權任何替任董事代為出席任何董事會會議。

(D) 附屬委員會

為致力於維持優良的企業管治，董事會成立附屬的委員會，並以書面訂明各委員會之間的具體職權範圍，並清楚說明各委員會之職權和職責：

1. 審核委員會

本公司已於二零零五年八月二十一日成立審核委員會，審核委員會由一名非執行董事（為于琳女士）及兩名獨立非執行董事（分別為易永發先生及潘嘉陽先生）組成。易永發先生為審核委員會主席。審核委員會的職務範圍已於本公司的《企業管治手冊》內述明。

Corporate Governance Report 企業管治報告

The primary duties of the Audit Committee are as follows:

- (i) to consider, and to make recommendations to the Board on the appointment, reappointment and removal of the external auditors, and to approve the remuneration and terms of engagement of the external auditors, and to resolve any issues of resignation or dismissal of that auditor;
- (ii) to review and monitor the external auditors' independence and objectivity and the effectiveness of the auditing process in accordance with applicable accounting standards;
- (iii) to discuss the nature and scope of the audit and reporting obligations with the external auditors before the auditing commences, and to ensure co-ordination where more than one audit firm are involved;
- (iv) to review and monitor the integrity of the quarterly, interim and annual financial statements, reports and accounts of the Company, and to review significant financial reporting judgments contained therein, before submission to the Board, focusing particularly on any changes in accounting policies and practices, major judgmental areas, significant adjustments resulting from the audit, etc.
- (v) to review the Company's financial control, internal control and risk management systems;
- (vi) to discuss with the management the system of internal control and to ensure the management has discharged its duties in maintaining an effective internal control system;
- (vii) to review the external auditors' letter to the management and answer any material queries raised by the auditors to management in respect of the accounting records, financial accounts or system of internal control;
- (viii) to ensure that the Board will provide a timely response to the issues raised in the external auditor's letter to the management;
- (ix) to report to the Board on the matters set out herein and, in particular, the matters required to be performed by the Audit Committee under the Corporate Governance Code;
- (x) to act as the key representative body overseeing the Company's relationship with the external auditors; and

審核委員會的主要職務如下：

- (i) 考慮委任、續聘及任免外聘核數師，並向董事會提供推薦建議，審批外聘核數師的薪酬及聘用條款，以及處理該核數師辭任及解聘的任何問題；
- (ii) 檢討及監控外聘核數師的獨立性、客觀性，及根據適用會計準則進行核數程序的有效性；
- (iii) 於核數工作開始時與外聘核數師討論核數性質及範圍及申報責任，以及確保涉及超過一家核數師行時能互相協調；
- (iv) 檢討及監控本公司的季度、中期及年度財務報表、報告及賬目的完整性，以及向董事會呈交該等文件前檢討當中所載對財務申報所作出的重大判斷，尤其注意會計政策及原則的任何變動、主要判斷範疇、審核後所作出的調整等；
- (v) 檢討本公司的財務監控、內部監控及風險管理系統；
- (vi) 與管理層討論內部監控系統，以及確保管理層已就維持有效的內部監控系統履行其職務；
- (vii) 審閱外聘核數師致管理層的函件，處理核數師就會計記錄、財務賬目或內部監控系統而向管理層作出的任何重要提問；
- (viii) 確保董事會對外聘核數師致管理層函件所提出的查詢作出適時響應；
- (ix) 向董事會報告本報告所載的事宜，特別是審核委員會按《企業管治守則》須履行的事宜；
- (x) 擔當重要代表，監察本公司與外聘核數師的關係；及

Corporate Governance Report 企業管治報告

- (xi) to discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary).

The Audit Committee held four meetings during the Year. Besides, the Audit Committee also held two meetings with the external auditors for the discussions on issues including the accounting policies adopted by the Group, internal control and financial statements.

2. Nomination Committee

The Company established the Nomination Committee on 16 March 2012. Currently the Nomination Committee comprises one executive Director, Mr. Zhang Feng, and three independent non-executive Directors, namely Mr. Yick Wing Fat, Simon, Mr. Poon Ka Yeung and Mr. Yu Bo. Mr. Zhang Feng is the Chairman of the Nomination Committee.

The major duties of the Nomination Committee are as follows:

- (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
- (ii) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of, individuals nominated for directorships.
- (iii) to assess the independence of independent non-executive Directors.
- (iv) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive.

The Nomination Committee has adopted a Board Diversity Policy (the "Policy") which became effective on 1 September 2013. A summary of this Policy together with the measurable objectives set for implementing this Policy, and the progress towards achieving those objectives are outlined below.

- (xi) (如有需要，在管理層不在場的情況下)討論因進行中期及末期審核工作所招致的問題及保留事項，以及核數師可能擬於討論的任何事項。

於本年度內，審核委員會曾舉行四次會議。此外亦與本公司核數師進行兩次會議，就本集團所採用的會計政策、內部控制和財務報告等事項進行討論。

2. 提名委員會

本公司已於二零一二年三月十六日成立了提名委員會。提名委員會現由一名執行董事(張鋒先生)及三名獨立非執行董事(分別為易永發先生、潘嘉陽先生、于渤先生)組成。張鋒先生為提名委員會主席。

提名委員會的主要職責如下：

- (i) 檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議。
- (ii) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見。
- (iii) 評核獨立非執行董事的獨立性。
- (iv) 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議。

提名委員會於二零一三年九月一日採納董事會成員多元化政策(「本政策」)。本政策之概要連同為執行本政策而制定之可計量目標及達標進度於下文披露。

Corporate Governance Report 企業管治報告

The Company continuously seeks to enhance the effectiveness of its Board and to maintain the highest standards of corporate governance and recognizes and embraces the benefits of having a diverse Board, which can be achieved through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Nomination Committee has primary responsibility for identifying qualified candidates to become members of the Board and Board appointments will continue to be made on a merit basis, with candidates being considered against objective criteria, with due regard for the benefits of diversity on the Board. The Nomination Committee is also responsible for monitoring the implementation and reviewing the effectiveness of this Policy.

Nomination Committee held one meeting during the Year. The members discussed the policy for the nomination of Directors and evaluated the Board Diversity Policy of the Company.

3. Remuneration Committee

The Remuneration Committee was established on 21 August 2005, comprising one executive Director and two independent non-executive Directors, namely Mr. Zhang Feng, Mr. Yick Wing Fat, Simon and Mr. Poon Ka Yeung. Mr. Poon Ka Yeung is the chairman of the Remuneration Committee. The scope of duties of the Remuneration Committee is stated in the Corporate Governance Handbook of the Company.

The principal terms of reference of the Remuneration Committee are prepared in accordance with the GEM Listing Rules and include:

- (i) pursuant to code provision B.1.2(c)(ii), making recommendations to the Board on the Company's policy and structure for all remuneration of the Directors and the senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (ii) the determination of the remuneration packages of all executive Directors and the senior management of the Company and the making of recommendations to the Board of the remuneration of the non-executive Directors; and
- (iii) the review and approval of their performance-based remuneration by reference to corporate goals and objectives of the Company resolved by the Board from time to time.

本公司不斷致力提高其董事會之效能，並保持最高標準的企業管治及明白並深信建立一個多元化及具包容性的董事會裨益良多，可透過考慮多個因素達致，包括但不限於性別、年齡、文化及教育背景、種族、職業經驗、技能、知識及服務年資。

提名委員會主要負責確定合資格的應徵者成為董事會成員，委任董事會將繼續兼成以優質基礎及應徵者將亦被以該準則考慮，以達致董事會多元化之效益。提名委員會亦負責監察制定本政策及檢討其有效性。

本年度內，提名委員會舉行了一次會議。成員們討論了董事的提名政策並評估了本公司的董事會成員多元化政策。

3. 薪酬委員會

薪酬委員會於二零零五年八月二十一日成立，由一名執行董事及兩名獨立非執行董事組成，分別為張鋒先生、易永發先生及潘嘉陽先生。潘嘉陽先生為薪酬委員會主席。薪酬委員會的職責範圍已於本公司的《企業管治手冊》內述明。

薪酬委員會的主要職權範圍乃根據創業板上市規則編製，其職責包括：

- (i) 根據守則條文第B.1.2(c)(ii)，就本公司所有董事及高級管理層薪酬政策及架構，以及就制訂正規而具透明度的有關薪酬政策程序，向董事會提供推薦建議；
- (ii) 釐定本公司所有執行董事及高級管理層的薪酬待遇，以及就非執行董事的薪酬向董事會提出推薦建議；及
- (iii) 參照董事會不時議決的本公司企業目標及意向，檢討及審批以表現為基準的薪酬。

Corporate Governance Report 企業管治報告

The Remuneration Committee determined the remuneration of the Directors according to their expertise, knowledge and commitment to the Company with reference to the Company's profitability and the prevailing market conditions. The Remuneration Committee should consult the executive Director and the General Manager about its proposals relating to the remuneration of the Senior Management.

The Remuneration Committee held one meeting during the Year.

薪酬委員會乃按董事的專業技能、知識及對本公司的貢獻，參照本公司的盈利能力及現行市況，釐定董事薪酬。有關高級管理層的薪酬建議，薪酬委員會應諮詢執行董事及總經理。

本年度內薪酬委員會舉行了一次會議。

(E) Record of number of Board and committee meetings and Directors' attendance

During the Year, the number of Board and committee meetings and Directors' attendance are set out below:

Directors 董事	Annual General Meeting 股東週年大會	Board 董事會	Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會
Zhang Feng (Chairman) 張鋒 (主席)	1/1	4/4	N/A 不適用	1/1	1/1
Chai Xiang Dong (Chief Executive Officer) 柴向東 (行政總裁)	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Xu Yan He 徐燕和	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Liu Zhan Jun 劉占軍	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Yu Lin 于琳	1/1	4/4	4/4	N/A 不適用	N/A 不適用
Ren De Quan 任德權	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Yick Wing Fat, Simon 易永發	1/1	4/4	4/4	1/1	1/1
Poon Ka Yeung 潘嘉陽	1/1	4/4	4/4	1/1	1/1
Huang Yao Wen (note (1)) 黃耀文	1/1	3/4	N/A 不適用	1/1	N/A 不適用
Yu Bo (note (2)) 于渤	1/1	1/4	N/A 不適用	0/1	N/A 不適用

Notes:

- Mr. Huang Yao Wen retired as an independent non-executive Director and member of the Nomination Committee on 5 August 2013;
- Mr. Yu Bo was appointed as an independent non-executive Director and member of the Nomination Committee on 5 August 2013.

(E) 董事會及附屬委員會會議次數及各董事的出席記錄

於年度內，董事會及附屬委員會會議次數及各董事之出席記錄如下：

附註：

- 黃耀文先生於二零一三年八月五日退任獨立非執行董事兼提名委員會成員；
- 于渤先生於二零一三年八月五日獲委任為獨立非執行董事兼提名委員會成員。

(F) Continuous Professional Development for Directors

During the Year, each member of the Board has attended relevant professional development such as trainings or seminars according to their own professionals. The Company also gave advice to Directors from time to time in respect of training courses. At the same time, the Company arranged Stephenson Harwood, the Company's legal advisor, to provide training in relation to "duties and responsibilities of a director of a company that listed on the GEM" for all Directors and part of the management of the Company on 11 November 2013. All Directors of the Company (except an executive Director), the senior management officers of the Group including the Company Secretary and the supervisor of the Company have attended such training in person.

(G) Chairman and General Manager (Chief Executive Officer)

As the leader of the Board, the Chairman is responsible for the approval and supervision of the overall strategies and policies of the Company, approval of annual budgets and business plans, evaluation of the Company's performance and oversight of the management. The General Manager is responsible for the day-to-day operations of the Company. The articles of the association of the Company has set out the role and powers of the Chairman and General Manager. The roles of the Chairman and General Manager should be separate and should not be performed by the same individual.

(H) Directors' Responsibility for Accounts

The Directors have confirmed and acknowledged their responsibility for the preparation of the Company's financial statements is in compliance with the relative regulations and applicable accounting standards. The Board has also warranted that the Company's financial statements would be distributed in due course.

(I) Auditor's Remuneration

During the Year, an amount of approximately RMB1,938,000 (2012:RMB1,751,000) was charged to the Group's income statement for the external auditors' services.

(F) 董事持續專業發展

本年度，董事會各董事已根據自身專業方向，參與相關的培訓、講座等持續專業發展；本公司亦不定期給予董事有關培訓的課程建議。同時本公司在二零一三年十一月十一日，安排羅夏信律師事務所（本公司法律顧問）對本公司全體董事及部分管理層進行「創業板上市公司董事之義務及責任」之培訓。本公司所有董事（除一名執行董事外），本集團的高級管理人員（包括公司秘書）及本公司的監事均親自出席該培訓。

(G) 主席及總經理（行政總裁）

作為董事會的領導人，主席負責審批及監督本公司的整體策略及政策、審批年度預算及業務計劃，評核本公司的表現及監察管理。總經理負責本公司的日常營運工作。本公司的公司章程已訂明主席及總經理的職能及權力。主席與總經理的職能應有區分，不應由同一名人士出任。

(H) 董事對賬目的責任

董事已確認，其對於本公司財務報表的呈列方式符合相關規例及適用會計準則負有責任。董事會亦已保證，本公司將於適當時候派發財務報表。

(I) 核數師酬金

於本年度，自本集團損益表中扣除的外聘核數師服務金額為人民幣1,938,000元（二零一二年：人民幣1,751,000元）

Corporate Governance Report

企業管治報告

(J) Internal Control

The Board is responsible for overseeing the system of internal control of the Company and for reviewing its effectiveness. To facilitate the effectiveness and efficiency of operations and to ensure compliance with relevant laws and regulations, the Company emphasizes the importance of a sound internal control system. The Company's system of internal control is designed to provide reasonable assurance against any material misstatement or loss and to manage and eliminate risks of failure in operational systems and fulfillment of business objectives.

During the Year, the management of the Company has appointed an external consultant to review the effectiveness of the internal control system with focus on risk management of the Company and has submitted the results of the review and its recommendations and opinions for consideration to the Audit Committee and the Board. The Audit Committee and the Board have discussed the relevant results of the review and appropriate modifications will be made to the management system of the Company according to the findings and recommendations therein. The Board is satisfied that, based on the information supplied, coupled with its own observations and with the assistance of the Audit Committee, the present internal controls and risk management process are satisfactory for the nature and size of the Group's operations and business.

(K) Constitutional Documents

The constitutional documents of the Company have been published both on the GEM and the Company's website. The Company's articles of association have been amended upon the approval on the EGM held on 15 Oct 2012.

(L) Shareholder's Rights

(i) According to the article of association of the Company, two or more shareholders holding more than 10% or more of the shares with voting rights can sign one or more written requests with the same format and contents, requesting the Board to convene an extraordinary general meeting, and stating the topics of the meeting. After receipt of the aforesaid written request, the Board shall hold the extraordinary general meeting as soon as possible. If the Board does not distribute the notice on holding the meeting within 30 days after receipt of the aforesaid written request, the shareholder(s) putting forward such requirement can convene the meeting on his/their own within four months after the Board receives such request.

(J) 內部監控

董事會負責監督本公司的內部監控系統及檢討其有效性。本公司著重穩健的內部監控系統的重要性，藉以促進營運效率及效益，以及確保遵守有關法律及法規。本公司的內部監控系統，專為合理保證不存在重大錯誤陳述或損失，以及監控及消除營運系統風險及達成業務目標而設。

於本年度內，本公司管理層已委任一名外聘顧問檢討內部監控系統有效性，針對本集團的風險管理，並已將檢討結果提交審核委員會及董事會，並向彼等提供推薦建議及意見以供考慮。審核委員會及董事會已討論有關檢討結果，並將會就結果及推薦建議對本公司的管理系統作出適當修改。基於所提供的資料連同其本身的觀察，並在審核委員會的協助下，董事會信納就本集團經營及業務的性質及規模而言，現行內部監控及風險管理程序達滿意水準。

(K) 憲章文件

本公司的憲章文件已載於創業板及本公司的網站內。本公司的章程於二零一二年十月十五日舉行的股東特別大會上獲得通過及作出相應修訂。

(L) 股東權利

(i) 依據本公司章程，合計持有有表決權的股份百分之十以上(含百分之十)的兩個或者兩個以上的股東，可以簽署一份或者數份同樣格式內容的書面要求，提請董事會召集股東特別大會，並闡明會議的議題。如果董事會在收到前述書面要求後三十日內沒有發出召集會議的通告，提出該要求的股東可以在董事會收到該要求後四個月內自行召集會議，召集的程序應當盡可能與董事會召集股東會議的程序相同。

Corporate Governance Report 企業管治報告

- (ii) Shareholders of the Company can make enquires to the Board or the Company in relation to corporate governance or other matters. The Company will not normally deal with verbal or anonymous enquiries. Shareholders may send written enquiries to the Company, by email to hjb@interlong.com, or by fax to (86) 755 26416299 ext.8014 or by mail to Room F, 18th Floor, Tower A, Neptunus Mansion, Nanhai Avenue, Nanshan District, Shenzhen, Guangdong Province, the PRC.
- (iii) The Company encourages shareholders to attend and give advice in the general meeting, or appoints proxies to attend general meetings, and vote for them when they could not attend general meetings. Under appropriate circumstances, chairman of the Board, other members of the Board, Chairman of committees under the Board or representative appointed by them, and external auditors would attend general meeting of the Company, and they would answer for the shareholders. They will also consider or respond to the suggestions made by shareholders.

To put forward proposals at an annual general meeting or extraordinary general meeting, the shareholders should submit a written notice of those proposals with detailed contact information to the Company, by email to hjb@interlong.com, or by fax to (86) 755 26416299 ext.8014 or by mail to Room F, 18th Floor, Tower A, Neptunus Mansion, Nanhai Avenue, Nanshan District, Shenzhen, Guangdong Province, the PRC. The request will be verified with the Company's share registrar and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the general meeting.

- (ii) 本公司股東可向董事會及本公司查詢關於企業管治或其他的事項：一般而言，本公司不會處理口頭或匿名的查詢。股東可透過以下方式將書面查詢送交本公司（發電郵至 hjb@interlong.com，或傳真至(86) 755 26416299轉8014，或郵寄至中國廣東省深圳市南山區南海大道海王大廈A座18樓F室）。
- (iii) 本公司鼓勵股東參與股東大會，並提出建議，或在他們未能出席大會時委任代表出席及於會上代表他們投票。在適宜情況下，董事會主席，其他董事會成員、董事會轄下委員會的主席或其委任的代表，以及外聘核數師應出席本公司的股東大會並在會上回答股東提問，及對股東建議進行考慮或回應。

為於股東週年大會或股東特別大會上提出提案，股東須以書面提交該等提案，連同詳細聯絡資料，送交本公司（電郵至 hjb@interlong.com；或傳真至(86) 755 26416299轉8014；或郵寄至中國廣東省深圳市南山區南海大道海王大廈A座18樓F室）。本公司會向本公司的股份過戶處核實該要求，於獲得股份過戶處確認該要求為恰當及適當後，公司秘書將要求董事會在股東大會的議程內加入有關決議案。

Report of the Supervisory Committee

監事會報告

To: All shareholders

The Supervisory Committee of the Company has exercised its powers seriously to safeguard the interests of the Company and shareholders, complied with the principle of good faith, discharged its duties conscientiously and undertaken tasks in a diligent and proactive manner in accordance with the Company Law of the PRC, the relevant Hong Kong laws, regulations and the articles of association of the Company (the "Articles of Association").

The Supervisory Committee of the Company has reviewed in detail and approved the audited financial statements and this report which will be presented at the annual general meeting. Supervisors of the Company have reviewed prudently the operation and development plans of the Company, and carried out strict and effective supervision as regards whether major decision-making and exact decisions by the management of the Company are in compliance with the laws and regulations of the PRC and the Articles of Association and safeguard the interests of shareholders. Supervisors believe that during the Year, the operating results of the Company were sufficient to reflect its position, and all expenses and costs incurred were reasonable. The profit sharing scheme was in the long-term interest of shareholders and the Company. The provision for statutory surplus reserve and public welfare fund made during the Year has complied with the applicable laws and regulations of the PRC and the Articles of Association.

During the Year, to the best knowledge of the Supervisory Committee, no Directors or other senior management of the Company were found to have abused his authority or have harmed the interests of shareholders and employees. To the best knowledge of the Supervisory Committee, no Directors or other senior management of the Company were found to have violated any applicable laws or regulations, the Articles of Association or the relevant regulations of China Securities Regulatory Commission. Supervisors believe that the Directors and other senior management of the Company have strictly observed their respective duties and acted prudently and exercised their powers in good faith in the best interest of the Company.

The Supervisory Committee of the Company is full of confidence in the future of the Company and would like to take this opportunity to express its gratitude to all shareholders, Directors and staff for their strong support to the Supervisory Committee.

By order of the Supervisory Committee
Xiong Chu Xiong
Chairman of Supervisory Committee

Shenzhen, the PRC
21 March 2014

各位股東：

本公司的監事會遵照中國公司法、香港有關法律、法規及本公司的公司章程（「公司章程」）的規定，認真履行職權，維護本公司利益及股東權益，遵守誠信原則，克盡職守，勤勉主動地開展工作。

本公司監事會已經仔細審閱並批准經審核財務報表以及本報告，以供載年度股東大會上呈示。本公司監事已經對本公司的經營及發展計劃進行審慎審核，對本公司管理層的重大決策及具體決定是否符合中國法律法規以及公司章程是否維護股東權益等問題，進行了嚴格有效的監督。監事相信，於本年度內，本公司的經營業績足以反映其狀況，而所產生的一切開支及成本均為合理，利潤分配方案符合股東利益及本公司的長遠利益，本年度撥備的法定公積金及公益金已遵守適用的中國法律、法規及公司章程。

於本年度內，據監事會所知，本公司的董事或其他高級管理層概無遭發現濫用職權或侵害股東及僱員的利益。據監事會所知，本公司的董事或其他高級管理層概無違反任何適用的法律法規、公司章程或中國證券監督管理委員會的有關法規。監事認為，董事及本公司的其他高級管理層能夠嚴格遵守他們各自的職責，並能夠審慎行事，以及在符合本公司最佳利益的情況下，忠誠地行使他們的權力。

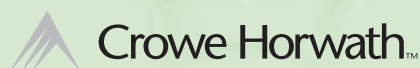
本公司監事會對本公司的未來充滿信心，並借此機會向全體股東、董事及職員對本監事會的大力支持，深表謝意。

承監事會命
熊楚熊
監事會主席

中國深圳市
二零一四年三月二十一日

Independent Auditor's Report

獨立核數師報告



國富浩華（香港）會計師事務所有限公司
Crowe Horwath (HK) CPA Limited
Member Crowe Horwath International

香港 銅鑼灣 禮頓道77號 禮頓中心9樓
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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SHENZHEN NEPTUNUS INTERLONG BIO-TECHNIQUE COMPANY LIMITED (Incorporated in the People's Republic of China with limited liability)

We have audited the consolidated financial statements of Shenzhen Neptunus Interlong Bio-technique Company Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 49 to 177, which comprise the consolidated and company statements of financial position as at 31 December 2013 and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows 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 Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants 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.

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.

致：深圳市海王英特龍生物技術股份有限公司
各股東
(於中華人民共和國成立之股份有限公司)

本核數師(以下簡稱「我們」)已完成審核深圳市海王英特龍生物技術股份有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第49至177頁的綜合財務報表，當中載有 貴公司於二零一三年十二月三十一日的綜合財務狀況表及公司財務狀況表、截至該日期止的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策及其他闡釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事負責遵照香港會計師公會頒佈的香港財務報告準則及香港公司條例披露規定，編製真實公平地列報的綜合財務報表，並對董事認為必須的內部監控負責，確保綜合財務報表的編製並無任何基於欺詐或謬誤而出現的重大錯誤陳述。

核數師的責任

我們的責任是根據我們審核工作的結果，對該等綜合財務報表表達意見，並僅向全體股東作出報告，除此以外報告並無其他用途。我們並不會就本報告的內容向任何其他人士承擔或負上任何責任。

Independent Auditor's Report 獨立核數師報告

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

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

Opinion

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

Crowe Horwath (HK) CPA Limited
Certified Public Accountants
Hong Kong, 21 March 2014

Alvin Yeung Sik Hung
Practising Certificate Number P05206

我們已根據香港會計師公會頒佈的香港審核準則進行審核。該等準則規定我們須遵守道德規定以計劃及進行審核，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。

審核包括進行程序以取得與綜合財務報表所載金額及披露事項有關的審核憑證。選定程序取決於核數師所作出的判斷，包括評估綜合財務報表的重大錯誤陳述（不論是否因欺詐或錯誤引起）的風險。在作出該等風險評估時，核數師考慮與公司編製真實公平綜合財務報表有關的內部監控，以設計適當的審核程序，但並非對公司的內部監控是否有效表達意見。審核亦包括評價董事採用的會計政策是否適當及作出的會計估計是否合理，以及評價綜合財務報表的整體呈列方式。

我們相信，我們已取得充分恰當的審核憑證，為我們的審核意見提供了基礎。

意見

我們認為，按照香港財務報告準則編製的綜合財務報表真實公平地反映 貴公司及 貴集團於二零一三年十二月三十一日的財政狀況，及 貴集團截至該日止本年度的盈利及現金流量，並已按照香港公司條例的披露規定妥善編製。

國富浩華(香港)會計師事務所有限公司
執業會計師
香港，二零一四年三月二十一日

楊錫鴻
執業證書編號 P05206

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

		Note	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
		附註		
TURNOVER	營業額	3, 12	611,666	530,458
COST OF SALES	銷售成本		(360,504)	(334,960)
GROSS PROFIT	毛利		251,162	195,498
OTHER REVENUE	其他收入	4	6,051	11,371
OTHER NET INCOME	其他收入淨額	4	1,196	625
Selling and distribution expenses	銷售及分銷開支		(101,640)	(75,743)
Administrative expenses	行政開支		(59,039)	(48,253)
Other operating expenses	其他經營開支		(46,478)	(36,305)
PROFIT FROM OPERATIONS	經營溢利		51,252	47,193
Finance costs	財務費用	5(a)	(7,684)	(6,590)
PROFIT BEFORE TAXATION	除稅前溢利	5	43,568	40,603
Income tax	所得稅	6(a)	3,430	(4,525)
PROFIT FOR THE YEAR	本年度溢利		46,998	36,078
Attributable to:	以下應佔：			
Owners of the Company	本公司擁有人		35,855	24,298
Non-controlling interests	非控股權益		11,143	11,780
			46,998	36,078
Earnings per share	每股盈利			
Basic and diluted	基本及攤薄	11	2.14 cents 分	1.45 cents 分

The notes on pages 59 to 177 form part of these financial statements.

第59頁至第177頁的附註構成此等財務報表的一部分。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Profit for the year	本年度溢利	46,998	36,078
Other comprehensive income for the year	本年度的其他全面收益	-	-
Total comprehensive income for the year	本年度的全面收益總額	46,998	36,078
Attributable to:	以下應佔：		
Owners of the Company	本公司擁有人	35,855	24,298
Non-controlling interests	非控股權益	11,143	11,780
Total comprehensive income for the year	本年度的全面收益總額	46,998	36,078

The notes on pages 59 to 177 form part of these financial statements.

第59頁至第177頁的附註構成此等財務報表的一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2013
於二零一三年十二月三十一日

		Note 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	184,790	164,635
Prepaid lease payments	預付租賃款項	14	67,159	68,729
Intangible assets	無形資產	15	140,247	130,770
Deposit for acquisition of property, plant and equipment	購置物業、廠房及設備的 按金	16	11,570	2,614
Deposit for acquisition of land	購置土地的按金	17	17,330	17,330
Available-for-sale investments	可供出售投資	19	300	300
Deferred tax assets	遞延稅項資產	26(b)	1,491	1,308
			422,887	385,686
CURRENT ASSETS	流動資產			
Inventories	存貨	20	120,743	134,365
Trade and other receivables	應收賬款及其他應收款項	21	114,940	81,931
Tax recoverable	可收回稅項	26(a)	28	1,328
Pledged bank deposit	已抵押銀行存款	22	–	19,060
Fixed deposit	定期存款	23	2,000	–
Cash and cash equivalents	現金及現金等價物	23	253,511	248,366
			491,222	485,050
CURRENT LIABILITIES	流動負債			
Trade and other payables	應付賬款及其他應付款項	24	187,954	211,689
Interest-bearing bank borrowings	附息銀行借貸	25	86,000	86,000
Entrusted loans from the immediate parent company	直屬母公司委託貸款	27	9,000	9,000
Deferred revenue	遞延收益	29(c)	2,282	–
Current taxation	即期稅項	26(a)	7,446	5,543
			(292,682)	(312,232)
NET CURRENT ASSETS	流動資產淨額		198,540	172,818
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		621,427	558,504

Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 December 2013
於二零一三年十二月三十一日

		Note 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
NON-CURRENT LIABILITIES	非流動負債			
Financial assistance from the immediate parent company	直屬母公司財務資助	28	27,000	–
Deferred revenue	遞延收益	29(c)	12,608	3,937
Deferred tax liabilities	遞延稅項負債	26(b)	21,215	36,213
			(60,823)	(40,150)
NET ASSETS	資產淨值		560,604	518,354
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	30	167,800	167,800
Reserves	儲備	31	308,878	273,171
			476,678	440,971
NON-CONTROLLING INTERESTS	非控股權益		83,926	77,383
TOTAL EQUITY	權益總額		560,604	518,354

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

於二零一四年三月二十一日經董事會批准及授權刊發。

Zhang Feng

張鋒

Director

董事

Chai Xiang Dong

柴向東

Director

董事

The notes on pages 59 to 177 form part of these financial statements.

第59頁至第177頁的附註構成此等財務報表的一部分。

Statement of Financial Position

財務狀況表

As at 31 December 2013
於二零一三年十二月三十一日

		Note 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	13,112	14,734
Intangible assets	無形資產	15	5	12
Investments in subsidiaries	於附屬公司的投資	18	546,520	499,440
Deposit for acquisition of property, plant and equipment	購置物業、廠房及 設備的按金	16	38	–
Available-for-sale investments	可供出售投資	19	300	300
Deferred tax assets	遞延稅項資產	26(b)	969	969
			560,944	515,455
CURRENT ASSETS	流動資產			
Trade and other receivables	應收賬款及其他應收款項	21	79,466	59,988
Cash and cash equivalents	現金及現金等價物	23	11,277	78,579
			90,743	138,567
CURRENT LIABILITIES	流動負債			
Trade and other payables	應付賬款及其他應付款項	24	31,484	36,873
Entrusted loans from the immediate parent company	直屬母公司委託貸款	27	9,000	9,000
Deferred revenue	遞延收益	29(c)	588	–
Current taxation	即期稅項	26(a)	2,342	2,342
			(43,414)	(48,215)
NET CURRENT ASSETS	流動資產淨額		47,329	90,352
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		608,273	605,807

Statement of Financial Position 財務狀況表

As at 31 December 2013
於二零一三年十二月三十一日

		Note 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
NON-CURRENT LIABILITIES	非流動負債			
Deferred revenue	遞延收益	29(c)	1,513	2,689
			(1,513)	(2,689)
NET ASSETS	資產淨值		606,760	603,118
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	30	167,800	167,800
Reserves	儲備	31	438,960	435,318
TOTAL EQUITY	權益總額		606,760	603,118

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

於二零一四年三月二十一日經董事會批准及授權刊發。

Zhang Feng

張鋒

Director

董事

Chai Xiang Dong

柴向東

Director

董事

The notes on pages 59 to 177 form part of these financial statements.

第59頁至第177頁的附註構成此等財務報表的一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

As at 31 December 2013
於二零一三年十二月三十一日

		Attributable to owners of the Company 本公司擁有人應佔							
		Statutory					Non-	Total	
		Share	Share	reserve	Capital	Accumulated	controlling	equity	
		capital	premium	fund	reserve	losses	interests		
		股本	股份溢價	法定公積	資本儲備	累計虧損	小計	非控股權益	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
		(Note 30)	(Note 31)	(Note 31)	(Note 31)	(Note 31)	(Note 31)	(Note 31)	
		(附註30)	(附註31)	(附註31)	(附註31)	(附註31)	(附註31)	(附註31)	
At 1 January 2012	於二零一二年一月一日	167,800	554,844	12,276	(194,339)	(123,908)	416,673	69,603	486,276
Change in equity for 2012	二零一二年權益變動								
Profit for the year	本年度溢利	-	-	-	-	24,298	24,298	11,780	36,078
Total comprehensive income for the year, net of tax	本年度的全面收益總額 (除稅後)	-	-	-	-	24,298	24,298	11,780	36,078
Dividend paid from subsidiary to non-controlling interests	派付非控股權益的附屬公司股息	-	-	-	-	-	-	(4,000)	(4,000)
Transfer to other reserves	轉撥其他儲備	-	-	5,633	-	(5,633)	-	-	-
At 31 December 2012	於二零一二年十二月三十一日	167,800	554,844	17,909	(194,339)	(105,243)	440,971	77,383	518,354
At 1 January 2013	於二零一三年一月一日	167,800	554,844	17,909	(194,339)	(105,243)	440,971	77,383	518,354
Change in equity for 2013	二零一三年權益變動								
Profit for the year	本年度溢利	-	-	-	-	35,855	35,855	11,143	46,998
Total comprehensive income for the year, net of tax	本年度的全面收益總額 (除稅後)	-	-	-	-	35,855	35,855	11,143	46,998
Dividend paid from subsidiary to non-controlling interests	派付非控股權益的附屬公司股息	-	-	-	-	-	-	(4,600)	(4,600)
Deemed distribution arising on the acquisition of Neptunus Changjian	收購海王長健所產生的視作分派	-	-	-	(148)	-	(148)	-	(148)
Transfer to other reserves	轉撥其他儲備	-	-	4,807	-	(4,807)	-	-	-
At 31 December 2013	於二零一三年十二月三十一日	167,800	554,844	22,716	(194,487)	(74,195)	476,678	83,926	560,604

The notes on pages 59 to 177 form part of these financial statements.

第59頁至第177頁的附註構成此等財務報表的一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

	Note 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營活動		
Profit before taxation	除稅前溢利	43,568	40,603
Adjustments for:	調整：		
Depreciation	折舊	18,042	16,421
Amortisation of prepaid lease payments	預付租賃款項攤銷	1,570	1,570
Amortisation of intangible assets	無形資產攤銷	4,160	3,957
Impairment of trade receivables	應收賬款減值	379	504
Impairment of other receivables	其他應收款項減值	331	65
Recovery of impairment on trade receivables	應收賬款減值撥回	(1,154)	(282)
Recovery of impairment on other receivables	其他應收款項減值撥回	(32)	(148)
Write off of other payable	其他應付款項撇銷	(10)	(195)
Finance costs	財務費用	7,684	6,590
Interest income	利息收入	(2,186)	(1,508)
Subsidy income released from deferred revenue	轉撥自遞延收益的補助收入	(3,340)	(8,911)
Written down of inventories	撇減存貨	6,957	359
Loss on disposal of intangible assets	出售無形資產虧損	-	649
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	442	412
		76,411	60,086
CHANGES IN WORKING CAPITAL	營運資金變動		
Decrease/(increase) in inventories	存貨減少／(增加)	10,061	(40,390)
Increase in trade and other receivables	應收賬款及其他應收款項增加	(16,130)	(4,498)
(Decrease)/increase in trade and other payables	應付賬款及其他應付款項(減少)／增加	(31,698)	46,658
		(37,767)	1,770

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

			2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
CASH GENERATED FROM OPERATIONS	經營產生現金		38,644	61,856
Income tax paid – PRC	已繳所得稅—中國		(9,653)	(10,228)
CASH GENERATED FROM OPERATING ACTIVITIES	經營活動產生現金		28,991	51,628
INVESTING ACTIVITIES	投資活動			
Deposit for acquisition of property, plant and equipment	購置物業、廠房及設備的按金		(10,071)	(1,115)
Deposit for acquisition of land	購置土地的按金		–	(8,700)
Payment for purchase of property, plant and equipment	購置物業、廠房及設備的付款		(36,792)	(46,710)
Net cash outflow for acquisition of a subsidiary	收購附屬公司的現金流出淨額	34	(2,661)	–
Payment for expenditure of intangible assets	無形資產開支的付款		(12,630)	–
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的所得款項		53	157
Decrease/(increase) in pledged bank deposits	已抵押銀行存款減少/(增加)		19,060	(8,892)
Interest received	已收利息		2,186	1,508
Government grants received	政府補助收入		14,293	1,405
Increase in fixed deposits	定期存款增加		(2,000)	–
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額		(28,562)	(62,347)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
	Note 附註		
FINANCING ACTIVITIES	籌資活動		
Proceeds from new bank loans	新增銀行貸款所得款項	86,000	91,000
Repayment of bank loans	償還銀行貸款	(86,000)	(81,000)
Proceeds from financial assistance from a fellow subsidiary	同系附屬公司財務資助所得款項	–	10,000
Repayment of financial assistance to a fellow subsidiary	償還同系附屬公司財務資助	(10,000)	–
Proceeds from financial assistance from the immediate parent company	直屬母公司財務資助所得款項	27,000	30,000
Repayment of financial assistance to the immediate parent company	償還直屬母公司財務資助	–	(7,000)
Proceeds from entrusted loan from the immediate Parent company	直屬母公司委託貸款所得款項	–	30,000
Repayment of entrusted loans from the immediate parent company	直屬母公司償還委託貸款	–	(30,000)
Interest paid	已付利息	(7,684)	(6,590)
Dividend paid to non-controlling interests	派付非控股權益的股息	(4,600)	(4,000)
NET CASH GENERATED FROM FINANCING ACTIVITIES	籌資活動產生現金淨額	4,716	32,410
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額	5,145	21,691
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日的現金及現金等價物	248,366	226,675
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於十二月三十一日的現金及現金等價物	253,511	248,366
	23		

The notes on pages 59 to 177 form part of these financial statements.

第59頁至第177頁的附註構成此等財務報表的一部分。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies

a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”).

The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those set out in the Group’s 2012 annual financial statements except for changes in accounting policies, if required, in adopting new or revised HKFRSs and interpretations that are first effective for accounting periods beginning on or after 1 January 2013. Note 2 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

The consolidated financial statements are presented in Renminbi (“RMB”), and it is also the functional currency of the Company and the Group’s presentation currency. All amounts are rounded to the nearest thousand except where otherwise indicated.

b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2013 comprise the Company and its subsidiaries.

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). These financial statements are presented in Renminbi (“RMB”), and it is also the functional currency of the Company and the Group’s presentation currency. All amounts are rounded to the nearest thousand except where otherwise indicated.

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

1. 主要會計政策

a) 合規聲明

本財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的所有適用香港財務報告準則（「香港財務報告準則」）（亦包括適用的個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例的披露規定。本財務報表亦遵守香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）的適用披露條文。

於編製該等綜合財務報表時所採納的會計政策，與載於本集團二零一二年的年度綜合財務報表的一致，惟因採納於二零一三年一月一日或之後的會計期間首次生效的全新或經修訂的香港財務報告準則及詮釋而需要作出的會計政策變動除外。附註2提供首次應用該等準則而引致會計政策任何變動的資料，惟該等準則須與該等財務報表中所反映本集團的目前及先前會計期間有關。

綜合財務報表以人民幣（「人民幣」）為單位，人民幣為本公司的功能貨幣及本集團的列報貨幣。而除另有指明外，全部價值已取至最接近千位。

b) 編製財務資料的基準

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。

包含於本集團各實體的財務報表內的項目乃採用有關實體經營所在的主要經濟環境的貨幣（「功能貨幣」）計量。該等財務報表乃以人民幣（「人民幣」）呈列，而人民幣亦為本公司之功能貨幣及本集團之呈列貨幣。除另有指明外，所有金額均以四捨五入方式調整至最接近千位數。

編製財務報表時所使用的量度基準為歷史成本基準。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

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

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

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

Judgements made by management in the application of HKFRSs that have a significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 39.

c) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those return through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

1. 主要會計政策(續)

b) 編製財務資料的基準(續)

於按照香港財務報告準則編製財務報表時，管理層須作出可影響政策使用及資產、負債、收入及開支金額的判斷、估計及假設。該等估計及相關假設乃基於歷史經驗及各種根據當時情況相信為合理的其他因素而作出，而其結果形成判斷有關資產及負債賬面值的基準，而該等資料無法由其他來源獲得。實際結果可能與該等估計不盡相同。

該等估計及相關假設均按持續基準予以檢討。倘對會計估計的修訂只影響該期間，則有關修訂於修訂該估計的期間確認，或倘該修訂影響目前及日後期間，則於修訂期間及日後期間確認。

管理層就來年採用對財務報表有重大影響的香港財務報告準則作出的判斷，以及估計不明朗因素的主要來源乃於附註39討論。

c) 附屬公司及非控股權益

附屬公司是指受本集團控制的實體。本集團因參與有關實體對可變回報承擔風險或享有權利，並能透過其在該實體的權影響該等回報，即本集團對該實體具有控制權。當評估本集團是否具有該權力時，只會考慮由本集團或其他人士所持之實質權利。

於一家附屬公司的投資由該控制權開始的日期直至控制權終止日期綜合於綜合財務報表。集團間結餘及交易以及由集團間交易所產生的現金流量及任何尚未確認溢利均於編製綜合財務報表時全額撇銷。由集團間交易所產生的未確認虧損與未確認盈利的相同方式予以撇銷，惟須並無減值的證據。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

c) Subsidiaries and non-controlling interests (Continued)

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

1. 主要會計政策(續)

c) 附屬公司及非控股權益(續)

非控股權益指於附屬公司權益中並非由本公司直接或間接應佔的部分，而本集團並無就此與該等權益的持有人協定任何額外條款，致使本集團整體就該等權益承擔符合財務負債定義的合約責任。

非控股權益於綜合財務狀況表的權益呈列，且獨立於本公司擁有人應佔權益。於本集團業績內的非控股權益在綜合損益表及綜合損益及其他全面收益表內以總溢利或虧損及本年度非控股權益及本公司擁有人之間的全面收益總額分配列報。即使將導致非控股權益結餘出現虧絀，附屬公司全面收入總額仍劃撥至本公司擁有人及非控股股東。來自非控股權益持有人的貸款及對該等持有人的其他合約責任，視乎負債性質於綜合財務狀況表呈列為財務負債。

本集團於一間附屬公司的權益變動(並無導致失去控制權)列作權益交易，並對綜合權益中的控股股東及非控股權益作出調整，以反映有關權益的變動，惟概無對商譽作出任何調整及並無確認任何損益。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

c) Subsidiaries and non-controlling interests (Continued)

Changes in the Group's ownership interests in existing subsidiaries

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

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(j)), unless the investment is classified as held for sale.

d) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair values, except that:

- a deferred tax asset or liability arising from the assets acquired and liabilities assumed in a business combination and the potential tax effects of temporary differences and carryforwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are recognised and measured in accordance with HKAS 12 *Income Taxes*;
- assets or liabilities relating to employee benefit arrangements are recognised and measured in accordance with HKAS 19 *Employee Benefits*;

1. 主要會計政策(續)

c) 附屬公司及非控股權益(續)

本集團於現有附屬公司的擁有權變動

倘本集團失去一間附屬公司的控制權，將列作出售其於該附屬公司的全部權益，因此產生的收益或虧損於損益中確認。於失去控制權當日仍保留於前附屬公司的任何權益乃按公平值確認，而該款項將視為於初步確認財務資產時的公平值，或(如適用)於一間聯營公司或合營企業的投資的初步確認成本。

在本公司的財務狀況表中，於附屬公司的投資乃按成本減減值虧損(見附註1(j))列賬，除非該項投資分類為持作銷售。

d) 業務合併

收購業務使用收購法列賬。於業務合併中轉讓之代價乃按公平值計量，而公平值乃按本集團所轉讓資產、向被收購公司前擁有人承擔之負債及本集團為交換被收購公司控制權所發行股本權益於收購日期之公平值總和計算。收購相關成本一般在產生時於損益確認。

於收購日期，已收購之可識別資產及已承擔之負債乃按其公平值確認，惟下列各項除外：

- 由於業務合併中已收購資產及所承擔負債引致之遞延稅資產或負債以及於收購日存在或由收購所致之暫時差異及被收購公司之結轉之潛在稅務影響按香港會計準則第12號所得稅予以確認及計量；
- 有關僱員福利安排之資產或負債按香港會計準則第19號僱員福利予以確認及計量；

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

d) Business combinations (Continued)

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

1. 主要會計政策 (續)

d) 業務合併 (續)

- 有關被收購公司之以股份為基礎之付款安排之負債或股本工具或本集團訂立之用以替代被收購公司以股份為基礎之付款安排按香港財務報告準則第2號以股份為基礎之付款於收購日予以計量；及
- 根據香港財務報告準則第5號持作出售之非流動資產及已終止經營業務劃分為持作出售之資產(或出售組別)根據該項準則計量。

商譽乃以所轉讓代價、被收購公司之任何非控股權益金額以及收購方過往持有之被收購公司股權之公平值(如有)之總和，超出所收購可識別資產與所承擔負債於收購日期之淨額之差額計量。倘經重新評估後，所收購可識別資產與所承擔負債於收購日期之淨額超出所轉讓代價、被收購公司之任何非控股權益金額以及收購方過往持有之被收購公司權益之公平值(如有)之總和，則差額即時於損益中確認為議價收購收益。

屬現時擁有權權益且於清盤時賦予持有人權利按比例分佔實體淨資產之非控股權益，可初步按公平值或非控股權益分佔被收購公司可識別淨資產已確認金額之比例計量。計量基準視乎每項交易而作出選擇。其他類型之非控股權益按其公平值或(如適用)按其他香港財務報告準則規定之基準計量。

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財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

d) Business combinations (Continued)

Where the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the “measurement period” (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39 *Financial Instruments: Recognition and Measurement*, or HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

1. 主要會計政策(續)

d) 業務合併(續)

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，或然代價按其收購日期公平值計量並計為於業務合併中所轉讓代價之一部份。或然代價之公平值變動如符合資格作為計量期調整，則會追溯調整，並就商譽作出相應調整。計量期調整指於「計量期」(自收購日期起計不得超過一年)內取得有關於收購日期存在事實及情況之額外資料而產生之調整。

並不符合計量期調整之或然代價，其公平值變動之續後會計取決於或然代價如何分類。分類為權益之或然代價並無於隨後報告日期重新計量，而其續後結算於權益內入賬。分類為資產或負債之或然代價根據香港會計準則第39號*財務工具：確認及計量*或香港會計準則第37號*撥備、或然負債及或然資產*(如適用)於續後報告日期重新計量，而相應盈虧於損益中確認。

倘業務合併分階段達成，本集團以往所持被收購公司股權於收購日期(即本集團取得控制權當日)按公平值重新計量，所產生之盈虧(如有)在損益中確認。如出售於被收購公司權益，以往在其他全面收益中確認之從該等權益於收購日期前產生之金額重新分類至損益(如此處理方法合適)。

倘業務合併之初步會計處理於進行合併之報告期末仍未完成，則本集團就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期(見上文)內作出調整，並確認額外資產或負債，以反映就於收購日期已存在事實及情況取得之新資料(倘知悉該等資料，將會影響於當日確認之金額)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

e) Investments in equity securities

Available-for-sale equity securities are measured at fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income and accumulated separately in equity in the fair value reserve except foreign exchange gains and losses resulting from changes in the amortised cost of monetary items such as debt securities which are recognised directly in profit or loss. When these investments are derecognised or impaired, the cumulative gain or loss is reclassified from equity to profit or loss.

Available-for-sale equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses (see note 1(j)) at the end of the reporting period.

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

f) Property, plant and equipment

Property, plant and equipment other than construction in progress are stated in the statement of financial position at cost less any accumulated depreciation and any accumulated impairment losses (see note 1(j)).

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis.

1. 主要會計政策(續)

e) 於股本證券投資

可供出售股本證券於報告期末以公平值計量。公平值變動於其他全面收益表確認，並且於公平值儲備中另行累計，惟貨幣項目(例如債務證券)之攤銷成本變動所產生之匯兌收益及虧損除外，其直接於損益確認。當有關投資被終止確認或減值時，累計收益或虧損會由權益重新分類至損益。

就並無活躍市場報價且公平值未能可靠計量的可供出售股本證券，及與之相聯且須以交付該無報價股本投資結算的衍生工具而言，乃於報告期末按成本減任何已識別減值虧損(見附註1(j))計量。

該等投資乃於本集團及/或本公司承諾購買/出售該等投資或於其屆滿之日期確認/終止確認。

f) 物業、廠房及設備

在財務狀況表中，物業、廠房及設備乃按成本減累計折舊及任何累計減值虧損(見附註1(j))列賬，在建工程除外。

倘一項租賃同時包括土地及樓宇部分，則本集團會分別依照各部分擁有權相關的絕大部分風險及回報是否已轉讓予本集團，評估各部分的融資或經營租賃分類。

倘能夠可靠分配租賃款項，則入賬列為經營租賃的土地租賃權益會於綜合財務狀況表內呈列為「預付租賃款項」，並以直線法基準按租賃期攤銷。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

f) Property, plant and equipment (Continued)

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value of 5% to 10% on cost, using the straight-line method over their estimated useful lives as follows:

- buildings situated on leasehold land are depreciated on a straight-line basis over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion;
- other items of property, plant and equipment are depreciated on a straight-line method over their estimated useful lives as follows:

Plant and machinery	5 to 10 years
Motor vehicles	5 to 10 years
Furniture, fixtures and equipment	5 to 10 years
Leasehold improvements	5 to 30 years or over the remaining term of the lease, if shorter

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.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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

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

1. 主要會計政策(續)

f) 物業、廠房及設備(續)

折舊乃按物業、廠房及設備的成本減其估計剩餘價值(如有)的5至10%，在其估計使用年期，以直線法撇銷其成本：

- 位於租賃土地的樓宇乃按其尚未屆滿租期及其估計可使用年期的較短者(即於落成日期後不超過50年)，以直線法計提折舊；
- 其他物業、廠房及設備乃按其估計使用年期，以直線法計提折舊如下：

廠房及機器	5至10年
汽車	5至10年
傢俱、裝置及設備	5至10年
租賃物業裝修	5至30年或餘下租賃期限內(如為時較短)

倘物業、廠房及設備項目的各部分具有不同的可使用年期，則此項目的成本將按合理基準分配至各部分，而各部分個別計提折舊。資產及其剩餘價值(如有)的可使用年期均每年審閱。

歷史成本包括收購該項目直接應佔的開支。成本可包括從權益中轉撥的有關該物業、廠房及設備利用外幣購買的合資格現金流量對沖產生的任何收益/虧損。

其後成本只有在與該項目有關的未來經濟利益很有可能流入本集團，而該項目的成本能可靠計量時，才包括在資產的賬面值或確認為獨立資產(按適用)。所取代部分的賬面值終止確認。所有其他維修及保養在產生的財務期間於損益表確認。

若資產賬面值高於其估計可收回價值，將立即調減至可收回價值。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

f) Property, plant and equipment (Continued)

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

Construction in progress represents property, plant and machinery and equipment under construction and equipment pending installation, which is stated at cost less any recognised impairment losses. Cost comprises the direct costs of construction. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate category of property, plant and equipment when substantially all of the activities necessary to prepare the assets for their intended use are completed. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

g) Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

Technical know-how	10 years
Computer software	5 to 10 years
Trademarks	10 years

1. 主要會計政策(續)

f) 物業、廠房及設備(續)

物業、廠房及設備的報廢或出售所產生的收益或虧損，釐定為出售所得款項淨額與項目賬面值之間的差額，並於報廢或出售當日於損益中確認。

在建工程指正在興建和待安裝的物業、廠房及機器，按成本扣除已確認減值虧損後列賬。成本包括建築工程的直接成本。當所有為資產作其擬定用途的活動大致上完成時，該等成本則不會撥充資本，而在建工程亦會撥入物業、廠房及設備的相似類別。該等資產的折舊基準與其他物業資產相同，均於資產可投入運作時開始計提折舊。

g) 無形資產

個別收購之無形資產

個別收購之有限可使用年期之無形資產乃按成本減累計攤銷及任何累計減值虧損入賬。有限可使用年期之無形資產攤銷乃按直線基準於其估計可使用年期確認。估計可使用年限及攤銷方法於各匯報期末進行審閱，而任何估計變動的影響則按前瞻基準入賬。獨立收購及無限可使用年限的無形資產乃按成本減任何其後累計減值虧損列賬。

以下有限可使用年期之無形資產自可供使用日期起進行攤銷，而估計可使用年期如下：

專有技術	10年
電腦軟件	5至10年
商標	10年

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財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

g) Intangible assets (Continued)

Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sales;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss in the period when the asset is derecognised.

1. 主要會計政策(續)

g) 無形資產(續)

內部形成無形資產 – 研究及開發成本

研究活動支出於產生期間確認為開支。

開發(或是內部工程開發階段)所產生之內部形成無形資產, 僅在滿足以下條件時方予確認:

- 完成無形資產的技術可行性, 從而可以使用或銷售;
- 有意去完成該無形資產從而使之可以使用或銷售;
- 使用或銷售無形資產的能力;
- 將來無形資產怎樣產生經濟效益;
- 使用適當技術、財務和其他資源來完成其發展, 並使用和銷售此無形資產;
- 及能夠準確衡量用於開發無形資產的支出。

初步確認內部形成無形資產之金額為無形資產首次符合上文所列的確認條件之日起產生之費用總和。倘並無內部形成無形資產可予確認, 則開發費用會於產生期間於損益中確認。

於首次確認後, 內部產生無形資產根據已個別收購無形資產的相同基準, 按成本減累計攤銷及累計減值虧損後列賬。

於終止確認無形資產時所產生之收益及虧損以出售所得款項淨額與該資產賬面值之差額計量, 並於該資產取消確認之期間於損益賬確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

g) Intangible assets (Continued)

Other intangible assets arising from business combinations

Anesthetic drug production & selling right, trade name, customer list and selling licenses acquired in a business combination are recognised at fair value at the acquisition date. The anesthetic drug production & selling right and trade name has indefinite useful life and carried at cost less impairment losses. The useful life of the anesthetic drug production & selling right and trade name are considered by the management of the Group as indefinitely because the anesthetic drug production & selling right, and trade name is expected to contribute to the Group's net cash inflows indefinitely. The customer list and selling licenses has a finite useful life of 10 years and 5 years respectively and is carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the useful life.

h) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

i) Classification of assets leased to the Group

Assets held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exception:

- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

1. 主要會計政策(續)

g) 無形資產(續)

業務合併產生的其他無形資產

於業務收購中取得的麻醉藥產銷權、業務名稱、客戶名單及銷售許可於收購日期按公平值確認。麻醉藥產銷權以及業務名稱無確定的使用年期，按成本減減值虧損列值。本集團管理層認為麻醉藥產銷權以及業務名稱的使用年期屬不明確，原因是麻醉藥產銷權以及業務名稱預期將為本集團無限期地注入淨現金流入。客戶名單及銷售許可的有限使用年期分別為10年及5年，按成本減累計攤銷列值。攤銷採用直線法於使用年內計算。

h) 租賃資產

倘本集團決定給予一項安排(包括一項交易或一連串交易)可在協議時間內使用指定資產或多項資產的權利，以換取付款或一連串付款，則該等安排為或包含一項租賃。該項決定乃根據對該安排的內容的評估而作出，無論該安排是否以租約的合法形式進行。

i) 出租予本集團的資產分類

本集團根據租約持有的資產，而該租約將大部分風險及擁有權回報轉移至本集團，乃分類為融資租賃。並無將大部分風險及擁有權回報轉移至本集團的租約乃分類為經營租賃，惟以下除外：

- 根據經營租賃持作自用的土地，而於租賃開始時，其公平值無法與位於其上的樓宇的公平值分開計量，則作為根據經營租賃持有入賬，除非該樓宇亦根據一項經營租賃清楚持有。就以上目的而言，租約的開始日期乃本集團首次訂立租約或由前租用人接手的時間。

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財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

h) Leased assets (Continued)

ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset or, if lower, the present value of the minimum lease payments of such assets are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 1(f). Impairment losses are accounted for in accordance with the accounting policy as set out in note 1(j). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

iii) Operating lease charges

Where the Group has the use of assets under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged as expenses in the accounting period in which they are incurred.

iv) Leasehold land for own use

Interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the statement of financial position and is amortised over the lease term on a straight-line basis.

1. 主要會計政策(續)

h) 租賃資產(續)

ii) 根據融資租賃獲得的資產

倘本集團根據融資租賃獲得資產的使用權，則相當於租賃資產公平值的金額，或(倘較低)，該等資產最低租金付款的現值，乃計入物業、廠房及設備，而經扣除財務開支的相應負債乃記錄為根據融資租賃的責任。並於有關租約的年期計提折舊，以撇銷資產的成本，或倘本集團將會取得資產的擁有權，則為資產的可使用年期(如附註1(f)所載)。減值虧損乃根據載於附註1(j)的會計政策計提。租金付款中所隱含的財務費用乃於租約期間計入損益賬，以在各會計期間對剩餘責任產生概約均衡的定期開支。

iii) 經營租賃開支

當本集團根據經營租賃而擁有資產使用權，則根據租約的付款乃於租賃年期所涵蓋的會計期間以相同等份計入損益賬，除非有更可代表獲自租賃資產利益的方式的其他基準。所收取的租金獎勵乃於損益賬確認為累計租金付款淨額的整體部分。或然租金於發生的會計期間在損益中扣除。

iv) 租賃自用土地

於租賃土地的權益乃計入經營租賃並按「預付租賃款項」呈列及於租用年期按直線法攤銷。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

i) Inventories

Inventories are carried 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.

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.

j) Impairment of assets

i) Impairment of investment in equity securities and other receivables

Investment in equity securities and other current and non-current receivable that are stated at cost or amortised cost or are classified as available-for-sale equity securities are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;

1. 主要會計政策(續)

i) 存貨

存貨乃按成本及可變現淨值的較低者列賬。

成本乃使用加權平均成本公式計算，並包括所有採購成本、折算成本及將存貨帶至其現時地點及狀況所發生的其他成本。

可變現淨值乃於日常業務過程中的估計售價減估計完成成本及估計進行銷售所需成本。

當存貨出售後，該等存貨的賬面值於相關收益確認期間確認為開支。存貨可變現淨值的任何撇減金額及存貨的所有虧損均於該撇減或虧損所發生的期間確認為開支。任何存貨撇減的任何撥回乃確認為存貨金額的減少並於該撥回發生的期間確認為開支。

j) 資產減值

i) 股本證券投資及其他應收款項減值

於股本證券投資及按成本或攤銷成本或分類為可供出售股本證券的其他流動及非流動應收款項於各呈報期結束時作出檢討，以決定是否有減值的客觀跡象。減值的客觀跡象包括本集團發覺到的有關以下的一項或以上虧損事件的可見數據：

- 債務人重大財務困難；
- 違反合約，如欠交或拖欠利息或本金付款；

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

j) Impairment of assets (Continued)

i) Impairment of investment in equity securities and other receivables (Continued)

- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

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

- For investments in subsidiaries, the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 1(j)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 1(j)(ii).
- For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities carried at cost are not reversed.

1. 主要會計政策(續)

j) 資產減值(續)

i) 股本證券投資及其他應收款項減值(續)

- 債務人可能會進行清盤或其他財務重組；
- 技術、市場、經濟或法律環境發生對債務人有不利影響的重大變動；及
- 股本工具投資的公平值大幅或長期下跌至低於其成本值。

倘存在任何該等證據，任何減值虧損須按以下釐定及確認：

- 就於附屬公司的投資而言，減值虧損乃根據附註 1(j)(ii)比較投資的可收回金額與其賬面值統計量。倘根據附註 1(j)(ii)釐定可收回金額所採用之估計有任何有利變動，減值虧損則被撥回。
- 就按成本入賬的非上市股本證券而言，如果折算現值後的影響重大，減值虧損將按金融資產的賬面值及估計未來現金流量按相同金融資產的現時市場回報率折算後，以二者的差額計算。按成本列賬的股本證券的減值損失並不會被撥回。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

j) Impairment of assets (Continued)

i) Impairment of investment in equity securities and other receivables (Continued)

- For trade receivables and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of the 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.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors 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 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 the profit or loss.

1. 主要會計政策(續)

j) 資產減值(續)

i) 股本證券投資及其他應收款項減值(續)

- 就貿易應收賬款及其他流動應收賬款及按經攤銷成本列賬的其他金融資產而言，減值虧損乃以資產賬面值及估計日後現金流量的現值之間的差額，並按該金融資產的原利率（即於該等資產首次確認時計算的實際利率）折現（倘折現的影響重大）而計量。倘金融資產具有類似風險特色（如類似的過往到期狀況），且並無被個別評估為減值，則此項評估乃共同作出。金融資產的日後現金流量乃根據與共同集團有類似特色的信貸風險資產的過往虧損經驗共同進行減值評估。

倘於其後期間，一項減值虧損的金額減少，而減少的原因客觀上與減值虧損確認後發生的事件相關連，則該項減值虧損透過損益賬撥回。減值虧損的撥回不可導致資產賬面值超過倘於前年度並無確認減值虧損情況下的賬面值。

減值虧損直接由相應資產中撇銷，惟就包括於應收賬款及其他應收款項的應收款項所確認的減值虧損則除外，其回收乃視為有可疑但並非不可能。在此情況下，呆賬的減值虧損乃使用一個撥備賬予以記錄。當本集團認為回收乃不可能，則被視為不可回收的金額直接由應收賬款中撇銷，而有關該債項在撥備賬中所持有的任何金額則予以撥回。若之前計入撥備賬款項在其後收回，則相關的撥備會被撥回。撥備賬的其他變動及先前已撇銷而其後收回的金額則於損益表中確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

j) Impairment of assets (Continued)

ii) Impairment of other assets

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

- property, plant and equipment;
- prepaid lease payments;
- intangible assets; and
- investments in subsidiaries in the Company's statement of financial position.

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

- Calculation of recoverable amount

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

1. 主要會計政策(續)

j) 資產減值(續)

ii) 其他資產減值

資料的內部及外部來源於各呈報期結束時作出檢討，以發現以下資產可能減值的指標(商譽則除外)，或先前已確認的減值虧損已不存在或可能已減少：

- 物業、廠房及設備；
- 預付租賃款項；
- 無形資產；及
- 計入本公司財務狀況表之於附屬公司的投資。

倘存在任何該等指標，則須估計資產的可回收金額。此外，就商譽、尚不可動用的無形資產及未確定使用年期的無形資產而言，可回收金額每年予以估計，是否或有否任何減值的跡象。

- 可收回金額的計算

一項資產的可回收金額乃其公平值減出售成本與其使用價值的較高者。於評估使用價值時，估計日後現金流量乃使用反映現時市場對貨幣時間價值及該資產的特定風險的評估的除稅前貼現率。當資產無法獨立於其他資產而產生現金流入時，則可回收金額乃按可獨立產生現金流入的最小資產組別(即一個現金產生單位)釐定。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

j) Impairment of assets (Continued)

ii) Impairment of other assets (Continued)

- Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying amount 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

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

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

1. 主要會計政策(續)

j) 資產減值(續)

ii) 其他資產減值(續)

- 減值虧損的確認

倘資產或其所屬現金產生單位的賬面值超過其可回收金額，則減值虧損於損益賬中確認。現金產生單位所確認的減值虧損乃首先分配以減少任何分配予該現金產生單位(或一組單位)的商譽的賬面值，其後再按比例減少該單位(或一組單位)中其他資產的賬面值，惟資產的賬面值不可減至低於其個別公平值減出售成本(如可計量)或使用價值(如可釐定)。

- 減值虧損的撥回

就除商譽外的資產而言，倘用以釐定可回收金額的估計發生有利變動，減值虧損予以撥回。商譽的減值虧損則不予撥回。

減值虧損的撥回只限於倘於先前年度並無確認減值虧損情況下的資產賬面值。減值虧損的撥回乃於撥回確認的年度計入損益賬。

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財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

j) Impairment of assets (Continued)

iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited, the Group is required to prepare a quarterly financial report in compliance with HKAS 34, Interim financial reporting, in respect of each quarter of the financial year. At the end of the quarterly period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see note 1(j)).

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

k) 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 losses for doubtful debts, 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 losses for doubtful debts (see note 1(j)).

l) Interest-bearing borrowings

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

m) Trade and other payables

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

1. 主要會計政策(續)

j) 資產減值(續)

iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須遵照香港會計準則第34號中期財務報告的規定，就財政年度的各個季度編製季度財務報告。於季度結束時，本集團使用與財政年度結束時(見附註1(j))所使用的相同減值測試、確認及撥回標準。

於中期就商譽及可供出售股本證券及按成本列賬之非上市股本證券確認之減值虧損於其後期間並不予以撥回。即使倘該項減值僅於該中期所屬的財政年度尾評估而應確認為並無虧損，或虧損額較少的情况下亦不予以撥回。

k) 應收賬款及其他應收款項

應收款項、其他應收款項乃初步按公平值確認，其後使用實際利息分法按經攤銷成本減呆壞賬減值虧損撥備列賬，惟倘該等應收款項為給予關連人士的免息貸款而無任何固定還款期或其折現影響為微不足道者則除外。在此情況下，應收款項乃按成本減呆壞賬減值撥備(見附註1(j))列賬。

l) 附息借款

附息借款乃初步按公平值減交易應佔成本列賬。於初步確認後，附息借款按經攤銷成本列賬，並使用實際利息方法，在借款期間將初步已確認金額及可贖回價值之間的任何差額連同任何利息及應付費用於損益賬中確認。

m) 應付賬款及其他應付款項

應付款項及其他應付款項乃初步按公平值確認，其後按經攤銷成本列賬，除非折現影響為微不足道，在該情況下則按成本列賬。

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財務報表附註

For the year ended 31 December 2013
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1. Significant Accounting Policies (Continued)

n) 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 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 statement of cash flows.

o) Employee benefits

i) Short-term employee benefits and contributions to central pension scheme

The Group participates in the central pension scheme (the "CPS") operated by the local government authority for all of its employees. The Group is required to contribute a certain percentage of their covered payroll to the CPS to fund the benefits. The only obligation of the Group with respect to the CPS is to pay the ongoing required contributions under the CPS. Contributions under the CPS are recognised in profit or loss as they become payable in accordance with the rules of the CPS.

Salaries, annual bonuses, paid annual leave, contributions to central pension scheme 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.

ii) 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.

1. 主要會計政策(續)

n) 現金及現金等價物

現金及現金等價物包括銀行及手頭上現金、銀行及其他金融機構的活期存款，及隨時可轉換為一筆已知數金額現金而價值變動風險不大、且在購入後一般於三個月短期內到期的短期高流通性投資。就綜合現金流量表而言，亦包括須於接獲要求時償還並為組成本集團現金管理一部分的銀行透支，作為現金及現金等價物的一部分。

o) 僱員福利

i) 短期僱員福利及中央退休金計劃供款

本集團為其所有僱員參加由當地政府機構經營的中央退休金計劃(「退休金計劃」)。本集團須就僱員薪金總額的若干百分比向退休金計劃供款，為該福利提供資金。本集團就退休金計劃的唯一責任是根據該退休金計劃持續支付所規定的供款。根據退休金計劃的規則，於供款到期應付時，根據退休金計劃的供款會於損益賬中確認。

薪金、年終花紅、年度有薪假期、中央退休金計劃供款及非現金性福利的成本，均在本集團的僱員提供服務的年度內以應計基準支銷。若支出已遞延及有重大的影響，該數額則以折現值報值。

ii) 終止福利

終止福利乃於下列兩者中之較早者確認：本集團不再能夠收回提供之該等福利時及確認涉及支付終止福利的重組成本時。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

p) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amount of tax are recognised in other comprehensive income or directly in equity respectively.

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

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that 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 differences or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

1. 主要會計政策(續)

p) 所得稅

本年度的所得稅包括即期稅項及遞延稅項資產及負債的變動。即期稅項及遞延稅項資產及負債的變動均於損益賬中確認，惟倘若涉及於其他全面收入或直接於權益中確認的項目，則有關稅項金額於其他全面收入或直接於權益中確認。

即期稅項乃使用已定法例或於呈報期結束時已大部分訂出法例的稅率計算的本年度應課稅收入的預期應付稅項，以及就先前年度應付稅項的任何調整。

遞延稅項及負債分別由可扣稅及應課稅暫時性差額產生，該等差額為就財務申報目的之資產及負債賬面值與其稅基之間的差額。遞延稅項資產亦由未動用的稅項虧損及未動用的稅項減免所產生。

除若干有限的例外情況之外，倘日後應課稅溢利可能抵銷可動用的資產，則所有遞延稅項負債及所有遞延稅項資產予以確認。可支持確認為可扣稅暫時性差額所產生的遞延稅項的日後應課稅溢利包括將由現有應課稅暫時性差額撥回而產生者，惟該等差額須有關相同稅務機構及相同應課稅實體，並預期將於預期撥回可扣稅暫時性差額的相同期間或由遞延稅項資產所產生的稅項虧損可轉回或結轉的期間撥回。當釐定現有應課稅暫時性差額是否支持確認由未動用稅項虧損及稅項減免時亦採用相同標準，即倘為有關相同稅務機構及相同應課稅實體，並預期會於稅務虧損或稅務減免可動用期間(或多個期間)撥回，則會計及該等差額。

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財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

p) Income tax (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, 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 each reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of 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 payment of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against tax liabilities, if the Group or the Company 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 Group or the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

1. 主要會計政策 (續)

p) 所得稅 (續)

確認遞延稅項資產及負債的有限例外情況為由不可扣稅商譽所產生的暫時性差額、不影響會計或應課稅溢利的資產或負債的初步確認(惟須不構成業務合併的一部分)、以及有關於附屬公司投資的暫時性差額,惟就應課稅差額而言,本集團須控制撥回的時間,而可能在可預見未來不會撥回該等差額,或就可扣稅差額而言,除非日後可能予以撥回。

已確認遞延稅項的金額乃根據資產及負債賬面值的預期變現或結算方式,並使用已定法例或於呈報期結束時已大部分訂出法例的稅率計量。遞延稅項資產及負債並不予以折現。

遞延稅項的賬面值於呈報期結束時檢討,並調減至不再可能有足夠的應課稅溢利用作抵銷相關稅務利益。倘可能有足夠的應課稅溢利,則任何該等調減將予以撥回。

由支付股息所產生的額外所得稅於支付相關股息的責任確認時予以確認。

即期稅項結餘及遞延稅項結餘以及相關變動均彼此分開呈列及不得互相抵銷。倘本集團或本公司擁有可將即期稅項資產與即期稅項負債相抵銷的合法可強制執行的權利,並符合以下條件,則即期稅項資產可與即期稅項負債抵銷,而遞延稅項資產則可與遞延稅項負債相抵銷:

- 就即期稅項資產及負債而言,本公司或本集團擬按淨額基準結算,或同時變現資產及結算負債;或

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財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

p) Income tax (Continued)

- 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.

q) Provisions and contingent liabilities

i) Contingent liabilities assumed in business combinations

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 1(q)(ii). Contingent liabilities assumed in a business combination that cannot be reliably fair valued or were not present obligations at the date of acquisition are disclosed in accordance with note 1(q)(ii).

ii) Provisions and contingent liabilities

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

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

1. 主要會計政策(續)

p) 所得稅(續)

- 就遞延稅項資產及負債而言，倘為有關相同稅法機構對任何以下徵收的所得稅：
 - 相同應課稅實體；或
 - 不同應課稅實體(於各日後期間大部分遞延稅項負債或資產預期將予結算或收回)，擬按淨額基準變現即期稅務資產及及結算即期稅務負債或同時進行變現及結算。

q) 撥備及或然負債

i) 業務合併中假定的或然負債

業務合併中假定的或然負債乃屬於交易當日的現有責任，初步須按公平值確認(倘公平值可被可靠計量)。確認公平值後該或然負債乃按初步確認金額減累計攤銷(如適用)，以及可根據附註1(q)(ii)決定的金額兩者中的較高者確認。業務合併中的假定或然負債未能可靠計量，或在交易當日而言並非現有責任，則於附註1(q)(ii)內披露。

ii) 撥備及或然負債

當本集團或本公司擁有因過往事件而發生的法律或推定責任，而可能須動用經濟利益以清償該責任，且可作出可靠估計，則須對該無確定時間或金額的其他負債作撥備。倘有重大貨幣時間價值，則撥備為按預期清償責任所需開支的現值列賬。

倘可能毋須發生經濟利益的流出，或有關金額無法可靠估計，則該責任作為一項或然負債披露，除非發生經濟利益流出的可能性極低。可能發生的責任(其存在只可由一項或多項日後事件的發生或不發生來確定)亦作為或然負債披露，除非發生經濟利益流出的可能性極低。

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財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

r) Revenue recognition

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

i) Sale of goods

Revenue is recognised when the 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 or other sales taxes and is after deduction of any trade discounts and returns.

ii) Interest income

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

iii) Commission income

Commission income are recognised when services are rendered.

iv) Government grant

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

1. 主要會計政策(續)

r) 收益確認

收益按已收或應收代價的公平值計量。倘經濟利益可能會流向本集團而收益及成本(如適用)能可靠計量，則收益確認於損益賬如下：

i) 貨品銷售

收益在貨品送達至客戶所在地(即客戶接收貨品及所有權的相關風險與報酬時)確認。收益不包括增值稅或其他銷售稅，並已扣除任何交易折扣。

ii) 利息收入

利息收入於發生時使用實際利息方法確認。

iii) 佣金收入

佣金收入於提供有關服務後予以確認。

iv) 政府補助

政府補助及資助於能夠合理確保將會收取補助並且本集團將遵守其附帶條件時，首先在財務狀況表中確認。用於補償本集團開支的補助及資助於開支發生的同一期間在損益內系統地確認為收益。用於補償本集團資產成本的補助及資助從資產賬面值中扣除，故而於資產的使用年期內透過減少折舊開支在損益賬內實際確認。

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財務報表附註

For the year ended 31 December 2013
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1. Significant Accounting Policies (Continued)

s) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of reporting period. Exchange gains and losses are recognised in profit or loss, except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised directly in other comprehensive income.

Non-monetary assets and liabilities measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

On the disposal of a foreign operation (i.e., a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In the case of a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

1. 主要會計政策(續)

s) 外幣換算

本年度的外幣交易均按交易日的現行匯率換算。以外幣計值的貨幣資產及負債均按呈報期結束時的現行匯率換算。匯率盈利及虧損均於損益賬中確認，惟用於對沖海外業務投資淨額的外幣借款則直接於其他全面收入中確認。

以外幣的過往成本計量的非貨幣資產及負債使用交易日的現行匯率換算。按公平值以外幣計值的非貨幣資產及負債則使用計量公平值當日的現行匯率計量。

於出售海外業務時(即本集團於海外業務的全部權益的出售、涉及失去包含海外業務的附屬公司的控制權的出售、或出售包括海外業務之聯營公司部分權益(其保留權益成為一項財務資產))，所有於有關本公司擁有人應佔業務的權益累計的匯兌差額重新分類至損益。

部分出售一家包含海外業務的附屬公司但未導致本集團失去控制權，其累計匯兌差額按相應比例重新歸屬於非控股權益，不計入損益。所有其他部分出售(出售部分不會導致本集團失去重大影響聯營公司)，按比例將累計匯兌差額計入損益。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

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 that asset. Other borrowing costs are expensed in profit or loss in the period in which they are incurred.

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

u) Related parties

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

- i) has control or joint control over the Group;
- ii) has significant influence over the Group; or
- iii) is a member of the key management personnel of the Group or the Group's parent.

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

- i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- iii) both entities are joint ventures of the same third party.

1. 主要會計政策(續)

t) 借貸成本

除直接用作收購或需要相當長時間建造或生產才可投入擬定用途或銷售的資產的借貸成本予以資本化外。其他借貸成本均於發生期間計入損益。

借貸成本作為合資格資產部分成本於該資產的開支發生、借貸成本發生而將資產準備作其擬定用途或銷售所需活動正進行中時撥充資本。當將合資格資產準備作其擬定用途或銷售所需大部分活動被暫停或已完成時，則暫停或終止借貸成本撥充資本。

u) 關連人士

(a) 該名人士或該名人士家族近親，被視為與本集團有關連，倘該名人士：

- i) 對本集團有控制或共同控制權；
- ii) 對本集團有重大影響力；或
- iii) 為本集團或本集團母公司重要管理層成員。

(b) 倘下列條件適用，則該實體被視為與本集團有關連：

- i) 該實體與本集團為同一集團的成員公司(指於其他成員公司有關的各母公司、附屬公司及同系附屬公司)。
- ii) 一個實體為聯營公司或另一實體為合資企業(為成員公司的另一實體為一個集團中一個成員公司的一間聯營公司或合資企業)。
- iii) 兩個實體均為同一第三方的合資企業。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

u) Related parties (Continued)

(b) (Continued)

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

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

v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management (i.e. executive directors) for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

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.

1. 主要會計政策(續)

u) 關連人士(續)

(b) (續)

- iv) 一個實體為一個第三方的一間合資企業，而另一實體為該第三方的一間聯營公司。
- v) 該實體為一項退休福利計劃，而該計劃乃作為本集團僱員或為本集團關連方的一個實體的僱員福利。
- vi) 該實體受(a)段所確認的人士控制或共同控制。
- vii) 於(a)(i)段所確認的人士對該實體有重大影響力或該人士為該實體(或該實體的母公司)的主要管理人員。

一名人士的近親為預期可影響，或受該人士於該實體內的交易所影響的該等家族成員。

v) 分類申報

財務報表提到的經營分部及每個分部細項的數額均與定期提交予本集團最高執行管理層(即執行董事)以作資源分配及評估本集團多項業務的表現及地理位置之財務資料中確定。

就財務呈報而言，除非分部具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務的方法及監管環境的性質方面相似，否則各個重大經營分部不會進行合算。個別非重大的經營分部，如果符合上述大部分標準，則可進行合算。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

1. Significant Accounting Policies (Continued)

w) Government grants

Government grants and subsidies are recognised at their fair value where there is reasonable assurance that the grants and subsidies will be received and all attaching conditions will be complied with. When the grants and subsidies relate to an expense item, they are recognised as income or net off against directly related borrowing costs (see note 1(t)), over the periods necessary to match the grants and subsidies on a systematic basis to the costs that they are intended to compensate. Where the grants and subsidies relate to an asset, they are presented as deferred revenue and are released to the income statement over they are expected useful life of the relevant asset by equal annual instalments.

2. Application of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”)

In the current year, the Group has applied the following new and revised HKFRSs issued by the HKICPA which are relevant to the Group's financial statements.

Amendments to HKFRSs	Annual Improvements to HKFRSs 2009-2011 Cycle
Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income
Amendments to HKFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangement
HKFRS 12	Disclosure of Interests in Other Entities
HKFRS 13	Fair Value Measurement
HKAS 19 (as revised in 2011)	Employee Benefits

The application of the amendments to HKFRSs in the current year has had no material effect on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these financial statements.

1. 主要會計政策(續)

w) 政府補助

政府補助及資助按公平值確認，惟須有合理保證將會收取該補助及資助及可符合所有附帶條件。倘補助及資助為有關一個開支項目，則該補助及資助在各期間確認為收益或於有關借貸成本(見附註1(t))直接扣除，以令補助及資助以有序基準與其擬撥作開支的成本一致。倘補助及資助為有關一項資產，則呈列為遞延收益，並於有關資產的預期可使用年期每年分期等額計入損益表。

2. 新訂及經修訂香港財務報告準則(「香港財務報告準則」)的應用

本年度，本集團已採用下列由香港會計師公會頒佈的新訂及經修訂香港財務報告準則，該等準則與本集團財務報表相關：

香港財務報告準則(修訂本)	2009年至2011年頒佈之香港財務報告準則年度改進
香港會計準則第1號(修訂本)	其他全面收益項目之呈列
香港財務報告準則第7號(修訂本)	披露 – 金融資產及金融負債之抵銷
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號(修訂本)	綜合財務報表、共同安排及披露於其他實體之權益：過渡指引
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	共同安排
香港財務報告準則第12號	披露於其他實體之權益
香港財務報告準則第13號	公平值計量
香港會計準則第19號(於二零一一年經修訂)	僱員福利

於本年度採用香港財務報告準則之修訂對本集團本年度及過往年度會計期間的財務表現及狀況及/或該等財務報表所載披露概無重大影響。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
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2. Application of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

The Group has not applied any new HKFRS that is not yet effective for the current accounting period with the exception of the Amendments to HKAS 36 – Recoverable Amount Disclosures for Non-Financial Assets, which modify the disclosure requirements for impaired non-financial assets. The amendments are effective for annual periods beginning on or after 1 January 2014, but as permitted by the amendments, the Group has adopted the amendments early. The adoption of the amendments has had no material impact on disclosure in these financial statements.

Except as described below, the application of other new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Amendments to HKAS 1 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 profit or loss and other comprehensive income in these financial statements has been modified accordingly. In addition, the Group has chosen to use the new titles “consolidated statement of profit or loss” and “consolidated statement of profit or loss and other comprehensive income” as introduced by the amendments in these financial statements.

2. 新訂及經修訂香港財務報告準則（「香港財務報告準則」）的應用（續）

本集團並無應用當前會計期間尚未生效的任何新訂香港財務報告準則，惟對香港會計準則第36號之修訂－披露非金融資產之可收回金額（修訂已減值非金融資產之披露規定）除外。該等修訂於二零一四年一月一日或之後開始的年度期間生效，但如該等修訂所允許，本集團已提早採納該等修訂。採納該等修訂對該等財務報表的披露並無重大影響。

除下文披露者外，於本年度採用其他新訂及修訂香港財務報告準則對本集團本年度及過往年度會計期間的財務表現及狀況及／或該等綜合財務報表所載披露概無重大影響。

香港會計準則第1號（修訂本），其他全面收益項目之呈列

該等修訂規定實體須分開呈列其他全面收益，即其後不會重新分類至損益的項目及當符合特定條件時可於其後重新分類至損益的項目。於財務報表內在綜合損益及其他全面收益中之全面收益之呈報已作出相應更改。此外，本集團於財務報表選用了此等修訂計入的新標題：「綜合損益表」及「綜合損益及其他全面收益表」。

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2. Application of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

Amendments to HKFRS 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 HKAS 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 HKAS 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 HKFRS 7 during the periods presented.

HKFRS 10 Consolidated Financial Statements

HKFRS 10 replaces the requirements in HKAS 27 Consolidated and Separate Financial Statements relating to the preparation of consolidated financial statements and HK-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 HKFRS 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.

2. 新訂及經修訂香港財務報告準則（「香港財務報告準則」）的應用（續）

香港財務報告準則第7號（修訂本）披露－金融資產及金融負債之抵銷

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。所有已確認的金融工具凡根據香港會計準則第32號金融工具予以抵銷就需進行該等新披露：呈列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香港會計準則第32號予以抵銷）。

採納該等修訂並不會對本集團的財務報表造成影響，原因是本集團並無抵銷金融工具，亦無訂立總淨額結算安排或類似協議，而導致於呈列期間內須根據香港財務報告準則第7號作出披露。

香港財務報告準則第10號綜合財務報表

香港財務報告準則第10號取代有關編製綜合財務報表的香港會計準則第27號綜合及單獨財務報表及香港一常設詮釋委員會詮釋第12號合併－特殊目的實體等規定。香港財務報告準則第10號引入單一控制模式，以釐定被投資公司應否予以合併處理，而焦點則放在有關實體是否有權控制被投資公司，因參與被投資公司業務而對可變動回報承擔風險或享有權利，以及運用權力影響該等回報金額的能力。

因採納香港財務報告準則第10號，本集團已就釐定其是否有權控制被投資方而改變其會計政策。該採納並無改變本集團就其於二零一三年一月一日參與其他實體業務所達致的任何控制權結論。

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財務報表附註

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2. Application of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

HKFRS 12 Disclosure of Interests in Other Entities

HKFRS 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 HKFRS 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 18.

HKFRS 13 Fair Value Measurement

HKFRS 13 replaces existing guidance in individual HKFRSs with a single source of fair value measurement guidance. HKFRS 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 33. The adoption of HKFRS 13 does not have any material impact on the fair value measurements of the Group's assets and liabilities.

HKAS 19 Employee Benefits (as revised in 2011)

HKAS 19 (as revised in 2011) introduces a number of amendments to the accounting for defined benefit plans. Among them, revised HKAS 19 eliminates the “corridor method” under which the recognition of actuarial gains and losses relating to defined benefit schemes could be deferred and recognised in profit or loss over the expected average remaining service lives of employees. Under the revised standard, all actuarial gains and losses are required to be recognised immediately in other comprehensive income. Revised HKAS 19 also changed the basis for determining income from plan assets from expected return to interest income calculated at the liability discount rate, and requires immediate recognition of past service cost, whether vested or not.

2. 新訂及經修訂香港財務報告準則（「香港財務報告準則」）的應用（續）

香港財務報告準則第12號「其他實體權益之披露」

香港財務報告準則第12號將實體所佔附屬公司、合營安排、聯營公司和未合併的結構化實體的權益的所有相關披露規定集於一身。香港財務報告準則第12號規定的披露範圍普遍較之前準則要求更為廣泛。倘有關規定適用於本集團，本集團已於財務報表附註18載列該等披露。

香港財務報告準則第13號公平價值計量

香港財務報告準則第13號取代現有於個別香港財務報告準則的指引，成為單一公平價值計量指引。香港財務報告準則第13號亦包含了有關金融工具及非金融工具公平價值計量的廣泛披露要求。倘有關規定適用於本集團，本集團已於財務報表附註33載列該等披露。採納香港財務報告準則第13號對本集團的資產及負債的公平價值計量並無重大影響。

香港會計準則第19號僱員福利（於二零一一年經修訂）

香港會計準則第19號（二零一一年經修訂）對界定福利計劃之會計法作出多項修訂。當中，經修訂之香港會計準則第19號剔除「區間法」，該「區間法」容許界定福利計劃之精算收益及虧損可按僱員之預期餘下平均服務年期遞延並於損益中確認。根據經修訂之準則，所有精算收益及虧損須於其他全面收益中即時確認。經修訂之香港會計準則第19號亦已變更釐定計劃資產所得之利息收入之基準，由預期回報變更至以負債貼現率計算之利息收入。無論歸屬與否，亦須立即確認以往所有之服務成本。

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For the year ended 31 December 2013
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3. Turnover

The principal activities of the Group are production and sales of medicines, sales and distribution of medicines and healthcare products and commission income derived from the distribution of food products and healthcare food products in the People's Republic of China (the "PRC").

Turnover represents the net invoiced value of goods sold net of value-added tax, after allowances for returns and trade discounts and commission income.

3. 營業額

本集團的主要業務包括在中華人民共和國（「中國」）生產和銷售藥物、銷售及分銷藥品及保健品及來自於食品及保健食品代銷的佣金收入。

營業額指已售貨品的發票淨值（扣除增值稅及退貨和貿易折扣撥備）、及佣金收入。

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Sales of medicines	藥品銷售額	496,578	529,795
Sales and distribution of medicines and healthcare products	銷售及分銷藥品及保健品	113,557	-
Commission income	佣金收入	1,531	663
		611,666	530,458

Further details regarding the Group's principal activities are disclosed in note 18 to these financial statements.

有關本集團的主要業務之進一步詳情披露於該等財務報表附註 18。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
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4. Other Revenue and Other Net Income

4. 其他收入及其他收入淨額

	Note 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Other revenue			
Interest income from bank deposits		2,186	1,508
Total interest income on financial assets not at fair value through profit or loss		2,186	1,508
Subsidy income released from deferred revenue	29(a)	3,340	8,911
Others		525	952
		6,051	11,371
Other net income			
Recovery of impairment on trade receivables		1,154	282
Recovery of impairment on other receivables		32	148
Write off of other payables		10	195
		1,196	625

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
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5. Profit Before Taxation

Profit before taxation is arrived at after charging the following:

5. 除稅前溢利

除稅前溢利乃經扣除以下各項：

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
a) Finance costs	a) 財務費用		
Interest on bank loans wholly repayable within five years	五年內須悉數償還銀行貸款的利息	5,191	4,760
Interest on financial assistance from the immediate parent company	直屬母公司財務資助的利息	2,493	1,400
Interest on financial assistance from a fellow subsidiary	同系附屬公司財務資助的利息	-	430
Total interest expense on financial liabilities not at fair value through profit or loss	並非透過損益按公平值列賬金融負債的利息開支總額	7,684	6,590
b) Staff costs (including directors' remuneration)	b) 員工成本(包括董事酬金)：		
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	14,379	11,482
Salaries, wages and other benefits	薪金、工資及其他福利	61,587	50,731
		75,966	62,213

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財務報表附註

For the year ended 31 December 2013
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5. Profit Before Taxation (Continued)

5. 除稅前溢利(續)

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
c) Other items	c) 其他項目：		
Amortisation	攤銷		
– prepaid lease payments	– 預付租賃款項	1,570	1,570
– intangible assts *	– 無形資產*	4,160	3,957
Depreciation	折舊		
– assets held for own use under operating leases	– 根據經營租賃持作自用的資產	3,165	2,990
– other assets	– 其他資產	14,877	13,431
Impairment of	減值		
– trade receivables *	– 應收賬款*	379	504
– other receivables *	– 其他應收款項*	331	65
Write down of inventories *	撇減存貨*	6,957	359
Net foreign exchange loss	匯兌虧損淨額	1,574	263
Loss on disposal of property, plant and equipment *	出售物業、廠房及設備的虧損*	442	412
Loss on disposal of intangible assets	出售無形資產虧損	–	649
Auditor's remuneration	核數師酬金		
– audit services	– 審計服務	1,280	1,200
– other services	– 其他服務	658	551
Operating lease charges: minimum lease payment	經營租賃開支：最低租金	6,038	4,989
Cost of inventories	存貨成本	358,756	331,854
R&D costs *	研發費用*	33,809	30,878

* These amounts are included in "Other operating expenses" on the face of the consolidated statement of profit or loss.

* 此等金額計入綜合損益表的「其他經營開支」內。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
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6. Income Tax in the Consolidated Statement of Profit or Loss

a) Income tax in the consolidated statement of profit or loss represents:

	Note 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Current tax			
PRC Enterprise Income Tax		12,647	9,801
Over provision for PRC Enterprise income tax		(1,440)	(1,433)
Deferred tax			
Origination and reversal of temporary differences	26(b)	(671)	(3,241)
Attributable to a change in tax rate	26(b)	(13,966)	(602)
		(3,430)	4,525

Hong Kong Profits Tax has not been provided for as the Group, had no income assessable to Hong Kong Profits Tax for the year (2012: Nil).

On 9 April 2013, a subsidiary of the Group established in the PRC was recognised by the Fujian Province Bureau of Science and Technology as a high technology enterprise. As at 31 December 2013, two subsidiaries of the Group established in the PRC are qualified as high technology enterprise. In accordance with the applicable enterprise income tax of the PRC, these subsidiaries are subject to the PRC enterprise income tax ("EIT") at a preferential rate of 15%.

The other PRC subsidiaries are subject to the PRC EIT at a rate of 25% for the year ended 31 December 2013 (2012: 25%).

6. 於綜合損益表列出的所得稅

a) 於綜合損益表列出的所得稅指：

由於本集團並無須繳納香港利得稅的應課稅收入，故並於本年度內無計提香港利得稅撥備(二零一二年：零)。

於二零一三年四月九日，一間於中國成立的本集團附屬公司獲福建省科學技術局確認為高新技術企業。截至二零一三年十二月三十一日，兩間於中國成立的本集團附屬公司合資格成為高新技術企業。根據適用中國企業所得稅法，該等附屬公司須按15%的優惠稅率繳納中國企業所得稅(「企業所得稅」)。

截至二零一三年十二月三十一日止年度，其他中國附屬公司須按25%的中國企業所得稅稅率納稅(二零一二年：25%)。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
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6. Income Tax in the Consolidated Statement of Profit or Loss (Continued)

- b) Reconciliation between tax expense and accounting profit at the applicable tax rates:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	43,568	40,603
Notional profit on profit before taxation, calculated at the rates applicable to profits in the tax jurisdictions concerned	按照在相關稅務司法權區的溢利適用稅率計算除稅前溢利的名義溢利	6,880	5,061
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響	1,712	404
Tax effect of non-taxable income	非課稅收益的稅務影響	(1,398)	(2,481)
Tax effect of unused tax losses not recognised	未確認的未利用稅項虧損的稅務影響	4,782	3,576
Over provision in prior year	過往年度超額撥備	(1,440)	(1,433)
Decrease in opening deferred tax liability resulting from a change in tax rate	稅率變動引致年初遞延稅項負債之減額	(13,966)	(602)
Actual tax (credit)/expenses	實際稅項 (計入) / 支出	(3,430)	4,525

6. 於綜合收益表列出的所得稅 (續)

- b) 稅項支出與按適用稅率計算的會計溢利的對賬：

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
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7. Directors' and Chief Executive's Remuneration

Directors' remuneration for the years ended 31 December 2013 and 2012 disclosed pursuant to section 161 of the Hong Kong Companies Ordinance and the chief executive's (i.e. general manager) remuneration are as follows:

7. 董事及高級行政人員酬金

截至二零一三年及二零一二年十二月三十一日止年度董事酬金及高級行政人員(即總經理)酬金根據香港公司條例第161條披露如下:

		Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 RMB'000 人民幣千元	Retirement scheme contributions 退休計劃 供款 RMB'000 人民幣千元	2013 Total 二零一三年 總計 RMB'000 人民幣千元	
Executive directors	執行董事				
Mr. Chai Xiang Dong (General Manager)	柴向東先生 (總經理)	-	632	37	669
Mr. Zhang Feng	張鋒先生	-	-	-	-
Mr. Xu Yan He	徐燕和先生	-	480	30	510
Non-executive directors	非執行董事				
Ms. Yu Lin	于琳女士	-	-	-	-
Mr. Ren De Quan (resigned on 31 January 2014)	任德權先生 (於二零一四年 一月三十一日辭任)	200	-	-	200
Mr. Liu Zhan Jun	劉占軍先生	-	-	-	-
Independent non-executive directors	獨立非執行董事				
Mr. Yick Wing Fat, Simon	易永發先生	212	-	-	212
Mr. Poon Ka Yeung	潘嘉陽先生	106	-	-	106
Mr. Huang Yao Wen (resigned on 5 August 2013)	黃耀文先生 (於二零一三年 八月五日辭任)	59	-	-	59
Mr. Yu Bo (appointed on 5 August 2013)	于渤先生 (於二零一三年 八月五日獲委任)	41	-	-	41
		618	1,112	67	1,797

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財務報表附註

For the year ended 31 December 2013
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7. Directors' and Chief Executive's Remuneration (Continued)

7. 董事及高級行政人員酬金(續)

	Directors' fees	Salaries, allowances and benefits in kind	Retirement scheme contributions	2012 Total	
	董事袍金	薪金、津貼及實物利益	退休計劃供款	二零一二年總計	
	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Executive directors	執行董事				
Mr. Chai Xiang Dong (General Manager)	柴向東先生 (總經理)	–	626	29	655
Mr. Zhang Feng	張鋒先生	–	–	–	–
Mr. Xu Yan He	徐燕和先生	–	376	24	400
Non-executive directors	非執行董事				
Ms. Yu Lin	于琳女士	–	–	–	–
Mr. Ren De Quan (resigned on 31 January 2014)	任德權先生 (於二零一四年一月三十一日辭任)	200	–	–	200
Mr. Liu Zhan Jun	劉占軍先生	–	–	–	–
Independent non-executive directors	獨立非執行董事				
Mr. Yick Wing Fat, Simon	易永發先生	212	–	–	212
Mr. Poon Ka Yeung	潘嘉陽先生	106	–	–	106
Mr. Huang Yao Wen (resigned on 5 August 2013)	黃耀文先生 (於二零一三年八月五日辭任)	100	–	–	100
		618	1,002	53	1,673

Mr. Chai Xiang Dong is the director and the general manager of the Company and is responsible for the Company's day to day management and overall activities. The remuneration of Mr. Chai for 2012 and 2013 is disclosed above.

柴向東先生為本公司的董事及總經理，負責本公司日常管理及整體業務。柴先生於二零一二年及二零一三年的酬金於上文披露。

During both years, no remuneration was paid or payable by the Group to any of the directors or any of the 5 highest paid individuals set out in note 8 as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration during both years. No bonus was paid or payable to directors which are discretionary or are based on the Group's performance.

於兩個年度，本集團並無向董事或附註8所述五名最高薪僱員支付酬金，作為加入本集團或加入本集團後的獎勵或作為離職補償。於兩個年度，並無董事放棄或同意放棄任何酬金的安排。概無酌情或根據本集團表現向董事已付或應付花紅。

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8. Individuals with Highest Emoluments

Of the five individuals with the highest emoluments in the Group, two (2012: two) are directors of the Company whose emoluments are included in the disclosures in note 7. The emoluments of the remaining three (2012: three) individuals are as follows:

Salaries and other benefits	薪金及其他利益
Retirement scheme contributions	退休供款計劃

Their emoluments are all within the band HK\$ Nil to HK\$1,000,000 (equivalent to approximately RMB804,000) for years ended 31 December 2013 and 2012.

9. Profit Attributable to Owners of the Company

The consolidated profit attributable to owners of the Company includes a profit of approximately RMB3,642,000 (2012: approximately RMB4,778,000) which has been dealt with in the financial statements of the Company.

10. Dividends

The directors do not propose the payment of any dividend for the years ended 31 December 2013 (2012: nil).

11. Earnings Per Share

a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to owners of the Company of approximately RMB35,855,000 (2012: approximately RMB24,298,000) and the weighted average number of 1,678,000,000 ordinary shares (2012: 1,678,000,000 ordinary shares) in issue during the year.

b) Diluted earnings per share

Diluted earnings per share equals to basic earnings per share as there were no potential dilutive ordinary shares outstanding for both years presented.

8. 最高薪酬僱員

於本年度內本集團五名最高薪酬僱員包括兩名(二零一二年: 兩名)本公司董事, 其薪酬詳情見附註7。其餘三名(二零一二年: 三名)最高薪酬僱員的薪酬詳情如下:

	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Salaries and other benefits	1,206	1,325
Retirement scheme contributions	111	88
	1,317	1,413

截至二零一三年及二零一二年十二月三十一日止年度最高薪酬僱員的薪酬範圍介乎港幣零至港幣1,000,000元(相等於約人民幣804,000元)。

9. 本公司擁有人應佔溢利

本公司擁有人應佔綜合溢利包括已於本公司財務報表內入賬處理的溢利約人民幣3,642,000元(二零一二年: 約人民幣4,778,000元)。

10. 股息

董事並不建議派付截至二零一三年十二月三十一日止年度任何股息(二零一二年: 無)。

11. 每股盈利

a) 每股基本盈利

每股基本盈利乃根據本公司擁有人應佔溢利約人民幣35,855,000元(二零一二年: 人民幣約24,298,000元), 以及本年度內已發行普通股的加權平均數約1,678,000,000股(二零一二年: 1,678,000,000股普通股)計算。

b) 每股攤薄盈利

由於兩段呈報期間並無已發行潛在攤薄普通股, 故此每股攤薄盈利等於每股基本盈利。

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12. 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 Group's executive directors for the purpose of resources 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.

- i) Manufacturing and selling of medicines
- ii) Sales and distribution of medicines and healthcare products
- iii) Provision of R&D services of modern biological technology

Currently all the Group's activities above are carried out in the PRC. No reportable operating segment has been aggregated.

The first segment derives its revenue from the manufacture and sale of medicines.

The second segment derives its revenue from sales and distribution of medicines and healthcare products.

The third segment derives its revenue from the provision of R&D services. During the year, the Group suspended the provision of R&D services to external parties.

The other segment derives commission income from the distribution of food products and healthcare food products.

12. 分部報告

本集團按分部管理其業務，分部按兩條業務線(產品及服務)配合地理位置而組織。該等資料向本集團的執行董事作內部報告以分配資源及作表現評估，本集團已呈列下列三個可申報分部。構成下列報告的分部並不包括經營分部。

- i) 生產和銷售藥品
- ii) 銷售及分銷藥品及保健品
- iii) 提供現代生物技術研發服務

目前，上述所有本集團業務均在中國內地營運。並無合算任何可申報經營分部。

第一分部的收入來自生產及銷售藥品。

第二分部的收入來自銷售及分銷藥品及保健品。

第三分部的收入來自提供研發服務。於本年度，本集團暫停向外部人士提供研發服務。

其他分部的佣金收入乃來自於代銷食品及保健食品。

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12. Segment Reporting (Continued)

a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's executive directors monitor the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current assets with the exception of deferred tax assets, tax recoverable and other corporate assets. Segment liabilities include trade and other payables attributable to the activities of the individual segments and bank borrowings managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segments profit is "adjusted EBITDA" i.e. "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including investment income and "depreciation and amortisation" is regarded as including impairment losses on non-current assets. To arrive at adjusted EBITDA the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as directors' and auditors' remuneration and other head office or corporate administration costs.

In addition to receiving segment information concerning adjusted EBITDA, the executive directors are provided with segment information concerning revenue (including inter-segment sales), interest income and expense from cash balances and borrowings managed directly by the segments, depreciation, amortisation and impairment losses and additions to non-current segment assets used by the segments in their operations. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

Information regarding the Group's reportable segments as provided to the Group's executive directors for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2013 and 2012 is set out below.

12. 分部報告(續)

a) 分部業績、資產及負債

就評估分部表現及分部間分配資源而言，本集團的執行董事按以下基礎監控各可申報分部應佔的業績、資產及負債：

分部資產包括所有有形、無形資產及流動資產，但不包括遞延稅項資產、可收回稅項及其他企業資產。分部負債包括個別分部業務應付貿易及其他款項以及該等分部直接管理的銀行貸款。

收入及開支乃經參考有關分部產生的銷售額及有關分部產生的開支或有關分部應佔資產的折舊或攤銷所產生的開支後分配至各可申報分部。

用於報告分部溢利的方法為「經調整 EBITDA」，即「扣除利息、稅項、折舊及攤銷前之經調整盈利」，其中「利息」包括投資收入，「折舊及攤銷」包括非流動資產之減值虧損。為達到經調整 EBITDA，本集團之盈利乃對並未指定屬於個別分部之項目作出進一步調整，如董事及核數師之酬金，其他總辦事處或公司行政開支。

收到有關經調整 EBITDA 之分部資料除外，執行董事獲提供有關收益的分部資料，包括由各分部直接管理的分部間銷售，來自分部直接管理之現金結餘及借貸之利息收入及支出，分部於彼等營運中使用之非流動分部資產的折舊、攤銷及減值虧損以及添置。分部間銷售乃經參考外部人士就類似訂單作出的價格而進行定價。

就截至二零一三年及二零一二年十二月三十一日止年度之資源分配及評估分部表現向本公司執行董事提供有關本集團報告分部之資料載於下文。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

12. Segment Reporting (Continued)

a) Segment results, assets and liabilities (Continued)

12. 分部報告(續)

a) 分部業績、資產及負債(續)

		Manufacturing and selling of medicines 生產和銷售藥品		Sales and distribution of medicines and healthcare products 銷售及分銷藥品及保健品		R & D services 研發服務		Others 其他		Total 總計	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Segment revenue	分部收入										
Revenue from external customers	外來客戶收入	496,578	529,795	113,557	-	-	-	1,531	663	611,666	530,458
Inter-segment revenue	分部間收入	8,035	-	404	-	-	-	-	-	8,439	-
Reportable segment revenue	可申報分部收入	504,613	529,795	113,961	-	-	-	1,531	663	620,105	530,458
Reportable segment profit/ (loss) before taxation	可申報分部溢利/ (虧損) (除稅前)	54,390	74,619	15,099	-	-	(15,201)	1,515	662	71,004	60,080
Interest income from bank deposits	銀行存款利息收入	(2,169)	(1,308)	(17)	-	-	(200)	-	-	(2,186)	(1,508)
Interest expenses	利息開支	7,684	5,190	-	-	-	1,400	-	-	7,684	6,590
Depreciation and amortisation	折舊及攤銷:										
- Property, plant and equipment	- 物業、廠房及設備	17,831	13,172	211	-	-	3,249	-	-	18,042	16,421
- Prepaid lease payment	- 預付租賃款項	1,570	1,570	-	-	-	-	-	-	1,570	1,570
- Intangible assets	- 無形資產	3,958	3,950	202	-	-	7	-	-	4,160	3,957
Write down of inventories	撇減存貨	3,943	359	3,014	-	-	-	-	-	6,957	359
Impairment of	減值:										
- trade receivables	- 應收賬款	360	504	19	-	-	-	-	-	379	504
- other receivables	- 其他應收款項	331	55	-	-	-	10	-	-	331	65
Recovery of impairment on	減值撥回										
- trade receivables	- 應收賬款	(1,154)	(282)	-	-	-	-	-	-	(1,154)	(282)
- other receivables	- 其他應收款項	(32)	(148)	-	-	-	-	-	-	(32)	(148)
Income tax expense	所得稅費	(7,923)	4,525	4,493	-	-	-	-	-	(3,430)	4,525
Reportable segment assets	可申報分部資產	859,692	714,089	56,485	-	-	153,772	-	-	916,177	867,861
Additions to non-current assets (other than financial instrument and deferred tax assets)	非流動資產添置 (不包括金融工具及遞延稅項資產)	60,365	16,759	2,035	-	-	43,635	-	-	62,400	60,394
Reportable segment liabilities	可申報分部負債	297,521	261,481	31,210	-	-	49,206	-	-	328,731	310,687

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For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

12. Segment Reporting (Continued)

a) Segment results, assets and liabilities (Continued)

The Group's customer base is diversified and no customer with whom transactions have exceeded 10% of the Group's revenue.

b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

12. 分部報告(續)

a) 分部業績、資產及負債(續)

本集團客戶群多元化，其中並無客戶與其訂立的交易超過本集團收入的10%。

b) 可申報分部收入、損益、資產及負債的對賬

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Revenue	收入		
Reportable segment revenue	可申報分部收入	620,105	530,458
Elimination of inter-segment revenue	分部間收入抵銷	(8,439)	-
		611,666	530,458
Profit	溢利		
Reportable segment profit	可申報分部溢利	71,004	60,080
Elimination of inter-segment profit	分部間溢利抵銷	(102)	-
Reportable segment profit derived from the Group's external customers	來自集團外來客戶的可申報分部溢利	70,902	60,080
Other revenue and other net income	其他收入及收入淨額	7,247	11,996
Depreciation and amortisation	折舊及攤銷	(23,772)	(21,948)
Finance costs	財務費用	(7,684)	(6,590)
Unallocated head office and corporate expense	未分配總辦事處及公司開支	(3,125)	(2,935)
		43,568	40,603
Consolidated profit before taxation	除稅前綜合溢利		

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

12. Segment Reporting (Continued)

b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities (Continued)

12. 分部報告(續)

b) 可申報分部收入、損益、資產及負債的對賬(續)

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Assets	資產		
Reportable segment assets	可申報分部資產	916,177	867,861
Elimination of inter-segment receivables	分部間應收款項抵銷	(3,887)	(61)
		912,290	867,800
Unallocated head office and corporate assets	未分配總辦事處及公司資產	300	300
Deferred tax assets	遞延稅項資產	1,491	1,308
Tax recoverable	可收回稅項	28	1,328
Consolidated total assets	綜合資產總值	914,109	870,736
Liabilities	負債		
Reportable segment liabilities	可申報分部負債	328,731	310,687
Elimination of inter-segment payables	分部間應付款項抵銷	(3,887)	(61)
		324,844	310,626
Tax payable	應付稅項	7,446	5,543
Deferred tax liabilities	遞延稅項負債	21,215	36,213
Consolidated total liabilities	綜合負債總額	353,505	352,382

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

12. Segment Reporting (Continued)

c) Revenue from major products and services

The following is an analysis of the Group's revenue from its major products and services:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Medicines and healthcare products	藥品及保健品	610,135	529,795
Commission	佣金	1,531	663
		611,666	530,458

d) Geographic Information

The Group's turnover and results from operations mainly derived from activities in the PRC. The principal assets of the Group were located in the PRC during the year. Accordingly, no analysis by geographical segment is provided.

12. 分部報告(續)

c) 來自主要產品及服務的收入

以下為對本集團主要產品和服務的收入分析：

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Medicines and healthcare products	藥品及保健品	610,135	529,795
Commission	佣金	1,531	663
		611,666	530,458

d) 地理資料

本集團的營業額及經營業績主要來自中國的業務活動。年內，本集團的主要資產位於中國。因此，概無提供地理分部分析。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
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13. Property, Plant and Equipment

a) The Group

13. 物業、廠房及設備

a) 本集團

		Buildings	Leasehold improvements	Plant and machinery	Motor vehicles	Furniture, fixtures and equipment	Construction-in-progress	Total
		樓宇	租賃物業裝修	廠房及設備	汽車	傢俱、裝置及設備	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cost	按成本值							
At 1 January 2013	於二零一三年一月一日	65,679	-	88,220	3,653	9,108	41,609	208,269
Acquisition of a subsidiary	收購一間附屬公司	-	768	-	-	17	-	785
Additions	添置	3,123	-	4,785	-	5,684	-	13,592
Construction expenditure capitalised	資本化建設開支	-	-	-	-	-	24,315	24,315
Disposals	出售	-	-	(2,755)	(514)	(227)	(26)	(3,522)
Transfer in/(out)	轉入/(出)	4,867	22,230	22,762	-	4,012	(53,871)	-
At 31 December 2013	於二零一三年十二月三十一日	73,669	22,998	113,012	3,139	18,594	12,027	243,439
Accumulated depreciation and impairment	累計折舊及減值							
At 1 January 2013	於二零一三年一月一日	(6,343)	-	(32,168)	(591)	(3,698)	(834)	(43,634)
Charge for the year	本年度支出	(3,165)	(230)	(11,533)	(734)	(2,380)	-	(18,042)
Eliminated on disposal of assets	出售資產時對銷	-	-	2,352	467	208	-	3,027
At 31 December 2013	於二零一三年十二月三十一日	(9,508)	(230)	(41,349)	(858)	(5,870)	(834)	(58,649)
Carrying amounts	賬面值							
At 31 December 2013	於二零一三年十二月三十一日	64,161	22,768	71,663	2,281	12,724	11,193	184,790

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

13. Property, Plant and Equipment (Continued)

a) The Group (Continued)

		Buildings 樓宇 RMB'000 人民幣千元	Plant and machinery 廠房及設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Furniture, fixtures and equipment 傢俱、裝置 及設備 RMB'000 人民幣千元	Construction- in-progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	按成本值						
At 1 January 2012	於二零一二年一月一日	62,754	86,451	2,983	6,762	2,201	161,151
Additions	添置	1,216	3,562	1,760	2,665	-	9,203
Construction expenditure capitalised	資本化建設開支	-	-	-	-	41,377	41,377
Disposals	出售	-	(1,793)	(1,090)	(319)	(260)	(3,462)
Transfer in/(out)	轉入/(出)	1,709	-	-	-	(1,709)	-
At 31 December 2012	於二零一二年十二月三十一日	65,679	88,220	3,653	9,108	41,609	208,269
Accumulated depreciation and impairment	累計折舊及減值						
At 1 January 2012	於二零一二年一月一日	(3,353)	(22,495)	(998)	(2,426)	(834)	(30,106)
Charge for the year	本年度支出	(2,990)	(11,246)	(615)	(1,570)	-	(16,421)
Eliminated on disposal of assets	出售資產時對銷	-	1,573	1,022	298	-	2,893
At 31 December 2012	於二零一二年十二月三十一日	(6,343)	(32,168)	(591)	(3,698)	(834)	(43,634)
Carrying amounts	賬面值						
At 31 December 2012	於二零一二年十二月三十一日	59,336	56,052	3,062	5,410	40,775	164,635

As at 31 December 2013, certain of the Group's buildings with a total carrying amount of approximately RMB35,786,000 (2012: approximately RMB32,523,000) were pledged as part of the securities to secure the Group's interest-bearing bank borrowings of RMB86,000,000 (2012: RMB86,000,000) (Note 25).

於二零一三年十二月三十一日，賬面值總額約為人民幣35,786,000元(二零一二年：約人民幣32,523,000元)的若干本集團樓宇，作為抵押本集團部分抵押品，以取得本集團銀行貸款融資人民幣86,000,000元(二零一二年：人民幣86,000,000元)(附註25)。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

13. Property, Plant and Equipment (Continued)

b) The Company

13. 物業、廠房及設備(續)

b) 本公司

		Plant and machinery	Motor vehicles	Furniture, fixtures and equipment	Construction- in-progress	Total
		廠房及設備	汽車	傢俱、裝置 及設備	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cost	按成本值					
At 1 January 2013	於二零一三年一月一日	31,023	985	3,048	887	35,943
Additions	添置	301	-	601	609	1,511
Transfer in/(out)	轉入/ (出)	-	-	662	(662)	-
Disposals	出售	(107)	(412)	(103)	-	(622)
At 31 December 2013	於二零一三年十二月三十一日	31,217	573	4,208	834	36,832
Accumulated depreciation and impairment	累計折舊及減值					
At 1 January 2013	於二零一三年一月一日	(18,021)	(609)	(1,745)	(834)	(21,209)
Charge for the year	本年度支出	(2,632)	(29)	(408)	-	(3,069)
Eliminated on disposals of assets	出售資產時對銷	94	372	92	-	558
At 31 December 2013	於二零一三年十二月三十一日	(20,559)	(266)	(2,061)	(834)	(23,720)
Carrying amounts	賬面值					
At 31 December 2013	於二零一三年十二月三十一日	10,658	307	2,147	-	13,112

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

13. Property, Plant and Equipment (Continued)

b) The Company (Continued)

13. 物業、廠房及設備(續)

b) 本公司(續)

		Plant and machinery 廠房及設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Furniture, fixtures and equipment 傢俱、裝置 及設備 RMB'000 人民幣千元	Construction- in-progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	按成本值					
At 1 January 2012	於二零一二年一月一日	34,440	942	2,221	834	38,437
Additions	添置	12	318	1,058	-	1,388
Construction expenditure capitalised	資本化建設開支	-	-	-	53	53
Disposals	出售	(3,429)	(275)	(231)	-	(3,935)
At 31 December 2012	於二零一二年十二月三十一日	31,023	985	3,048	887	35,943
Accumulated depreciation and impairment	累計折舊及減值					
At 1 January 2012	於二零一二年一月一日	(16,792)	(847)	(1,689)	(834)	(20,162)
Charge for the year	本年度支出	(2,718)	(9)	(265)	-	(2,992)
Eliminated on disposals of assets	出售資產時對銷	1,489	247	209	-	1,945
At 31 December 2012	於二零一二年十二月三十一日	(18,021)	(609)	(1,745)	(834)	21,209
Carrying amounts	賬面值					
At 31 December 2012	於二零一二年十二月三十一日	13,002	376	1,303	53	14,734

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
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13. Property, Plant and Equipment (Continued)

c) The analysis of carrying amount of leasehold properties is as follows:

13. 物業、廠房及設備(續)

c) 租賃物業的賬面值分析如下：

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
	Note 附註		
Outside Hong Kong	香港境外		
Long-term leases	長期租賃	1,230	–
Medium-term leases	中期租賃	130,090	128,065
		131,320	128,065
Representing	代表		
Buildings carried at cost	按成本入賬的樓宇	64,161	59,336
Interest in leasehold land held for own use under operating leases	於經營租賃下持作自用租賃土地的權益	67,159	68,729
	14	131,320	128,065

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For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

14. Prepaid Lease Payments

The Group

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Cost	按成本值		
At 1 January and 31 December	於一月一日及十二月三十一日	72,000	72,000
Accumulated depreciation and amortisation	累計折舊及攤銷		
At 1 January	於一月一日	(3,271)	(1,701)
Charge for the year	本年度支出	(1,570)	(1,570)
At 31 December	於十二月三十一日	(4,841)	(3,271)
Carrying amounts	賬面值		
At 31 December	於十二月三十一日	67,159	68,729

All the prepaid lease payments represent interest in land situated in the PRC under medium term leases which were amortised over the lease term of 50 years on a straight-line basis.

At 31 December 2013 and 2012, all of the Group's prepaid lease payment were pledged to secure the Group's bank loan of RMB86,000,000 (2012: RMB86,000,000) (Note 25).

所有預付租賃款項指根據中期租賃位於中國的租賃土地權益，該等預付租賃款項按於50年租賃期間按直線法攤銷。

於二零一三年及二零一二年十二月三十一日，本集團所有預付租賃款項已作為本集團銀行貸款人民幣86,000,000元(二零一二年：人民幣86,000,000元)(附註25)的抵押品。

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15. Intangible Assets

a) The Group

15. 無形資產

a) 本集團

		Computer software	Trademarks	Anesthetic drug production and selling rights	Trade name	Customer list	Technical know-how acquired	Internally developed technical know-how	Selling licences	Total
		電腦軟件	商標	麻醉藥產銷權	業務名稱	客戶名單	技術知識	內部開發技術知識	銷售許可證	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cost	成本									
At 1 January 2012	於二零一二年一月一日	356	75	53,143	46,483	39,502	-	649	-	140,208
Written-off	撇銷	-	-	-	-	-	-	(649)	-	(649)
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及二零一三年一月一日	356	75	53,143	46,483	39,502	-	-	-	139,559
Arising from acquisition of Neptunus Changjian	收購海王長健產生的款項	-	-	-	-	-	-	-	1,007	1,007
Additions	添置	37	-	-	-	-	6,000	6,593	-	12,630
At 31 December 2013	於二零一三年十二月三十一日	393	75	53,143	46,483	39,502	6,000	6,593	1,007	153,196
Accumulated amortisation and impairment	累計攤銷及減值									
At 1 January 2012	於二零一二年一月一日	(356)	(56)	-	-	(4,420)	-	-	-	(4,832)
Charge for the year	本年度支出	-	(7)	-	-	(3,950)	-	-	-	(3,957)
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及二零一三年一月一日	(356)	(63)	-	-	(8,370)	-	-	-	(8,789)
Charge for the year	本年度支出	(1)	(7)	-	-	(3,950)	-	-	(202)	(4,160)
At 31 December 2013	於二零一三年十二月三十一日	(357)	(70)	-	-	(12,320)	-	-	(202)	(12,949)
Carrying amounts	賬面值									
At 31 December 2013	於二零一三年十二月三十一日	36	5	53,143	46,483	27,182	6,000	6,593	805	140,247
At 31 December 2012	於二零一二年十二月三十一日	-	12	53,143	46,483	31,132	-	-	-	130,770

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For the year ended 31 December 2013
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15. Intangible Assets (Continued)

b) The Company

15. 無形資產(續)

b) 本公司

		Computer software 電腦軟件 RMB'000 人民幣千元	Trademarks 商標 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	成本			
At 1 January 2012, 1 January 2013 and 31 December 2013	於二零一二年一月一日、 於二零一三年一月一日、及 於二零一三年十二月三十一日	356	75	431
Accumulated amortisation and impairment	累計攤銷及減值			
At 1 January 2012	於二零一二年一月一日	(356)	(56)	(412)
Charge for the year	本年度支出	-	(7)	(7)
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日、 及二零一三年一月一日	(356)	(63)	(419)
Charge for the year	本年度支出	-	(7)	(7)
At 31 December 2013	於二零一三年十二月三十一日	(356)	(70)	(426)
Carrying amounts	賬面值			
At 31 December 2013	於二零一三年十二月三十一日	-	5	5
At 31 December 2012	於二零一二年十二月三十一日	-	12	12

The amortisation charge for the year is included in "other operating expenses" in the consolidated statement of profit or loss.

本年度攤銷支出計入綜合損益表的「其他經營開支」內。

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15. Intangible Assets (Continued)

c) Intangible assets arising from business combination

The anesthetic drug production & selling right, trade name and customer list are intangible assets acquired on 30 November 2010 through the acquisition of Fuzhou Neptunus Fuyao Pharmaceutical Co., Ltd (“Neptunus Fuyao”).

Anesthetic drug production & selling right represents the fair value of the rights as at the acquisition date in respect of the production and selling specific anesthetic drug in the PRC.

The anesthetic drug production & selling right and trade name are considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows to the Group indefinitely. It is tested for impairment annually and whenever there is an indication that it may have been impaired.

Selling licences are intangible assets acquired on 4 January 2013 through the acquisition of the 100% equity interests in Shenzhen Neptunus Changjian Pharmaceutical Company Limited (“Neptunus Changjian”).

d) Anesthetic drug production & selling right and trade name

As at 31 December 2013, the fair value of the anesthetic drug production & selling right and trade name was approximately RMB126,652,000 (2012: approximately RMB91,077,000) and approximately RMB74,023,000 (2012: approximately RMB65,728,000) respectively, which were assessed by reference to a valuation carried out by Shing Yin Appraisal Limited, an independent qualified professional valuer of the Group and with appropriate qualification and experience in the valuation of similar assets in the relevant industry. In the opinion of the Company's directors, no impairment to the carrying amount of the anesthetic drug production & selling right and trade name as at 31 December 2013 is required since its fair value as at the date of the report is higher than its carrying amount of approximately RMB53,143,000 (2012: approximately RMB53,143,000) and approximately RMB46,483,000 (2012: approximately RMB46,483,000) respectively.

15. 無形資產(續)

c) 業務合併產生的無形資產

麻醉藥產銷權、業務名稱及客戶名單乃於二零一零年十一月三十日透過收購福州海王福藥制藥有限公司(「海王福藥」)所收購的無形資產。

於收購日期麻醉藥產銷權為特定麻醉藥的產銷權，有關款項指在中國生產及銷售麻醉藥的權利的公平值。

本集團管理層認為麻醉藥產銷權以及業務名稱的使用年期屬不明確，原因是麻醉藥產銷權以及業務名稱預期將為本集團無限期地注入淨現金流入。該項目每年進行減值測試，及測試其有否跡象顯示其可能遭減值。

銷售許可證乃於二零一三年一月四日透過收購深圳海王長健醫藥有限公司(「海王長健」)的全部股權所收購的無形資產。

d) 於業務收購取得的麻醉藥產銷權及業務名稱

於二零一三年十二月三十一日，麻醉藥產銷權以及業務名稱的公平值分別為約人民幣126,652,000元(二零一二年：約人民幣91,077,000元)及約人民幣74,023,000元(二零一二年：約人民幣65,728,000元)，乃參照獨立於本集團的獨立專業估值師誠衍評估有限公司(其擁有對相關行業類似資產進行估值的資格及經驗)作出的估值後進行評估。本公司董事認為，由於麻醉藥產銷權以及業務名稱於報告日期的公平值分別較其賬面值約人民幣53,143,000元(二零一二年：約人民幣53,143,000元)及約人民幣46,483,000元(二零一二年：約人民幣46,483,000元)為高，故無需就其於二零一三年十二月三十一日的賬面值進行減值。

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15. Intangible Assets (Continued)

d) Anesthetic drug production & selling right and trade name (Continued)

The recoverable amount of the anesthetic drug production & selling right is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budget approved by the executive directors covering a four-year period. Cash flows beyond four-year period are extrapolated using an estimated weighted average growth rate of 3% which is consistent with the forecasts. The growth rates used do not exceed the long-term average growth rates for the pharmaceutical industries. The cash flows are discounted using a discount rate of 24%. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

The recoverable amount of trade name is determined based on the fair value of trade name as measured using a royalty rate of 4.5% on sale and discount rate of 24%. The annual sales was projected base on financial budget approved by the executive directors covering four-year period and has been extrapolated using an average 3% growth rate. The average 3% growth rate is based on the average 10-year consumer price index of the PRC and does not exceed the long-term average growth rates for the pharmaceutical industries.

The anesthetic drug production & selling right and trade name has an indefinite useful life which was assessed by the management at the end of reporting period.

e) Customer list

The customer list has a finite useful life and is amortised on a straight-line basis over 10 years. The useful life of the customer list is determined with reference to the estimated future revenue from the customer list which is based on historical information. The management is of the view that the future economic benefits that can be derived from the customer list beyond the 10-year period are insignificant.

15. 無形資產(續)

d) 於業務收購中取得的的麻醉藥產銷權及業務名稱(續)

麻醉藥產銷權以及業務名稱的可收回金額乃根據使用價值的計算方法而釐定。該等計算方法使用經執行董事批准之四年期財政預算為基準的現金流預測而計算。超過四年期之現金流量使用30%的估計加權平均增長率(與預測相一致)進行預測。使用的增長率不得超過醫藥行業的長期平均增長率。現金流量的折現率為24%。使用的貼現率為稅前貼現率，並反映有關分部的特定風險。

業務名稱的可收回金額乃按銷售額的4.5%特許權收費率及貼現率24%計算之業務名稱公平值來釐定。年度銷售乃根據執行董事批准涵蓋四年期的財政預算進行預測，並運用3%平均增長率推算。該3%平均增長率乃基於中國10年平均消費價格指數及並未超過醫藥行業長期平均增長率。

麻醉藥產銷權及業務名稱具有無限使用期限，並由管理層於報告期末進行評估。

e) 客戶名單

客戶名單有限定可使用年限並以直線法於10年內攤銷。客戶名單的可使用年限乃參考根據歷史資料而得出來自客戶名單的估計未來收益而釐定。管理層認為，10年期間過後，源自客戶名單的未來經濟效益乃屬甚微。

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15. Intangible Assets (Continued)

e) Customer list (Continued)

The fair value of the customer list at the date of business combination was measured using the excess earnings method under the income approach. This calculation is based on the present value of the incremental after-tax cash flows attributable to the customer list and a discount rate of 21%. The annual cash flow is calculated by reference to the latest applicable annual revenue from existing customers and has been extrapolated using an averaged 14% growth rate. The averaged 14% growth rate is based on the relevant industry growth and management forecasts and does not exceed the average long-term growth rate for the relevant industry. At the date of the business combination, the fair value of the customer list amounted to RMB39,502,000.

f) Technical know-how acquired and internally developed technical know-how

Technical know-how acquired and internally developed technical know-how represented development cost of recombinant human thymosin $\alpha 1$, which has a finite useful life and is determined with reference to the estimated future revenue from the recombinant human thymosin $\alpha 1$. The amortization will be started when the Group obtains production license and generates revenue from the recombinant human thymosin $\alpha 1$. The management is of the view that the future economic benefits that can be derived from the technical know-how beyond the 10-year period are insignificant.

The recoverable amount of technical know-how acquired and internally developed technical know-how is determined based on value-in-use calculations. This calculation use cash flow projections based on financial budget approved by the executive directors covering 10-year period. The cash flows are discounted using a discount rate of 15%.

15. 無形資產(續)

e) 客戶名單(續)

於業務合併日期的客戶名單公平值乃以超額盈利法的收入計量。該計算乃以客戶名單應佔增量除稅後現金流量現值及21%折現率為基準。年度現金流量乃參考現有客戶的近期適用年度收益計算並使用14%平均增長率而推斷。14%平均增長率乃基於相關行業增長及管理層預測且並未超過相關行業之平均長期增長率。於業務合併日期的客戶名單公平值為人民幣39,502,000元。

f) 已收購的專有技術及內部開發專有技術

已收購的專有技術及內部開發專有技術指重組人胸腺 $\alpha 1$ 的開發成本，具有確定的使用期限，且經參考重組人胸腺 $\alpha 1$ 的估計未來收入後釐定。於本集團獲得生產許可證及重組人胸腺 $\alpha 1$ 產生收入後開始攤銷。管理層認為，10年後來自專有技術的未來經濟效益是微小的。

已收購的專有技術及內部開發專有技術的可收回金額使用收入法項下的超額盈利法計算。年度現金流乃基於執行董事批准之十年期財政預算的預測而計算。現金流量的現值以15%折現率為基準。

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15. Intangible Assets (Continued)

g) Selling licences

Selling licences have a finite useful life and is amortised on a straight-line basis over 5 years. The useful life of the selling licenses is determined with reference to the period of validity of the selling licences.

The fair value of the selling licences at the date of business combination was measured using relief from royal approach under the income approach. The valuation was carried out by Ascent Partners Valuation Service Limited, an independent qualified professional valuer and with appropriate qualification and experience in the valuation of similar assets in the relevant industry. The calculation was based on the royalty rate of 5.1% on sales and discount rate of 19.84%. The annual sales was projected based on financial budget approved by the executive directors covering a five-year period and has been extrapolated using an average 3.19% growth rate. The average 3.19% growth rate is based on the average 10-year consumer price index of the PRC and does not exceed the average long-term growth rate for the relevant industry. As at the date of the business combination, the fair value of the selling licenses were RMB1,007,000.

16. Deposit for Acquisition of Property, Plant and Equipment

The Group

The Group is conducting research and development activities on recombinant proteins and polypeptide drugs in Taizhou, the PRC.

During the year, the Group has commenced the upgrading and enhancement for a part of the existing production equipments to meet the requirements of new GMP in Fuzhou, the PRC.

The amount of approximately RMB11,570,000 (2012: approximately RMB2,614,000) mainly represents deposit to acquire property, plant and equipment for research and development in Taizhou and for the new GMP requirement of production base in Fuzhou. During the year, additional deposit of RMB10,071,000 was paid and property, plant and equipment of approximately RMB1,115,000 was transferred and delivered to the Group and reclassified as property, plant and equipment.

The Company

The amount represents deposit of approximately RMB38,000 (2012: Nil) to acquire equipment for daily operation.

15. 無形資產(續)

g) 銷售許可證

銷售許可證有限定可使用年限並以直線法於5年內攤銷。銷售許可證的可使用年限乃參考銷售許可證的有效期而釐定。

於業務合併日期的銷售許可證公平值乃以收入法的免除版稅法計量。該估值乃由獨立專業估值師艾升評值諮詢有限公司(其擁有對相關行業類似資產進行估值的資格及經驗)進行評估。該計算乃以出售時5.1%特許權收費率及19.84%折現率為基準。年度銷售乃基於執行董事批准之五年期財政預算的預測並使用3.19%平均增長率而推斷。3.19%平均增長率乃基於中國平均十年消費價格指數及管理層預測且並未超過相關行業之平均長期增長率。於業務合併日期的銷售許可證公平值為人民幣1,007,000元。

16. 購置物業、廠房及設備的按金

本集團

本集團於中國泰州從事重組蛋白質和多肽藥物產品的研發業務。

於本年度，本集團於中國福州開始升級及改進部分現有生產設備，以符合新版GMP的要求。

該金額約人民幣11,570,000元(二零一二年：約人民幣2,614,000元)主要為於泰州進行研發及位於福州符合新GMP規定的生產基地而購置物業、廠房及設備的按金。本年度內，已支付人民幣10,071,000元的額外按金及約人民幣1,115,000元的物業、廠房及設備已轉讓及交付本集團並重新歸類為物業、廠房及設備。

本公司

該金額指購買設備作日常營運的按金約人民幣38,000元(二零一二年：零)。

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17. Deposit for Acquisition of Land

In 2011, the Group applied to the relevant local authorities in relation to the acquisition of land use right ("Lands Acquisition") for the new production base in Lianjiang through the auction for which a deposit of RMB8,630,000 was paid.

In 2012, the Group won two bids at the tender by the Bureau of Land Resources of Lianjiang, Fuzhou City at the consideration of approximately RMB22,940,000 and RMB13,280,000 respectively. The Group paid additional deposit of RMB8,700,000 to the Bureau of Land Resources of Lianjiang. The management expects the Land Use Rights Transfer Contract for the Lands Acquisition will be entered in July 2014. As at 31 December 2013 and 2012, total amount of RMB17,330,000 was paid for Lands Acquisition.

The deposit is refundable if the transaction is not completed.

17. 購置土地的按金

於二零一一年，本集團向相關當地部門申請透過拍賣收購位於連江的新生產基地的土地使用權（「土地收購」），其中已支付按金人民幣8,630,000元。

於二零一二年，本集團在福州市連江縣國土資源局的兩宗土地掛牌出讓中中標，代價分別為人民幣22,940,000元及人民幣13,280,000元。本集團向連江縣國土資源局支付額外按金人民幣8,700,000元。管理層預計有關土地收購的土地使用權轉讓合約將於二零一四年七月訂立。於二零一三年及二零一二年十二月三十一日，就土地收購已付總額為人民幣17,330,000元的款項。

倘該交易未完成，該按金可以退還。

18. Investments in Subsidiaries

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Unlisted share at cost	非上市股份成本	547,560	500,480
Less: impairment loss	減：減值虧損	(1,040)	(1,040)
		546,520	499,440

In previous years, a subsidiary became dormant and it is expected that no further business activities will be conducted to generate sufficient income to fully repay the outstanding balance due to the Company. The investment cost of RMB1,040,000 and the amount due from the subsidiary of approximately RMB311,000 were assessed to be fully impaired. After considering the poor operating performance of the subsidiary, the directors of the Company are of opinion that the impairment loss should not be reversed.

18. 於附屬公司的投資

		The Company 本公司	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Unlisted share at cost	非上市股份成本	547,560	500,480
Less: impairment loss	減：減值虧損	(1,040)	(1,040)
		546,520	499,440

於過去年度，一間附屬公司為不活動，並預期不會進一步經營業務以產生足夠收入，悉數償還應付本公司的未償還餘款。投資成本人民幣1,040,000元及應收該附屬公司的金額約人民幣311,000元已評估為全面減值。經考慮附屬公司不佳的經營業績後，本公司董事認為不應撥回減值虧損。

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18. Investments in Subsidiaries (Continued)

The following list contains the particulars of the subsidiaries of the Group. The class of shares held is ordinary unless otherwise stated.

18. 於附屬公司的投資(續)

本集團旗下附屬公司的詳情載列如下。除另有說明者外，所持有的股份為普通股。

Name of company 公司名稱	Place of incorporation and operation 註冊成立及營業地點	Particulars of authorised/ issued and paid up capital 授權/已發行及繳足股本詳情	Proportion of ownership interest 擁有權權益比例			Principal activity 主營業務
			Group's effective interest 本集團的實際權益	Held by the Company 本公司持有	Held by subsidiaries 附屬公司持有	
Ascendent Bio-Technology Company Limited 艾斯特生物科技有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	–	Dormant 暫無營業
Fuzhou Neptunus Fuyao Pharmaceutical Company Limited ("Neptunus Fuyao")* 福州海王福藥製藥有限公司 (「海王福藥」)*	PRC 中國	RMB30,000,000 人民幣30,000,000元	80%	80%	–	Production and sales of medicine 生產及銷售藥物
Fuzhou Neptunus Jinxiang Chinese Pharmaceutical Co., Ltd ("Neptunus Jinxiang")* 福州海王金象中藥製藥有限公司 (「海王金象」)*	PRC 中國	RMB10,000,000 人民幣10,000,000元	76%	–	95%	Production and sales of medicine 生產及銷售藥物
Fuzhou Fuyao Medical Co., Ltd ("Fuzhou Fuyao")* 福州福藥醫藥有限公司 (「福州福藥」)*	PRC 中國	RMB30,000,000 人民幣30,000,000元	79.6%	–	100%	Production and sales of medicine 生產及銷售藥物
Jiangsu Neptunus Bio-pharmaceutical Company Limited ("Jiangsu Neptunus")* (Note i,ii) 江蘇海王生物科技有限公司 (「江蘇海王」)* (附註 i, ii)	PRC 中國	RMB90,000,000 人民幣90,000,000元	100%	100%	–	Research and development of biopharmaceutical products 研發生物醫藥產品
Neptunus Fuyao Pharmaceutical (Lianjiang) Co., Ltd ("Neptunus Fuyao Lianjiang")* (Note iii) 海王福藥製藥(連江)有限公司 (「海王福藥連江」)* (附註 iii)	PRC 中國	RMB50,000,000 人民幣50,000,000元	79.8%	–	100%	Production of chemical medicine 生產化學藥物

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18. Investments in Subsidiaries (Continued)

The following list contains the particulars of the subsidiaries of the Group. The class of shares held is ordinary unless otherwise stated. (Continued)

Name of company 公司名稱	Place of incorporation and operation 註冊成立及營業地點	Particulars of authorised/ issued and paid up capital 授權/已發行及繳足股本詳情	Proportion of ownership interest 擁有權權益比例			Principal activity 主營業務
			Group's effective interest 本集團的實際權益	Held by the Company 本公司持有	Held by subsidiaries 附屬公司持有	
Neptunus Jinxiang Chinese Pharmaceutical (Lianjiang) Company Limited ("Neptunus Jinxiang Lianjiang")* (Note iv) 海王金象中藥製藥(連江)有限公司 (「海王金象連江」)*(附註iv)	PRC 中國	RMB50,000,000/ RMB31,000,000 人民幣50,000,000元/ 人民幣31,000,000元	76.2%	-	100%	Production of chemical medicine 生產化學藥物
Lianjiang Neptunus Fuyao Foods Trading Co., Ltd. ("Lianjiang Neptunus Foods")* (Note v) 連江縣海王福藥食品貿易有限公司 (「連江海王食品」)*(附註v)	PRC 中國	RMB500,000 人民幣500,000元	79.8%	-	100%	Wholesales and retail of packaging materials and pre-packaged food 批發及零售包裝材料及預包裝食品
Shenzhen Neptunus Changjian Pharmaceutical Company Limited ("Neptunus Changjian")* (Note vi) 深圳海王長健醫藥有限公司 (「海王長健」)*(附註vi)	PRC 中國	RMB10,000,000 人民幣10,000,000元	100%	-	100%	Sales and distribution of medicines and healthcare products 銷售及分銷藥品及保健品

Notes:

- i) On 8 June 2011, the Company acquired 20% equity interest in Jiangsu Neptunus held by Neptunus Pharmaceutical at a consideration of RMB200,000. Following completion of the equity transaction, Jiangsu Neptunus became a wholly-owned subsidiary of the Company. The registered capital of Jiangsu Neptunus was increased to RMB10,000,000 through additional capital contribution of RMB9,000,000 by the Company on the same date.

18. 於附屬公司的投資(續)

本集團旗下附屬公司的詳情載列如下。除另有說明者外，所持有的股份為普通股。(續)

附註：

- i) 於二零一一年六月八日，本公司收購海王藥業所持江蘇海王20%的股權，代價人民幣200,000元。在完成股權交易後，江蘇海王成為本公司全資附屬公司。本公司於同日對江蘇海王增資人民幣9,000,000元，則江蘇海王註冊資本增至人民幣10,000,000元。

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18. Investments in Subsidiaries (Continued)

Notes: (Continued)

- ii) On 4 November 2011, the board of the directors of the Company passed a resolution in respect of the "additional capital contribution of RMB80,000,000 to Jiangsu Neptunus" to increase its registered capital to RMB90,000,000.

On 12 July 2012, the registered capital of Jiangsu Neptunus was increased to RMB35,000,000 of which additional capital of RMB25,000,000 was paid up on 20 July 2012.

On 3 December 2012, the registered capital of Jiangsu Neptunus was further increased to RMB55,000,000 of which additional capital of RMB20,000,000 was paid up on 5 December 2012.

On 25 April 2013, the registered capital of Jiangsu Neptunus was further increased to RMB72,000,000 of which additional capital of RMB17,000,000 was paid.

On 24 July 2013, the registered capital of Jiangsu Neptunus was further increased to RMB90,000,000 of which additional capital of RMB18,000,000 was paid.

- iii) On 21 March 2011, Neptunus Fuyao Lianjiang was newly formed with a registered capital of RMB50,000,000 of which RMB10,000,000 was paid up during the year 2011. On 17 April 2012, the remaining registered capital of RMB40,000,000 was paid up.

On 15 August 2011, the board of directors of the Company resolved to increase the registered capital of Neptunus Fuyao Lianjiang from RMB50,000,000 to RMB112,000,000 of which RMB106,400,000 and RMB5,600,000 will be contributed by Neptunus Fuyao and Neptunus Jinxiang, respectively. Up to the date of financial statements, the formalities for the increase of registered capital is still in progress.

- iv) On 24 June 2011, Neptunus Jinxiang Lianjiang was formed with a registered capital of RMB50,000,000 of which RMB10,000,000 was paid up during the year ended 31 December 2011. Additional capital of RMB21,000,000 was paid up on 17 April 2012. The remaining registered capital of RMB18,050,000 and RMB950,000 will be contributed by Neptunus Jinxiang and Neptunus Fuyao respectively. Up to the date of financial statements, the formalities for the increase of registered capital is still in progress.

- v) On 30 May 2011, Lianjiang Neptunus Foods was formed with registered capital of RMB500,000.

18. 於附屬公司的投資(續)

附註：(續)

- ii) 於二零一一年十一月四日，本公司董事會就「對江蘇海王額外注資人民幣80,000,000元」通過一份決議案，以增加其註冊資本至人民幣90,000,000元。

於二零一二年七月十二日，江蘇海王的註冊資本增加至人民幣35,000,000元，其中額外資本人民幣25,000,000元於二零一二年七月二十日支付。

於二零一二年十二月三日，江蘇海王的註冊資本進一步增加至人民幣55,000,000元，其中額外資本人民幣20,000,000元於二零一二年十二月五日支付。

於二零一三年四月二十五日，江蘇海王的註冊資本進一步增加至人民幣72,000,000元，其中額外資本人民幣17,000,000元已付。

於二零一三年七月二十四日，江蘇海王的註冊資本進一步增加至人民幣90,000,000元，其中額外資本人民幣18,000,000元已付。

- iii) 於二零一一年三月二十一日，海王福藥連江新成立，註冊資本為人民幣50,000,000元，其中於二零一一年人民幣10,000,000元已支付。於二零一二年四月十七日，餘下註冊股本人民幣40,000,000元已支付。

於二零一一年八月十五日，本公司董事會決議將海王福藥連江的註冊股本由人民幣50,000,000元增加至人民幣112,000,000元，其中人民幣106,400,000元及人民幣5,600,000元將分別由海王福藥及海王金象注資。截至財務報表日期，增加額外資本仍在進行。

- iv) 於二零一一年六月二十四日，海王金象連江成立，註冊資本為人民幣50,000,000元，其中於截至二零一一年十二月三十一日止年度人民幣10,000,000元已支付。額外資本人民幣21,000,000元已於二零一二年四月十七日支付。餘下註冊資本人民幣18,050,000元及人民幣950,000元將分別由海王金象及海王福藥出資。截至財務報表日期，增加額外資本的手續仍在辦理中。

- v) 於二零一一年五月三十日，連江海王食品成立，註冊股本為人民幣500,000元。

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18. Investments in Subsidiaries (Continued)

Notes: (Continued)

- vi) On 4 January 2013, the Company acquired 100% equity interest of Neptunus Changjian with a registered capital of RMB3,000,000. On 28 January 2013, the registered capital of Neptunus Changjian was increased to RMB10,000,000 of which additional capital of RMB7,000,000 was paid.

* These companies are registered under the laws of the PRC as limited liability companies.

The following table lists out the information relating to each of the Group's subsidiaries which has material non-controlling interest (NCI). The summarised financial information presented below represents the amounts before any inter-company elimination.

18. 於附屬公司的權益(續)

附註：(續)

- vi) 於二零一三年一月四日，本公司收購海王長健全部股權，註冊股本為人民幣3,000,000元。於二零一三年一月二十八日，海王長健的註冊資本增至人民幣10,000,000元，其中額外資本人民幣7,000,000元已付。

* 該等公司根據中國法律登記為有限責任公司。

下表列示有關有重大非控股權益的本集團各附屬公司的資料。下文所示財務資料概要乃指任何公司間對銷前之金額。

		Neptunus Fuyao 海王福藥	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
NCI percentage	非控股權益百分比	20%	20%
Current assets	流動資產	408,159	392,985
Non-current assets	非流動資產	330,091	323,350
Current liabilities	流動負債	(287,389)	(315,286)
Non-current liabilities	非流動負債	(54,340)	(37,463)
Net assets	資產淨值	396,521	363,586
Carrying amount of NCI	非控股權益的賬面值	79,304	72,717
Revenue	收入	504,612	529,795
Profit for the year	本年度溢利	55,934	50,386
Total comprehensive income	全面收益總額	55,934	50,386
Profit allocated to NCI	分配予非控股權益的溢利	11,187	10,077
Dividend paid to NCI	支付予非控股權益的股息	4,600	4,000
Cash flows from operating activities	經營活動所得現金流	68,443	91,939
Cash flows used in investing activities	投資活動所用現金流	(760)	(22,807)
Cash flows (used in)/from financing activities	融資活動(所用)/所得現金流	(13,729)	17,225

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19. Available-for-Sale Investments

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Unlisted securities	非上市證券		
– Equity securities in the PRC, at cost	– 中國內地股本證券，按成本值	300	300

As at 31 December 2013, the Group and the Company held 5% equity interest in 深圳市生醫聯盟生物科技股份有限公司 (the “Shenzhen Company”) (2012: 5%) which is a company incorporated in the PRC. The Company contributed RMB240,000 to the Shenzhen Company during the year 2011 following an increase of paid-in capital of the Shenzhen Company from RMB1,200,000 to RMB6,000,000. The equity securities do not have a quoted price in an active market and therefore the fair value cannot be reliably measured.

19. 可供出售投資

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Unlisted securities	非上市證券		
– Equity securities in the PRC, at cost	– 中國內地股本證券，按成本值	300	300

於二零一三年十二月三十一日，本集團及本公司持有深圳市生醫聯盟生物科技股份有限公司（「深圳公司」）的5%股權（二零一二年：5%），公司為一間於中國內地註冊成立的公司。隨著深圳公司的實繳股本從人民幣1,200,000元增至人民幣6,000,000元，本公司於二零一一年向深圳公司貢獻人民幣240,000元。該股本證券於交投活躍市場上並無報價，故其公平值未能可靠計量。

20. Inventories

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Raw materials	原材料	58,212	55,666
Work-in-progress	在製品	17,098	19,221
Finished goods	製成品	45,433	59,478
		120,743	134,365

20. 存貨

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Raw materials	原材料	58,212	55,666
Work-in-progress	在製品	17,098	19,221
Finished goods	製成品	45,433	59,478
		120,743	134,365

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21. Trade and Other Receivables

21. 應收賬款及其他應收款項

	Note 附註	The Group 本集團		The Company 本公司	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Trade and bill receivables	應收賬款及應收票據	87,795	55,742	308	308
Less: allowance for doubtful debts	減：呆賬撥備	(2,140)	(1,204)	(308)	(308)
		85,655	54,538	-	-
Amounts due from subsidiaries	應收附屬公司款項	(i), 35(d)	-	78,817	59,235
Amounts due from fellow subsidiaries	應收同系附屬公司款項	(i), 35(d)	108	-	28
Amounts due from related companies	應收關連公司款項	(i), 35(d)	12,502	-	-
Amount due from the immediate parent company	應收直屬母公司款項	(i), 35(d)	2,070	-	-
Other receivables	其他應收賬款		9,014	164	300
Loans and receivables	貸款及應收賬款		109,349	78,981	59,563
Prepayments and deposits	預付款項及按金		5,591	485	425
		114,940	81,931	79,466	59,988

All of the trade and other receivables are expected to be recovered within one year.

Note:

- i) The amounts are unsecured, interest-free and repayable within one year.

預期所有應收賬款及其他應收款項可於一年內收回。

附註：

- i) 應收款項為無抵押、免息以及須於一年內償還。

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21. Trade and Other Receivables (Continued)

a) Ageing analysis

The following is an analysis of trade receivables by age, presented based on the invoice date, which approximates the respective revenue recognition dates:

21. 應收賬款及其他應收款項(續)

a) 賬齡分析

以下為本集團之貿易應收賬款按發票日期呈列之賬齡分析(與各收入確認日期相若)：

		The Group 本集團		The Company 本公司	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Within 3 months	3個月內	72,042	48,318	-	-
More than 3 months but less than 12 months	超過3個月但少於12個月	12,893	6,177	-	-
Over 12 months	超過12個月	720	43	-	-
		85,655	54,538	-	-

Trade receivables are due within 90 days from the date of billing. Further details on the Group's credit policy is set out in note 33(a).

應收賬款一般在發票發出當日起計90日內到期支付。本集團信貸政策的進一步詳情載於附註33(a)。

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21. Trade and Other Receivables (Continued)

b) Impairment of trade receivables

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.

Movements in the allowance for impairment loss

	Note 附註	The Group 本集團		The Company 本公司	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
At 1 January	於一月一日	1,204	982	308	308
Acquisition of a subsidiary	收購附屬公司 (iv)	3,174	-	-	-
Impairment loss recognised	已確認減值損失 (i)	379	504	-	-
Recovery of impairment loss	收回減值損失 (ii)	(1,154)	(282)	-	-
Uncollectible amount written off	無法收回款項撇銷 (iii)	(1,463)	-	-	-
At 31 December	於十二月三十一日	2,140	1,204	308	308

Notes:

- As at 31 December 2013, trade receivables of the Group amounting to RMB379,000 (2012: RMB504,000) were individually determined to be impaired and allowance had been made. These individually impaired receivables were outstanding for over 1 year as at the end of the reporting period or were due from companies with financial difficulties.
- RMB1,154,000 (2012: RMB282,000) of the trade receivables previously impaired was recovered during the year. Therefore, the impairment loss was reversed.
- As at 31 December 2013, bad debt of RMB1,463,000 was written off against trade receivables directly as the Group assessed recovery of the amount is remote.
- During the year, trade receivables arising from acquisition of a subsidiary amounting to RMB3,174,000 were individually determined to be impaired and allowance had been made. These individually impaired receivables were outstanding for over 1 year as at the date of acquisition or were due from companies with financial difficulties.
- The Group does not hold any collateral over these balances.

附註：

- 於二零一三年十二月三十一日，本集團的應收賬款人民幣379,000元(二零一二年：人民幣504,000元)個別釐定減值，並計提減值。該等個別減值應收賬款於呈報期結束時已逾期未付逾1年或屬具財務困難的公司。
- 先前已減值的應收賬款人民幣1,154,000元於年內收回(二零一二年：人民幣282,000元)。因此，減值虧損已撥回。
- 於二零一三年十二月三十一日，由於本集團評估收回該款項的機會甚微，故壞賬人民幣1,463,000元直接與貿易應收賬款撇銷。
- 於年內，收購附屬公司產生的貿易應收賬款人民幣3,174,000元將予個別釐定為減值並作出撥備。該等個別減值應收賬款於收購日期逾期超過逾1年或應收自處於財務困難的公司。
- 本集團並無就該等結餘持有任何抵押品。

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21. Trade and Other Receivables (Continued)

c) Trade receivables that are not impaired

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

		The Group 本集團		The Company 本公司	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Neither past due nor impaired	並無逾期或減值	74,651	49,520	-	-
Past due but not impaired	逾期但無減值				
1 to 3 months past due	逾期1至3個月	7,517	4,160	-	-
Over 3 months past due	逾期超過3個月	3,487	858	-	-
		85,655	54,538	-	-

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

21. 應收賬款及其他應收款項(續)

c) 並無減值的應收賬款

並無個別或集體視為減值的應收賬款的賬齡分析如下：

並無逾期或減值的應收款項與多名並無近期欠款記錄的客戶相關。

已逾期但無減值的應收款項與多名擁有良好記錄的本集團客戶相關。根據過往經驗，管理層相信，由於信貸水平無重大變動，而結餘仍被視為可悉數收回，故毋須就此等結餘作減值撥備。本集團並無就此等結餘持有任何抵押品。

Notes to the Financial Statements 財務報表附註

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22. Pledged Bank Deposits

The pledged bank deposits of nil (2012: RMB19,060,000) are bank deposits pledged to a bank to secure credit facilities granted to the Group. The bank deposits that have been pledged represent margin deposits to secure bills and other trade finance facilities granted to the Group from time to time and are therefore classified as current assets. The pledged bank deposits will be released upon the settlement of relevant bills and other trade finance facilities granted.

The interest rate on the deposit was 2.8% (2012: 3.05% to 3.3%) per annum.

22. 抵押銀行存款

抵押銀行存款為零(二零一二年: 人民幣19,060,000元), 乃就本集團獲授信貸融資抵押予銀行的銀行存款。已抵押的銀行存款指本集團不時就獲授票據及其他貿易融資作抵押的保證金, 因而歸類為流動資產。抵押銀行存款將於結清相關票據及獲授的其他貿易融資後獲解除。

存款利率為每年2.8%(二零一二年: 3.05%至3.3%)。

23. Cash and Cash Equivalents

23. 現金及現金等價物

		The Group 本集團		The Company 本公司	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Cash at bank and on hand	銀行存款及現金	255,511	248,366	11,277	78,579
Less: Fixed deposit with maturity of 3 months or more	減: 3個月或以上到期的定期存款	(2,000)	-	-	-
Cash and cash equivalents in the consolidated statement of financial position and the consolidated statement of cash flows	於綜合財務狀況表及綜合現金流量表的現金及現金等價物	253,511	248,366	11,277	78,579

In 2013, deposit with banks carry interest at market rates which range from 0.35% to 3.30%. (2012: 0.35% to 3.05%) per annum.

於二零一三年, 銀行存款附帶市場年利率介乎0.35%至3.30%之間(二零一二年: 0.35%至3.05%)。

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24. Trade and Other Payables

24. 應付賬款及其他應付款項

		Note 附註	The Group 本集團		The Company 本公司	
			2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Trade payables	應付賬款		76,915	113,723	667	667
Receipts in advances	預收款項		6,568	6,434	1,705	1,705
Other payables and accruals	其他應付款項及應計費用		50,380	39,002	5,281	5,786
Amount due to fellow subsidiaries	應付同系附屬公司款項	(i), 35(d)	17,379	13,298	448	2,813
Amount due to the immediate parent company	應付直屬母公司款項	(ii), 35(d)	36,712	39,232	23,383	25,902
Financial liabilities measured at amortised cost	按攤銷成本計量的 財務負債		187,954	211,689	31,484	36,873

All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

應付賬款及其他應付款項預期於一年內支付或確認為收入或按要求償還。

Notes to the Financial Statements 財務報表附註

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24. Trade and Other Payables (Continued)

An ageing analysis of trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		The Group 本集團		The Company 本公司	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Within 3 months	3個月內	55,114	65,372	–	–
4 to 6 months	4至6個月	14,415	38,721	–	–
7 to 12 months	7至12個月	4,336	7,286	–	–
Over 1 year	1年以上	3,050	2,344	667	667
		76,915	113,723	667	667

Note:

- i) Included in amount due to fellow subsidiaries, there was interest-bearing financial assistance from a fellow subsidiary of RMB10,000,000 as at 31 December 2012 which is unsecured, bearing interest at 6% per annum and repayable on demand. The remaining balances are unsecured, interest-free and repayable on demand.

On 9 January 2013, the Group repaid the interest-bearing financial assistance of RMB10,000,000 in full. As at 31 December 2013, the balances are unsecured, interest-free and repayable on demand.

- ii) Included in amount due to the immediate parent company, there was interest-bearing financial assistance from the immediate parent company of RMB23,000,000 (2012: RMB23,000,000), which is unsecured, bearing interest at 6.6% per annum and repayable on 31 December 2014. The remaining balances are unsecured, interest-free and repayable on demand.

24. 應付賬款及其他應付款項(續)

於呈報期結束時按發票日期計算的應付賬款的賬齡分析如下：

附註：

- i) 於二零一二年十二月三十一日計入應付同系附屬公司款項包括人民幣10,000,000元的附息財務資助，為無抵押，按每年6%計息，且須按要求償還。

於二零一三年一月九日，本集團悉數償還附息財務資助人民幣10,000,000元。於二零一三年十二月三十一日，餘下金額為無抵押、免息及按要求償還。

- iii) 計入應付直屬母公司款項包括來自直屬母公司人民幣23,000,000元(二零一二年：23,000,000)的附息財務資助，為無抵押及按每年6.6%計息，且一年內需償還。餘下金額為無抵押、免息及須於二零一四年十二月三十一日償還。

Notes to the Financial Statements 財務報表附註

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25. Interest-Bearing Bank Borrowings

25. 付息銀行借貸

		Note 附註	Effective interest rate 實際利率	Maturity 到期日	The Group 本集團	
					2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Short-term bank loan-secured	短期銀行貸款－有抵押	(a)	5.6%-6%	2014	86,000	86,000
					86,000	86,000

				The Group 本集團	
				2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Within 1 year or on demand	於1年內或接獲要求時			86,000	86,000

The interest-bearing borrowings are carried at amortised cost. None of the non-current interest-bearing borrowings is expected to be settled within one year. All of the Group's borrowings are denominated in RMB.

付息借貸乃按攤銷成本列賬。預期概無非流動付息借貸將於一年內支付。本集團所有借貸均以人民幣計值。

A subsidiary of the Group was subject to the fulfillment of financial and non-financial covenants, as commonly found in lending arrangements in interest-bearing bank borrowings. The subsidiary was required to maintain profitability and certain level of gear ratio.

本集團的附屬公司須履行財務及非財務契諾，此情況常見於付息銀行借貸的貸款安排。附屬公司須保持盈利及若干資本負債比率。

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For the year ended 31 December 2013
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25. Interest-Bearing Bank Borrowings (Continued)

- a) During the year 2013 and 2012, a director of the Company and a shareholder of a subsidiary provided guarantees RMB40,000,000 for the Group's bills payable of RMB40,000,000. The bills facilities was expired on 10 September 2013. As at 31 December 2013, there was no bills payable secured by the pledged bank deposit.

As at 31 December 2012, the bills payable facilities of approximately RMB34,621,000 were secured by the pledged bank deposit of approximately RMB19,060,000.

As at 31 December 2013, the banking facilities of the Group of RMB86,000,000 (2012: RMB86,000,000) were secured by mortgages over its buildings and prepaid lease payments with carrying value of approximately RMB35,786,000 (2012: approximately RMB32,523,000) and RMB67,159,000 (2012: approximately RMB68,729,000) respectively.

The facilities were utilised to the extent of approximately RMB86,000,000 (2012: RMB120,621,000) and the Group has no available un-utilised banking facilities (2012: RMB5,379,000) as at 31 December 2013.

25. 附息銀行借貸(續)

- a) 於二零一三年及二零一二年，本公司的董事及附屬公司的股東就本集團的應付票據人民幣40,000,000元提供擔保人民幣40,000,000元。票據信貸於二零一三年九月十日屆滿。於二零一三年十二月三十一日，並無應付票據由抵押銀行存款作抵押。

於二零一二年十二月三十一日，應付票據信貸約人民幣34,621,000元以抵押銀行存款約人民幣19,060,000元作抵押。

於二零一三年十二月三十一日，本集團的銀行信貸人民幣86,000,000元(二零一二年：人民幣86,000,000元)由其總賬面值分別約人民幣35,786,000元(二零一二年：約人民幣32,523,000元)及人民幣67,159,000元(二零一二年：約人民幣68,729,000元)的房屋按揭及預付租賃付款作抵押。

信貸已動用約人民幣86,000,000元(二零一二年：人民幣120,621,000元)及本集團於二零一三年十二月三十一日並無未動用信貸(二零一二年：人民幣5,379,000元)。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
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26. Income Tax in the Statement of Financial Position

a) Current taxation in the consolidated statement of financial position represents:

26. 財務狀況表內的所得稅

a) 綜合財務狀況表內本期稅項指：

		The Group 本集團		The Company 本公司	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Provision for the year	本年度撥備				
PRC Enterprise Income Tax	中國企業所得稅	5,076	1,873	–	–
Balance of PRC Enterprise Income Tax provision relating to prior year	與先前年度有關的中國企業所得稅撥備結餘	2,342	2,342	2,342	2,342
		7,418	4,215	2,342	2,342
Representing:	應佔：				
Tax recoverable	可收回稅項	(28)	(1,328)	–	–
Tax payable	應付稅項	7,446	5,543	2,342	2,342
		7,418	4,215	2,342	2,342

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
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26. Income Tax in the Statement of Financial Position (Continued)

b) Deferred tax assets and liabilities recognised:

The Group

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year as follows:

26. 財務狀況表內的所得稅 (續)

b) 已確認遞延稅項資產及負債：

本集團

已於綜合財務狀況表確認的遞延稅項(資產)/負債及本年度內變動如下：

		Fair value change of non-current assets 非流動資產 的公平值變動 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Deferred tax arising from	因應計開支產生的遞延稅項：			
At 1 January 2012	二零一二年一月一日	40,296	(1,548)	38,748
Effect of change in tax rate	稅率變動影響	(655)	53	(602)
Credited to profit or loss	自損益賬扣除	(3,428)	187	(3,241)
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日 及二零一三年一月一日	36,213	(1,308)	34,905
Arising from acquisition of a subsidiary	收購一間附屬公司產生	252	(796)	(544)
Effect of change in tax rate	稅率變動影響	(13,966)	-	(13,966)
Credited to profit or loss	計入損益賬	(1,284)	613	(671)
At 31 December 2013	於二零一三年十二月三十一日	21,215	(1,491)	19,724

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財務報表附註

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26. Income Tax in the Statement of Financial Position (Continued)

b) Deferred tax assets and liabilities recognised: (Continued)

The Group

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Net deferred tax assets recognised on the consolidated statement of financial position	已於綜合財務狀況表確認的淨遞延稅項資產	(1,491)	(1,308)
Net deferred tax liabilities recognised on the consolidated statement of financial position	已於綜合財務狀況表確認的淨遞延稅項負債	21,215	36,213
At 31 December 2013	於二零一三年十二月三十一日	19,724	34,905

The Company

			Others 其他 RMB'000 人民幣千元
Deferred tax arising from At 1 January 2012	產生的遞延稅項： 於二零一二年一月一日		(969)
Credited to profit or loss	計入損益賬		-
At 31 December 2012, 1 January 2013 and 31 December 2013	於二零一二年十二月三十一日、 二零一三年一月一日 及二零一三年十二月三十一日		(969)

c) Deferred tax assets not recognised

At the end of the reporting period, the Group has unused tax losses of RMB116,849,000 (2012: RMB112,487,000) available for offset against future profits that may be carried forward for five years for PRC Enterprise Income Tax purposes. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams.

26. 財務狀況表內的所得稅(續)

b) 已確認遞延稅項資產及負債：(續)

本集團

	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Net deferred tax assets recognised on the consolidated statement of financial position	(1,491)	(1,308)
Net deferred tax liabilities recognised on the consolidated statement of financial position	21,215	36,213
At 31 December 2013	19,724	34,905

本公司

		Others 其他 RMB'000 人民幣千元
Deferred tax arising from At 1 January 2012	產生的遞延稅項： 於二零一二年一月一日	(969)
Credited to profit or loss	計入損益賬	-
At 31 December 2012, 1 January 2013 and 31 December 2013	於二零一二年十二月三十一日、 二零一三年一月一日 及二零一三年十二月三十一日	(969)

c) 並未確認的遞延稅項資產

於呈報期結束時，本集團的未動用稅項虧損為人民幣116,849,000元(二零一二年：人民幣112,487,000元)，可用以抵銷未來溢利並可就中國企業所得稅結轉五年。因未能預見未來溢利流量，故並未就稅項虧損確認遞延稅項資產。

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27. Entrusted Loans from the Immediate Parent Company

The Group and the Company

The entrusted loans from the immediate parent company of which RMB48,000,000 were repayable on 5 April 2009 were unsecured and bore interest at 5.00% per annum (2012: 5.00% per annum). On 2 December 2008, the immediate parent company agreed to extend the repayment date of the entrusted loans for at least one year to 5 April 2010.

On 18 March 2010, the immediate parent company further agreed that the repayment dates of the entrusted loans in the amount of RMB48,000,000 were to be extended to 5 April 2011.

On 5 April 2011, the immediate parent company further agreed to extend the repayment date of entrusted loan in the amount of RMB9,000,000 unless and until: (1) the repayment of such shareholder's entrusted loan would not adversely affect the operations of the Company and/or its business objectives as set out in the prospectus published by the Company on 29 August 2005 (the "Prospectus"); and (2) each of the independent non-executive directors was of the opinion that the repayment of such shareholder's entrusted loan would not adversely affect the operations of the Company and/or the implementation of its business objectives as set out in the Prospectus, and the Company would make an announcement in respect of the decision of the independent non-executive directors made under (2); and (3) the Company had a positive cash flow and had retained profits in the relevant financial year.

The interest of RMB450,000 (2012: RMB450,000) attributable to the entrusted loan in the amount of RMB9,000,000 was waived by Neptunus Bio-engineering.

On 25 November 2011, the Company repaid the entrusted loans in the amount of RMB39,000,000.

On 26 March 2012, the Company obtained a RMB 30,000,000 interest bearing entrusted loan from Neptunus Bio-engineering. The entrusted loan was unsecured, bore interest at 0.5% per month and repayable within one year.

On 4 September 2012 the Company repaid the entrusted loan in amount of RMB 30,000,000.

The carrying amount of the Group's and the Company's entrusted loans from the immediate parent company approximates their fair value.

27. 直屬母公司委託貸款

本集團及本公司

直屬母公司委託貸款為無抵押，每年付息5.00厘（二零一二年：年息為5.00厘），其中人民幣48,000,000元於二零零九年四月五日償還。於二零零八年十二月二日，直屬母公司同意延長委託貸款償還期最少一年至二零一零年四月五日。

於二零一零年三月十八日，直屬母公司已進一步同意延長委託貸款人民幣48,000,000元的償還期至二零一一年四月五日。

於二零一一年四月五日，直屬母公司進一步同意延長委託貸款人民幣9,000,000元的償還期，除非及直至：(1)償還該股東委託貸款將不會對載於本公司於二零零五年八月二十九日刊發的招股章程（「招股章程」）的本公司營運及／或其營運目標構成不利影響；及(2)各獨立非執行董事均認為償還該股東委託貸款將不會對載於招股章程的本公司營運及／或其營運目標的實行構成不利影響，且本公司將就獨立非執行董事於第(2)項所作決定發出公告；及(3)本公司於相關財政年度錄得正現金流及保留溢利。

委託貸款人民幣9,000,000元的應計利息人民幣450,000元（二零一二年：人民幣450,000元）獲海王生物豁免。

於二零一一年十一月二十五日，本公司償還委託貸款人民幣39,000,000元。

於二零一二年三月二十六日，本公司自海王生物獲得一筆附息委託貸款人民幣30,000,000元。委託貸款為無抵押，每月付息0.5厘及須於一年內償還。

於二零一二年九月四日，本公司償還委託貸款人民幣30,000,000元。

本集團的直屬母公司貸款的賬面值與其公平值相若。

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28. Financial Assistance from the Immediate Parent Company

On 4 June 2013, the Group obtained interest-bearing financial assistance of RMB27,000,000 from the immediate parent company. The financial assistance is unsecured, interest-bearing at 6.6% per annum and repayable on 4 June 2015.

29. Deferred Revenue

a) The Group

28. 來自直屬母公司的財務援助

於二零一三年六月四日，本集團獲得直屬母公司計息財務資助人民幣27,000,000元。該筆財務資助為無抵押、按年利率6.6%計息及於二零一五年六月四日償還。

29. 遞延收益

b) 本集團

		Subsidy A	Subsidy B	Subsidy C	Subsidy D	Subsidy E	Subsidy F	Subsidy G	Subsidy H	Subsidy I	Subsidy J	Subsidy K	Subsidy L	Subsidy M	Other	Total
		補助 A	補助 B	補助 C	補助 D	補助 E	補助 F	補助 G	補助 H	補助 I	補助 J	補助 K	補助 L	補助 M	其他補助	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note a)	(Note b)	(Note c)	(Note d)	(Note e)	(Note f)	(Note g)	(Note h)	(Note i)	(Note j)	(Note k)	(Note l)	(Note m)	(Note n)	
		(附註a)	(附註b)	(附註c)	(附註d)	(附註e)	(附註f)	(附註g)	(附註h)	(附註i)	(附註j)	(附註k)	(附註l)	(附註m)	(附註n)	
Cost	成本															
At 1 January 2012	於二零一二年一月一日	500	500	3,000	400	300	3,000	18,000	400	450	370	100	-	-	2,321	29,341
Additions	添置	-	-	-	-	-	-	-	-	-	-	-	-	-	1,405	1,405
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日 及二零一三年一月一日	500	500	3,000	400	300	3,000	18,000	400	450	370	100	-	-	3,726	30,746
Additions	添置	-	-	-	-	-	-	-	-	-	-	-	4,010	8,089	2,194	14,293
Projects completed	已完成項目	-	-	-	-	(300)	-	-	-	(450)	(370)	(100)	-	-	-	(1,220)
At 31 December 2013	於二零一三年十二月三十一日	500	500	3,000	400	-	3,000	18,000	400	-	-	-	4,010	8,089	5,920	43,819
Accumulated amortisation	累計攤銷															
At 1 January 2012	於二零一二年一月一日	350	-	2,049	233	300	1,436	11,057	360	450	370	100	-	-	1,193	17,898
Released to income statement for the year	撥入本年度內的 收益表	50	-	250	-	-	383	6,943	-	-	-	-	-	-	1,285	8,911
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日 及於二零一三年一月一日	400	-	2,299	233	300	1,819	18,000	360	450	370	100	-	-	2,478	26,809
Released to income statement for the year	撥入本年度內的 收益表	50	-	155	-	-	383	-	-	-	-	-	-	2,705	47	3,340
Projects completed	已完成項目	-	-	-	-	(300)	-	-	-	(450)	(370)	(100)	-	-	-	(1,220)
At 31 December 2013	於二零一三年十二月三十一日	450	-	2,454	233	-	2,202	18,000	360	-	-	-	-	2,705	2,525	28,929
Carrying Amounts	賬面值															
At 31 December 2013	於二零一三年十二月三十一日	50	500	546	167	-	798	-	40	-	-	-	4,010	5,384	3,395	14,890
At 31 December 2012	於二零一二年十二月三十一日	100	500	701	167	-	1,181	-	40	-	-	-	-	-	1,248	3,937

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29. Deferred Revenue (Continued)

b) The Company

29. 遞延收益 (續)

b) 本公司

		Subsidy A	Subsidy B	Subsidy C	Subsidy D	Subsidy E	Subsidy F	Subsidy G	Subsidy H	Total
		補助 A	補助 B	補助 C	補助 D	補助 E	補助 F	補助 G	補助 H	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note a)	(Note b)	(Note c)	(Note d)	(Note e)	(Note f)	(Note g)	(Note h)	
		(附註 a)	(附註 b)	(附註 c)	(附註 d)	(附註 e)	(附註 f)	(附註 g)	(附註 h)	
Cost	成本									
At 1 January 2012	於二零一二年一月一日	500	500	3,000	400	300	3,000	18,000	400	26,100
Additions	添置	-	-	-	-	-	-	-	-	-
At 31 December 2012	於二零一二年十二月三十一日	500	500	3,000	400	300	3,000	18,000	400	26,100
and 1 January 2013	及二零一三年一月一日	500	500	3,000	400	300	3,000	18,000	400	26,100
Additions	添置	-	-	-	-	-	-	-	-	-
Projects completed	已完成項目	-	-	-	-	(300)	-	-	-	(300)
At 31 December 2013	於二零一三年十二月三十一日	500	500	3,000	400	-	3,000	18,000	400	25,800
Accumulated amortisation	累計攤銷									
At 1 January 2012	於二零一二年一月一日	350	-	2,049	233	300	1,436	11,058	360	15,786
Released to income statement for the year	撥入本年度內的收益表	50	-	250	-	-	383	6,942	-	7,625
At 31 December 2012	於二零一二年十二月三十一日	400	-	2,299	233	300	1,819	18,000	360	23,411
and 1 January 2013	及於二零一三年一月一日	400	-	2,299	233	300	1,819	18,000	360	23,411
Released to income statement for the year	撥入本年度內的收益表	50	-	155	-	-	383	-	-	588
Projects completed	已完成項目	-	-	-	-	(300)	-	-	-	(300)
At 31 December 2013	於二零一三年十二月三十一日	450	-	2,454	233	-	2,202	18,000	360	23,699
Carrying Amounts	賬面值									
At 31 December 2013	於二零一三年十二月三十一日	50	500	546	167	-	798	-	40	2,101
At 31 December 2012	於二零一二年十二月三十一日	100	500	701	167	-	1,181	-	40	2,689

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29. Deferred Revenue (Continued)

c) The classification of current and non-current is as follows:

The Group

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Current liabilities	流動負債	2,282	–
Non-current liabilities	非流動負債	12,608	3,937
		14,890	3,937

The Company

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Current liabilities	流動負債	588	–
Non-current liabilities	非流動負債	1,513	2,689
		2,101	2,689

Notes:

- a) In June 2003, a subsidy of RMB500,000 was jointly granted by the Shenzhen Bureau of Science and Technology and the Shenzhen Bureau of Finance to the Company for the acquisition of certain plant and machinery for the production of interferon spray. The amount of RMB50,000 (2012: RMB50,000) was recognised as income over the useful life of the related plant and machinery.
- b) In July 2003, another subsidy of RMB500,000 was jointly granted by the Shenzhen Bureau of Science and Technology and the Shenzhen Bureau of Finance for assisting the Company in performing research and development of interferon ointment. The subsidy is not required to be repaid to the Shenzhen Bureau of Science and Technology and the Shenzhen Bureau of Finance only if the project is subsequently approved and certified by Shenzhen Bureau of Science and Technology and Shenzhen Bureau of Finance upon its completion. Since the Company has not yet obtained the approval for the project, the subsidy was not recognised as income for 2013 and 2012.

29. 遞延收益 (續)

c) 流動及非流動之分類如下：

本集團

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Current liabilities	流動負債	2,282	–
Non-current liabilities	非流動負債	12,608	3,937
		14,890	3,937

本公司

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Current liabilities	流動負債	588	–
Non-current liabilities	非流動負債	1,513	2,689
		2,101	2,689

附註：

- a) 於二零零三年六月，深圳市科學技術局與深圳市財政局就購入生產幹擾素噴霧劑的若干廠房及機器，共同授予本公司人民幣500,000元的補助。人民幣50,000元(二零一二年：人民幣50,000元)已按有關廠房及機器的可使用年限確認為收入。
- b) 於二零零三年七月，深圳市科學技術局與深圳市財政局共同授予人民幣500,000元的補助，為協助本公司研究與開發幹擾素乳膏提供融資。只有在項目完成後，獲得深圳市科學技術局及深圳市財政局批准及驗證的情況下，此等補助方毋須償還予深圳市科學技術局及深圳市財政局。由於本公司尚未取得該項目的批文，故並未於二零一三年及二零一二年確認此項補助為收入。

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29. Deferred Revenue (Continued)

Notes: (Continued)

- c) In December 2004, a subsidy of RMB2,000,000 was jointly granted by the Shenzhen Bureau of Science, Technology and Information and the Shenzhen Development and Reform Bureau as a science and technology fund to subsidize the acquisition of certain plant and machinery. A further subsidy of RMB1,000,000 for the same purpose was granted in July 2005. These subsidies are not required to be repaid and the amount of approximately RMB155,000 (2012: RMB250,000) was recognised as income over the useful life of the related plant and machinery.
- d) In December 2005, a subsidy of RMB400,000 was granted by the Shenzhen Bureau of Finance for financing the research and development of interferon vaginal effervescent tablet. The subsidy is not required to be repaid to the Shenzhen Bureau of Finance only if the project is subsequently approved and certified by the Shenzhen Bureau of Science, Technology and Information upon its completion. The subsidy was not recognised as income for 2013 and 2012 as the project has not been completed.
- e) In June 2008, a subsidy of RMB300,000 was granted by the Shenzhen Bureau of Science and Technology Branch for financing the research and development of inactivated split influenza vaccine. The subsidy is not required to be repaid to the Shenzhen Bureau of Science and Technology Branch. The amount of RMB300,000 was recognised as income in 2010 as the project was completed.
- f) In December 2009, a subsidy of RMB3,000,000 was granted by Shenzhen Bureau of Science, Technology and Information Council for financing a project to carry out the research and development of H1N1. The subsidy is not required to be repaid to Shenzhen Bureau of Science, Technology and Information Council. The amount of RMB383,000 (2012: RMB383,000) was recognised as income to match with the research and development expense of H1N1 incurred during the year.
- g) In June 2010, a subsidy of RMB18,000,000 was granted by the People's Government of Shenzhen Municipality pursuant to the preferential treatments given to biological industry under the policies of the People's Government of Shenzhen Municipality for the purpose of supporting the research and development. The amount of RMB6,943,000 was recognised as income to match with the research and development expense of incurred in 2012. No income was recognized during the year as the subsidy of RMB18,000,000 was fully recognized as income.
- h) In April 2011, a subsidy of RMB400,000 was granted by Science, Industry, Trade and Information Technology Commission of Shenzhen Municipality for financing the research and development of 新型H1N1流感病毒疫苗. The subsidy is not required to be repaid to the authorities. The amount of RMB360,000 was recognised as income to match with the research and development expenses incurred during the year 2011. The remaining amount of RMB40,000 will be recognised when the project is completed.

29. 遞延收益(續)

附註：(續)

- c) 於二零零四年十二月，深圳市科學技術信息局與深圳市發展和改革局共同授予人民幣2,000,000元的補助，作為科學及技術基金，以補助收購若干廠房及機器。於二零零五年七月，本集團獲得額外補助人民幣1,000,000元，作為相同的用途。此等補助毋須償還，而約人民幣155,000元(二零一二年：人民幣250,000元)已按有關廠房及機器的可使用年限確認為收入。
- d) 於二零零五年十二月，深圳市財政局授予人民幣400,000元的補助，作為研究與開發幹擾素泡騰片的融資。只有在項目完成後，獲得深圳市科學技術信息局批准及驗證的情況下，此項資助毋須償還。由於項目尚未完成，並無於二零一三年及二零一二年確認此項補助為收入。
- e) 於二零零八年六月，深圳市科學技術分局授予人民幣300,000元的補助，作為研究與開發流行性感冒病毒裂解疫苗的融資。該補助毋須償還予深圳市科學技術分局。由於該項目已完成，故人民幣300,000元的金額於二零一零年確認為收入。
- f) 於二零零九年十二月，深圳市科技工貿和信息化委員會授予人民幣3,000,000元的補助，作為進行研發H1N1的項目融資。該補助毋須償還予深圳市科技工貿和信息化委員會。人民幣383,000元(二零一二年：人民幣383,000元)的金額已獲確認為收入及以配合於年內產生的H1N1研發開支。
- g) 於二零一零年六月，深圳市人民政府根據其對生物產業的優惠政策授予人民幣18,000,000元的補助，作為對研究及開發的支持。人民幣6,943,000元的金額已於二零一二年確認為收入以配合於年內產生的研發開支。由於補助人民幣18,000,000元悉數確認為收入，故於年內概無確認收入。
- h) 於二零一一年四月，深圳市科技工貿和信息化委員會授予人民幣400,000元作為補助以研發新型H1N1流感病毒疫苗。該補助無需償還予有關機構。人民幣360,000元的金額已獲確認為收入以配合於二零一一年期間產生的研發開支。餘下金額人民幣40,000元將可項目完成對確認。

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29. Deferred Revenue (Continued)

Notes: (Continued)

- i) In December 2008, a subsidy of RMB450,000 was granted by 福州市晉安區科學技術局 and 福州市財政局 for financing the research and development of 米沙坦氫氯噻嗪片. The subsidy is not required to be repaid to the authorities. The amount of RMB450,000 was recognised as income to match with the research and development expenses incurred during the year 2011.
- j) In December 2008, a subsidy of RMB370,000 was granted by 福州市財政局 and 福州市科學技術局 for financing the research and development of 米沙坦原料藥及片劑. The subsidy is not required to be repaid to the authorities as the Group obtained the approval for the project. The amount of RMB 370,000 was recognised as income to match with the research and development expenses incurred during the year 2010.
- k) In September 2009, a subsidy of RMB100,000 was granted by 福州市晉安區科學技術局 for financing the research and development of 吉奧片. The subsidy is not required to be repaid to the authorities. The amount of RMB100,000 was recognised as income to match with the research and development expenses incurred during the year 2011.
- l) In October 2013, a subsidy of RMB4,010,000 was granted by Jinan Regional Finance Bureau of Fuzhou City for financing the property, plant and equipment in relation to new GMP enhancement of production base in Fuzhou. The subsidy is not required to be repaid to the authorities. The amount is recognized to match with the useful life of property, plant and equipment for the new GMP enhancement. As at 31 December 2013, no income was recognized (2012: Nil) as the new GMP enhancement has just completed at the end of reporting period.
- m) In November 2013, a subsidy of RMB8,089,000 was granted by the Administrative Committee of Taizhou Medical High-tech Industry Development Zone for financing the research and development of recombinant human thymosin α 1 for injection and for the industrialization of infrastructures. The subsidy is not required to be repaid to the authorities. The amount of RMB2,705,000 was recognised as income to match with the useful life of property, plant and equipment and incurred research and development expenses during the year.
- n) During the year 2013, the Group obtained several subsidies with an approximate total amount of RMB2,194,000 (2012: RMB1,405,000) from government authorities for financing, the research and development. These subsidies are not required to be repaid to the authorities. The amount of RMB47,000 (2012: RMB1,285,000) was recognised as income to match with research and development expenses incurred during the year.

The directors consider that, except for the subsidies mentioned in note 4 and note 29, there were no other forms of government assistance from which the Group has directly benefited.

29. 遞延收益(續)

附註：(續)

- i) 於二零零八年十二月，福州市晉安區科學技術局與福州市財政局授予人民幣450,000元的補助，作為研究及開發米沙坦氫氯噻嗪片的融資。該補助無需償還予有關機構。人民幣450,000的金額已獲確認為收入以配合於二零一一年期間產生的研發開支。
- j) 於二零零八年十二月，福州市財政局與福州市科學技術局授予人民幣370,000元的補助，作為研究及開發米沙坦原料藥及片劑的融資。該補助毋須償還予有關機構，且本集團已取得該項目的批文。人民幣370,000元的金額已獲確認為收入以配合於二零一零年產生的研發開支。
- k) 於二零零九年九月，福州市晉安區科學技術局授予人民幣100,000的補助，作為研究及開發吉奧片的融資。該補助毋須償還予有關機構。人民幣100,000的金額已獲確認為收入以配合於二零一一年期間產生的研發開支。
- l) 於二零一三年十月，福州市晉安區財政局授予人民幣4,010,000元的補助，作為改善福州生產基地的新GMP改造相關的物業、廠房及設備的融資。該補助無需償還予有關機構。該金額已獲確認，以配合新GMP改造的物業、廠房及設備的使用期限。於二零一三年十二月三十一日，由於新GMP改造剛剛於報告期末完成，故並無確認收入(二零一二年：零)。
- m) 於二零一三年十一月，泰州醫藥高新技術產業開發區管理委員會授予人民幣8,089,000元的補助，作為注射用重組人胸腺肽 α 1研發和產業化基礎建設的融資。該補助無需償還予有關機構。人民幣2,705,000元的金額已獲確認為收入，以配合物業、廠房及設備的使用期限及於年內產生的研發開支。
- n) 於二零一三年，本集團從多個當地政府部門取得總額約人民幣2,194,000元(二零一二年：人民幣1,405,000元)的多項補助，作為相關研究及開發項目的融資。該補助毋須償還予有關機構，且本集團已取得該項目的批文。人民幣47,000元(二零一二年：人民幣1,285,000元)的金額已獲確認為收入以配合年內產生的研發開支。

董事認為，除附註4及附註29所述的補助外，本集團並無從其他形式的政府資助中直接得益。

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30. Share Capital

30. 股本

	Note	2013 Number of shares 二零一三年 股份數目 '000 千股	2012 Number of shares 二零一二年 股份數目 '000 千股	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Registered, issued and fully paid:					
Domestic shares of RMB0.10 each	(i)	1,252,000	1,252,000	125,200	125,200
H shares of RMB0.10 each	(ii)	426,000	426,000	42,600	42,600
		1,678,000	1,678,000	167,800	167,800
Registered, issued and fully paid:					
At 1 January and at 31 December		1,678,000	1,678,000	167,800	167,800

The owners of domestic shares and H shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All domestic shares and H shares rank equally with regard to the Company's residual assets.

內資股及H股的擁有人有權收取不時宣派的股息，並有權於本公司會議上以每股投一票。所有內資股及H股對本公司餘下資產享有同等權利。

Notes:

- i) The domestic shares are not currently listed on any stock exchange.
- ii) The H shares have been issued and listed on the Growth Enterprises Market of The Stock Exchange of Hong Kong Limited since 5 September 2005.

附註：

- i) 內資股現時並未於任何證券交易所上市。
- ii) H股已自二零零五年九月五日起發行並於香港聯合交易所有限公司創業板上上市。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

31. Reserves

a) The Group

The Group's reserves and the movements therein for the current and prior year are presented in the consolidated statement of changes in equity.

b) The Company

31. 儲備

a) 本集團

本集團於本年度及過往年度的儲備金額及變動，已於綜合權益變動表內呈報。

b) 本公司

		Share premium RMB'000 人民幣千元	Statutory reserve fund RMB'000 人民幣千元	Accumulated losses RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2012	於二零一二年一月一日	554,844	3,330	(127,634)	430,540
Profit for the year and total comprehensive income for the year	本年度溢利 及本年度全面 收益總額	-	-	4,778	4,778
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日 及二零一三年一月一日	554,844	3,330	(122,856)	435,318
Profit for the year and total comprehensive income for the year	本年度溢利 及本年度全面 收益總額	-	-	3,642	3,642
At 31 December 2013	於二零一三年十二月三十一日	554,844	3,330	(119,214)	438,960

Under the laws and regulations of the PRC and the Company's articles of association, the Company has to make provision to the statutory reserve fund from its net profit after tax but before dividend distribution.

根據中國法律及法規以及本公司的組織章程細則，本公司須就法定公積計提撥備，款項已自除稅後但作出股息分派前的純利撥入基金。

c) Share premium

Share premium arose from the issue of shares at prices in excess of their par value less share issue expenses.

c) 股份溢價

按價發行之股份產生的股份溢價超出其面值及減去股份發行費用。

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For the year ended 31 December 2013
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31. Reserves (Continued)

d) Capital reserve

Capital reserve comprises (i) the difference between the total amount of fair value of shares issued to the immediate company and a fellow subsidiary of the Company and the amount of the net assets value acquired during the acquisition of Neptunus Fuyao, and (ii) the difference between the total amount of consideration paid to the immediate parent company and a fellow subsidiary of the Company and the amount of the net assets value acquired during the acquisition of Neptunus Changjian.

e) Statutory Reserve Fund

The Company is required to allocate at least 10% of its net profit according to its PRC audited financial statements to the statutory reserve fund until the balance of such reserve has reached 50% of the Company's issued share capital. Any further appropriation is optional. The statutory reserve fund shall only be used for making up losses or for capitalisation into share capital, provided that the remaining balance is not less than 20% of the issued share capital after such capitalisation.

f) Distributability of reserves

At 31 December 2013, the Company had no distributable reserves, while its accumulated losses, calculated in accordance with the Company's Articles of Association and relevant rules and regulations, amounted to approximately RMB119,214,000 (2012: approximately RMB122,856,000).

g) Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher 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.

31. 儲備(續)

d) 資本儲備

資本儲備包括(i)向本公司直屬公司及一間同系附屬公司發行的股份的公平值總額與收購海王福藥時已收購資產淨值之間的差額；及(ii)支付予本公司直屬母公司及一間同系附屬公司的代價總額與收購海王長健所收購資產淨值的金額之間的差額。

e) 法定公積

本公司須至少將其根據中國經審核財務報表的純利10%分配至法定公積，直至該儲備結餘達到本公司已發行股本的50%為止。本公司可選擇作出任何額外撥款。法定公積只可用於彌補虧損，或資本化為股本，惟餘額須不少於進行有關資本化後的已發行股本20%。

f) 儲備之可派性

於二零一三年十二月三十一日，本公司並無可供分派儲備，而按本公司組織章程細則及有關規定及規則計算，其累計虧損為人民幣119,214,000元(二零一二年：約人民幣122,856,000元)。

g) 資本管理

本集團管理資本的目標為確保本集團持續經營的能力，從而能夠繼續為股東帶來回報及為其他利益相關者帶來利益，方法為因應風險水平對產品及服務定價及按合理成本獲得融資。

本集團積極及定期檢討及管理其資本結構，以維持較高股東回報(可透過較高借貸水平達致)與穩健資本狀況所帶來的優勢及保障間的平衡，並依據經濟狀況的變動對資本結構作出調整。

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For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

31. Reserves (Continued)

g) Capital management (Continued)

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 bank borrowings, entrusted loans from the immediate parent company and financial assistance from fellow subsidiary and immediate parent company) plus unaccrued proposed dividends, less cash and cash equivalents. Adjusted capital comprises all components of equity less unaccrued proposed dividends plus adjusted net debt.

During 2013, the Group's strategy, which was unchanged from 2012, was to maintain a gearing ratio within 30% to 70%. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt. The gearing ratio at 31 December 2013 and 2012 was as follows:

32. 儲備(續)

g) 資本管理(續)

本集團按淨債務與經調整資本比率的基準監察其資本結構。就此而言，本集團將其淨債務界定為總債務(包括計息銀行借貸、直屬母公司委託貸款及同系附屬公司及直屬母公司的財務資助)加非累計擬分派股息減現金及現金等價物。經調整資本包括權益所有成份減非累計擬分派股息另加經調整負債淨額。

於二零一三年，本集團採取的策略與二零一二年相同，為維持資本負債比率於30%至70%之間。為維持或調整資產負債比率，本集團可能會調整派付予股東的股息金額、發行新股份、向股東返還資本、作出新的債務融資或出售資產以減少負債。於二零一三年及二零一二年十二月三十一日的資本負債比率如下：

		Note	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
		附註		
Total borrowings	借貸總額			
Interest-bearing bank borrowings	付息銀行借貸	25	86,000	86,000
Entrusted loans from the immediate parent Company	直屬母公司委託貸款	27	9,000	9,000
Financial assistance from a fellow subsidiary	同系附屬公司財務資助	24(i)	—	10,000
Financial assistance from the immediate parent company	直屬母公司財務資助	24(ii), 28	50,000	23,000
			145,000	128,000
Less: Cash and cash equivalents	減：現金及現金等價物	23	(253,511)	(248,366)
Adjusted net surplus	經調整盈餘淨額		(108,511)	(120,366)
Total equity	總權益		560,604	518,354
Gearing ratio	資本負債比率		N/A	N/A

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

31. Reserves (Continued)

g) Capital management (Continued)

As at 31 December 2013 and 2012, the gearing ratio of the Group was nil. Except for a subsidiary of the Group is subject to externally imposed capital requirements under lending arrangements in interest-bearing bank borrowing as disclosed in note 25, neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

32. Contingent Liability

At the end of the reporting period, neither the Group nor the Company had any significant contingent liability.

33. Financial Risk Management Objectives and Policies

The Group's major financial instruments include pledged bank deposits, cash and cash equivalents, interest-bearing bank borrowings, trade and other receivables and trade and other payables, entrusted loans from the immediate parent company and financial assistance from the immediate parent company. Details of the financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include credit risk, liquidity risk, currency risk, interest rate risk and other price risks. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

31. 儲備(續)

g) 資本管理(續)

於二零一三年及二零一二年十二月三十一日，本集團的資本負債比率為零。除本集團的附屬公司於貸款安排下須受外來資本規定的限制外(誠如附註25所披露)。本公司或其附屬公司及共同控制實體並不受外來資本規定的限制。

32. 或然負債

於呈報期結束時，本集團及本公司概無承擔任何重大或然負債。

33. 財務風險管理目標及政策

本集團的主要金融工具包括抵押銀行存款、現金及現金等價物、付息銀行借貸、應收賬款及其他應收款項、應付賬款及其他應付款項、直屬母公司委託貸款及直屬母公司財務資助。金融工具的詳情於相關附註中披露。該等金融工具的相關風險包括信貸風險、流動資金風險、貨幣風險利率風險及其他價格風險。減低該等風險的政策載列下文。管理層管理及監控該等風險，確保適時及有效採取適當的措施。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2013
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33. Financial Risk Management Objectives and Policies (Continued)

a) Credit risk

The Group

- i) Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.
- ii) In respect of trade and other receivables, in order to minimise risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of its customers' financial position and condition are performed on each and every major customer periodically. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group does not require collateral in respect of its financial assets. Debts are usually due within 90 days from the date of billing.
- iii) In respect of trade receivables, the Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and location in which customers operate also has an influence on credit risk. At the end of the reporting period, the Group had no significant concentrations of credit risk for which individual trade or other receivable's balance exceeds 10% of the total trade and other receivables.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 21.

33. 財務風險管理目標及政策(續)

a) 信貸風險

本集團

- i) 信貸風險指合約的另一方違反承擔約定的義務而引致集團的財務虧損。本集團已採用只與可信賴的客戶及在取得足夠質押品(如適用)作為減低因違約造成的財務損失的情況下交易的政策。
- ii) 就應收賬款及其他應收款項而言，為減低風險，管理層訂有信貸政策，並持續監控有關信貸風險。有關各個重要客戶的財務狀況及情況的信貸評估定期進行。該等評估集中於客戶過往於賬款到期時的還款記錄及目前的還款能力，並考慮客戶的特定資料以至其所營運的經濟環境。本集團並無就其金融資產要求抵押品。債項通常須於發票日期起90日內償還。
- iii) 就應收賬款而言，本集團承擔的風險主要受各客戶的特點所影響。客戶經營的行業及業務所在國家的拖欠風險亦對信貸風險帶來影響。於呈報期結束時，本集團並無重大集中信貸風險，原因是並無個別應收賬款及應收款項的結餘超過應收賬款及應收款項總額的10%。

因應收賬款及其他應收款項引起的本集團信貸風險，於附註21以數位披露。

Notes to the Financial Statements 財務報表附註

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33. Financial Risk Management Objectives and Policies (Continued)

a) Credit risk (Continued)

iv) Deposits with financial institutions

The Group limits its exposure to credit risk by placing deposits with financial institutions that meet the established credit rating or other criteria. Given these high credit ratings, management does not expect any counterparty to fail to meet its obligations.

The Group

As at 31 December 2013, the Company has certain concentration of credit risk as 59% (2012: 61%) of total cash and cash equivalents were deposited with two financial institution in China with high credit ratings.

The Company

As at 31 December 2013, the Company has certain concentration of credit risk as 96% (2012: 99%) of total cash and cash equivalents were deposited with two financial institution in China with high credit ratings.

b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to parent company's board approval. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient amount of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term. The Group relies on bank borrowings as a significant source of liquid fund. As at 31 December 2013, the Group has no available un-utilised banking facilities (2012: RMB5,379,000) details of which are disclosed in note 25.

33. 財務風險管理目標及政策(續)

a) 信貸風險(續)

iv) 於金融機構之存款

本集團存放現金於金融機構以減低信貸風險，該等金融機構已達到受到認同的信貸評級或其他標準。鑒於該等金融機構獲得該等高信貸評級，管理層不預期任何交易方不能履行責任。

本集團

於二零一三年十二月三十一日，由於總共59% (二零一二年：61%) 的現金及現金等價物存放於兩家在中國的高信貸評級金融機構，因此本集團有若干信貸集中風險。

本公司

於二零一三年十二月三十一日，由於總共96% (二零一二年：99%) 的現金及現金等價物存於兩家在中國的高信貸評級金融機構，因此本公司有若干信貸集中風險。

b) 流動資金風險

本集團旗下個別營運實體負責其本身的現金管理事務，包括以現金盈餘進行短期投資，以及籌借貸款補足預計現金需求，惟於取得母公司董事會的批准。本集團採取的政策為定期監察現行及預計資金需求及遵守借款契諾，藉以確保其維持足夠的現金，以及向主要財務機構取得充裕的承諾信貸融資，以應付短期及長期流動資金需求。本集團依賴銀行借貸作為流動資金的主要來源。於二零一三年十二月三十一日，本集團並無未動用銀行信貸(二零一二年：人民幣5,379,000元)，詳情披露於附註25。

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33. Financial Risk Management Objectives and Policies (Continued)

b) Liquidity risk (Continued)

The following liquidity and interest risk tables set out the weighted average effective interest rate and the remaining contractual maturities at the end of the reporting period of the Group's and the Company's financial liabilities based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and the Company required to pay:

i) The Group

	2013 二零一三年							2012 二零一二年							
	Weighted average effective interest rate	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total contractual undiscounted cash flow	Carrying amount	Weighted average effective interest rate	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total contractual undiscounted cash flow	Carrying amount	
	加權平均實際利率	於一年內或接獲要求時	超過一年但少於兩年	超過兩年但少於五年	超過五年	未折現現金流量總額	賬面值	加權平均實際利率	於一年內或接獲要求時	超過一年但少於兩年	超過兩年但少於五年	超過五年	未折現現金流量總額	賬面值	
	%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Secured bank loans	有抵押銀行貸款														
Variable rates	浮動利率	5.6%	86,450	-	-	-	86,450	86,000	6%	89,524	-	-	-	89,524	86,000
Entrusted loans from immediate parent company*	直屬母公司委託貸款*	-	9,000	-	-	-	9,000	9,000	-	9,000	-	-	-	9,000	9,000
Interest-bearing financial assistance from immediate parent company	來自直屬母公司的附息財務資助	6.6%	26,300	27,757	-	-	54,057	50,000	6%	24,380	-	-	-	24,380	23,000
Interest-bearing financial assistance from fellow subsidiary	來自同系附屬公司的附息財務資助	-	-	-	-	-	-	-	6%	10,037	-	-	-	10,037	10,000
Amount due to immediate parent company	應付直屬母公司款項	-	13,712	-	-	-	13,712	13,712	-	16,232	-	-	-	16,232	16,232
Amount due to fellow subsidiaries	應付同系附屬公司款項	-	17,379	-	-	-	17,379	17,379	-	3,298	-	-	-	3,298	3,298
Trade and other payables	應付賬款及其他應付款項	-	133,863	-	-	-	133,863	133,863	-	159,159	-	-	-	159,159	159,159
			286,704	27,757	-	-	314,461	309,954		311,630	-	-	-	311,630	306,689

* The immediate parent company agreed to waive interest on the entrusted loan of RMB9,000,000.

i) 本集團

b) 流動資金風險 (續)

下列流動資金及利率風險表載列呈報期結束時本集團及本公司金融負債的加權平均實際利率及餘下合約到期日，有關金融負債乃根據合約未折現現金流量（包括利用合約利率計算的利息款項，如為浮動利率，則按呈報期結束時的利率）以及本集團及本公司須付款的最早日期：

* 直屬母公司同意免除人民幣9,000,000元的委託貸款的利息。

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33. Financial Risk Management Objectives and Policies (Continued)

b) Liquidity risk (Continued)

ii) The Company

		2013 二零一三年						2012 二零一二年						
Weighted average effective interest rate	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total contractual undiscouted cash flow	Carrying amount	Weighted average effective interest rate	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total contractual undiscouted cash flow	Carrying amount	
加權平均實際利率	於一年內或按獲要求時	超過一年但少於兩年	超過兩年但少於五年	超過五年	未折現現金流量總額	賬面值	加權平均實際利率	於一年內或按獲要求時	超過一年但少於兩年	超過兩年但少於五年	超過五年	未折現現金流量總額	賬面值	
%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Entrusted loans from immediate parent company*	-	9,000	-	-	-	9,000	9,000	-	9,000	-	-	-	9,000	9,000
Interest-bearing financial assistance from immediate parent company	6.6%	24,518	-	-	-	24,518	23,000	6%	24,380	-	-	-	24,380	23,000
Amount due to immediate parent company	-	383	-	-	-	383	383	-	2,902	-	-	-	2,902	2,902
Amount due to fellow subsidiaries	-	448	-	-	-	448	448	-	2,813	-	-	-	2,813	2,813
Trade and other payables	-	7,653	-	-	-	7,653	7,653	-	8,158	-	-	-	8,158	8,158
		42,002	-	-	-	42,002	40,484	-	47,253	-	-	-	47,253	45,873

* The immediate parent company agreed to waive interest on the entrusted loan of RMB9,000,000.

* 直屬母公司同意免除人民幣9,000,000元的委託貸款的利息。

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財務報表附註

For the year ended 31 December 2013
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33. Financial Risk Management Objectives and Policies (Continued)

c) Interest rate risk

The Group

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's interest-bearing bank borrowings and financial assistance from the immediate parent company which are at variable interest rate.

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 accumulated losses by approximately RMB1,360,000 (2012: RMB860,000).

The sensitivity analysis above has been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis points (2012: 100 basis points) increase or decrease in interest rates is used when reporting interest rate risk internally to the executive directors and represents management's assessment of the reasonably possible change in interest rates. The analysis is performed on the same basis for 2012.

The Company

As the Company has no significant bank deposits and interest bearing liabilities, the executive directors consider the risk is not significant.

d) Currency risk

Presently, there is no hedging policy with respect to the foreign exchange exposure. The Group's functional currency is Renminbi as substantially all the turnover and expenditure are in Renminbi. The Group's transactional foreign exchange exposure was insignificant.

The following table details the Group's and the Company's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Renminbi, converted into using the spot rate at the end of the reporting period.

33. 財務風險管理目標及政策(續)

c) 利率風險

本集團

本集團面對有關利率變動的市場風險，主要與本集團以浮息計息的附息銀行借貸及直屬母公司財務資助有關。

於二零一三年十二月三十一日，倘利率基點增加/減少100，而所有其他變數維持不變，本集團的除稅後溢利及累計虧損將減少/增加約人民幣1,360,000元(二零一二年：人民幣860,000元)。

上述敏感度分析乃按呈報期結束日之利率風險釐定。分析乃假設於呈報期結束日尚未償還金融工具於整個年度尚未償還而編製。利率的100基點(二零一二年：100基點)增加或減少乃於向主要管理人員作內部利率風險匯報時使用，亦指執行董事對合理可能出現的利率變動的評估。有關分析按與二零一二年相同的基準進行。

本公司

由於本公司並無重大銀行存款及附息負債，執行董事認為風險並不重大。

d) 貨幣風險

目前，並無有關外匯風險的對沖政策。由於所有營業額及開支大部份以人民幣計值，故本集團的功能貨幣為人民幣。本集團的交易外匯風險甚微。

下表為本集團及本公司於呈報期結束時所面對的由已確認的以其相關法團功能貨幣以外之貨幣為單位之資產或負債影響詳情。於報告期末之即期匯率匯兌後，貨幣風險之影響以人民幣呈列。

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For the year ended 31 December 2013
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33. Financial Risk Management Objectives and Policies (Continued)

d) Currency risk (Continued)

The Group

		Exposure to foreign currencies (expressed in Renminbi)			
		外匯風險 (以人民幣計)			
		2013 二零一三年		2012 二零一二年	
		United States dollars 美元 RMB'000 人民幣千元	Hong Kong Dollars 港元 RMB'000 人民幣千元	United States Dollars 美元 RMB'000 人民幣千元	Hong Kong Dollars 港元 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	46	15	49,444	17,638
Gross exposure arising from recognised assets and liabilities	因已確認資產及負債承受貨幣風險總額	46	15	49,444	17,638

The Company

		Exposure to foreign currencies (expressed in Renminbi)			
		外匯風險 (以人民幣計)			
		2013 二零一三年		2012 二零一二年	
		United States dollars 美元 RMB'000 人民幣千元	Hong Kong Dollars 港元 RMB'000 人民幣千元	United States Dollars 美元 RMB'000 人民幣千元	Hong Kong Dollars 港元 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	1	–	49,396	17,622
Gross exposure arising from recognised assets and liabilities	因已確認資產及負債承受貨幣風險總額	1	–	49,396	17,622

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33. Financial Risk Management Objectives and Policies (Continued)

d) Currency risk (Continued)

Sensitivity analysis

The following table indicates the instantaneous change in the Group's and the Company's profit after tax and accumulated loss that would arise if foreign exchange rates to which the Group and the Company has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

The Group

		2013		2012	
		Increase/ (decrease) in foreign exchange rates 外匯匯率 增加/(減少)	Effect on profit after tax and accumulated loss 對除稅後溢利及 累計虧損的影響 RMB'000 人民幣千元	Increase/ (decrease) in foreign exchange rates 外匯匯率 增加/(減少)	Effect on profit after tax and accumulated loss 對除稅後溢利及 累計虧損的影響 RMB'000 人民幣千元
Hong Kong Dollars	港元	5% (5%)	1 (1)	5% (5%)	882 (882)
United States Dollars	美元	5% (5%)	2 (2)	5% (5%)	2,472 (2,472)

33. 財務風險管理目標及政策(續)

d) 貨幣風險(續)

敏感度分析

於呈報期結束時，假定其他風險變量不變，本集團及本公司面對外匯匯率可能產生的合理變化而引起本集團及本公司的除稅後溢利及累計虧損即時變動呈列如下。

本集團

Notes to the Financial Statements 財務報表附註

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33. Financial Risk Management Objectives and Policies (Continued)

d) Currency risk (Continued)

The Company

		2013		2012	
		Increase/ (decrease) in foreign exchange rates 外匯匯率 增加/(減少)	Effect on profit after tax and accumulated loss 對除稅後溢利及 累計虧損的影響 RMB'000 人民幣千元	Increase/ (decrease) in foreign exchange rates 外匯匯率 增加/(減少)	Effect on profit after tax and accumulated loss 對除稅後溢利及 累計虧損的影響 RMB'000 人民幣千元
Hong Kong Dollars	港元	5% (5%)	- -	5% (5%)	881 (881)
United States Dollars	美元	5% (5%)	- -	5% (5%)	2,470 (2,470)

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, converted into Renminbi at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group and the Company which expose the Group and the Company to foreign currency risk at the end of the reporting period. The analysis is performed on the same basis for 2012.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the exposure at the end of the reporting period does not reflect the exposure during the year.

33. 財務風險管理目標及政策 (續)

d) 貨幣風險 (續)

本公司

上表所列示分析之結果代表對本集團旗下各實體按各種功能貨幣計算並按呈報期結束時之匯率換算為人民幣以供呈列之用的除稅後溢利及權益。

敏感度分析已假設匯率變動已應用於重新計量本集團及本公司所持有之財務工具而釐訂，而該等工具令本集團及本公司於呈報期結束時須承受外匯風險。二零一二年之分析亦以相同基準執行。

管理層認為，由於呈報期結束時之風險未能反映本年內之風險，敏感度分析對外匯固有之風險不具代表性。

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33. Financial Risk Management Objectives and Policies (Continued)

e) Fair values

The fair values of cash and cash equivalents, trade and other receivables, trade and other payables are not materially different from their carrying amounts because of the immediate or short-term maturity of these financial instruments. The carrying amounts of interest-bearing bank borrowings, entrusted loans and financial assistance from the immediate parent company approximate their fair values.

f) Estimation of fair values

The following summarises the major methods and assumptions used in estimating the fair values of the following financial instruments.

i) Interest-bearing loans and borrowings

The fair value is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

34. Business Combination

On 11 December 2012, the Company entered into an equity transfer agreement with Shenzhen Neptunus Bio-engineering Co., Ltd. ("Neptunus Bio-engineering"), the substantial shareholder and immediate parent company of the Company and Shenzhen Neptunus Yinhe Pharmaceutical Investment Company Limited ("Neptunus Yinhe"), a fellow subsidiary of the Company, for the acquisition of the 100% equity interests in Shenzhen Neptunus Changjian Pharmaceutical Company Limited ("Neptunus Changjian") for a consideration of RMB5,080,000 of which RMB1,524,000 shall be payable to Neptunus Bio-engineering and RMB3,556,000 shall be payable to Neptunus Yinhe. Neptunus Changjian was principally engaged in the business of purchase and sales of medicines, health supplements and food and is the holder of the licenses in relation to sales and distribution of medicine and health supplements and food. The Group is of the view that through the acquisition of Neptunus Changjian, the Group may expand its business in marketing, purchase and sales of medicines and healthcare food by utilizing the licences held by Neptunus Changjian. The acquisition was completed on 4 January 2013.

33. 財務風險管理目標及政策(續)

e) 公平值

現金及現金等價物、應收款項及其他應收款項、應付賬款及應收款項的公平值與其賬面值相若，原因為該等金額工具即時或於短期內到期。計息銀行借款、直屬母公司委託貸款及財務資助的賬面值與其公平值相若。

f) 公平值估計

下文概述估計下列金融工具的公平值所用的主要方法及假設。

i) 附息貸款及借貸

公平值以未來現金流的現值及相似金融工具現有市場息率貼現計算。

34. 業務合併

於二零一二年十二月十一日，本公司與本公司主要股東及直屬母公司深圳市海王生物工程股份有限公司(「海王生物」)及本公司同系附屬公司深圳市海王銀河醫藥投資有限公司(「海王銀河」)訂立股權轉讓協議，收購於深圳海王長健醫藥有限公司(「海王長健」)的全部權益，代價為人民幣5,080,000元，其中人民幣1,524,000元須支付給海王生物及人民幣3,556,000元須支付給海王銀河。海王長健主要從事購買及銷售藥品、保健品及食品業務，且為有關銷售及分銷藥品、保健品及食品的許可證之持有人。本集團認為，透過收購海王長健，本集團可利用海王長健所持有的許可證擴展其藥品及保健食品的市場營銷、購買及銷售業務。該收購於二零一三年一月四日完成。

Notes to the Financial Statements 財務報表附註

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34. Business Combination (Continued)

The amounts recognised as of the acquisition date for each major class of assets acquired and liabilities assumed and the corresponding carrying amounts immediately before the acquisition were as follows:

		Carrying amount 賬面值 RMB'000 人民幣千元	Fair value charge 公平值 RMB'000 人民幣千元	Amounts recognised (at fair value) 已確認金額 (按公平值) RMB'000 人民幣千元
Plant and equipment	廠房及設備	785	–	785
Deferred tax assets	遞延稅項資產	796	–	796
Intangible assets	無形資產	–	1,007	1,007
Cash and cash equivalents	現金及現金等值物	2,419	–	2,419
Trade and other receivables	應收賬款及其他應收款	16,400	–	16,400
Inventory	存貨	3,397	–	3,397
Trade and other payables	應付賬款及其他應付款項	(17,978)	–	(17,978)
Tax payables	應付稅項	(1,642)	–	(1,642)
Deferred tax liabilities	遞延稅項負債	–	(252)	(252)
Total identifiable net assets	可識別淨資產總額	<u>4,177</u>	<u>755</u>	4,932
Deemed distribution	視作分派			148
Consideration	代價			<u>5,080</u>
Consideration, satisfied in cash	以現金支付之代價			5,080
Cash and cash equivalent balances acquired	所收購之現金及現金等值物結餘			(2,419)
Net cash outflow in respect of acquisition of subsidiary	就收購附屬公司之現金流出淨額			<u>2,661</u>

On 31 December 2013, Neptunus Changjian contributed revenue and profit of RMB113,557,000 and RMB10,307,000 respectively to the revenue and profit of the Group for the year.

Had the business combination been effected on 1 January 2013, the revenue of the Group would remain the same at approximately RMB611,666,000 and the profit for the year would remain the same at approximately RMB46,998,000. The pro forma information is for illustrative purposes only and is not necessary an indication of the revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2013, nor is it intended to be a projection of future results. Acquisition related costs amounting to approximately RMB153,000 have been excluded from the consideration transferred.

34. 業務合併(續)

各主要類別所收購資產及所承擔負債於收購日期確認之金額以及緊接收購前相應賬面值如下：

		Carrying amount 賬面值 RMB'000 人民幣千元	Fair value charge 公平值 RMB'000 人民幣千元	Amounts recognised (at fair value) 已確認金額 (按公平值) RMB'000 人民幣千元
Plant and equipment	廠房及設備	785	–	785
Deferred tax assets	遞延稅項資產	796	–	796
Intangible assets	無形資產	–	1,007	1,007
Cash and cash equivalents	現金及現金等值物	2,419	–	2,419
Trade and other receivables	應收賬款及其他應收款	16,400	–	16,400
Inventory	存貨	3,397	–	3,397
Trade and other payables	應付賬款及其他應付款項	(17,978)	–	(17,978)
Tax payables	應付稅項	(1,642)	–	(1,642)
Deferred tax liabilities	遞延稅項負債	–	(252)	(252)
Total identifiable net assets	可識別淨資產總額	<u>4,177</u>	<u>755</u>	4,932
Deemed distribution	視作分派			148
Consideration	代價			<u>5,080</u>
Consideration, satisfied in cash	以現金支付之代價			5,080
Cash and cash equivalent balances acquired	所收購之現金及現金等值物結餘			(2,419)
Net cash outflow in respect of acquisition of subsidiary	就收購附屬公司之現金流出淨額			<u>2,661</u>

於二零一三年十二月三十一日，於本年度海王長健已為本集團的收入及盈利分別貢獻收入及盈利人民幣113,557,000元及人民幣10,307,000元。

倘業務收購於二零一三年一月一日生效，則本年度本集團的營業額將保持不變，約為人民幣611,666,000元，及盈利將保持不變，約為人民幣46,998,000元。備考資料僅供說明用途，並不一定表示本集團於二零一三年一月一日完成收購後其實已經取得該營業額及經營業績，也不是擬作為未來業績的預測。收購相關成本約人民幣153,000元並無計入轉讓代價。

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35. Material Related Party Transactions

During the year, the Group and the Company have the following material transactions with related parties.

- During the year ended 31 December 2013, the Group entered into certain continuing connected transactions.
- The Group had the following significant transactions with related parties during the year:

Related party transactions with the immediate parent company

Name of related parties 關連方名稱	Relationship 關係	Nature of transactions 交易性質	Note 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Shenzhen Neptunus Bio-engineering Company Limited ("Neptunus Bio-engineering") 深圳市海王生物工程股份有限公司 ("海王生物")	Immediate parent company 直屬母公司	Entrusted loans from immediate parent company 直屬母公司委託貸款	(i) (iv)	9,000	9,000
		Obtained additional entrusted loans from immediate parent company 自直屬母公司獲得額外委託貸款	(i) (iv)	-	30,000
		Accrued interest for the entrusted loan 委託貸款的應計利息	(i) (iv)	-	810
		Interest bearing financial assistance 付息財務資助	(ii) (iv)	23,000	23,000
		Obtained additional interest-bearing financial assistance from immediate parent company 自直屬母公司獲得額外付息財務資助	(ii) (iv)	27,000	30,000
		Accrued interest for the interest bearing assistance 付息資助應計利息	(ii) (iv)	2,493	590
		Acquisition of 30% equity interests of Neptunus Changjian 收購海王長健30%的股權	(iii)(iv)	1,524	-

35. 重大關連方交易

於本年度內，本集團及本公司曾與關連方進行下列重大交易。

- 於截至二零一三年十二月三十一日止年度，本集團訂立若干持續關連交易。
- 本集團於本年度內曾與關連方進行下列重大交易：

與直屬母公司進行的關連方交易

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
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35. Material Related Party Transactions (Continued)

- b) The Group had the following significant transactions with related parties during the year: (Continued)

Notes:

Entrusted loans from the immediate parent company

- i) In April 2007, the Group obtained a RMB39,000,000 interest-bearing entrusted loan from Neptunus Bio-engineering. The entrusted loan was unsecured, bore interest at 5% per annum and repayable on 5 April 2009.

On 13 December 2007, the Group obtained a RMB9,000,000 interest-bearing entrusted loan from Neptunus Bio-engineering. The entrusted loan was unsecured, bore interest at 5% per annum and repayable on 5 April 2009.

On 2 December 2008, the immediate parent company agreed to extend the repayment date of the above two entrusted loans for at least one year to 5 April 2010.

On 18 March 2010, the immediate parent company agreed to further extend the repayment dates of the entrusted loans to 5 April 2011.

On 5 April 2011, the immediate parent company further agreed to extend the repayment date of entrusted loan in the amount of RMB9,000,000 as Neptunus Bio-engineering had undertaken to the Company that it would not demand repayment of the above-mentioned shareholder's entrusted loan unless and until: (1) the repayment of such shareholder's entrusted loan would not adversely affect the operations of the Company and/or its business objectives as set out in the prospectus published by the Company on 29 August 2005 (the "Prospectus"); and (2) each of the independent non-executive directors was of the opinion that the repayment of such shareholder's entrusted loan would not adversely affect the operations of the Company and/or the implementation of its business objectives as set out in the Prospectus, and the Company would make an announcement in respect of the decision of the independent non-executive directors made under (2); and (3) the Company had a positive cash flow and had retained profits in the relevant financial year.

The interest of RMB450,000 attributable to the entrusted loan in the amount of RMB9,000,000 was waived by Neptunus Bio-engineering for both 2012 and 2013.

35. 重大關連方交易 (續)

- b) 本集團於本年度內曾與關連方進行下列重大交易：(續)

附註：

來自直屬母公司的委託貸款

- i) 於二零零七年四月，本集團自海王生物獲得附息委託貸款人民幣39,000,000元。委託貸款為無抵押、每年附息5厘及須於二零零九年四月五日償還。

於二零零七年十二月十三日，本集團自海王生物獲得附息委託貸款人民幣9,000,000元。此委託貸款為無抵押、每年附息5厘，須於二零零九年四月五日償還。

於二零零八年十二月二日，直屬母公司同意延長上述兩項委託貸款償還期最少一年至二零一零年四月五日。

於二零一零年三月十八日，直屬母公司同意進一步延長至二零一一年四月五日。

於二零一一年四月五日，由於海王生物向本公司承諾其將不會要求償還上述股東委託貸款，直屬母公司進一步同意延長委託貸款人民幣9,000,000元的償還期，除非及直至：(1)償還該股東委託貸款將不會對載於本公司於二零零五年八月二十九日刊發的招股章程(「招股章程」)的本公司營運及／或其營運目標構成不利影響；及(2)各獨立非執行董事均認為償還該股東委託貸款將不會對載於招股章程的本公司營運及／或其營運目標的實行構成不利影響，且本公司將就獨立非執行董事於第(2)項所作決定發出公告；及(3)本公司於相關財政年度錄得正現金流及保留溢利。

於二零一二年及二零一三年，委託貸款人民幣9,000,000元的應計利息人民幣450,000元皆獲海王生物豁免。

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財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

35. Material Related Party Transactions (Continued)

- b) The Group had the following significant transactions with related parties during the year: (Continued)

Notes: (Continued)

- i) (Continued)

On 25 November 2011, the Company repaid the entrusted loans in the amount of RMB39,000,000.

On 25 March 2012, the Company obtained a RMB 30,000,000 interest bearing entrusted loan from Neptunus Bio-engineering. The entrusted loan was unsecured, bore interest at 0.5% per month and repayable within one year.

On 4 September 2012, the Company repaid the entrusted loan in amount of RMB30,000,000.

- ii) The financial assistance was unsecured, bearing interest at 6.6% per annum, and repayable on demand.

On 5 September 2012, the Company obtained RMB30,000,000 interest bearing financial assistance. The financial assistance is unsecured, bearing interest at 6% per annum and repayable on 31 December 2014. In May 2013, the interest rate was increased to 6.6% per annum. In December 2012, the Company repaid the financial assistance in the amount of RMB7,000,000.

On 5 June 2013, the Group obtained another interest-bearing financial assistance of RMB27,000,000 from Neptunus Bio-engineering. The financial assistance is unsecured and bearing interest at 6.6% per annum and repayable on 4 June 2015.

As at 31 December 2013, the interest-bearing financial assistance of the Group were RMB23,000,000 and RMB27,000,000 respectively.

- iii) On 11 December 2012, the Company entered into an equity transfer agreement with Neptunus Bio-engineering, the substantial shareholder and immediate parent company of the Company and Neptunus Yinhe, a fellow subsidiary of the Company, for the acquisition of the 100% equity interests in Neptunus Changjian for a consideration of RMB5,080,000 of which RMB1,524,000 was payable to Neptunus Bio-engineering and RMB3,556,000 was payable to Neptunus Yinhe.

35. 重大關連方交易 (續)

- b) 本集團於本年度內曾與關連方進行下列重大交易：(續)

附註：(續)

- i) (續)

於二零一一年十一月二十五日，本公司已償付委託貸款金額人民幣39,000,000元。

於二零一二年三月二十五日，本公司自海王生物獲得一筆附息委託貸款人民幣30,000,000元。委託貸款為無抵押、每月附息0.5厘及須於一年內償還。

於二零一二年九月四日，本公司償還委託貸款人民幣30,000,000元。

- ii) 財務資助為無抵押、息率為每年6.6%及在要求下需償還的。

於二零一二年九月五日，本公司獲得附息財務資助人民幣30,000,000元。附息財務資助為無抵押及附息每年6厘，並須於二零一四年十二月三十一日償還。於二零一三年五月，利率上升至每年6.6%。於二零一二年十二月，本公司償還財務資助人民幣7,000,000元。

於二零一三年六月五日，本集團獲得海王生物的額外附息財務資助人民幣27,000,000元。該筆財務資助為無抵押及按年利率6.6%計息，並須於二零一五年六月四日償還。

於二零一三年十二月三十一日，本集團附息財務資助分別為人民幣23,000,000元及人民幣27,000,000元。

- iii) 於二零一二年十二月十一日，本公司與本公司主要股東及直屬母公司海王生物及本公司同系附屬公司海王銀河訂立股權轉讓協議，收購於海王長健的全部股權，代價為人民幣5,080,000元，其中人民幣1,524,000元須支付給海王生物及人民幣3,556,000元須支付給海王銀河。

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財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

35. Material Related Party Transactions (Continued)

- b) The Group had the following significant transactions with related parties during the year: (Continued)

Related party transactions with fellow subsidiaries

Name related parties 關連方名稱	Relationship 關係	Nature or transactions 交易性質	Note 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Shenzhen Neptunus Pharmaceutical Company Limited 深圳海王藥業有限公司	Fellow subsidiary 同系附屬公司	Reimbursement of water, electricity and fuel costs 水電及燃料成本發還款項	(v), (vi)	448	278
		Purchase of raw materials 購買原材料	(v), (vii)	85	304
		Purchase of finished goods 購買製成品	(v), (vii)	29,026	–
		Sales of goods 銷售貨物	(v), (vii)	2	–
		Technology Transfer 技術轉讓	(v), (xii)	6,000	–
Shenzhen Neptunus Changjian Pharmaceutical Company Limited 深圳海王長健醫藥有限公司	Fellow subsidiary 同系附屬公司	Sales of goods 銷售貨物	(vii), (x)	–	7,794
Hangzhou Neptunus Bio-engineering Company Limited 杭州海王生物工程有限公	Fellow subsidiary 同系附屬公司	Processing income 處理收入	(v), (vii)	147	436
		Purchase of finished goods 購買制成品	(v), (vii)	2,593	–
Shenzhen Neptunus Tongai Pharmaceutical Information Consulting Company Limited ("Tongai Pharmaceutical") (previously known as "Shenzhen Neptunus Tongai Pharmaceutical Manufacturing Company Limited") 深圳海王童愛醫藥信息 諮詢有限公司 (「童愛醫藥」) (前稱深圳海王童愛 製藥有限公司)	Fellow subsidiary 同系附屬公司	Rental of office and factory premises 租賃辦公室及工廠物業	(v), (xi)	–	–

35. 重大關連方交易 (續)

- b) 本集團於本年度內曾與關連方進行下列重大交易：(續)

與同系附屬公司進行的關連方交易

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

35. Material Related Party Transactions (Continued)

- b) The Group had the following significant transactions with related parties during the year: (Continued)

Related party transactions with fellow subsidiaries (Continued)

Name related parties 關連方名稱	Relationship 關係	Nature or transactions 交易性質	Note 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Zhejiang Neptunus Pharmaceutical Company Limited 浙江海王醫藥有限公司	Fellow subsidiary 同系附屬公司	Sales of goods 銷售貨物	(iv), (vii)	175	205
Shandong Neptunus Yihe Pharmaceutical Company Limited 山東海王銀河醫藥有限公司	Fellow subsidiary 同系附屬公司	Sales of goods 銷售貨物	(iv), (vii)	636	203
		Interest bearing financial assistance 附息財務資助	(iv), (ix)	–	10,000
		Accrued interest for the interest-bearing assistance 附息財務資助應計利息		–	430
Shenzhen Neptunus Jiankang Technology Development Company Ltd 深圳市海王健康科技發展 有限公司	Fellow subsidiary 同系附屬公司	Commission income 佣金收入	(v), (viii)	1,531	663
		Purchase of finished goods 購買制成品	(v), (vii)	8,400	–
Shenzhen Neptunus Yinhe Pharmaceutical Investment Company Limited 深圳市海王銀河醫藥投資 有限公司	Fellow subsidiary 同系附屬公司	Acquisition of 70% equity interests of Neptunus Changjian 收購海王長健70%的股權	(iii), (iv)	3,556	–
Anhui Neptunus Yinhe Pharmaceutical Company Limited 安徽海王銀河醫藥有限公司	Fellow subsidiary 同系附屬公司	Sales of goods 銷售貨物	(iv), (vii)	8	–

35. 重大關連方交易 (續)

- b) 本集團於本年度內曾與關連方進行下列重大交易：(續)

與同系附屬公司進行的關連方交易 (續)

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
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35. Material Related Party Transactions (Continued)

- b) The Group had the following significant transactions with related parties during the year: (Continued)

Related party transactions with fellow subsidiaries (Continued)

Name related parties 關連方名稱	Relationship 關係	Nature or transactions 交易性質	Note 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Jiamusi Neptunus Pharmaceutical Company Limited 佳木斯海王醫藥有限公司	Fellow subsidiary 同系附屬公司	Sales of goods 銷售貨物	(iv), (vii)	33	–
Henan Neptunus Yinhe Pharmaceutical Company Limited 河南海王銀河醫藥有限公司	Fellow subsidiary 同系附屬公司	Sales of goods 銷售貨物	(iv), (vii)	8	–
Hubei Neptunus Pharmaceutical Company Limited 湖北海王醫藥有限公司	Fellow subsidiary 同系附屬公司	Sales of goods 銷售貨物	(iv), (vii)	50	–
Liaoyuan Neptunus Yinhe Pharmaceutical Company Limited 遼源海王銀河醫藥有限公司	Fellow subsidiary 同系附屬公司	Sales of goods 銷售貨物	(iv), (vii)	15	–

35. 重大關連方交易 (續)

- b) 本集團於本年度內曾與關連方進行下列重大交易：(續)

與同系附屬公司進行的關連方交易 (續)

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
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35. Material Related Party Transactions (Continued)

- b) The Group had the following significant transactions with related parties during the year: (Continued)

Related party transactions with fellow subsidiaries (Continued)

Notes:

- iv) The ultimate controlling parent company of these related parties is also the ultimate controlling parent company of the Group.
- v) The ultimate controlling parent company of these related parties is also the ultimate controlling parent company of the Group. The director of the Company, Mr. Zhang Feng is also a director of these related parties.
- vi) The reimbursement of water, electricity and fuel costs was based on pre-agreed rates with reference to the Group's production activities.
- vii) The purchases, sales and processing income received were transacted in the normal course of business on the same terms as those charged to and contracted with other third party suppliers and customers respectively.
- viii) On 16 October 2012, the Company entered into a 2 years distribution agreement with Shenzhen Neptunus Jiankang Technology Development Company limited. The commission income derived by distribution of food products and healthcare food products were made in ordinary course of business and at the terms agreed by both parties.
- ix) On 17 April 2012, the Group obtained RMB10,000,000 interest-bearing financial assistance. The financial assistance is unsecured, bearing interest at 6% per annum. The Group repaid the interest-bearing financial assistance on 9 January 2013.

35. 重大關連方交易 (續)

- b) 本集團於本年度內曾與關連方進行下列重大交易：(續)

與同系附屬公司進行的關連方交易 (續)

附註：

- iv) 此等關連方的最終控股母公司亦為本集團的最終控股母公司。
- v) 此等關連方的最終控股母公司亦為本集團的最終控股母公司。本公司董事張鋒先生亦為此等關連方的董事。
- vi) 水電及燃料成本發還款項乃參考本集團的生產活動後，按預先協議的價格釐定。
- vii) 已收到的購買、銷售及處理收入乃於一般業務過程中，按與其他第三方供應商及客戶所訂立的收取及訂約相同的條款進行。
- viii) 於二零一二年十月十六日，本公司與深圳市海王健康科技發展有限公司訂立代銷協議，為期兩年。來自代銷食品及保健食品的佣金收入於日常業務過程中進行，條款乃經雙方同意。
- ix) 於二零一二年四月十七日，本集團獲得人民幣10,000,000元的附息財務資助。該附息財務資助為無抵押，年息率為6%。本集團於二零一三年一月九日償還附息財務資助。

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財務報表附註

For the year ended 31 December 2013
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35. Material Related Party Transactions (Continued)

- b) The Group had the following significant transactions with related parties during the year: (Continued)

Related party transactions with fellow subsidiaries (Continued)

Notes: (Continued)

- x) The acquisition of 100% equity interests in Neptunus Changjian was completed and ceased to be fellow subsidiary on 4 January 2013.
- xi) Tongai Pharmaceutical leased office premises to the Company. The rental of office and factory premises was charged at pre-agreed rates with reference to market rates. The rental of approximately RMB268,000 attributable to 2013 and 2012 was waived by Tongai Pharmaceutical.
- xii) On 9 April 2013, Jiangsu Neptunus entered into the Technology Transfer Agreement with Neptunus Pharmaceutical for the acquisition of "approval for recombinant human thymosin α 1 clinical research" and related technology for a consideration of RMB13,000,000. The consideration will be paid by four installments, the first and second of which amounting to RMB6,000,000 have been paid by Jiangsu Neptunus pursuant to the agreement and progress of clinical trial.

Related party transactions with related party

Name related parties 關連方名稱	Relationship 關係	Nature or transactions 交易性質	Note 附註	2013 二零一三年	2012 二零一二年
Shenzhen Nepstar Pharmaceutical Company Limited ("Nepstar Pharmaceutical") 深圳市海王星辰醫藥有限公司 ([「星辰醫藥」])	Related company 關連公司	Sales of goods 銷售貨物	(vii), (xiii)	19,174	5,817
		Marketing fee 營銷費用	(xiii), (xiv)	718	-

Notes:

- xiii) The director of the immediate parent company, Mr. Zhang Si Min is also the director of the related party. The income received were transacted in the normal course of business on the same terms, as those charged to and contracted with other third party customers.
- xiv) The marketing fees were based on pre-agreed rates with reference to the volume of purchase of goods from the Group.

35. 重大關連方交易 (續)

- b) 本集團於本年度內曾與關連方進行下列重大交易：(續)

與同系附屬公司進行的關連方交易 (續)

附註：(續)

- x) 收購海王長健 100% 股權已告完成，並於二零一三年一月四日不再為同系附屬公司。
- xi) 童愛醫藥向本公司出租辦公物業。辦公室及廠房物業經參考市場租金率後按先前協定的租金率收費。歸屬於二零一三年及二零一二年約人民幣 268,000 元的租金獲童愛醫藥免除。
- xii) 於二零一三年四月九日，江蘇海王與海王藥業訂立收購「重組人胸腺肽 α 1 臨床批件」及其技術訂立技術轉讓協議，代價為人民幣 13,000,000 元。代價共分四期支付，按協議約定及臨床試驗進度，江蘇海王已經支付第一期及第二期代價共計人民幣 6,000,000 元。

與關連方進行關連交易

附註：

- xiii) 直接母公司董事張思民先生亦為關連方的法定代表。已收到的收入乃於一般業務過程中，按與其他第三方客戶所訂立的收取及訂約相同的條款進行。
- xiv) 營銷費用乃經參考來自本集團的貨品採購量後，按先前協定的費率計算。

Notes to the Financial Statements 財務報表附註

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35. Material Related Party Transactions (Continued)

c) Financing arrangements

35. 重大關連方交易(續)

c) 融資安排

		The Group 本集團				The Company 本公司			
		Amounts due to related parties 應付關連方金額		Related interest expenses 相關利息開支		Amounts due to related parties 應付關連方金額		Related interest expenses 相關利息開支	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Entrusted loans from the immediate parent company	直屬母公司委託貸款	9,000	9,000	-	810	9,000	9,000	-	810
Interest-bearing financial assistance from the immediate parent company	直屬母公司的附息財務資助	50,000	23,000	2,493	590	23,000	23,000	1,475	590
Interest-bearing financial assistance from a fellow subsidiary	同系附屬公司的附息財務資助	-	10,000	-	430	-	-	-	-

Notes to the Financial Statements 財務報表附註

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35. Material Related Party Transactions (Continued)

c) Financing arrangements (Continued)

Details of the terms and conditions of the entrusted loans from the immediate parent company are disclosed in note 27.

The interest-bearing financial assistance from the immediate parent company is unsecured and bearing interest at 6.6% (2012: 6%) per annum. The amount of RMB23,000,000 and RMB27,000,000 is repayable on 31 December 2014 and 4 June 2015 respectively.

The interest-bearing financial assistance from a fellow subsidiary is unsecured, bearing interest at 6% per annum and repayable on demand. The Group repaid the interest-bearing financial assistance on 9 January 2013.

On 26 March 2012, the immediate parent company of the Group agreed to provide additional entrusted loan of RMB30,000,000, the entrusted loan was unsecured, bearing interest at 0.5% per month and was fully repaid on 4 September 2012.

35. 重大關連方交易 (續)

c) 融資安排 (續)

直屬母公司委託貸款的條款及細則詳情於附註27中披露。

來自直屬母公司的附息財務資助為無抵押且年息率為6.6% (二零一二年: 6%)。金額為人民幣23,000,000元及人民幣27,000,000元的款項將分別於二零一四年十二月三十一日及二零一五年六月四日償還。

來自同系附屬公司的附息財務資助為無抵押，年息率為6%且應在要求下償還。本集團於二零一三年一月九日償還了財務資助。

於二零一二年三月二十六日，本集團直屬母公司同意提供人民幣30,000,000元的額外委託貸款。該委託貸款為無抵押及每月附息0.5厘，並已於二零一二年九月四日悉數償付。

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35. Material Related Party Transactions (Continued)

d) Outstanding balances with related parties

35. 重大關連方交易(續)

d) 尚未清償的關連方結餘

		The Group 本集團			
		Amounts owed by related parties as at 31 December 應收關連方款項 於十二月三十一日		Amounts owed to related parties as at 31 December 應付關連方款項 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Entrusted loans from the immediate parent company	直屬母公司委託貸款	-	-	9,000	9,000
Amount due from/to the immediate parent company	應收或應付直屬母公司款項	2,070	22	13,712	16,232
Financial assistance from the immediate parent company	直屬母公司財務資助	-	-	50,000	23,000
Amount due from/to fellow subsidiaries:	應收/應付同系附屬公司款項:				
Neptunus Pharmaceutical	海王藥業	-	-	8,260	334
Zhejiang Neptunus Pharmaceutical Company Limited	浙江海王醫藥有限公司	89	49	-	-
Shenzhen Neptunus Changjian Pharmaceutical Company Limited	深圳海王長健醫藥有限公司	-	2,830	-	-
Shenzhen Neptunus Jiankang Technology Development Company Limited	深圳市海王健康科技發展有限公司	-	-	7,315	2,534
Shandong Neptunus Yihe Pharmaceutical Company Limited	山東銀河海王醫藥有限公司	19	-	430	10,430
Hangzhou Neptunus Bio-engineering Company Limited	杭州海王生物工程有限公司	-	-	1,374	-
		108	2,879	17,379	13,298
Amounts due from related companies:	應收關連公司款項:				
Nepstar Pharmaceutical Company Limited	星辰醫藥	12,502	1,130	-	-
		14,680	4,031	90,091	61,530

Apart from the entrusted loans and financial assistance from the immediate parent company, the balances with these related companies are unsecured, interest-free and repayable on demand.

Details of the terms and conditions of the entrusted loans from the immediate parent company are disclosed in note 27.

除直屬母公司委託借款及財務援助外，與關聯公司的結餘為無抵押、免息及於一年內償還。

直屬母公司委託借款的條款及條件詳情披露於附註27。

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35. Material Related Party Transactions (Continued)

- d) Outstanding balances with related parties (Continued)
The interest-bearing financial assistance from the immediate parent company is unsecured, bearing interest at 6.6% (2012: 6%) per annum. The amount of RMB23,000,000 and RMB27,000,000 is repayable on 31 December 2014 and 4 June 2015 respectively.

35. 重大關連方交易 (續)

- d) 尚未清償的關連方結餘 (續)
直屬母公司無抵押、按每年6.6% (二零一二年: 6%) 計息。金額為人民幣23,000,000元及人民幣27,000,000元的款項將分別於二零一四年十二月三十一日及二零一五年六月四日償還。

		The Company 本公司			
		Amounts owed by related parties as at 31 December 應收關連方款項 於十二月三十一日		Amounts owed to related parties as at 31 December 應付關連方款項 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Entrusted loans from the immediate parent company	直屬母公司委託貸款	-	-	9,000	9,000
Amount due to the immediate parent company: Neptunus Bio-engineering	應付直屬母公司款項: 海王生物財務資助	-	-	383	2,902
Financial assistance from Neptunus Bio-engineering		-	-	23,000	23,000
		-	-	23,383	25,902
Amount due from a subsidiary: Ascendent Bio-technology Company Limited	應收/應付附屬公司款項: 艾斯特生物科技股份有限公司	69	61	-	-
Jiangsu Neptunus	江蘇海王	5,775	7,319	-	-
Neptunus Fuyao	海王福藥	71,775	51,855	-	-
Shenzhen Neptunus Changjian Pharmaceutical Company Limited	深圳海王長健醫藥有限公司	1,198	-	-	-
		78,817	59,235	-	-
Amount due from/to fellow subsidiaries: Neptunus Pharmaceutical	應收/應付同系附屬公司款項: 海王藥業	-	-	448	278
Shenzhen Neptunus Jiankang Technology Development Company Limited	深圳市海王健康科技發展有限公司	-	-	-	2,535
Shenzhen Neptunus Changjian Pharmaceutical Company Limited	深圳海王長健醫藥有限公司	-	28	-	-
		-	28	448	2,813
		78,817	59,263	32,831	37,715

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For the year ended 31 December 2013
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35. Material Related Party Transactions (Continued)

- d) Outstanding balances with related parties (Continued)
Apart from the entrusted loans and financial assistance from the immediate parent company, the balances with these related companies are unsecured, interest-free and repayable on demand.

Details of the terms and conditions of the entrusted loans from the immediate parent company are disclosed in note 27.

The interest-bearing financial assistance from the immediate parent company is unsecured, bearing interest at 6.6% (2012: 6%) per annum and repayable on 31 December 2014.

- e) Key management personnel emoluments
Emoluments for key management personnel of the Group including amounts paid to the Company's directors as disclosed in note 7 and certain of the highest paid employees as disclosed in note 8 are as follows:

Total emoluments are included in "staff costs" (see note 5(b)).

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	2,935	2,891
Retirement scheme contributions	退休金供款	313	135
		3,248	3,026

- f) The related party transactions in respect of (b) and (c) above constitute connected transactions or continuing connected transactions as defined in Chapter 20 of the GEM Listing Rules. The disclosures requirement under Chapter 20 of the GEM Listing Rules has been complied with a the details can be found in the Reports of the Directors.

35. 重大關連方交易 (續)

- d) 尚未清償的關連方結餘 (續)
除直屬母公司委託貸款及財務資助外，與關連公司的結餘為無抵押、免息及須按要求償還。

直屬母公司委託貸款的條款及條件詳情披露於附註27。

直屬母公司附息財務資助為無抵押、按每年6.6% (二零一二年：6%) 計息並須於二零一四年十二月三十一日償還。

- e) 主要管理層人員酬金
本集團主要管理層人員酬金包括支付予本公司董事的金額 (於附註7中披露) 及支付予若干最高薪酬僱員的金額 (於附註8中披露) 如下：

總酬金包括於「員工成本」(見附註5(b)) 內。

- f) 有關上述(b)及(c)的關連方交易構成關連交易或創業板上市規則第20章所界定的持續關連交易。該披露已遵守創業板上市規則第20章的規定且詳情載於董事會報告。

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For the year ended 31 December 2013
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36. Commitments

- a) Capital commitments outstanding at 31 December 2013 authorised and not provided for in the financial statements were as follows:

36. 承擔

- a) 以下於二零一三年十二月三十一日未變現的資本承擔並未於財務表作出撥備：

		The Group 本集團		The Company 本公司	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備				
Contracted for, but not provided for:	已訂約但未撥備：				
Property, plant and equipment	物業、廠房及設備	18,631	10,497	3,000	4,518
Acquisition of 100% equity interest of Netpunnus Changjian	收購海王長健全部股本權益	-	5,080	-	5,080
		18,631	15,577	3,000	9,598
Authorised, but not contracted for:	已批准但未訂約：				
Land	土地	18,890	18,890	-	-
		37,521	34,467	3,000	9,598
Intangible assets	無形資產				
Contracted for, but not provided for:	已訂約但未撥備：				
Technical know-how, net of deposits	專有技術（扣除按金）	2,992	1,300	1,300	1,300
Acquisition of intangible asset	收購無形資產	7,000	-	-	-
Authorised, but not contracted for:	已訂批准但未訂約：				
Acquisition of intangible assets	收購無形資產	-	13,000	-	13,000
		9,992	14,300	1,300	14,300
		47,513	48,767	4,300	23,898

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36. Commitments (Continued)

- b) At 31 December 2013, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		The Group 本集團	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Within 1 year	於一年內	4,585	4,068
After 1 year but within 5 years	一年後但於五年內	8,860	12,449
		13,445	16,517

The Group as lessee leases office premises under operating leases arrangements. Leases for the office premises are negotiated for one to five years term. None of the leases includes contingent rental.

37. Immediate and Ultimate Controlling Parent Company

At 31 December 2013, the directors consider the immediate and ultimate controlling parent company of the Group to be Shenzhen Neptunus Bio-engineering Co., Ltd. and Shenzhen Neptunus Group Co., Ltd. respectively, which are incorporated in the PRC. Shenzhen Neptunus Bio-engineering Co., Ltd. produces consolidated financial statements for public use.

36. 承擔 (續)

- b) 於二零一三年十二月三十一日，根據不可撤回經營租約的未來最低租賃款總額如下：

		The Group 本集團		The Company 本公司	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Within 1 year	於一年內	4,585	4,068	312	307
After 1 year but within 5 years	一年後但於五年內	8,860	12,449	-	-
		13,445	16,517	312	307

本集團根據經營租賃安排租用若干辦公室。辦公室的租約年期經協商為一至五年。該等租賃並不包含或然租金。

37. 直屬及最終控股母公司

於二零一三年十二月三十一日，董事認為本集團直屬母公司及最終控股母公司分別為深圳市海王生物工程股份有限公司及深圳市海王集團股份有限公司，兩間公司均於中國註冊成立。深圳市海王生物工程股份有限公司製作綜合賬目作公眾用途。

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38. Subsequent Events

ENTERING INTO A COOPERATION AGREEMENT (THE "COOPERATION AGREEMENT")

On 8 January 2014, Jiangsu Neptunus, the subsidiary of the Company, entered into the cooperation agreement with a non-related third party (the "Partner") in relation to the establishment of a joint venture company (the "JV Company"). The development direction of the JV Company includes, among others, utilizing the established preparation technique of fluorescent quantum dots labeled biological probes using metal cadmium sulfide and selenide as core, which is developed by the Partner, to carry out research and development of in-vitro diagnostic reagent and achieve industrialization.

On 26 January 2014, Jiangsu Neptunus established a wholly-owned company by a cash contribution of RMB3,000,000 to carry out the preparation work of the industrialization of in-vitro diagnostic reagent (the "IVD Reagent").

Upon the IVD Reagent developed by the wholly-owned company meeting the conditions of industrialization, the wholly-owned company will be transformed into the JV Company by increasing its registered capital to RMB10,000,000, of which Jiangsu Neptunus will make additional cash contribution of RMB2,100,000 and its accumulated contribution will represent 51% equity interest in the JV Company, while the Partner will hold 49% equity interest by a capital contribution of RMB4,900,000 in the form of patents or proprietary technology in respect of the abovementioned IVD Reagent which met the conditions of industrialization.

38. 期後事項

簽訂合作協議(「合作協議」)

於二零一四年一月八日，本公司附屬公司江蘇海王與非關連第三方(「合作方」)就成立合資公司(「合資公司」)簽訂合作協議。合資公司發展方向包括但不限於利用合作方成熟的以金屬鎘的硫化物、硒化物為核的螢光量子點生物探針製備技術進行體外診斷試劑的研發，並達到產業化條件。

於二零一四年一月二十六日，江蘇海王以現金出資人民幣3,000,000元，成立獨資公司，進行基於金屬鎘的硫化物、硒化物為核的螢光量子點生物探針的體外診斷試劑(「體外診斷試劑」)產業化的準備工作。

在獨資公司開發的體外診斷試劑符合產業化條件後，獨資公司將轉變為合資公司，註冊資本將增加至人民幣10,000,000元，其中江蘇海王再次以現金出資人民幣2,100,000元，累計出資佔合資公司51%的股權，合作方則以上述開發的符合產業化條件的體外診斷試劑相關專利或專有技術出資，作價人民幣4,900,000元，佔合資公司49%的股權。

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39. Accounting Estimates and Judgements

a) Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimated uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

i) Impairment of property, plant and equipment, prepaid lease payments and deposits for acquisition of land and property, plant and equipments

The recoverable amount of an asset is the higher of its fair value less cost to sell and its 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, which requires significant judgement relating to the level of revenue and the amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and operating costs. Changes in these estimates could have a significant impact on the carrying amounts of the assets and could result in additional impairment charge or reversal of impairment in future periods. The carrying amount of the property, plant and equipment, prepaid lease payments, deposits for acquisition of land and deposit for acquisition of property, plant and equipments as at the end of the reporting period are approximately RMB184,790,000, RMB67,159,000, RMB17,330,000 and RMB11,570,000 respectively.

ii) Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives, after taking into account the estimated residual value. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recovered 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.

39. 重要會計估計及判斷

a) 估計的不確定因素的主要來源

以下為就呈報期結束時估計的不確定因素的未來及其他主要來源作出若干重要假設，有關假設可能帶有導致於未來財政年度對資產及負債賬面值作出重大調整的重大風險，討論如下。

i) 物業、廠房及設備、預付租賃款項以及收購土地、物業、廠房及設備按金的減值

資產的可收回金額是其公平值減銷售成本和使用價值的較高者。在估計使用價值時，乃將預計未來現金流折現至其現時價值，使用的折扣率為可反映現時市場評估的貨幣時值及該資產特定之風險值之稅前折扣率，並需要對收入水準和經營成本作出重大判斷。本集團利用所有現有的資料對可收回金額作合理的估算，包括合理和可支持的假設以及收入和經營成本的推算。估計金額的變動可能對資產的賬面值產生重大的影響，並可能導致在未來期間計提額外的減值損失或沖回已計提的減值損失。呈報期結算日的物業、廠房及設備、預付租賃款項及收購土地的按金及收購物業、廠房及設備的按金的賬面值約為人民幣184,790,000元、人民幣67,159,000元、人民幣17,330,000元及人民幣11,570,000元。

ii) 物業、廠房及設備折舊

物業、廠房及設備經考慮估計殘值後於資產的估計可使用年期內按直線基準折舊。為釐定於任何報告期間須記錄的折舊開支金額，本集團定期對資產的可使用年期進行評核。可使用年期以本集團對類似資產的過往經驗為基準，並已考慮預計技術革新變動。倘先前估計有重大變動，未來期間的折舊開支會作調整。

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39. Accounting Estimates and Judgements (Continued)

a) Key sources of estimation uncertainty (Continued)

iii) Impairment of receivables

The Group maintains impairment allowance for doubtful debts based on an evaluation of the recoverability of trade and other receivables, where applicable, at the end of each reporting period. The estimates are based on the ageing of the trade and other receivables balances and the historical write-off experience, net of recoveries. If the financial condition of the debtors were to deteriorate, additional impairment allowance may be required. The carrying amount as at the end of the reporting period is approximately RMB109,349,000.

iv) Write-down of inventories

The Group determines the write-down for obsolescence of inventories. Those estimates are made with reference to aged inventories analyses, projections of expected future saleability of the goods and management experience and judgement. Based on this review, a write-down of inventories will be made when the carrying amounts of inventories decline below their estimated net realisable value. Due to changes in market conditions, actual saleability of goods may be different from estimation and profit or loss could be affected by differences in the estimation.

v) Capitalised development expenditure

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. In the development phase of an internal project, the Group has to exercise judgement to identify an intangible asset and demonstrate that the asset will generate probable future economic benefits. To demonstrate how an intangible asset will generate probable future economic benefits, the Group assesses the future economic benefits to be received from the asset. If the asset will generate economic benefits only in combination with other assets, the Group applies the concept of cash-generating units.

39. 重要會計估計及判斷(續)

a) 估計的不確定因素的主要來源(續)

iii) 應收款項減值

於各呈報期結束時，本集團根據應收款項賬及其他應收款項的可收回機會率的估計，維持呆賬減值備抵(倘適用)。有關估計乃根據應收款項賬及其他應收款項結餘的賬齡及歷史對銷記錄扣除可收回金額計算。倘欠債人的財務狀況變壞，可能須要作出額外的減值備抵。呈報期結算日的賬面值約為人民幣109,349,000元。

iv) 撇減存貨

本集團會釐定陳舊存貨的撇減。此等估計乃參考存貨賬齡分析、預期未來貨品的銷售情況及管理層的經驗及判斷而作出。根據此審閱，倘存貨的賬面值跌至低於其估計可變現淨值，則本集團會撇減存貨的價值。鑑於市況可能發生變動，實際貨品銷售的情況可能與估計有所不同，而此估計的差異可能影響損益。

v) 資本化開發支出

新產品開發項目所產生的開支，只會於以下情況下方撥充資本及予以遞延：本集團能證明完成無形資產以供使用或出售在技術上可行、本公司有意完成該項資產，並有能力使用或出售該項資產、該項資產如何產生未來經濟利益、具備的資源足以完成有關項目，以及於開發時能可靠地計量支出。於內部項目開發階段，本集團須就識別無形資產作出判斷，證明該項資產將有可能產生未來經濟利益。為證明無形資產將如何可能產生未來經濟利益，本集團評估該項資產將獲得的未來經濟利益。如果該項資產僅在與其他資產一起的情況下產生經濟利益，則本集團應用現金產生單位的概念。

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39. Accounting Estimates and Judgements (Continued)

a) Key sources of estimation uncertainty (Continued)

vi) Impairment of intangible assets

The Group performs annual test on whether there has been impairment of intangible assets in accordance with the accounting policy stated in note 1(j)(ii). The recoverable amounts of cash-generating units are determined based on value in-use calculations. These calculations require the use of estimates and assumptions made by management on the future operation of the business, pre-tax discount rate, and other assumptions underlying the value-in-use calculations. The carrying amount as at the end of reporting period is approximately RMB140,247,000.

vii) Amortisation of intangible assets

Intangible assets are amortised on a straight-line basis over their estimated useful lives. The determination of the useful lives involves management's estimation. The Group reassesses the useful life of the intangible assets and if the expectation differs from the original estimate, such a difference may impact the amortisation in the year and the estimate will be changed in the future period.

viii) Income taxes

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 utilized, 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. The carrying amount of deferred tax assets and deferred tax liabilities as at the end of the reporting period are approximately RMB1,491,000 and RMB21,215,000 respectively.

39. 重要會計估計及判斷(續)

a) 估計的不確定因素的主要來源(續)

vi) 無形資產減值

根據載於附註1(j)(ii)的會計政策，本集團每年對無形資產有否減值進行測試。可回收的現金產生單位金額按現使用價值計算法釐定。該計算方法需要運用管理層對未來業務營運所作出的估計及假設、除稅前貼現率，以及與現使用價值計算法相關的各項其他假設。呈報期結算日的賬面值約為人民幣140,247,000元。

vii) 無形資產攤銷

無形資產按直線法基準於其估計可使用年限計提攤銷。釐定可使用年限涉及管理層的估計。本集團重估無形資產的可使用年限，倘預計年期有別於原估計年期，有關差別可能影響該年攤銷額，而該項估計於未來期間將予變更。

viii) 所得稅

釐定所得稅撥備涉及對若干交易的未來稅務處理作出的調整。本集團審慎評估交易的稅務影響並相應計提稅項撥備。本集團會就該等交易的稅務處理作定期評估，以計及稅務法例的所有變動。未用稅務虧損及可扣稅暫時差額均確認為遞延稅項資產。由於這些遞延稅項資產只限在足夠的應課稅溢利可用作抵銷未用稅務抵免時才會確認，管理層的評估不斷覆核，如果很可能出現應課稅溢利足以彌補遞延稅項資產，則會確認額外的遞延稅項資產。於報告期末，遞延稅項資產及遞延稅項負債的賬面值分別約為人民幣1,491,000元及人民幣21,215,000元。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

39. Accounting Estimates and Judgements (Continued)

b) Critical accounting judgements in applying the Group's accounting policies

In determining the carrying amounts of some assets and liabilities, the Group makes assumptions for the effects of uncertain future events on those assets and liabilities at the end of the reporting period. These estimates involve assumptions about such items as cash flows and discount rates used. The Group's estimates and assumptions are based on historical experience and expectations of future events and are reviewed periodically. In addition to assumptions and estimations of future events, judgements are also made during the process of applying the Group's accounting policies.

39. 重要會計估計及判斷(續)

b) 採納本集團會計政策的重要會計判斷

在釐定其他資產和負債的賬面金額時，本集團就不確定的未來事件對於呈報期結束日該等資產和負債的影響作出了假設。該等估計涉及有關所動用的現金流量或貼現率等項目的假設，本集團根據過去的經驗和對未來事件的預計作出估計和假設，並定期審閱。除對未來事件的假設和估計外，本集團採用會計政策時還有需要作出判斷。

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For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

40. 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 HKICPA has issued the following 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.

Amendments to HKFRSs	Annual improvements to HKFRSs 2010-2012 cycle ²
Amendments to HKFRSs	Annual improvements to HKFRSs 2011-2013 cycle ²
HKFRS 9	Financial instruments ³
HKFRS 14	Regulatory Deferral Accounts ⁴
Amendments to HKFRS 9 and HKFRS 7	Mandatory effective date of HKFRS 9 and transition disclosures ³
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment entities ¹
Amendments to HKAS 19	Defined benefit plans: Employee contribution ²
Amendments to HKAS 32	Offsetting financial assets and financial liabilities ¹
Amendments to HKAS 39	Novation of derivatives and continuation of hedge accounting ¹
HK (IFRIC)-Int 21	Levies ¹

40. 截至二零一三年十二月三十一日止年度已頒佈但尚未生效的修訂、新訂準則及詮釋的潛在影響

直至本財務報表日期，香港會計師公會已頒佈以下於截至二零一三年十二月三十一日止年度尚未生效的修訂、新訂準則及詮釋。

香港財務報告準則 (修訂本)	香港財務報告準則二零一零年至二零一二年週期之年度改進 ²
香港財務報告準則 (修訂本)	香港財務報告準則二零一一年至二零一三年週期之年度改進 ²
香港財務報告準則第9號	財務工具 ³
香港財務報告準則第14號	監管遞延賬目 ⁴
香港財務報告準則第9號及香港財務報告準則第7號 (修訂本)	香港財務報告準則第9號之強制生效日期及過渡披露事項 ³
香港財務報告準則第12號及香港會計準則第27號 (修訂本)	投資實體 ¹
香港會計準則第19號 (修訂本)	界定福利計劃：僱員供款 ²
香港會計準則第32號 (修訂本)	金融資產和金融負債之抵銷 ¹
香港會計準則第39號 (修訂本)	衍生工具的更替及對衝會計的延續 ¹
香港 (國際財務報告詮釋委員會) – 詮釋第21號	徵費 ¹

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2013
截至二零一三年十二月三十一日止年度

40. Possible Impact of Amendments, New Standards and Interpretations Issued but not yet effective for the Year ended 31 December 2013 (Continued)

- ¹ Effective for annual periods beginning on or after 1 January 2014.
- ² Effective for annual periods beginning on or after 1 July 2014.
- ³ Available for application – the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised.
- ⁴ Effective for first annual HKFRS financial statements beginning on or after 1 January 2016.

The Group is in the process of making an assessment of what the impact of these new and revised HKFRSs 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.

40. 截至二零一三年十二月三十一日止年度已頒佈但尚未生效的修訂、新訂準則及詮釋的潛在影響(續)

- ¹ 於二零一四年一月一日或之後開始的年度期間生效
- ² 於二零一四年七月一日或之後開始的年度期間生效
- ³ 可供應用 – 強制性生效日期將於香港財務報告準則第9號的尚待確實階段落實後釐定。
- ⁴ 就二零一六年一月一日或之後開始之首份年度香港財務報告準則財務報表生效。

本集團正在評估該等新訂及修訂香港財務報告準則於初步採用期間預期將產生的影響。到目前為止，本集團得出如下結論：其未能確定其採納對綜合財務報表會否產生重大影響。

Five Year Financial Summary

五年財務摘要

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements' is set out below.

下文載列本集團過去五個財政年度的業績及資產與負債摘要，乃摘錄自己公佈經審核財務報表。

		Year ended 31 December 截至十二月三十一日止年度				
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
RESULTS	業績					
TURNOVER	營業額	611,666	530,458	474,652	38,256	3,696
Cost of sales	銷售成本	(360,504)	(334,960)	(309,811)	(25,876)	(2,719)
Gross profit	毛利	251,162	195,498	164,841	12,380	977
Other revenue	其他收入	6,051	11,371	9,973	8,361	712
Other net income	其他收入淨額	1,196	625	22,853	28,859	6,344
Selling and distribution costs	銷售及分銷開支	(101,640)	(75,743)	(63,772)	(7,232)	(1,157)
Administrative expenses	行政開支	(59,039)	(48,253)	(56,460)	(37,200)	(25,166)
Other operating expenses	其他經營開支	(46,478)	(36,305)	(20,853)	(20,350)	(7,523)
Profit/(Loss) from operations	經營溢利/(虧損)	51,252	47,193	56,582	(15,182)	(25,813)
Finance costs	財務費用	(7,684)	(6,590)	(14,084)	(15,330)	(11,663)
PROFIT/(LOSS) BEFORE TAXATION	除稅前溢利/(虧損)	43,568	40,603	42,498	(30,512)	(37,476)
Income Tax	所得稅	3,430	(4,525)	(13,045)	131	–
PROFIT/(LOSS) FOR THE YEAR	本年度溢利/(虧損)	46,998	36,078	29,453	(30,381)	(37,476)
ATTRIBUTABLE TO:	以下應佔：					
OWNERS OF THE COMPANY	本公司擁有人	35,855	24,298	21,686	(30,104)	(37,476)
NON-CONTROLLING INTERESTS	非控股權益	11,143	11,780	7,767	(277)	–
		46,998	36,078	29,453	(30,381)	(37,476)

Five Year Financial Summary 五年財務摘要

Year ended 31 December

截至十二月三十一日止年度

		2013	2012	2011	2010	2009
		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
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
ASSETS AND LIABILITIES	資產與負債					
TOTAL ASSETS	總資產	914,109	870,736	761,317	985,700	343,426
TOTAL LIABILITIES	總負債	(353,505)	(352,382)	(275,041)	(529,832)	(310,075)
		560,604	518,354	486,276	455,868	33,351

Group Property 集團物業

PROPERTY IN PRC

在中國的物業

Location 地址	Intended use 用途	Site area (sq.m) (平方米)	Gross floor area (sq.m) (平方米)	Group's interest (%) 百分比
Kuiqi Village, Gushan Town, Jin'an District Fuzhou City Fujian Province The PRC	Industrial	166,109.5	58,434.74	100
中國福建省福州市 晉安區鼓山鎮魁岐村	工業	166,109.5	58,434.74	100



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