



山東晨鳴紙業集團股份有限公司

SHANDONG CHENMING PAPER HOLDINGS LIMITED*

(a joint stock company incorporated in the People's Republic of China with limited liability)
(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: 1812

09

ANNUAL 年度
REPORT 報告



IMPORTANT:

The board of directors (the "Board"), the supervisory committee (the "Supervisory Committee") and the directors (the "Directors"), supervisors (the "Supervisors") and senior management (the "Senior Management") of the Company hereby warrant that there are no false representations, misleading statements or material omissions contained in this report (the "Report"), and jointly and severally accept full responsibility for the truthfulness, accuracy and completeness of its contents. This Report has been prepared in both Chinese and English. For any discrepancies, the Chinese version shall prevail except section XII.

None of Directors, Supervisors and the Senior Management are unable to guarantee the truthfulness, accuracy and completeness of the annual report or disagree with the content of the annual report.

Chen Hongguo, the chairman of the Company, Wang Chunfang, the financial controller of the Company and Li Dong, the head of the financial department, declare that they guarantee the truthfulness and completeness of the financial statements of the 2009 Annual Report.

Definitions: "Company", "the Company", and "Chenming Paper", "us", and "we" refer to Shandong Chenming Paper Holdings Limited, and the Company and its subsidiaries are collectively referred to as "the Group" in this report, unless otherwise specified.

重要提示：

本公司董事會、監事會及董事、監事、高級管理人員保證本報告所載資料不存在任何虛假記載、誤導性陳述或者重大遺漏，並對其內容的真實性、準確性和完整性承擔個別及連帶責任。本報告分別以中、英文編製，在對中外文本的理解上發生歧義時，以中文文本為準。（第十二節以英文為準）

沒有董事、監事、高級管理人員聲明對本年度報告內容的真實性、準確性和完整性無法保證或存在異議。

公司董事長陳洪國、財務總監王春方、財務機構負責人李棟聲明：保證2009年年度報告中財務報告的真實、完整。

釋義：如未特別說明，文中「公司」、「本公司」、「晨鳴紙業」指山東晨鳴紙業集團股份有限公司，本公司及其附屬企業統稱「本集團」。

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I Company Information

第一節 公司基本情況簡介

- | | |
|---|---|
| 1. Legal Chinese name of the Company: | 山東晨鳴紙業集團股份有限公司 |
| Legal English name of the Company: | SHANDONG CHENMING PAPER HOLDINGS LIMITED |
| Abbreviation of the English name: | SCPH |
| 1、公司法定中文名稱： | 山東晨鳴紙業集團股份有限公司 |
| 公司法定英文名稱： | SHANDONG CHENMING PAPER HOLDINGS LIMITED |
| 英文名稱縮寫： | SCPH |
| 2. Legal Representative of the Company: | Chen Hongguo |
| 2、公司法定代表人： | 陳洪國 |
| 3. Secretary to the Board of the Company: | Hao Yun |
| Company Secretary: | Poon Shiu Cheong |
| Securities Affairs Representatives: | Fan Yingjie, Sun Wenke |
| Correspondence Address: | No. 595 Shengcheng Road, Shouguang City, Shandong Province |
| Telephone: | (86)-0536-2158011, (86)-0536-2156488 |
| Facsimile: | (86)-0536-2158640 |
| Email address: | chenmingpaper@163.com |
| 3、公司董事會秘書： | 郝筠 |
| 公司秘書： | 潘兆昌 |
| 證券事務代表： | 范英傑 孫文科 |
| 聯繫地址： | 山東省壽光市聖城街595號 |
| 電話： | (86)-0536-2158011、(86)-0536-2156488 |
| 傳真： | (86)-0536-2158640 |
| 電子信箱： | chenmingpaper@163.com |
| 4. Registered Address and Office address of the Company: | No. 595 Shengcheng Road, Shouguang City, Shandong Province |
| Postal Code: | 262700 |
| Website of the Company: | http://www.chenmingpaper.com |
| 4、公司註冊地址和辦公地址： | 山東省壽光市聖城街595號 |
| 郵政編碼： | 262700 |
| 公司國際互聯網網址： | http://www.chenmingpaper.com |
| 5. Designated Newspapers for Information Disclosure: | China Securities Journal and Hong Kong Commercial Daily |
| Designated Domestic Website for the Publication of the Annual Report as approved by China Securities Regulatory Commission: | http://www.cninfo.com.cn |
| Designated Overseas Website for the Publication of the Annual Report: | http://www.hkex.com.hk |
| Places for Inspection of the Company's Annual Report: | Capital operation department of the Company |

- 5、公司選定的信息披露報紙：
境內登載年度報告的中國證券監督
管理委員會指定網站的網址：
境外登載年度報告的指定網站的網址：
公司年度報告備置地地點：
- 《中國證券報》和《香港商報》
<http://www.cninfo.com.cn>
<http://www.hkex.com.hk>
公司資本運營部
- 6、 Stock Information
- A shares
Shenzhen Stock Exchange
Stock Abbreviation: 晨鳴紙業
Stock Code: 000488
- B shares
Shenzhen Stock Exchange
Stock Abbreviation: 晨鳴 B
Stock Code: 200488
- H shares
The Stock Exchange of Hong Kong Limited
Stock Abbreviation: Chenming Paper
Stock Code: 1812
- 6、 公司股票信息
- A股
深圳證券交易所
股票簡稱： 晨鳴紙業
股票代碼： 000488
- B股
深圳證券交易所
股票簡稱： 晨鳴B
股票代碼： 200488
- H股
香港聯合交易所有限公司
股票簡稱： 晨鳴紙業
股票代碼： 1812
- 7、 Share Registrar
- A Share and B Share Registrar: China Securities Depository and Clearing Corporation Limited Shenzhen Branch
18th Floor, CITIC Plaza, 1093 Shennan Zhong Road,
Shenzhen
- H Share Registrar: Computershare Hong Kong Investor Services Limited
Shops 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong
Kong
- 7、 股份登記處
- A股、B股登記處： 中國證券登記結算有限公司深圳分公司
深圳市深南中路1093號中信大廈18樓
- H股登記處： 香港中央證券登記有限公司
香港灣仔皇后大道東183號合和中心17樓1712-16室

I Company Information

第一節 公司基本情況簡介

8. Other Relevant Information
- Date of Change in Registration of the Company: 27 September 2008
- Registered Address: No. 595 Shengcheng Road, Shouguang City, Shandong Province
- Legal Person Business License Registration Number: 370000400001170
- Taxation Registration Number: 370783613588986
- Organization No.: 61358898-6
- 8、公司其它有關資料
- 公司變更註冊登記日期：二〇〇八年九月二十七日
- 註冊地址：山東省壽光市聖城街595號
- 企業法人營業執照註冊號：370000400001170
- 稅務登記號碼：370783613588986
- 組織機構代碼：61358898-6
9. PRC and International Auditors Retained by the Company
- PRC Auditors: Deloitte Touche Tohmatsu Certified Public Accountants Ltd.
- Office Address: 8/F office Tower W2, The Towers, Oriental Plaza, 1 Chang An Avenue, Dongcheng District, Beijing
- International Auditors: Deloitte Touche Tohmatsu
- Office Address: 35/F., One Pacific Place, 88 Queensway, Hong Kong
- 9、公司聘請的境內、境外審計師／核數師
- 境內審計師：德勤華永會計師事務所有限公司
- 辦公地址：北京市東城區長安街1號東方經貿城西二辦公樓8層
- 境外核數師：德勤•關黃陳方會計師行
- 辦公地址：香港金鐘道88號太古廣場一座35樓
10. PRC and Hong Kong Legal Advisers Retained by the Company
- PRC Legal Advisers: Beijing Hylands Law Firm
- 5A1, 5th Floor, East Zone, Hanwei Plaza, No. 7 Guanghua Road, Chaoyang District
- Hong Kong Legal Advisers: Li & Partners Solicitors
- 22nd Floor, World Wide House, Central, Hong Kong
- 10、公司聘請的境內、香港法律顧問
- 境內法律顧問：北京市浩天信和律師事務所
- 朝陽區光華路7號漢威大廈東區5層5A1
- 香港法律顧問：李偉斌律師行
- 香港中環環球大廈22樓
11. Principal Bankers
- Industrial and Commercial Bank of China, Shouguang Branch
- No. 118 Guangchang Street, Shouguang City, Shandong Province, PRC
- 11、主要往來銀行
- 中國工商銀行壽光支行
- 中國山東省壽光市廣場大街118號

II Summary of Financial and Operating Results

第二節 會計數據和業務數據摘要

I. MAJOR FINANCIAL DATA FOR THE YEAR OF THE GROUP

一、本集團本年度主要會計數據

(I) Financial highlights prepared in accordance with Accounting Standards for Business Enterprises

(一) 按照企業會計準則編製的財務摘要

Unit: RMB

單位：（人民幣）元

No 序號	Key financial indicators 主要經濟指標		Amount 金額
1	Operating profit	營業利潤	982,565,828.49
2	Total profit	利潤總額	1,172,922,631.23
3	Net profit attributable to equity holders of the Company	歸屬於母公司所有者的淨利潤	835,947,981.16
4	Net profit after extraordinary gains or losses attributable to equity holders of the Company	歸屬於母公司股東的扣除非經常性損益後淨利潤	715,103,042.84
5	Net cash flows from operating activities	經營活動產生的現金流量淨額	1,639,034,259.99

Unit: RMB

單位：（人民幣）元

Extraordinary gains or losses items 非經常性損益項目		Amount 金額
Gains or losses generated from held for trading financial assets, other than effective hedging activities associated with normal business operations of the Company	除同公司正常經營業務相關的有效套期保值業務外，持有交易性金融資產取得的損益	8,443,100.00
Reversal of impairment provision on receivables tested for impairment on individual basis	單獨進行減值測試的應收款項減值準備轉回	1,085,771.23
Net gain or loss from disposal of non-current assets	非流動資產處理淨損益	1,848,949.50
Government grants received	政府補助	140,290,327.67
Net gains or losses attributable to debt restructuring	債務重組淨損益	329,236.08
Gains or losses on change in fair value of consumable biological assets	消耗性生物資產公允價值變動產生的損益	9,868,745.48
Profit or loss arising from investment costs for acquisition of a subsidiary by the corporation being less than its share of fair value of identifiable net assets of the invested entity on acquisition	取得子公司的投資成本小於取得投資時應享有被投資單位可辨認資產公允價值產生的損益	10,490,441.40
Non-operating net gain or loss other than the above	除上述各項之外的其他營業外收支淨額	17,948,671.99
Effect of extraordinary gains or losses on income tax	非經常性損益的所得稅影響數	(53,698,195.03)
Effect of minority interests	少數股東影響數	(15,762,110.00)
Total	合計	120,844,938.32



II Summary of Financial and Operating Results

第二節 會計數據和業務數據摘要

I. MAJOR FINANCIAL DATA FOR THE YEAR OF THE GROUP (Cont'd)

(II) Financial highlights prepared in accordance with International Financial Reporting Standards

一、本集團本年度主要會計數據 (續)

(二) 按照國際財務報告準則編製的財務摘要

Unit: RMB million
單位：人民幣百萬元

Results items 業績項目	For the year ended 31 December 截至 12 月 31 日止年度				
	2009 2009 年	2008 2008 年	2007 2007 年	2006 2006 年	2005 2005 年
Revenue	14,815.3	15,430.9	14,878.9	11,714.0	9,625.8
Cost of sales	(11,998.4)	(12,472.9)	(11,845.6)	(9,461.7)	(7,662.5)
Gross profit	2,816.9	2,958.0	3,033.3	2,252.3	1,963.3
Other income	306.6	500.5	462.3	315.2	248.6
Gain on disposal of subsidiaries	—	—	—	35.9	—
Gain on change in fair value of financial assets held for trading	8.4	1.7	6.0	—	—
Gain on change in fair value less estimated point-of-sale cost of biological assets	9.9	0.9	24.4	—	—
Distribution expenses	(774.7)	(705.6)	(783.3)	(677.8)	(534.7)
Administrative expenses	(637.6)	(542.7)	(653.2)	(557.4)	(468.6)
Other expenses	(139.6)	—	—	—	—
Impairment loss on property, plant and equipment	(4.5)	(8.5)	—	—	—
Reversal of allowance for (allowance for) inventories	22.7	(127.7)	(0.9)	—	—
Loss on change in conversion price of convertible loan notes	—	—	—	(229.4)	—
Finance costs	(384.0)	(462.6)	(555.7)	(512.6)	(311.3)
Share of results of associates	(15.7)	(23.2)	(9.5)	(0.5)	0.6
Profit before tax	1,208.4	1,590.8	1,523.4	625.7	897.9
Income tax expense	(219.0)	(295.8)	(270.8)	(100.7)	(175.8)
(Loss) profit from discontinued operation for the year	—	—	—	36.3	(7.8)
Profit for the year before minority interests	989.4	1,295.0	1,252.6	561.3	714.3
Profit attributable to minority interests	126.4	192.7	258.6	160.7	73.5
Profit attributable to owners of the Company	863.0	1,102.3	994.0	400.6	640.8

II Summary of Financial and Operating Results

第二節 會計數據和業務數據摘要

I. MAJOR FINANCIAL DATA FOR THE YEAR OF THE GROUP (Cont'd)

(II) Financial highlights prepared in accordance with International Financial Reporting Standards (Cont'd)

一、本集團本年度主要會計數據(續)

(二) 按照國際財務報告準則編製的財務摘要(續)

Assets and liabilities items 資產及負債項目		As at 31 December 截至 12 月 31 日				
		2009 2009 年	2008 2008 年	2007 2007 年	2006 2006 年	2005 2005 年
Total assets	總資產	28,126.1	26,207.3	21,913.7	20,467.5	18,243.4
Total liabilities	總負債	13,718.4	12,550.3	11,733.4	13,011.5	11,368.4
Minority interests	少數股東權益	1,735.7	1,744.8	1,809.1	1,703.6	1,663.1
Equity attributable to owners of the Company	歸屬於公司擁有人的 應佔權益	12,672.0	11,912.2	8,371.2	5,752.4	5,211.9
Financial indicators 財務指標		2009 2009 年	2008 2008 年	2007 2007 年	2006 2006 年	2005 2005 年
Basic earnings per share	每股基本盈利	0.42	0.58	0.62	0.29	0.47
Net assets per share	每股淨資產	6.15	5.78	4.91	4.21	3.85
Rate of return on net assets	淨資產收益率	6.81%	9.25%	11.87%	6.96%	12.29%

II Summary of Financial and Operating Results

第二節 會計數據和業務數據摘要

II. EFFECT OF ADJUSTMENT IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS ON NET PROFIT AND NET ASSETS

Net profit attributable to owners of the Company in the consolidated Financial Statements 2009 prepared in accordance with Accounting Standards for Business Enterprises by the Company was RMB835,947,981.16, and net assets attributable to shareholders' equity of the Company were RMB12,991,904,321.68. The main differences with the net profit and net assets set out in the financial statements prepared in accordance with International Financial Reporting Standards were as follows:

二、按照國際財務報告準則調整對淨利潤、淨資產的影響

本公司按企業會計準則編製的2009年度合併財務報表的歸屬於母公司所有者的淨利潤為人民幣835,947,981.16元及歸屬於母公司所有者權益為人民幣12,991,904,321.68元，其與按國際財務報告準則編製的財務報表列報的淨利潤和淨資產的重要差異如下：

Unit: RMB
單位：（人民幣元）

Items 項目		As at	For the year ended
		31 December 2009 2009 年末	31 December 2009 2009 年度
		Net assets attributable to owners of the Company 歸屬於母公司 所有者 權益	Net profit attributable to owners of the Company 歸屬於母公司 所有者的 淨利潤
Amounts set out in the financial statements prepared in accordance with International Financial Reporting Standards	按國際財務報告準則編製的財務報表列報的金額	12,672,015,333.04	862,946,091.62
Special fund for treasury bonds and special payables received	收到國債專項資金及專項應付款	302,998,387.82	(24,031,194.45)
Exchange gains or losses from special foreign currency borrowings	外幣專門借款匯兌損益	16,890,600.82	(2,966,916.01)
Amounts set out in the financial statements prepared in accordance with Accounting Standards for Business Enterprises	按企業會計準則編製的財務報表列報的金額	12,991,904,321.68	835,947,981.16

Explanation: In years prior to 2006, according to the principles of the Accounting Standards for Business Enterprises, the Group will receive special fund for treasury bond received and special accounts payable related to construction of relevant fixed assets which are included in capital reserve. However, according to IFRS, the Group will account for special fund for treasury bond received and special accounts payable under deferred income and be amortized by installments over the useful lives of fixed assets.

說明：公司在2006年以前年度，按照企業會計準則，將收到的與固定資產構建相關的國債專項資金及專項應付款計入資本公積中；而按照國際財務報告準則，則將收到的該等國債專項資金及專項應付款計入遞延收益，並按固定資產使用期限分期攤銷。

II Summary of Financial and Operating Results

第二節 會計數據和業務數據摘要

III. MAJOR FINANCIAL DATA AND INDICATORS OF THE LAST THREE YEARS PREPARED IN ACCORDANCE WITH ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES

三、按照企業會計準則編製本集團近三年主要會計數據和財務指標

Unit: RMB
單位：（人民幣）元

Items / Indicators 項目指標		For the year ended 31 December 2009 2009 年度	For the year ended 31 December 2008 2008 年度	Increase / decrease 本年比 上年增減 (%)	For the year ended 31 December 2007 2007 年度
Operating revenue	營業收入	14,884,629,349.50	15,529,593,435.77	-4.15%	15,164,742,450.26
Total profit	利潤總額	1,172,922,631.23	1,555,339,310.69	-24.59%	1,489,336,202.56
Net profit attributable to the equity holders of the Company	歸屬於母公司所有者的淨利潤	835,947,981.16	1,075,291,741.53	-22.26%	967,636,172.39
Net profit after extraordinary gains or losses attributable to the equity holders of the Company	歸屬於母公司所有者的扣除非經常性損益的淨利潤	715,103,042.84	854,268,917.39	-16.29%	878,418,573.66
Net cash flows from operating activities	經營活動產生的現金流量淨額	1,639,034,259.99	1,934,140,803.04	-15.26%	1,324,263,125.01
Basic earnings per share	基本每股收益	0.41	0.57	-28.07%	0.60
Diluted earnings per share	稀釋每股收益	N/A 不適用	N/A 不適用	N/A 不適用	0.59
Basic earnings per share after extraordinary gains or losses	扣除非經常性損益後的基本每股收益	0.35	0.45	-22.22%	0.54
Rate of return on net assets on fully diluted basis	全面攤薄淨資產收益率	6.43%	8.77%	Decreased by 2.34 percentage points 下降 2.34 個百分點	11.06%
Rate of return on net assets on weighted average basis	加權平均淨資產收益率	6.63%	10.24%	Decreased by 3.61 percentage points 下降 3.61 個百分點	12.64%
Rate of return on net assets on fully diluted basis after extraordinary gains and losses	扣除非經常性損益後全面攤薄淨資產收益率	5.50%	6.97%	Decreased by 1.47 percentage points 下降 1.47 個百分點	10.04%
Rate of return on net assets on weighted average basis after extraordinary gains and losses	扣除非經常性損益後的加權平均淨資產收益率	5.67%	8.13%	Decreased by 2.46 percentage points 下降 2.46 個百分點	11.47%
Net cash flows per share from operating activities	每股經營活動產生的現金流量淨額	0.7949	0.9380	-15.26%	0.7761

II Summary of Financial and Operating Results

第二節 會計數據和業務數據摘要

III. MAJOR FINANCIAL DATA AND INDICATORS OF THE LAST THREE YEARS PREPARED IN ACCORDANCE WITH ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES (Cont'd)

三、按照企業會計準則編製本集團近三年主要會計數據和財務指標(續)

		As at 31 December 2009 2009年度	As at 31 December 2008 2008年度	Increase / decrease 本年比 上年增減 (%)	As at 31 December 2007 2007年度
Total assets	總資產	28,213,084,875.02	26,299,495,745.01	7.28%	22,011,108,257.29
Equity attributable to equity holders of the Company	歸屬於母公司所有者權益(或股東權益)	12,991,904,321.68	12,259,078,901.99	5.98%	8,745,035,011.85
Net assets per share attributable to equity holders of the Company	歸屬於母公司所有者的每股淨資產	6.3	5.9451	5.97%	5.1250

IV. RATE OF RETURN ON NET ASSETS AND EARNINGS PER SHARE IN ACCORDANCE WITH PREPARATION CRITERIA OF INFORMATION DISCLOSURE BY COMPANIES OFFERING SECURITIES TO THE PUBLIC NO. 9 ISSUED BY CHINA SECURITIES REGULATORY COMMISSION

四、按照中國證券監督管理委員會《公開發行證券公司信息披露編報規則(第9號)》的要求計算的淨資產收益率及每股收益

		Rate of Return on net assets (%) 淨資產收益率(%)		Earnings per share (RMB) 每股收益(人民幣元)	
		Fully diluted 全面攤薄	Weighted average 加權平均	Fully diluted 全面攤薄	Weighted average 加權平均
Net profit attributable to equity holders of the Company	歸屬於母公司所有者的淨利潤	6.43%	6.63%	0.41	N/A 不適用
Net profit after extraordinary gains or losses attributable to equity holders of the Company	歸屬於母公司股東的扣除非經常性損益後的淨利潤	5.50%	5.67%	0.35	N/A 不適用

III Changes in Share Capital and Shareholders

第三節 股本變動及股東情況

I. CHANGES IN SHARE CAPITAL

一、股份變動情況表

(Unit: shares)
單位：股

		Before changes in the reporting period		Increase/decrease (+/-)				After changes in the reporting period		
		本報告期變動前		報告期變動增減 (+, -)				本報告期變動後		
		Number of shares	Percentage	Increase in lock-up shares	Restricted shares	Transfer of state-owned shares	Issue of new shares	Sub-total	Number of shares	Percentage
I. Restricted shares	一、有限售條件股份	303,987,126	14.74%	139,275	-827,596	—	—	-688,321	303,298,805	14.71%
of which: State-owned legal person shares	其中：國有法人持股	293,003,657	14.21%	—	—	—	—	—	293,003,657	14.21%
Shares held by Senior Management	高管持股	10,983,469	0.53%	139,275	-827,596	—	—	-688,321	10,295,148	0.5%
II. Non-restricted shares	二、無限售條件股份	1,758,058,815	85.26%	-139,275	827,596	—	—	688,321	1,758,747,136	85.29%
of which: Renminbi ordinary shares (A shares)	其中：人民幣普通股 (A股)	809,291,330	39.25%	-139,275	827,596	—	—	688,321	809,979,651	39.28%
Domestic listed foreign shares (B shares)	境內上市的外資股 (B股)	557,497,485	27.04%	—	—	—	—	—	557,497,485	27.04%
Overseas listed foreign shares (H shares)	境外上市的外資股 (H股)	391,270,000	18.97%	—	—	—	—	—	391,270,000	18.97%
III. Total number of shares	三、股份總數	2,062,045,941	100.00%	—	—	—	—	—	2,062,045,941	100.00%

Note: During the reporting period, the restricted shares held by the Senior Management changed by 688,321 shares from 10,983,469 shares to 10,295,148 shares. The reasons for such change were as follows:

(1) According to “the Practice Guidance for the Company’s shares held by the directors, supervisors and senior management of the listed companies of Shenzhen Stock Exchange” (《深圳證券交易所上市公司董事、監事和高級管理人員所持本公司股份管理業務操作指南》), the shares held by the existing Directors, Supervisors and Senior Management would be unlocked up on the basis of the percentage of 25% of the shares held at the beginning of each year. For the 1,726 shares held by the Senior Management, the nature of the shareholdings would be changed from “restricted shares held by the senior management” to “non-restricted RMB ordinary shares (A shares)”. The Senior Management of the Company in office did not dispose any shares of the Company.

註：報告期內，有限售條件股份中，高管持股由10,983,469股變為10,295,148股，差額為688,321股，變動原因主要為：

(1) 根據《深圳證券交易所上市公司董事、監事和高級管理人員所持本公司股份管理業務操作指南》規定，每年年初對現任董事、監事、高管人員所持股份按25%的比例辦理解禁，高管持股中的1,726股，股權性質由「有限售條件高管持股」變為「無限售條件人民幣普通股 (A股)」，公司在職高管並沒有減持公司股份；

III Changes in Share Capital and Shareholders

第三節 股本變動及股東情況

I. CHANGES IN SHARE CAPITAL (Cont'd)

- (2) During the reporting period, the half year lock-up period for the resigned Directors and Senior Management of the Company was expired. Therefore, the nature of the 825,870 shares, used to be held by the Senior Management, was changed from restricted shares held by the senior management to the non-restricted RMB ordinary shares (A shares). The nature of the 139,275 shares held by the new Directors of the Company was changed from non-restricted RMB ordinary shares (A shares) to restricted shares held by the senior management.

II. OFFERING OF SHARES AND LISTING OF THE COMPANY IN THE LAST THREE YEARS

1. As approved by the approval document [2008] No. 290 "On Approval of the Issue of Overseas Listed Foreign Shares by Shandong Chenming Paper Holdings Ltd. from China Securities Regulatory Commission (the "CSRC")", and the approval from the Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), the Company issued overseas listed foreign shares (H shares) through public offer. The offer price of this global offering was HK\$9.00 per H share, and the Company offered 355,700,000 H shares for the global offering, of which, 35,570,000 H shares were offered in the Hong Kong public offering and the remaining 320,130,000 H shares were offered in the international offering. 35,570,000 state-owned legal person shares were transferred to NSSF Council due to the reduction of shareholding of state-owned shares by the Company's relevant state-owned corporate shareholders, and were converted into overseas listed foreign shares (H shares). A total of 391,270,000 H shares were listed on the main board of the Hong Kong Stock Exchange on 18 June 2008. The Company's English abbreviation is "Chenming Paper" and its stock code is "1812".
2. No staff shares of the Company have been issued.

一、股份變動情況表(續)

- (2) 報告期內，公司離任董事、高管限售持股半年鎖定期到期解禁，高管持股中的825,870股，股權性質由有限售條件高管持股變為無限售條件人民幣普通股(A股)。公司新任董事所持有的139,275股，股權性質由無限售條件人民幣普通股(A股)變為有限售條件高管持股。

二、公司近三年股票發行與上市情況

- 1、經中國證監會證監許可【2008】290號文件《關於核准山東晨鳴紙業集團股份有限公司發行境外上市外資股的批覆》，以及香港聯合交易所有限公司(以下簡稱「香港聯交所」)的批覆，核准公司公開發行境外上市外資股(H股)。本次H股發行價格為每股9.00元港幣，本次全球公開發售355,700,000股H股(其中，香港公開發售35,570,000股H股，其餘320,130,000股H股為國際發售)，以及公司相關國有法人股東為進行國有股減持而劃撥給全國社會保障基金理事會並轉為境外上市外資股(H股)35,570,000股H股，合計391,270,000股H股，於2008年6月18日在香港聯交所主板掛牌交易，股票簡稱為：「晨鳴紙業」，股票代碼為：「1812」。
- 2、本公司無內部職工股。

III Changes in Share Capital and Shareholders

第三節 股本變動及股東情況

III. SHAREHOLDERS' PROFILES

I. Change in restricted shares

三、股東情況介紹

1、限售股份變動情況表

Unit: shares
單位：股

Names of shareholders 股東名稱	Restricted shares at the beginning of the year 年初限售股數	Restricted shares released this year 本年解除限售股數	Restricted shares increased this year 本年增加限售股數	Restricted shares at the end of the year 年末限售股數	Reason for restriction 限售原因	Date of release from restriction 解除限售日期
Shouguang Chenming Holdings Company Limited 壽光晨鳴控股有限公司	293,003,657	—	—	293,003,657	Restriction under the Reform of Non-tradable shares 股權分置改革限售	29 March 2010 2010年03月29日
Shares held by Senior Management of the Company 公司高管人員持股	10,983,469	827,596	139,275	10,295,148	Lock-up of shares held by senior management of the Company 公司高管持股凍結	Released according to relevant rules of the ShenZhen Stock Exchange 根據深交所有關規定進行解凍
Total 合計	303,987,126	827,596	139,275	303,298,805	—	—

Note: The restriction period for the 293,003,657 restricted shares of the Company held by Shouguang Chenming Holdings Company Limited, the controlling shareholder of the Company, expired on 29 March 2010, the relevant procedures for the release from sales restriction will be processed upon confirmation from the controlling shareholder regarding such release from sales restriction.

註：2010年3月29日，公司控股股東壽光晨鳴控股有限公司持有公司的293,003,657股限售股份已滿承諾限售期，待控股股東確認有關解除限售的事項後，辦理相關解除限售的手續。

III Changes in Share Capital and Shareholders

第三節 股本變動及股東情況

III. SHAREHOLDERS' PROFILES (Cont'd)

2. Top ten shareholders and the top ten shareholders of non-restricted shares

三、股東情況介紹(續)

2、前10名股東、前10名無限售條件股東持股情況表

Unit: shares
單位：股

Total number of shareholders The total number of shareholders was 156,835, of which, 124,860 were holders of A shares, 31,282 were holders of B shares and 693 were holders of H shares.
股東總數 股東總數 156,835 戶，其中，A 股股東 124,860 戶，B 股股東 31,282 戶，H 股股東 693 戶。

Shareholdings of the top ten shareholders 前 10 名股東持股情況

Name of shareholders 股東名稱	Nature of shareholders 股東性質	Percentage of shareholding 持股比例	Total number of shares held 持股總數	Number of restricted shares held 持有有限售條件股份數量	Number of shares pledged or locked-up 質押或凍結的股份數量
HKSCC Nominees Limited 香港中央結算代理人有限公司	Overseas non-state-owned legal person (foreign shareholder) 境外非國有法人（外資股東）	18.91%	390,004,000	—	Unknown 未知
Shouguang Chenming Holdings Company Limited 壽光晨鳴控股有限公司	State-owned legal person 國有法人	14.21%	293,003,657	293,003,657	None 無
NIHK-Customers' Segregated Account	Foreign legal person 境外法人	2.13%	43,822,008	—	Unknown 未知
China Construction Bank - 鵬華價值優勢股票型證券投資基金 中國建設銀行－鵬華價值優勢股票型證券投資基金	Domestic non-state-owned legal person 境內非國有法人	1.84%	38,031,345	—	Unknown 未知
Keywise Greater China Opportunities Master Fund	Foreign legal person 境外法人	1.15%	23,727,609	—	Unknown 未知

III Changes in Share Capital and Shareholders

第三節 股本變動及股東情況

III. SHAREHOLDERS' PROFILES (Cont'd)

2. Top ten shareholders and the top ten shareholders of non-restricted shares (Cont'd)

三、股東情況介紹 (續)

2、前10名股東、前10名無限售條件股東持股情況表 (續)

Name of shareholders 股東名稱	Nature of shareholders 股東性質	Percentage of shareholding 持股比例	Total number of shares held 持股總數	Number of restricted shares held 持有有限售 條件股份數量	Number of shares pledged or locked-up 質押或凍結的 股份數量
Industrial and Commercial Bank of China - 諾安 股票證券投資基金 中國工商銀行－諾安 股票證券投資基金	Domestic non-state-owned legal person 境內非國有法人	0.95%	19,598,414	—	Unknown 未知
Bank of China - 華夏行業精選 股票型證券投資基金 (LOF) 中國銀行－華夏行業精選 股票型證券投資基金 (LOF)	Domestic non-state-owned legal person 境內非國有法人	0.95%	19,514,046	—	Unknown 未知
Bill & Melinda Gates Foundation Trust	Domestic non-state-owned 境內非國有法人	0.80%	16,525,844	—	Unknown 未知
Platinum Asia Fund	Foreign legal person 境外法人	0.79%	16,234,459	—	Unknown 未知
China Construction Bank - 華寶興業行業精選股票型 證券投資基金 中國建設銀行－華寶 興業行業精選股票型 證券投資基金	Domestic non-state-owned legal person 境內非國有法人	0.76%	15,767,709	—	Unknown 未知

III Changes in Share Capital and Shareholders

第三節 股本變動及股東情況

III. SHAREHOLDERS' PROFILES (Cont'd)

2. Top ten shareholders and the top ten shareholders of non-restricted shares (Cont'd)

Shareholding of the top ten shareholders of non-restricted shares

Name of shareholders 股東名稱	Number of non-restricted shares held 持有無限售條件股份數量	Class of shares 股份種類
HKSCC Nominees Limited 香港中央結算代理人有限公司	390,004,000	H share H 股
Nihk-Customers' Segregated Account	43,822,008	B Share B 股
China Construction Bank - 鵬華價值優勢股票型證券投資基金 中國建設銀行－鵬華價值優勢股票型證券投資基金	38,031,345	A Share A 股
Keywise Greater China Opportunities Master Fund	23,727,609	B Share B 股
Industrial and Commercial Bank of China - 諾安股票證券投資基金 中國工商銀行－諾安股票證券投資基金	19,598,414	A Share A 股
Bank of China - 華夏行業精選股票型證券投資基金 (LOF) 中國銀行－華夏行業精選股票型證券投資基金 (LOF)	19,514,046	A Share A 股
Bill & Melinda Gates Foundation Trust	16,525,844	A Share A 股
Platinum Asia Fund	16,234,459	B Share B 股
China Construction Bank - 華寶興業行業精選股票型證券投資基金 中國建設銀行－華寶興業行業精選股票型證券投資基金	15,767,709	A Share A 股
Keywise Greater China Master Fund	15,666,099	B Share B 股

Connected relationship or concert-party relationship among the above shareholders

上述股東關聯關係或一致行動的說明

Among the top ten shareholders of the Company, Shouguang Chenming Holdings Company Limited, a state-owned legal person shareholder, is not connected with any of the other shareholders; among which, Keywise Greater China Opportunities Master Fund and Keywise Greater China Master Fund are the sub-funds of KEYWISE Fund Company. Save for the above, the Company is not aware that any other shareholders of outstanding shares as aforesaid are connected with others.

公司前 10 名股東中，國有法人股股東壽光晨鳴控股有限公司與上述股東之間不存在關聯關係；其中 KEYWISE GREATER CHINA OPPORTUNITIES MASTER FUND、KEYWISE GREATER CHINA MASTER FUND 同為 KEYWISE 基金公司旗下基金，除此之外，公司未知其它流通股股東之間是否存在關聯關係。

三、股東情況介紹 (續)

2、前 10 名股東、前 10 名無限售條件股東持股情況表 (續)

前 10 名無限售條件股東持股情況

III. SHAREHOLDERS' PROFILES (Cont'd)

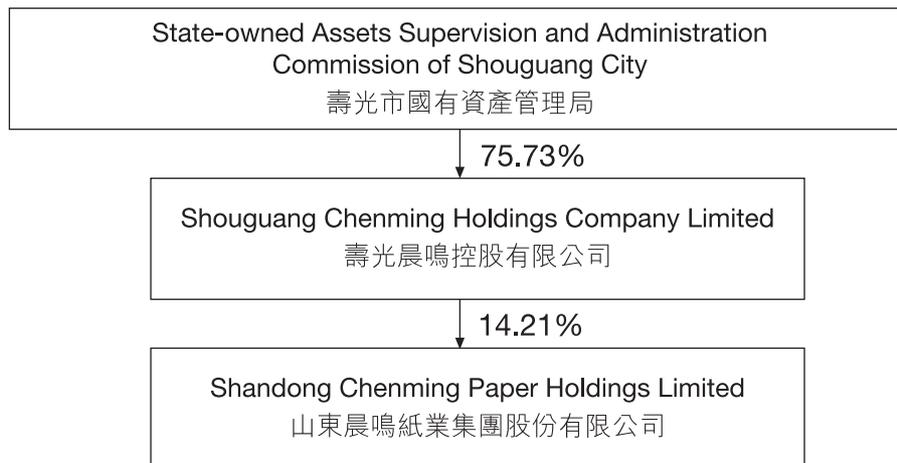
3. Profile of controlling shareholders and beneficial controllers

- (1) The Company's controlling shareholders and beneficial controllers remained unchanged during the reporting period.
- (2) The controlling shareholder of the Company, Shouguang Chenming Holdings Company Limited (hereinafter referred to as "Chenming Holdings"), was established on 30 December 2005 with registered capital of RMB1.685 billion. Its legal representative is Chen Hongguo and its scope of business is investment in paper-making, electricity, heat and forestry projects. At the end of the reporting period, it held 293,003,657 state-owned legal person shares, representing 14.21% of the total share capital of the Company.
- (3) State-owned Assets Supervision and Administration Commission of Shouguang City is the controlling shareholder of Chenming Holdings, holding 75.73% equity interests in Chenming Holdings. Person in charge of the unit is Zhang Yuhua. Scope of business is administration and supervision of state-owned assets, properties and titles belonging to Shouguang City.
- (4) Chart illustrating the relationship between the Company and the beneficial controllers

三、股東情況介紹 (續)

3、控股股東及實際控制人情況介紹

- (1) 報告期內，公司控股股東和實際控制人未發生變動。
- (2) 公司控股股東為壽光晨鳴控股有限公司（簡稱「晨鳴控股」），成立於2005年12月30日，註冊資本人民幣16.85億元，法定代表人陳洪國，經營範圍為對造紙、電力、熱力、林業項目的投資。報告期末持有293,003,657股國有法人股，佔公司總股本的14.21%。
- (3) 壽光市國有資產管理局為晨鳴控股的控股股東，持有晨鳴控股75.73%的股權，單位負責人張玉華，經營範圍為壽光市屬國有資產、財務和產權代表的管理、監督。
- (4) 公司與實際控制人之間的產權及控制關係的方框圖



III Changes in Share Capital and Shareholders

第三節 股本變動及股東情況

III. SHAREHOLDERS' PROFILES (Cont'd)

4. The Company's substantial shareholders' and other persons' interest in shares or debentures

As at 31 December 2009, the following shareholders (other than the directors, supervisors or chief executives of the Company) had interests or short positions in the Company's shares and underlying shares as shown in the share register maintained by the Company in accordance with Section 336 of the Securities and Futures Ordinance ("SFO") (Chapter 571 of the Laws of Hong Kong):

Name 名稱	Number of shares held (share) 持股數目 (股)	Approximate shareholding as a percentage of (%) 概約持股百分比(%)	
		Total share capital 佔總股本	Class of shares 佔類別股
Shouguang Chenming Holdings Company Limited 壽光晨鳴控股有限公司	293,003,657 A shares (L) 293,003,657 A 股 (L)	14.21	26.32
JPMorgan Chase & Co.	50,835,000 H shares (L) 49,801,500 H shares (P) 50,835,000 H 股 (L) 49,801,500 H 股 (P)	2.47 2.42	12.99 12.73
Cheah Capital Management Limited	39,897,000 H shares (L) 39,897,000 H 股 (L)	1.93	10.20
Cheah Cheng Hye	39,897,000 H shares (L) 39,897,000 H 股 (L)	1.93	10.20
Cheah Company Limited	39,897,000 H shares (L) 39,897,000 H 股 (L)	1.93	10.20
Hang Seng Bank Trustee International Limited	39,897,000 H shares (L) 39,897,000 H 股 (L)	1.93	10.20
To Hau Yin	39,897,000 H shares (L) 39,897,000 H 股 (L)	1.93	10.20
Value Partners Group Limited	39,897,000 H shares (L) 39,897,000 H 股 (L)	1.93	10.20
Value Partners Limited	39,897,000 H shares (L) 39,897,000 H 股 (L)	1.93	10.20
Schroder Investment Management (Hong Kong) Limited	38,711,000 H shares (L) 38,711,000 H 股 (L)	1.88	9.89
The National Social Security Fund Council 全國社會保障基金理事會	35,570,000 H shares (L) 35,570,000 H 股 (L)	1.73	9.09
Keywise Capital Management (HK) Limited	23,634,000 H shares (L) 23,634,000 H 股 (L)	1.15	6.04

(L) – Long position
(L) – 好倉

(S) – Short position
(S) – 淡倉

(P) – Lending pool
(P) – 可供借出的股份

三、股東情況介紹(續)

4、公司主要股東和其他人士之股份或債券證權益

於2009年12月31日，公司董事、監事或最高行政人員以外的人士，在公司股份及相關股份中擁有的權益或淡倉，根據《證券及期貨條例》(香港法例第571章)(以下簡稱《證券及期貨條例》)第336條規定須備存的登記冊所記錄者如下：

III. SHAREHOLDERS' PROFILES (Cont'd)

4. The Company's substantial shareholders' and other persons' interest in shares or debentures (Cont'd)

Save as disclosed above, as at 31 December 2009, no other person had interests or short positions in the Company's shares or underlying shares as recorded in the register maintained under section 336 of the SFO.

5. Purchase, sale and redemption of shares

The Group did not purchase, sell or redeem any listed outstanding securities of the Company during the reporting period.

三、股東情況介紹(續)

4、公司主要股東和其他人士之股份或債券證權益(續)

除上述所披露者，於2009年12月31日，在根據《證券及期貨條例》第336條規定須備存的登記冊中，並無其他人在公司股份及相關股份中擁有權益或淡倉的記錄。

5、購買、出售和贖回股份

本集團於報告期內概無購買、出售或贖回任何本公司的已上市流通證券。

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

I. CHANGES IN SHAREHOLDINGS AND REMUNERATIONS OF THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT (Cont'd)

一、董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Position 職務	Sex 性別	Age 年齡	Terms in office 任期起止日期	Shares held at the beginning of the year (share) 年初持股數 (股)	Shares held at the end of the year (share) 年末持股數 (股)	Change in number of shares (share) 變動數量 (股)	Reasons for change 變動原因	Total remuneration received from the Company during the reporting period (in ten thousands RMB) 報告期內從 公司領取的 報酬總額 (萬元)
I. Executive Directors									
一、執行董事									
Chen Hongguo 陳洪國	Chairman 董事長	M 男	45	April 2007 - April 2010 2007年04月-2010年04月	6,334,527	6,334,527	—	—	298
Yin Tongyuan 尹同遠	Vice-chairman 副董事長	M 男	52	April 2007 - April 2010 2007年04月-2010年04月	3,231,520	3,231,520	—	—	200
Li Feng 李峰	Director and sales director 董事、銷售總監	M 男	37	April 2007 - April 2010 2007年04月-2010年04月	471,818	471,818	—	—	120
Geng Guanglin 耿光林	Director and deputy general manager 董事、副總經理	M 男	36	April 2009 - April 2010 2009年04月-2010年04月	437,433	437,433	—	—	100
Tan Daocheng 譚道誠	Director 董事	M 男	43	April 2009 - April 2010 2009年04月-2010年04月	185,700	185,700	—	—	120
Hou Huancai 侯煥才	Director 董事	M 男	48	April 2007 - April 2010 2007年04月-2010年04月	628,915	628,915	—	—	110
Zhou Shaohua 周少華	Director 董事	M 男	48	April 2007 - April 2010 2007年04月-2010年04月	123,007	123,007	—	—	110

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

I. CHANGES IN SHAREHOLDINGS AND REMUNERATIONS OF THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT (Cont'd) 一、董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Position 職務	Sex 性別	Age 年齡	Terms in office 任期起止日期	Shares held at the beginning of the year (share) 年初持股數 (股)	Shares held at the end of the year (share) 年末持股數 (股)	Change in number of shares (share) 變動數量 (股)	Reasons for change 變動原因	Total remuneration received from the Company during the reporting period (in ten thousands RMB) 報告期內從 公司領取 的報酬總額 (萬元)
II. Non-executive Directors 二、非執行董事									
Gan Zhihe 甘智和	Director 董事	M 男	65	April 2007 - April 2010 2007年04月-2010年04月	—	—	—	—	4
Zhao Wei 趙偉	Director 董事	M 男	50	April 2007 - April 2010 2007年04月-2010年04月	—	—	—	—	4
Cao Chunyu 曹春昱	Director 董事	M 男	46	April 2007 - April 2010 2007年04月-2010年04月	—	—	—	—	4
III. Independent non-executive Directors 三、獨立非執行董事									
Diao Yuntao 刁雲濤	Independent Director 獨立董事	M 男	45	April 2007 - April 2010 2007年04月-2010年04月	—	—	—	—	4
Wang Zhihua 王志華	Independent Director 獨立董事	M 男	51	April 2007 - April 2010 2007年04月-2010年04月	—	—	—	—	4
Zhou Chengjuan 周承娟	Independent Director 獨立董事	F 女	46	April 2007 - April 2010 2007年04月-2010年04月	—	—	—	—	4
Wang Yumei 王玉玫	Independent Director 獨立董事	F 女	47	April 2007 - April 2010 2007年04月-2010年04月	—	—	—	—	4
Lau Ying Kit 劉英傑	Independent Director 獨立董事	M 男	35	April 2007 - April 2010 2007年04月-2010年04月	—	—	—	—	10

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

I. CHANGES IN SHAREHOLDINGS AND REMUNERATIONS OF THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT (Cont'd)

一、董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Position 職務	Sex 性別	Age 年齡	Terms in office 任期起止日期	Shares held at the beginning of the year (share) 年初持股數 (股)	Shares held at the end of the year (share) 年末持股數 (股)	Change in number of shares (share) 變動數量 (股)	Reasons for change 變動原因	Total remuneration received from the Company during the reporting period (in ten thousands RMB) 報告期內從 公司領取的 報酬總額 (萬元)
IV. Supervisors 四、監事									
Gao Junjie 高俊傑	Chairman of Supervisory Committee 監事會主席	M 男	39	April 2007 - April 2010 2007年04月-2010年04月	39,606	39,606	—	—	20
Wang Ju 王菊	Supervisor 監事	F 女	44	April 2007 - April 2010 2007年04月-2010年04月	—	—	—	—	8.21
Yang Hongqin 楊洪芹	Supervisor 監事	F 女	42	April 2007 - April 2010 2007年04月-2010年04月	—	—	—	—	5.63
Wang Xiaoqun 王效群	Supervisor 監事	M 男	54	April 2009 - April 2010 2009年04月-2010年04月	—	—	—	—	2
Guo Guangyao 郭光耀	Supervisor 監事	M 男	67	April 2009 - April 2010 2009年04月-2010年04月	—	—	—	—	2

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

I. CHANGES IN SHAREHOLDINGS AND REMUNERATIONS OF THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT (Cont'd)

一、董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Position 職務	Sex 性別	Age 年齡	Terms in office 任期起止日期	Shares held at the beginning of the year (share) 年初持股數 (股)	Shares held at the end of the year (share) 年末持股數 (股)	Change in number of shares (share) 變動數量 (股)	Reasons for change 變動原因	Total remuneration received from the Company during the reporting period (in ten thousands RMB) 報告期內從 公司領取的 報酬總額 (萬元)
V. Senior Management									
五、高級管理人員									
Wang Baoliang 王保梁	Deputy general manager 副總經理	M 男	36	April 2007 - April 2010 2007年04月-2010年04月	209,200	209,200	—	—	60
Ren Wei 任偉	Deputy general manager 副總經理	M 男	48	April 2007 - April 2010 2007年04月-2010年04月	109,200	109,200	—	—	30
Li Xueqin 李雪芹	Deputy general manager 副總經理	F 女	44	April 2007 - April 2010 2007年04月-2010年04月	429,348	429,348	—	—	60
Hao Yun 郝筠	Deputy general manager, secretary to the Board of Directors 副總經理、董事會秘書	M 男	47	April 2007 - April 2010 2007年04月-2010年04月	708,441	708,441	—	—	60
Wang Zaiguo 王在國	Deputy general manager 副總經理	M 男	47	April 2007 - April 2010 2007年04月-2010年04月	195,600	195,600	—	—	60
Wang Shihong 王世宏	Deputy general manager 副總經理	M 男	46	April 2007 - April 2010 2007年04月-2010年04月	—	—	—	—	40

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

I. CHANGES IN SHAREHOLDINGS AND REMUNERATIONS OF THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT (Cont'd)

一、董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Position 職務	Sex 性別	Age 年齡	Terms in office 任期起止日期	Shares held at the beginning of the year (share) 年初持股數 (股)	Shares held at the end of the year (share) 年末持股數 (股)	Change in number of shares (share) 變動數量 (股)	Reasons for change 變動原因	Total remuneration received from the Company during the reporting period (in ten thousands RMB) 報告期內從 公司領取的 報酬總額 (萬元)
V. Senior Management (Cont'd)									
五、高級管理人員(續)									
Fang Lijun 房立軍	Deputy general manage 副總經理	M 男	40	April 2007 - April 2010 2007年04月-2010年04月	436,851	436,851	—	—	15.08
Meng Feng 孟峰	Deputy general manager 副總經理	M 男	38	April 2008 - April 2010 2008年04月-2010年04月	185,700	185,700	—	—	15.24
Han Chunlai 韓春來	Deputy general manager 副總經理	M 男	46	April 2008 - April 2010 2008年04月-2010年04月	—	—	—	—	24.05
Wang Chunfang 王春方	Financial controller 財務總監	M 男	34	April 2009 - April 2010 2009年04月-2010年04月	—	—	—	—	60
Poon Shiu Cheong 潘兆昌	Company secretary 公司秘書	M 男	40	August 2007 - April 2010 2007年08月-2010年04月	—	—	—	—	10.57
Total 合計	—	—	—	—	13,726,866	13,726,866	—	—	1,568.78

Note: None of the Directors, Supervisors and Senior Management of the Company had received any remunerations from shareholder or other related entities. The remuneration for Poon Shiu Cheong, the company secretary of the Company, was HK\$120,000.

註：公司所有董事、監事、高級管理人員未曾在股東單位或其它關聯單位領取薪酬。公司秘書潘兆昌領取的薪酬為12萬港元。

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

II. MAJOR CAREER HISTORIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT AND THEIR POSITIONS

I. Brief Biographies of Directors

(1) Brief biographies of executive Directors

Mr. Chen Hongguo, who joined the Company in 1987, had held different positions including chief officer of manufacturing section, chief officer of branch factory, deputy general manager, Director of the Company and the chairman of Wuhan Chenming Hanyang Paper Holdings Co., Ltd., etc. He is currently the Chairman of the Company and the chairman and general manager of Shouguang Chenming Holdings Company Limited. Mr. Chen Hongguo is the spouse of Ms. Li Xueqin, a deputy general manager of the Company.

Mr. Yin Tongyuan, who joined the Company in 1982, had held different positions including the chief officer of manufacturing section, director of technology department, deputy factory chief, standing deputy factory chief and general manager. He is currently the vice-chairman of the Company and a director of Shouguang Chenming Holdings Company Limited.

Mr. Li Feng, who joined the Company in 1992, had held different positions including the chief officer of manufacturing section, assistant to the general manager, deputy general manager of Shandong Chenming Paper Group Qihe Paperboard Co., Ltd., deputy general manager, and chairman of Wuhan Chenming Hanyang Paper Holdings Co., Ltd. He is currently the executive Director and the sales director of the Company and a director of Shouguang Chenming Holdings Company Limited. Mr. Li Feng is the brother of Ms. Li Xueqin, a deputy general manager of the Company.

Mr. Geng Guanglin, who joined the Company in 1992, had held different positions including the chief officer of manufacturing section, the deputy general manager of Chibi Chenming Paper Co., Ltd, the chairman of Wuhan Chenming Hanyang Paper Holdings Co., Ltd. and the chairman of Jilin Chenming Paper Co., Ltd.. He is currently a Director and the deputy general manager of the Company and a director of Shouguang Chenming Holdings Company Limited.

二、現任董事、監事、高級管理人員的主要工作經歷及任職情況

1、公司董事簡介

(1) 執行董事簡介

陳洪國先生，1987年加入本公司，歷任車間主任、分廠廠長、副總經理、公司董事、武漢晨鳴漢陽紙業股份有限公司董事長等職務，現任本公司董事長，壽光晨鳴控股有限公司董事長兼總經理。陳洪國先生為本公司副總經理李雪芹女士的配偶。

尹同遠先生，1982年加入本公司，歷任車間主任、技術處長、副廠長、常務副廠長、總經理等職務，現任本公司副董事長、壽光晨鳴控股有限公司董事。

李峰先生，1992年加入本公司，歷任公司車間主任、總經理助理，山東晨鳴紙業集團齊河板紙有限責任公司副總經理，武漢晨鳴漢陽紙業股份有限公司副總經理、董事長，現任本公司執行董事、銷售總監，壽光晨鳴控股有限公司董事。李峰先生為本公司副總經理李雪芹女士的弟弟。

耿光林先生，1992年加入本公司，歷任本公司車間主任、赤壁晨鳴紙業有限責任公司副總經理、武漢晨鳴漢陽紙業股份有限公司董事長、吉林晨鳴紙業有限責任公司董事長等職務，現任公司董事、副總經理、壽光晨鳴控股有限公司董事。

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

II. MAJOR CAREER HISTORIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT AND THEIR POSITIONS (Cont'd)

I. Brief Biographies of Directors (Cont'd)

(1) Brief biographies of executive Directors (Cont'd)

Mr Tan Daocheng, who joined the Company in 1984, had held different positions including the deputy general manager of Wuhan Chenming Hanyang Paper Holdings Co., Ltd., the chairman and general manager of Hailaer Chenming Paper Co., Ltd., the chief of the offset paper factory and the white paper board factory of the Company, and the chairman of Jiangxi Chenming Paper Co., Ltd.. He is currently a Director of the Company and the chairman of Wuhan Chenming Hanyang Paper Holdings Co., Ltd., Chibi Chenming Paper Co., Ltd and a director of Shouguang Chenming Holdings Company Limited.

Mr. Hou Huancai, who joined the Company in 1983, had held different positions including the chief officer of manufacturing section, chief of branch factory, the chairman of Shandong Chenming Paper Group Qihe Paperboard Co., Ltd., the chairman of Jilin Chenming Paper Co., Ltd. and Jiangxi Chenming Paper Co., Ltd. and the chairman of the 1st and 2nd Supervisory Committee of the Company. He is currently a Director of the Company.

Mr. Zhou Shaohua, who joined the Company in 1997, had held different positions including the standing deputy general manager, chief engineer, vice-chairman of Wuhan Chenming Hanyang Paper Holdings Co. Ltd. and the chairman of Jiangxi Chenming Paper Co., Ltd. He is currently a Director of the Company and the party committee secretary of Zhanjiang Chenming Paper Pulp Co., Ltd.

二、現任董事、監事、高級管理人員的主要工作經歷及任職情況(續)

1、公司董事簡介(續)

(1) 執行董事簡介(續)

譚道誠先生，1984年加入本公司，歷任武漢晨鳴漢陽紙業股份有限公司副總經理，海拉爾晨鳴紙業有限責任公司董事長、總經理，公司膠版紙工廠、白卡紙工廠廠長、江西晨鳴紙業有限責任公司董事長，現任本公司董事、武漢晨鳴漢陽紙業股份有限公司董事長、赤壁晨鳴紙業有限責任公司董事長、壽光晨鳴控股有限公司董事。

侯煥才先生，1983年加入本公司，歷任車間主任、分廠廠長、山東晨鳴紙業集團齊河板紙有限責任公司董事長、吉林晨鳴紙業有限公司董事長、江西晨鳴紙業有限責任公司董事長、第一屆和第二屆監事會主席。現任本公司董事。

周少華先生，1997年加入公司，歷任武漢晨鳴漢陽紙業股份有限公司常務副總經理、總工程師、副董事長，江西晨鳴紙業有限責任公司董事長，現任本公司董事，湛江晨鳴漿紙有限公司黨委書記。

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

II. MAJOR CAREER HISTORIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT AND THEIR POSITIONS (Cont'd)

I. Brief Biographies of Directors (Cont'd)

- (2) Brief biographies of non-executive Directors of the Company
- Mr. Gan Zhihe had held positions of head of Technical Development Department of National Construction Material Bureau, Principal of China Construction Material Institute, vice chief of Technical Equipment Department of National Commission of Economics and Commerce, director of Investment and Planning Department of National Commission of Economics and Commerce, vice chief secretary of National Commission of Economics and Commerce, and vice chief secretary of National Development and Reformation Committee, etc. He is also an independent director of Xinjiang Tianshan Cement Co., Ltd. and has served as a non-executive Director of the Company since April 2007.

Mr. Zhao Wei had held positions of director of Paper Manufacturing Department of Minister of Light Industry and deputy director of the paper making industry management office of China Light Industry Association (中國輕工總會造紙工業管理辦公室), and is currently vice president and general secretary of the China Paper Association, independent non-executive director of Guangdong Guanhao High-Tech Co., Ltd. and Qunxing Paper Holdings Co. Ltd., a Hong Kong listed company. He has served as a non-executive Director of the Company since April 2007.

Mr. Cao Chunyu is currently the vice president of China National Pulp & Paper Research Institute, deputy general manager of China Paper Production Development Company and a member of the Academic Committee of China Technical Association of Paper Industry. He also serves as an independent director of Mudanjiang Hengfeng Paper Co., Ltd. and has served as a non-executive Director of the Company since April 2007.

- (3) Brief biographies of independent non-executive Directors
- Mr. Diao Yuntao previously held positions of vice executive officer of Accounting Department of Financial Bureau of Shandong Province, executive officer of Local Taxation Bureau office of Shandong Province and president of Shandong Province Qilu CPAs. He is currently the vice chairman of Crowe Horwath China CPAs Co., Ltd. and independent director of Guangdong Golden Horse Tourism Group Stock Co., Ltd. Mr. Diao has served as an independent non-executive Director of the Company since April 2003.

二、現任董事、監事、高級管理人員的主要工作經歷及任職情況 (續)

1、公司董事簡介 (續)

- (2) 公司非執行董事簡介
- 甘智和先生，歷任國家建材局技術發展司司長、中國建築材料科學研究院院長、國家經貿委技術裝備司副司長、國家經貿委投資與規劃司司長、國家經貿委副秘書長、國家發展和改革委員會副秘書長等職務，兼任新疆天山水泥股份有限公司獨立董事，2007年4月開始任本公司非執行董事。

趙偉先生，曾任輕工業部造紙司生產處處長、中國輕工總會造紙工業管理辦公室副主任，現任中國造紙協會副理事長兼秘書長，兼任廣東冠豪高新技術股份有限公司和群星紙業控股有限公司(香港上市公司)獨立非執行董事，2007年4月開始任本公司非執行董事。

曹春昱先生，現任中國製漿造紙工業研究院常務副院長、中國造紙開發公司副總經理、中國造紙學會學術委員會委員，兼任牡丹江恆豐紙業股份有限公司獨立董事，2007年4月開始任本公司非執行董事。

- (3) 獨立非執行董事簡介
- 刁雲濤先生，歷任山東省財政廳會計處副主任科員、山東省地方稅務局辦公室主任科員，山東省齊魯會計師事務所所長，現任國富浩華會計師事務所有限公司副董事長，兼任廣東金馬旅遊集團股份有限公司獨立董事。2003年4月開始任公司獨立非執行董事。

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

II. MAJOR CAREER HISTORIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT AND THEIR POSITIONS (Cont'd)

I. Brief Biographies of Directors (Cont'd)

(3) Brief biographies of independent non-executive Directors (Cont'd)

Mr. Wang Zhihua had held the positions of tutor for Accounting of Shandong Economic College, director and secretary of Institute of Economics, Shandong Electricity Academe. Mr. Wang is currently the deputy chief economist and general manager of capital operation department of Luneng Group Co., Ltd., and concurrently serves as a director of Shandong Luneng Taishan Cable Co., Ltd., Guangdong Golden Horse Tourism Group Stock Co., Ltd. and Tianjin Guangyu Development Co., Ltd., as well as an independent director of Wuzhou Minovo Co., Ltd. He has served as an independent non-executive Director of the Company since April 2003.

Ms. Zhou Chengjuan was assigned to the School of Finance Taxation & Public Administration of Shandong University of Finance in 1987, and is now deputy head of Institute of Public Finance and Taxation of Shandong University of Finance. She has served as an independent non-executive Director of the Company since April 2003.

Ms. Wang Yumei had held the positions of committee member of the 6th and 7th People's Political Consultative Committee of Haidian District, Beijing City and a committee member of the Committee for Social and Legal Affairs. Ms. Wang is currently the vice president of the department of insurance of the Central University of Finance and Economics, a standing director of the Labor Science Education Branch of the China Association for Labor Studies and a committee member of the Beijing City Economic Committee of the China National Democratic Construction Association, etc. She became an independent non-executive Director of the Company in April 2007.

Mr. Lau Ying Kit was the chief financial officer and company secretary of two listed companies, and is now the chief financial officer and company secretary of CY Foundation Group Limited (a Hong Kong listed company) and an independent non-executive director of Kingdom Holdings Limited (a Hong Kong listed company). Mr. Lau became an independent non-executive Director of the Company in April 2007.

二、現任董事、監事、高級管理人員的主要工作經歷及任職情況(續)

1、公司董事簡介(續)

(3) 獨立非執行董事簡介(續)

王志華先生，歷任山東經濟學院教師、山東電力研究院經濟研究所主任兼書記。現任魯能集團公司副總經濟師兼資本運營部總經理，兼任山東魯能泰山電纜股份有限公司、廣東金馬旅遊集團股份有限公司、天津廣宇發展股份有限公司董事，五洲明珠股份有限公司獨立董事，2003年4月開始任公司獨立非執行董事。

周承娟女士，1987年分配到山東財政學院稅收系，現任山東財政學院財稅研究所副所長。2003年4月開始任公司獨立非執行董事。

王玉玫女士，曾任北京市海澱區政協第六、七屆委員會委員、社會法制委員會委員，現任中央財經大學保險學院副院長、中國勞動學會勞動科學教育分會常務理事、中國民主建國會北京市經濟委員會委員等職務，2007年4月開始擔任本公司獨立非執行董事。

劉英傑先生，曾任兩家上市公司的財務總監、公司秘書，現擔任中青基業集團有限公司(香港上市公司)的首席財務官及公司秘書，及金達控股有限公司(香港上市公司)的獨立非執行董事。2007年4月開始擔任本公司獨立非執行董事。

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

II. MAJOR CAREER HISTORIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT AND THEIR POSITIONS (Cont'd)

2. Brief biographies of Supervisors of the Company

Mr. Gao Junjie, who joined the Company in 1994, had held the positions of the chief officer of the legal section and chief officer of auditing department, etc. He is currently the chairman of supervisory committee, assistant to general manager, chief officer of capital operations department, supervisor of Shouguang Chenming Holdings Company Limited and supervisor of Shouguang Henglian Enterprise Investment Co. Ltd.

Mr Wang Xiaoqun was the chief of the corporate finance unit of the Shouguang City Finance Bureau (壽光市財政局企財科科長) between 1984 and 1988 and the deputy chief of the State-owned Assets Supervision and Administration Commission of Shouguang City between 1989 and November 2008. He retired in December 2008. He has served as a supervisor of the Company since May 2009.

Mr Guo Guangyao worked for the Tai Hang Apparatus Factory of the Department of Aeronautics (航空部太行儀表廠) as chief craftsman and engineer between 1969 and 1981, for Shouguang Chemical Fertilizer Factory (壽光化肥廠) as deputy factory chief and party committee secretary between 1981 and 1987, Shouguang Beer Factory (壽光市啤酒廠) as party committee secretary and chief engineer between 1987 and 1989 and for Shouguang Economic and Trade Committee as deputy chief and secretary of CPC Working Committee and chief of Shouguang Enterprise Management Office in March 1990. He retired in December 2003. He has served as a supervisor of the Company since May 2009.

Ms. Wang Ju, who joined the Company in 1987, had held the positions of deputy chief officer and chief officer of manufacturing section, assistant to the general manager and deputy general manager of Chenming Holdings and deputy general manager of Shouguang Chenming Pulp Manufacturing Factory (壽光晨鳴製漿工廠). She is currently a Supervisor of the Company.

Ms. Yang Hongqin, who joined the Company in 1987, held the positions of the deputy chief and chief officer of quality control section and the chief of after sale services department of the Company and manager of property management company. She is currently a Supervisor of the Company and assistant to general manager of Shandong Chenming Power Supply Holdings. Co., Ltd.

二、現任董事、監事、高級管理人員的主要工作經歷及任職情況(續)

2、公司監事簡介

高俊傑先生，1994年加入公司，歷任公司法律事務科科長、審計部部長等職務，現任公司監事會主席、總經理助理、資本運營部部長、壽光晨鳴控股有限公司監事、壽光市恆聯企業投資有限公司監事。

王效群先生，1984年至1988年任壽光市財政局企財科科長，1989年至2008年11月任壽光市國有資產管理局副局長，2008年12月退休。2009年5月開始任本公司監事。

郭光耀先生，1969年至1981年於航空部太行儀錶廠工作，任主管工藝員、工程師；1981年至1987年於壽光化肥廠工作，歷任副廠長、黨委書記；1987年至1989年在壽光市啤酒廠工作，任黨委書記、總工程師；1990年3月在壽光市經貿委工作，任副主任、機關黨委書記，兼壽光市企業管理辦公室主任，2003年12月退休。2009年5月開始任本公司監事。

王菊女士，1987年加入本公司，歷任車間副主任、主任、晨鳴控股總經理助理、晨鳴控股副總經理、壽光晨鳴製漿工廠副總經理，現任本公司監事。

楊洪芹女士，1987年加入本公司，歷任公司質檢科副科長、科長、售後服務處處長、物業管理公司經理，現任本公司監事、山東晨鳴熱電股份有限公司總經理助理。

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

II. MAJOR CAREER HISTORIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT AND THEIR POSITIONS (Cont'd)

3. Brief biographies of Senior Management of the Company

Mr. Wang Baoliang held the positions of secretary, deputy chief, deputy chief of Bureau of Investigation, deputy chief of the Office and deputy secretary-general of the committee office of Shouguang City, etc. He joined the Company in October 2003, and currently serves as deputy general manager of the Company and a director of Shouguang Chenming Holdings Company Limited.

Mr. Ren Wei held the positions of credit teller, deputy chief of credit section, deputy manager of international business department, chief of operation department, assistant to president, deputy president and president of Industrial and Commercial Bank, Shouguang City Branch etc. He joined the Company in July 2004 and currently serves as a deputy general manager of the Company.

Ms. Li Xueqin, who joined the Company in 1987, had held the positions of the chief of audit department, the vice chairman of the Supervisory Committee, etc.. Ms. Li has been a deputy general manager of the Company and a director of Shouguang Chenming Holdings Company Limited since March 2003. Ms. Li Xueqin is the spouse of Mr. Chen Hongguo, chairman of the Company.

Mr. Hao Yun, who joined the Company in 1984, had held the positions of secretary of the communist youth league of the Company, chief of the labor & personnel department, chief of shares and securities office and assistant to the general manager, etc. He is currently a deputy general manager of the Company and secretary to the Board.

Mr. Wang Zaiguo, who joined the Company in 1987, had held the positions of the deputy chief of office, assistant to the general manager, chief of logistics department of our Company, manager of hotel, deputy general manager of Shouguang Chenming, Supervisor of the Company, etc. He is currently a deputy general manager of the Company and the chairman of Zhanjiang Chenming Arboriculture Co., Ltd.

二、現任董事、監事、高級管理人員的主要工作經歷及任職情況(續)

3、公司高級管理人員簡介

王保梁先生，歷任中共壽光市委辦公室秘書、科長、機要局副局長、辦公室副主任、市委副秘書長等職務，2003年10月加入本公司，現任本公司副總經理、壽光晨鳴控股有限公司董事。

任偉先生，歷任壽光市工商銀行信貸員、信貸科副科長、國際業務部副經理、營業部主任、行長助理、副行長、行長等職務，2004年7月加入本公司，現任公司副總經理。

李雪芹女士，1987年加入本公司，歷任本公司審計部部長、監事會副主席等職務，自2003年3月開始擔任本公司副總經理，兼任壽光晨鳴控股有限公司董事。李雪芹女士為本公司董事長陳洪國先生的配偶。

郝筠先生，1984年加入本公司，歷任本公司團委書記、勞動人事處處長、股證辦主任、總經理助理等職務，現任本公司副總經理、董事會秘書。

王在國先生，1987年加入本公司，歷任公司辦副主任、總經理助理兼後勤部長、酒店經理、壽光晨鳴副總經理、公司監事等職；現任公司副總經理、湛江晨鳴林業發展有限公司董事長。

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

II. MAJOR CAREER HISTORIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT AND THEIR POSITIONS (Cont'd)

3. Brief biographies of Senior Management of the Company (Cont'd)

Mr. Wang Shihong had held the positions of deputy secretary of China National Development and Planning Committee, general manager of administration department of Fuxing Pulp Co., Ltd., head of Office of Party Committee and assistant to the general manager of China Gaoxin Investment Group Corp. He became a deputy general manager of the Company in March 2006.

Mr. Fang Lijun, who joined the Company in 1991, had been the manager and the assistant to the general manager of the Beijing branch office of the Company and the general manager of the sales office etc.. He is currently a deputy general manager of the Company.

Mr. Meng Feng, who joined the Company in 1992, had held the positions of deputy general manager of the Company, general manager of Jiangxi Chenming Paper Co., Ltd., chairman of offset paper company and chairman of news press paper company, etc. He is currently a deputy general manager of the Company and a director of Shouguang Chenming Holdings Company Limited.

Mr. Han Chunlai, who joined the Company in 1983, had held the positions of a manager of branch supplying company and the chief representative of the sales management section. He is currently a deputy general manager of the Company and responsible for coordination of the sales branches.

Mr Wang Chunfang, who joined the Company in 1997, had held different positions including a financial executive of a sales branch and a financial controller of sales head office of the Company, a financial controller of Jilin Chenming Paper Co., Ltd., an assistant to the general manager of the Company and chief of the finance department. He is currently the financial controller of the Company.

Mr. Poon Shiu Cheong is a Fellow Certified Public Accountant of Hong Kong Institute of Certified Public Accountants. He obtained a master degree in Accounting from Central Queensland University and a master degree in Business Administration from Southern Cross University. He joined the Company in 2008, and is currently the qualified accountant and company secretary of the Company.

二、現任董事、監事、高級管理人員的主要工作經歷及任職情況(續)

3、公司高級管理人員簡介(續)

王世宏先生，歷任國家計委副主任秘書、復興漿紙有限公司綜合管理部總經理、黨委辦公室主任、中國高新投資集團公司總經理助理。2006年3月任本公司副總經理。

房立軍先生，1991年加入本公司，歷任北京分公司經理、總經理助理、銷售公司總經理等職務，現任公司副總經理。

孟峰先生，1992年加入本公司，歷任公司副總經理、江西晨鳴紙業有限公司總經理、膠版紙公司董事長、新聞紙公司董事長等職務，現任本公司副總經理、壽光晨鳴控股有限公司董事。

韓春來先生，1983年加入本公司，歷任公司供應公司經理、銷售管理區首席代表職務，現任本公司副總經理，協調銷售分公司工作。

王春方先生，1997年加入本公司，歷任公司銷售分公司財務主管、銷售總公司財務總監、吉林晨鳴紙業有限責任公司財務總監、公司總經理助理、財務部長等職務。現任公司財務總監。

潘兆昌先生，現為香港會計師公會資深會計師，取得中央昆士蘭大學會計系碩士學位和南格斯大學工商管理碩士學位。2008年加入本公司，現任本公司之合資格會計師及公司秘書。



IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

III. SECURITIES INTERESTS HELD BY DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT UNDER THE SFO OF HONG KONG

As at 31 December 2009, interests of the Company or its associated corporations (within the meaning of the Part XV of SFO) held by each of the Directors, Supervisors and Senior Management of the Company under section 352 of the SFO are set out as follows:

The Company

Name 姓名	Position 職務	Number of shares (A shares) held at the end of the reporting period 報告期末持有股份 (A股) 數量 (shares) (股)
Directors 董事		
Chen Hongguo (Note 1) 陳洪國 (註 1)	Chairman 董事長	6,334,527
Yin Tongyuan 尹同遠	Executive Director and general manager 執行董事及總經理	3,231,520
Li Feng 李峰	Executive Director 執行董事	471,818
Geng Gauanglin 耿光林	Executive Director 執行董事	437,433
Tan Daocheng 譚道誠	Executive Director 執行董事	185,700
Hou Huancai 侯煥才	Executive Director 執行董事	628,915
Zhou Shaohua 周少華	Executive Director 執行董事	123,007
Gan Zhihe 甘智和	Non-executive Director 非執行董事	—
Zhao Wei 趙偉	Non-executive Director 非執行董事	—
Cao Chunyu 曹春昱	Non-executive Director 非執行董事	—

三、按香港《證券及期貨條例》，董事、監事及最高行政人員之證券權益

於2009年12月31日，公司各董事、監事及最高行政人員在公司或其相關法團(定義見《證券及期貨條例》第XV部)持有的權益，根據《證券及期貨條例》第352如下：

公司

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

III. SECURITIES INTERESTS HELD BY DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT UNDER THE SFO OF HONG KONG (Cont'd)

三、按香港《證券及期貨條例》，董事、監事及最高行政人員之證券權益 (續)

Name 姓名	Position 職務	Number of shares (A shares) held at the end of the reporting period 報告期末持有股份 (A股) 數量 (shares) (股)
Diao Yuntao 刁雲濤	Independent non-executive Director 獨立非執行董事	—
Wang Zhihua 王志華	Independent non-executive Director 獨立非執行董事	—
Zhou Chengjuan 周承娟	Independent non-executive Director 獨立非執行董事	—
Wang Yumei 王玉玫	Independent non-executive Director 獨立非執行董事	—
Lau Ying Kit 劉英傑	Independent non-executive Director 獨立非執行董事	—
Supervisors 監事		
Gao Junjie 高俊傑	Supervisor 監事	39,606
Guo Guangyao 郭光耀	Supervisor 監事	—
Wang Xiaoqun 王效群	Supervisor 監事	—
Wang Ju 王菊	Supervisor 監事	—
Yang Hongqin 楊洪芹	Supervisor 監事	—

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

III. SECURITIES INTERESTS HELD BY DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT UNDER THE SFO OF HONG KONG (Cont'd)

Associated corporations

三、按香港《證券及期貨條例》，董事、監事及最高行政人員之證券權益
(續)

相關法團

Name 姓名	Position 職務	Name of associated corporations 相關法團名稱	Number of shares held at the beginning of the reporting period (shares) 報告期初持有股份數量(股)	Change during the period +/- 期內變動 +/-	Number of shares held at the end of the reporting period (shares) 報告期末持有股份數量(股)
Chen Hongguo (Note 2) 陳洪國(註2)	Chairman 董事長	Shouguang Chenming Holdings Company Limited 壽光晨鳴控股有限公司	231,000,000	—	231,000,000
		Shouguang Chenming Guangyuan Real Property Company Limited 壽光晨鳴廣源地產有限公司	—	1,371,000	1,371,000
Li Feng 李峰	Executive Director 執行董事	Qihe Chenming Waste Collection Co., Ltd. 齊河晨鳴廢舊物資收購有限公司	10,000	—	10,000

Note 1: Save for the 6,334,527 A shares held personally, Chen Hongguo is deemed to be interested in the 429,348 A shares held by his spouse, Li Xueqin.

註1：除其個人持有6,334,527股A股外，陳洪國被視作持有其配偶李雪芹所持有的429,348股A股之權益。

Note 2: Chen Hongguo and his spouse, Li Xueqin, collectively hold 43% equity interests in Shouguang Henglian Enterprise Investment Co. Ltd., (hereinafter referred to as "Shouguang Henglian"), as a result, Shouguang Henglian is deemed to be controlled by Chen Hongguo. As such, the 231,000,000 shares in Chenming Holdings (approximately 13.71% of the total share capital of Chenming Holdings) held by Shouguang Henglian is also deemed to be held by Chen Hongguo. Mr Chen Hongguo is also deemed to be interested in approximately 13.71% equity interests in Shouguang Chenming Guangyuan Real Property Company Limited which is a wholly owned subsidiary of Shouguang Chenming Holdings Limited.

註2：陳洪國及其配偶李雪芹共持有壽光市恆聯企業投資有限公司(以下簡稱「壽光恆聯」)43%股權，故壽光恆聯被視為由陳洪國所控制，因此壽光恆聯持有晨鳴控股之231,000,000股股份(約佔晨鳴控股總股本的13.71%)亦被視為由陳洪國持有。壽光晨鳴控股有限公司之全資控股子公司壽光晨鳴廣源地產有限公司亦被視為由陳洪國先生持有其中約13.71%權益。

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

III. SECURITIES INTERESTS HELD BY DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT UNDER THE SFO OF HONG KONG (Cont'd)

Associated corporations (Cont'd)

Save as disclosed above, as at 31 December 2009, none of each of the Directors, Supervisors or chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations which were required to be filed in the register of the Company required to be maintained pursuant to section 352 of the SFO or which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix 10 to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (hereinafter referred to as the "Hong Kong Listing Rules").

As at 31 December 2009, none of each of the Directors, Supervisors or chief executives or their respective spouses or children under the age of 18 held or exercised any rights to subscribe for the share capital or debentures of the Company or its associated corporations.

IV. SERVICE CONTRACTS WITH DIRECTORS AND SUPERVISORS

None of the Directors or Supervisors had entered into service contracts with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

V. CONTRACTUAL INTERESTS OF DIRECTORS AND SUPERVISORS

None of the Directors or Supervisors directly or indirectly held any beneficial interests in the material contracts entered into or performed by the Company during the year ended 31 December 2009.

VI. PURCHASE OF SHARES OR INTERESTS IN DEBENTURES

At no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or Supervisors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

三、按香港《證券及期貨條例》，董事、監事及最高行政人員之證券權益 (續)

相關法團 (續)

除上述所披露者，於2009年12月31日，公司各董事、監事及最高行政人員概無在公司或其相關法團的股份、相關股份及債券證中擁有須記錄於公司根據《證券及期貨條例》第352條規定須予備存的登記冊的權益或淡倉，或根據香港聯交所上市規則（以下簡稱「香港上市規則」）附錄十《上市公司董事進行證券交易的標準守則》須通知公司及香港聯交所的權益或淡倉。

於2009年12月31日，公司各董事、監事及最高行政人員或彼等之配偶或18歲以下的子女概無持有可以認購公司或其相關法團的股本或債權證之權利，彼等亦無行使任何該等權利。

四、董事、監事之服務合約

各董事或監事與公司均無訂立限制本公司於一年內不作賠償（法定賠償除外）便不可終止之服務合約。

五、董事、監事之合約權益

各董事及監事在公司截至2009年12月31日止年度內訂立或履行的重要合約中，概無直接或間接擁有任何實際權益。

六、購買股份或債券權益

於本年度內任何時間，公司及其任何附屬公司概無參與任何安排使公司董事或監事可藉購買公司或任何其它法人團體之股份或債券而獲得利益。

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

VII. ANNUAL REMUNERATIONS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

1. The Company will pay each of the independent non-executive Directors and non-executive Directors of the Company annual allowance of RMB40,000 – RMB100,000 (after tax). The travel expenses for attending board meetings and shareholders' meeting of the Company and fees incurred reasonably in the performance of their duties under the Articles of Association by independent non-executive Directors and non-executive Directors are reimbursed as expensed.
2. The annual remuneration of each of the executive Directors and senior management of the Company fall between the range of RMB200,000-RMB 5,000,000, while actual amount shall be determined based on the main financial indicators and operation target completion of the Company, the scope of work and main responsibilities of the Directors and senior management of the Company, the target completion of Directors and senior management as assessed by the duty and performance appraisal system, as well as business innovation capability and profit generation ability of the Directors and senior management. The actual implementation proposal shall be determined by the internal remuneration committee of the Board as well as considered and decided by the Board.
3. For the remunerations received from the Company by Directors, Supervisors and Senior Management in 2009, please refer to Part I of this section.

VIII. PRE-EMPTIVE RIGHTS

In accordance with the Articles of Association and the PRC laws, there are no rules requiring the Company to grant existing shareholders pre-emptive rights on newly issued shares of the Company in proportion to their shareholdings.

七、董事、監事、高級管理人員年度報酬情況

- 1、公司向每位獨立非執行董事和非執行董事每年支付津貼4-10萬元人民幣(稅後)，獨立非執行董事和非執行董事出席公司董事會和股東大會的差旅費及按《公司章程》行使職權所需的合理費用由公司據實報銷。
- 2、公司每位執行董事與高級管理人員年度薪酬在人民幣20萬元-500萬元之間，具體分配金額由董事會薪酬委員會根據公司主要財務指標和經營目標完成情況，公司董事、高級管理人員分管工作範圍及主要職責情況，董事及高級管理人員崗位工作業績考評系統中涉及指標的完成情況，董事及高級管理人員的業務創新能力和創利能力等確定。具體執行方案由董事會之內部薪酬委員會制定，由董事會審議確定。
- 3、現任董事、監事、高級管理人員2009年在公司領取的報酬情況請參見本節第一部分。

八、優先購買權

根據《公司章程》及中國法律，並無規定公司需對現有的股東按其持股比例給予他們優先購買公司新股的權利。

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

IX. CHANGE OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

1. On 8 April 2009, upon the approval of the 12th meeting of the fifth session of the Board, Mr. Wu Bingyu and Mr. Xing Fangtong tendered their application for resignation from the position of Director and members of the strategic committee to the Board due to personal health reason. Mr. Xia Guangchun resigned from the position of deputy general manager of the Company, Mr. Liu Junwu resigned from the position of financial controller of the Company for work-related reasons and Mr. Wang Chunfang was appointed as the financial controller of the Company. For specific details, please refer to the relevant announcements published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) on 9 April 2009, and the website of the Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange") (www.hkex.com.hk) on 8 April 2009.
2. On 8 April 2009, upon the approval of the 9th meeting of the fifth session of the Supervisory Committee, Mr. Liu Wenzheng resigned from his position as Supervisor of the Company due to personal reason. At the 2nd meeting of the seventh session of staff representatives of the Company, Ms. Yang Hongqin was elected as the staff representative in the Supervisory Committee according to the document issued by the workers' union of the Company. Mr. Zhao Shujun was no longer a Supervisor (staff representative) of the Company. For specific details, please refer to the relevant announcements published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) on 9 April 2009, and the website of the Hong Kong Stock Exchange (www.hkex.com.hk) on 8 April 2009.
3. On 26 May 2009, upon the approval of the 2008 Annual General Meeting of the Company, Mr. Geng Guanglin and Mr. Tan Daocheng were elected Executive Directors of the Company. Mr. Guo Guangyao and Mr. Wang Xiaoqun were elected external Supervisors of the Company. For specific details, please refer to the relevant announcements published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) on 27 May 2009 and the website of the Hong Kong Stock Exchange (www.hkex.com.hk) on 26 May 2009.

九、董事、監事和高級管理人員變動情況

- 1、2009年4月8日，經第五屆董事會第十二次會議審議，因個人身體原因，吳炳禹先生、邢方同先生辭去公司董事及戰略委員會委員職務；夏光春先生辭去公司副總經理職務；因工作需要劉俊武先生不再擔任公司財務總監職務。聘任王春方先生任公司財務總監。具體情況詳見2009年4月9日刊登於《中國證券報》、《香港商報》、巨潮資訊網（<http://www.cninfo.com.cn>）和2009年4月8日刊登於香港聯交所網站（www.hkex.com）的相關公告。
- 2、2009年4月8日，經第五屆監事會第九次會議審議，因個人原因，劉文政先生不再擔任公司監事職務；根據公司工會委員會出具的文件，公司第七屆第二次職工代表大會推舉楊洪芹女士出任公司監事（職工代表監事）職務，趙樹軍先生不再擔任公司監事（職工代表監事）職務。具體情況詳見2009年4月9日刊登於《中國證券報》、《香港商報》、巨潮資訊網（<http://www.cninfo.com.cn>）和2009年4月8日刊登於香港聯交所網站（www.hkex.com）的相關公告。
- 3、2009年5月26日，經公司2008年度股東大會審議，選舉耿光林先生、譚道誠先生出任公司董事職務；選舉郭光耀先生、王效群先生出任公司外部監事。具體情況詳見2009年5月27日刊登於《中國證券報》、《香港商報》、巨潮資訊網（<http://www.cninfo.com.cn>）和2009年5月26日刊登於香港聯交所網站（www.hkex.com）的相關公告。

IV Directors, Supervisors and Senior Management and the Staff

第四節 董事、監事、高級管理人員情況

IX. CHANGE OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT (Cont'd)

4. On 12 April 2010, the first extraordinary general meeting of the Company in 2010 considered the resolution in relation to the appointment and re-appointment of Directors and Supervisors of the Company, upon election: Chen Hongguo, Yin Tongyuan, Li Feng, Geng Guanglin, Tan Daocheng, Hou Huancai and Zhou Shaohua were appointed as executive Directors of the sixth session of the Board of the Company; Wang Aiguo, Zhang Zhiyuan, Wang Xiangfei, Wang Yumei and Zhang Hong were appointed as independent non-executive Directors of the sixth session of the Board of the Company; Cui Youping, Wang Fengrong and Wang Xiaoqun were appointed as non-executive Directors of the sixth session of the Board of the Company. Gao Junjie, Guo Guangyao and Yin Qixiang were appointed as Supervisors representing shareholders, and the union committee of the Company elected Wang Ju and Yang Hongqin as supervisors representing the employees of the Company, who will jointly form the Sixth Session of the Supervisory Committee of the Company with Supervisors representing shareholders.

X. PERSONNEL OF THE COMPANY

At the end of the reporting period, the Group had 16,291 employees in aggregate, including 12,157 production staff, 540 sales staff, 852 technical staff, 284 financial staff, 825 administrative staff and 1,633 other staff. By level of education, there were 761 employees with bachelor's degree or above, 2,221 employees with college degree, 3,873 employees with technical secondary school education and 9,436 employees with high school, technical school education and levels below technical secondary school education.

The Company had obligations for 0 ex-employees or retired employees, including employees of subsidiaries. The remuneration of the employees of the Company includes their salaries, bonuses and other fringe benefits. Subject to the relevant laws and regulations of the PRC, the Company adopts different standards of remuneration for different employees, which are determined based on their performance, experience, position, etc. Details of the remuneration of employees of the Group in 2009 are set out in Note 11 to the financial statements prepared in accordance with the International Financial Reporting Standards.

Meanwhile, employees of the Group in the PRC participate in state-managed retirement benefit schemes operated by local governments. The Group is required to contribute a specified percentage of the employees' payroll costs to the retirement benefit scheme to fund the benefits. Details of the employee pension benefits provided by the Group are set out on Note 11 of the financial statements prepared in accordance with the International Financial Reporting Standards.

九、董事、監事和高級管理人員變動情況 (續)

- 4、2010年4月12日，公司2010年第一次臨時股東大會審議了公司董事會、監事會換屆選舉的議案，經選舉：陳洪國、尹同遠、李峰、耿光林、譚道誠、侯煥才、周少華為公司第六屆董事會執行董事；王愛國、張志元、王翔飛、王玉玫、張宏為公司第六屆董事會獨立非執行董事；崔友平、王鳳榮、王效群為第六屆董事會非執行董事。高俊傑、郭光耀、尹啟祥為公司第六屆監事會股東代表監事，公司工會委員會推選王菊、楊洪芹為公司職工代表監事，與股東代表監事共同組成公司第六屆監事會。

十、公司員工情況

報告期末，集團在職員工總數為16,291人，其中生產人員12,157名，銷售人員540名，技術人員852名，財務人員284名，行政人員825名，其它人員1,633名；按受教育程度分，本科以上學歷761名，大專學歷2,221名，中專學歷3,873名，高中、技校及中專以下學歷9,436名。

公司需承擔費用的離退休職工0名。以上人員包括控股子公司員工。本公司員工的薪酬包括工資獎金及其它福利計劃。本公司在遵循中國有關法律及法規的情況下，視乎員工的業績、資歷、職務等因素，對不同的員工執行不同的薪酬標準。本集團員工2009年度薪酬詳情載列於按國際財務報告準則編製的財務報表註釋11。

同時，本集團之中國員工為地方政府組織之國營退休福利計劃之成員。本集團須向退休福利計劃按彼等薪金成本之若干百分比供款，為有關福利供資金。本集團提供的員工退休福利詳情載列於按國際財務報告準則編製的財務報表註釋11。

I. DISCLOSURES AS REQUIRED BY CHINA SECURITIES REGULATORY COMMISSION

(I) Corporate Governance

Under the requirement of Company Law (《公司法》), Securities Law (《證券法》), Code of Corporate Governance for Listed Companies (《上市公司治理準則》), listing rules of Shenzhen Stock Exchange (《深圳證券交易所股票上市規則》), Hong Kong Listing Rules and the related requirements as required by China Securities Regulatory Commission, the Company further improved and optimized its legal person governance structure in the reporting period. The Board considers there is no material deviation of the Company in its corporate governance from the regulatory documentation requirements provided for listed companies in respect of corporate governance.

During the reporting period, the Company amended the Articles of Association of the Company in accordance with the amendments to the Listing Rules of the Stock Exchange of Hong Kong and 《關於修改上市公司現金分紅若干規定的決定》 (Decision on Amending Provisions for Cash Dividend of Listed Companies) published by CSRC.

In line with the new Articles of Association adopted by the Company subsequent to the issue of H shares and the amendments to the Articles of Association of the Company as mentioned above, the Company held a shareholders' meeting to seek shareholders' approval for the corresponding amendments to the Procedural Rules of the Shareholders' General Meetings, the Procedural Rules of the Board Meetings and the Procedural Rules of the Supervisory Committee Meetings.

一、按中國證監會要求披露的資料

(一) 公司治理情況

報告期內公司按照《公司法》、《證券法》、《上市公司治理準則》、《深圳證券交易所股票上市規則》、《香港聯合交易所上市規則》和中國證監會有關規定的要求不斷健全和完善公司法人治理結構。董事會認為公司治理的實際情況與《上市公司治理準則》等規範性文件的規定和要求基本相符。

報告期內，根據香港聯合交易所對《上市規則》有關條款的修改及中國證監會發佈的《關於修改上市公司現金分紅若干規定的決定》，公司根據其要求將公司《章程》做了相應修改。

根據公司發行H股後的新《公司章程》及上述對《公司章程》的修訂案，公司召開股東大會對《股東大會議事規則》、《董事會議事規則》、《監事會議事規則》的內容同時進行了相應修改。

I. DISCLOSURES AS REQUIRED BY CHINA SECURITIES REGULATORY COMMISSION (Cont'd)

(II) Performance of the independent non-executive Directors

In the reporting period, each of the independent non-executive Directors continued to suggest constructive opinion on the material matters relating to operations and management and internal control of the Company. They issued their independent opinion on related matter pursuant to related requirements, thus raising the science and objectiveness of Board decisions. Attendance of independent non-executive Directors at Board meetings in 2009 is as follows:

Name of independent non-executive Directors 獨立非執行董事姓名		Number of Board meetings requiring attendance 本年應參加董事會次數	Number of Attendance in person 親自出席 (次)	Number of Attendance by proxy 委託出席 (次)	Number of Absence 缺席 (次)
Lau Ying Kit	劉英傑	6	6	—	—
Wang Yumei	王玉玫	6	6	—	—
Diao Yuntao	刁雲濤	6	6	—	—
Wang Zhihua	王志華	6	6	—	—
Zhou Chengjuan	周承娟	6	6	—	—

In the reporting period, independent non-executive Directors of the Company issued their independent opinions on the connected transactions pursuant to the related laws and regulations, they raised no objection opinion on the proposals of Board meetings or other issues.

(III) Particulars about the separation of businesses, personnel, assets, organizations, and finance from the controlling shareholder

- In terms of business: The Company was completely independent from the controlling shareholder, and had its independent and complete business operation capability.
- In terms of personnel: The labour, personnel and salary management were completely separated from the controlling shareholder.
- In terms of assets: There was only shareholding relationship between the Company and Shouguang Chenming Holdings Company Limited. The assets of the Company were completely separated from those of the controlling shareholder.

一、按中國證監會要求披露的資料(續)

(二) 獨立非執行董事履行職責情況

報告期內，各位獨立非執行董事繼續對公司重大經營管理事項、內部控制等方面提出了富有建設性的意見，並按照有關規定對相關事項發表了獨立意見，提高了董事會決策的科學性和客觀性。獨立非執行董事2009年度出席董事會會議情況如下：

報告期內，公司獨立非執行董事依據相關法律法規規定，對公司關聯交易等事項發表了獨立意見；報告期內，獨立非執行董事對歷次董事會審議的議案以及公司其它事項未提出異議。

(三) 公司與控股股東在業務、人員、資產、機構、財務等方面的分開情況

- 業務獨立：公司在業務方面完全獨立於控股股東，具有獨立完整的業務及自主經營能力。
- 人員分開情況：公司在勞動、人事及工資管理方面與控股股東完全分開。
- 資產獨立情況：公司與控股股東壽光晨鳴控股有限公司在資產方面只有股權投資關係，雙方資產完全分開。

I. DISCLOSURES AS REQUIRED BY CHINA SECURITIES REGULATORY COMMISSION (Cont'd)

(III) Particulars about the separation of businesses, personnel, assets, organizations, and finance from the controlling shareholder (Cont'd)

4. In terms of organization: The Company had a mature and independent organization structure, which was established according to the legal processes and the business practice of the Company. It was completely separated from that of the controlling shareholder.
5. In terms of finance: The Company had its own accounting department, accounting system, financial management system, and bank accounts. The controlling shareholder never interfered in the financial activities of the Company.

(IV) Internal Control of the Company

1. Internal control overview

The Company established the procedural rules for shareholders' meetings, board meetings, and the Supervisory Committee meetings to ensure their decision-making, execution, and supervision duties to be carried out effectively. Meanwhile, the Company also established the Strategic Committee, Nomination Committee, Audit Committee and Remuneration and Assessment Committee of the Board. In accordance with their respective working criteria, they assumed the functions of discussing the material matters and decision making, raising the science and professionalism of Board decisions.

Internal administration departments were established to monitor the set-up, improvement and implementation of internal control systems. Audit Committee reviewed and monitored the material connected transactions.

The Company established a complete internal control system covering production management, financial management, connected transactions, external guarantee, use of proceeds, and material investment of the Company and its subsidiaries.

一、按中國證監會要求披露的資料(續)

(三) 公司與控股股東在業務、人員、資產、機構、財務等方面的分開情況(續)

- 4、機構分開情況：公司擁有完整的組織機構、機構的設置完全按照法定程序並根據公司情況需要設立，公司機構與控股股東完全分開。
- 5、財務分開情況：公司擁有獨立的財務部門，並建立了獨立的會計核算體系和財務管理制度，在銀行單獨開立帳戶，控股股東不干涉公司的財務活動。

(四) 公司內部控制情況

1、公司內部控制的概況

公司已建立健全股東大會、董事會、監事會各項規章制度，確保其行使決策權、執行權和監督權。同時，董事會還建立了董事會戰略委員會、提名委員會、審計委員會、薪酬與考核委員會四個專門委員會。四個專門委員會依據相應的工作細則，分別承擔公司重大工作事項討論與決策的職能，提高了公司董事會決策的科學性和專業性。

公司董事會通過公司內部企管部門監督公司內部控制制度的建立、完善及其實施，審計委員會對重大關聯交易等進行審查、監督。

公司建立了一套完整的涵蓋公司及子公司生產經營、財務管理、關聯交易、對外擔保、募集資金使用、重大投資等內部控制制度，這些制度構成了公司內部控制制度體系。

I. DISCLOSURES AS REQUIRED BY CHINA SECURITIES REGULATORY COMMISSION (Cont'd)

(IV) Internal Control of the Company (Cont'd)

2. The establishment and optimization of the internal control of the Company

(I) Administration of and control over controlling subsidiaries

The Company managed its controlling subsidiaries according to the related laws and regulations and relevant listing rules of the Shenzhen Stock Exchange and the Hong Kong Stock Exchange. According to the requirements of Company Law, subsidiaries established their respective board of directors and supervisory committee and lawfully conducted management and supervision duties. Sound operation and financial management systems were established according to the practices of the Company's business operations. By exercising its rights as a shareholder, the Company controlled the director and key management nomination process and decision-making process of the subsidiaries. As a result, the Company was assured that its subsidiaries were under firm control and the decisions and systems of the Company were effectively, promptly and consistently implemented within its subsidiaries. So all the tasks within the Company and its subsidiaries were consistently dealt with.

一、按中國證監會要求披露的資料(續)

(四) 公司內部控制情況(續)

2、 公司內部控制制度的建立和健全情況

(1) 對控股子公司的管理控制

公司嚴格依照有關法律法規和深交所及香港聯交所對上市公司的有關規定對控股子公司進行管理，控股子公司根據《公司法》的要求建立了董事會、監事會，依法管理和監督經營活動，並結合其實際情況建立健全經營和財務管理制度。公司通過行使股東權力決定公司各控股子公司董事會及主要領導的任命和重要決策，這樣可以保證對控股子公司的控制權牢固掌握，對於公司的各種決策和制度能有效、快速地在子公司貫徹執行，達到整個公司各項工作的高度統一。

I. DISCLOSURES AS REQUIRED BY CHINA SECURITIES REGULATORY COMMISSION (Cont'd)

(IV) Internal Control of the Company (Cont'd)

2. The establishment and optimization of the internal Control of the Company (Cont'd)

(2) Administration of and control over connected transactions

The Articles of Association of the Company has provided clear rules for the authorities of the Board and Shareholders' Meeting to examine connected transactions, the auditing procedure, and waiving of voting by related Directors and shareholders. According to "Shenzhen Stock Exchange Guidelines on Internal Controls of Listed Companies" (《深圳證券交易所上市公司內部控制指引》), the "Company prepared its Administration on Connected Transactions" (《關聯交易管理制度》), which set out the regulations regarding classification, identification, contract execution and disclosure of connected transactions. The Company also set up the "Special System to Take Precautions against Controlling Shareholders and Related Parties from Embezzling the Company's Fund" (《防範控股股東及關聯方佔用公司資金專項制度》). None of capital, assets, or other resources of the Company has been appropriated or transferred by the controlling shareholder and its related persons. All connected transactions were conducted under the principle of faithfulness, fairness, voluntary, and open and their information was disclosed according to the disclosure requirements and published in the annual report of the Company. No action was conducted which was harmful to the benefits of the Company and the shareholders. Overall, the connected transactions of the Company were in compliance with "Shenzhen Stock Exchange Guidelines on Internal Controls of Listed Companies" (《深圳證券交易所上市公司內部控制指引》) and the related laws and regulations.

一、按中國證監會要求披露的資料(續)

(四) 公司內部控制情況(續)

2、公司內部控制制度的建立和健全情況(續)

(2) 對關聯交易的管理控制

《公司章程》對公司股東大會、董事會審議關聯交易事項的權限、審計程序、關聯董事回避、關聯股東回避等均作了明確的規定。根據《深圳證券交易所上市公司內部控制指引》，公司制訂了《關聯交易管理制度》，對公司關聯交易協議類別、判斷標準、合同簽訂、信息披露等內容進行了具體規定。同時公司制定了《防範控股股東及關聯方佔用公司資金專項制度》，現時公司不存在被控股股東及其關聯方佔用、轉移公司資金、資產及其它資源的情況，關聯交易事項符合誠實守信、平等、自願、公平、公開、公允的原則，並按照信息披露規定履行了信息披露義務，在公司年度報告中作了詳細披露，未發生損害公司和其它股東利益的情形，符合《深圳證券交易所上市公司內部控制指引》及相關法律法規的規定。

I. DISCLOSURES AS REQUIRED BY CHINA SECURITIES REGULATORY COMMISSION (Cont'd)

(IV) Internal Control of the Company (Cont'd)

2. The establishment and optimization of the internal Control of the Company (Cont'd)

(3) Administration of and control over external guarantee

The authority of external guarantee was stipulated by the Articles of Association and the Company had implemented the requirements relating to aggregate amount of external guarantees according to the Rules Governing Listing of Stocks on Shenzhen Stock Exchange. Meanwhile the Company had set up "The Working Procedures of Financing and Guarantee" (《融資、擔保工作程序》). Except for guarantees provided to the subsidiaries, the Company made no external guarantees. Overall, external guarantees of the Company were in compliance with "Shenzhen Stock Exchange Guidelines on Internal Controls of Listed Companies" (《深圳證券交易所上市公司內部控制指引》) and the related laws and regulations.

(4) Administration of and control over using of financing proceeds

"The Company had set up Administration Criteria of Financing Proceeds" (《募集資金使用管理辦法》) to govern the use, approval, deposit, change of use, report and supervision of financing proceeds and liabilities. Financing proceeds were used according to their intended usage. The Company disclosed the information about the use of financing proceeds in compliance with related requirements.

一、按中國證監會要求披露的資料(續)

(四) 公司內部控制情況(續)

2、 公司內部控制制度的建立和健全情況(續)

(3) 對對外擔保的管理控制

《公司章程》對對外擔保的權限作了具體明確的規定，執行《深圳證券交易所股票上市規則》關於對外擔保累計計算的相關規定。同時公司制定了《融資、擔保工作程序》，除對控股子公司的擔保外，無其它對外擔保事項，符合《深圳證券交易所上市公司內部控制指引》及相關法律法規的規定。

(4) 對募集資金使用的管理控制

公司制訂了《募集資金使用管理辦法》，對募集資金投向、募集資金使用的審批、未使用的募集資金的存放、變更、募集資金使用情況的報告和監督以及責任追究等作了明確的規定，做到了專款專用，確保了募集資金安全及依法使用。同時，公司嚴格按照規定對募集資金使用情況進行了披露。

I. DISCLOSURES AS REQUIRED BY CHINA SECURITIES REGULATORY COMMISSION (Cont'd)

(IV) Internal Control of the Company (Cont'd)

2. The establishment and optimization of the internal Control of the Company (Cont'd)

(5) Administration of and control over capital

"The Company had set up Capital Administration Criteria" (《資金管理規定》), "The Working Procedures of Financing and Guarantee" (《融資、擔保工作程序》), "Reporting Rules of Material Financial Issues" (《財務重大事項提報管理規定》), and "Administrative Rules of Accounts Receivable" (《應收賬款管理規定》), which set up strict procedures for authorization and approval of receipts and payments of monetary capital, separated the incompatible positions in the process of monetary capital operation and established a checking system in the related organization and staff. The Company set up procedures such as those for approval of receipts and payments of monetary capital and strictly implemented verification and investigation of receipts and payments of monetary capital.

(6) Administration of and control over material investments

Material investment operations were conducted under principles of lawfulness, cautiousness, safety and effectiveness. The Articles of Association has clearly set out the authorities of shareholders' meeting and the Board on approval of major investment operations. The Company has been focusing on its main businesses and made no material investment other than the main businesses so far.

一、按中國證監會要求披露的資料(續)

(四) 公司內部控制情況(續)

2、 公司內部控制制度的建立和健全情況(續)

(5) 對資金使用的管理控制

公司制定了《資金管理規定》、《融資、擔保工作程序》、《財務重大事項提報管理規定》、《應收賬款管理規定》等制度，對貨幣資金的收支業務等建立了嚴格的授權批准程序，辦理貨幣資金業務的不相容崗位已作分離，相關機構和人員存在相互制約關係。公司制定了收付款審批權限等系列程序，嚴格執行對款項收付的稽核及審查。

(6) 對重大投資的管理控制

公司重大投資堅持合法、審慎、安全、有效的原則，控制投資風險、注重投資效益。《公司章程》中對董事會及股東大會在重大投資的審批權限方面均有明確規定。公司專注於主營業務，截止目前沒有非主營業務的重大投資行為。

I. DISCLOSURES AS REQUIRED BY CHINA SECURITIES REGULATORY COMMISSION (Cont'd)

(IV) Internal Control of the Company (Cont'd)

2. The establishment and optimization of the internal Control of the Company (Cont'd)

(7) Administration of and control over finance

In accordance with the laws and regulations such as Company Law, Accounting Law, and Accounting Standards for Business Enterprises and their supplementary requirements, the Company prepared its "Financial Management Rules" (《財務會計制度》), which set out the procedures and rules for major financial decisions, standardized the procedures for accounting evidence, books and reports, defined the responsibilities of accounting staff and set up the evidence flow. Transactions were implemented with evidence timely prepared and delivered to the accounting department and filing department for record and filing. Meanwhile, the records were compared with the corresponding accounting entries to build up a sound internal control system of accounting in the form of computerization. The Company introduced ERP system as the common platform for the management techniques. The platform effectively standardized corporate and foundation information and business operations, increased the management efficiency and timely provided the management of the Company and the Board with related information. The financial system of the Company is sound and complete and in compliance with the requirements of related laws and regulations.

一、按中國證監會要求披露的資料(續)

(四) 公司內部控制情況(續)

2、 公司內部控制制度的建立和健全情況(續)

(7) 對財務的管理控制

公司已按《公司法》、《會計法》、《企業會計準則》等法律法規及其補充規定的要求制定了《財務會計制度》等有關財務制度，明確規定了重要財務決策程序與規則，規範了會計憑證、會計帳簿和會計報告的處理程序，明確了會計人員的崗位職責，制定了憑證流轉程序。執行交易時能及時編制有關憑證，及時送交會計部門及公司檔案室記錄及歸檔，並且將記錄同相應的會計分錄獨立比較，建立健全了會計電算化的內部控制制度。公司導入了ERP管理系統，作為公司的管理控制技術平臺，有效規範了公司和基礎信息、業務流程，提高了經營管理效率，能夠為公司管理層和董事會及時提供相關信息。公司的會計核算體系健全、制度完善，符合相關法律法規的規定。

I. DISCLOSURES AS REQUIRED BY CHINA SECURITIES REGULATORY COMMISSION (Cont'd)

(IV) Internal Control of the Company (Cont'd)

2. The establishment and optimization of the internal Control of the Company (Cont'd)

(8) Administration of and control over information disclosure

The Company prepared the "Information Disclosure Criteria" (《信息披露管理制度》), "Internal Reporting of Material Information" (《重大信息內部報告制度》), "Investor Relationship Management Criteria" (《投資者關係管理工作規範》), and "Investor Reception and Promotion Criteria" (《接待和推廣制度》), which set out the extent, reporting, examination, disclosure, and confidentiality of material information. China Securities Journal, Hong Kong Commercial Daily, the website of CHINF (www.cninfo.com.cn) and Hong Kong Stock Exchange's website were the designated information disclosure media of the Company, through which the information of the Company was first disclosed. The Company also timely released its public information through its own website to communicate with the investors. Reception of visitors and online road shows were lawfully conducted to ensure open, just and fair information disclosure.

(9) Establishment of the Responsibility System for Major Errors in Information Disclosure in Annual Reports of the Company

The Company has established the Accountability System for Major Errors in Information Disclosure in Annual Reports (《年報信息披露重大差錯責任追究制度》) pursuant to the requirements set out in CSRC Document [2009] No. 34, which provides clarity on the accountability mechanism in respect of major errors in information disclosure in annual reports.

一、按中國證監會要求披露的資料(續)

(四) 公司內部控制情況(續)

2、 公司內部控制制度的建立和健全情況(續)

(8) 對信息披露的管理控制

公司制訂了《信息披露管理制度》、《重大信息內部報告制度》、《投資者關係管理工作規範》、投資者《接待和推廣制度》，明確了重大信息的範圍，報告、審核程序和披露辦法以及保密規定。公司選擇《中國證券報》、《香港商報》、巨潮資訊網站和香港聯合交易所網站作為公開信息披露的渠道，所披露的信息均首先在上述指定媒體披露。公司同時通過公司網站及時公佈相關信息，與投資者進行廣泛交流。公司對外接待、網上路演等投資者關係活動規範，確保了信息披露公開、公正、公平。

(9) 公司年報信息披露重大差錯責任追究制度的建立

根據中國證監會【2009】34號文件的要求，公司制訂了《年報信息披露重大差錯責任追究制度》，明確了年報信息披露出現差錯的責任追究機制。

I. DISCLOSURES AS REQUIRED BY CHINA SECURITIES REGULATORY COMMISSION (Cont'd)

一、按中國證監會要求披露的資料(續)

(IV) Internal Control of the Company (Cont'd)

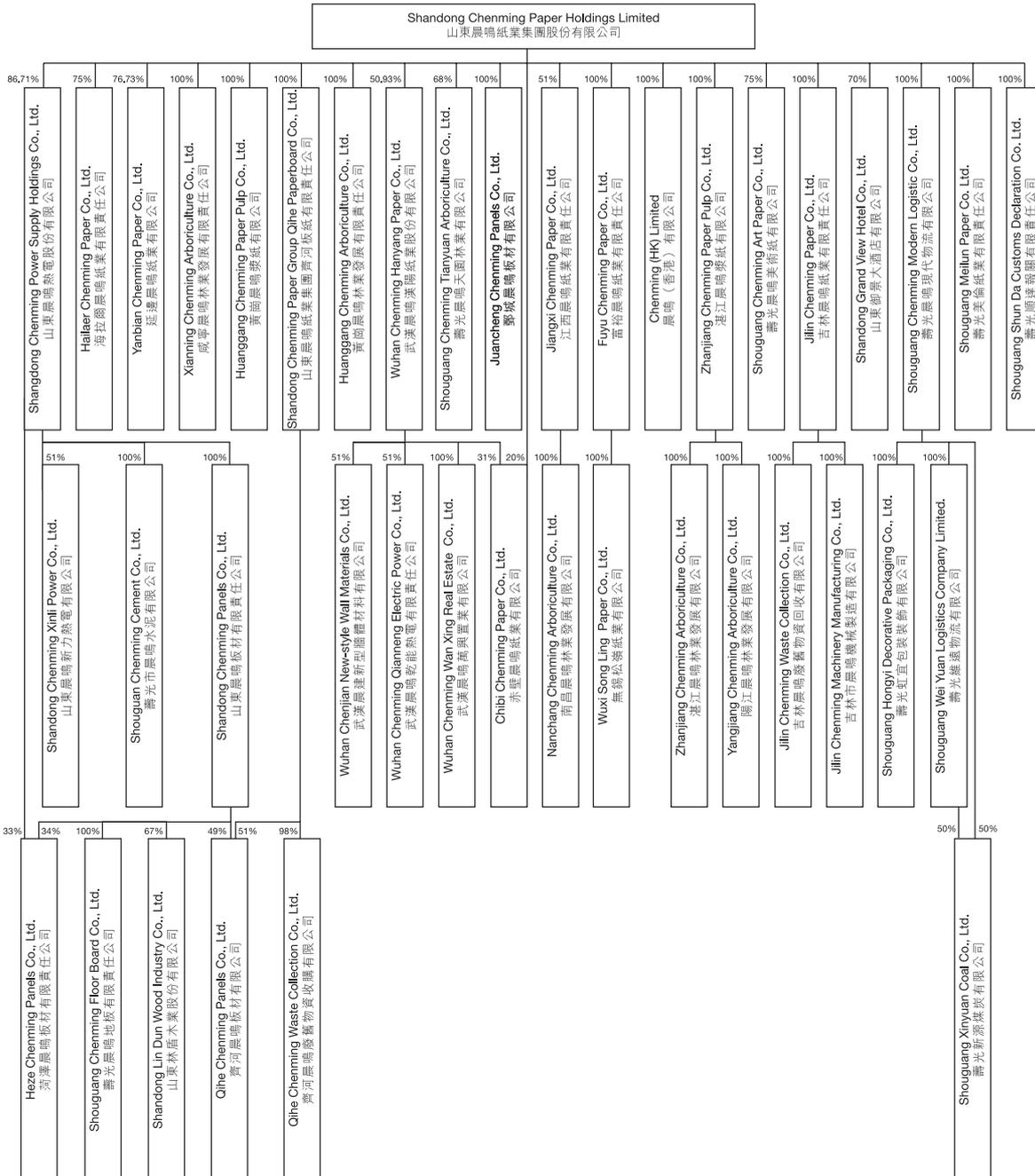
(四) 公司內部控制情況(續)

2. The establishment and optimization of the internal Control of the Company (Cont'd)

2、公司內部控制制度的建立和健全情況(續)

(10) Shareholding structure of the subsidiaries of the Company

(10) 公司控股子公司控制結構圖



I. DISCLOSURES AS REQUIRED BY CHINA SECURITIES REGULATORY COMMISSION (Cont'd)

(IV) Internal Control of the Company (Cont'd)

3. Implementation of internal control system

The Company performed inspection and monitoring operation on implementation of internal control system. The operation and planning department was in charge of inspecting and monitoring the internal control system and made amendments from time to time to ensure effective implementation of the internal control system and normal production and operating activities. The Company took a top-down approach in the annual inspection of its subsidiaries to assess the compliance of the financial system and financial audit of the subsidiaries. The audit department of the Company performed random audit on the financial position the Company and its subsidiaries.

4. Overall assessment on the internal control system

The Board is of opinion that the internal control system of the Company and its measures were comprehensive and reasonable and practically effective. The internal control system was consistent with the actual situation of the Company and was implemented seriously and effectively. It proved to be effective as illustrated by its practices from many years without significant fault.

After the special corporate governance activities in recent years, the internal control system became more comprehensive. Directors, Supervisors and the Senior Management of the Company became more aware of the importance of corporate governance and standard operation, thus laying a foundation for continuous improvement on corporate governance.

一、按中國證監會要求披露的資料(續)

(四) 公司內部控制情況(續)

3、 內部控制實施監督情況

公司已建立對內部控制制度執行情況的巡查和監督制度。公司經營企劃部不定期對公司內控制度執行情況進行檢查監督及修訂，確保內部控制制度的有效實施和生產經營活動的正常進行；公司每年對子公司進行自上而下的巡查，檢查各子公司財務制度的遵守情況和財務核算的規範情況；公司審計部負責對公司及各子公司財務核算情況進行不定期檢查審計。

4、 公司內部控制總體評價

董事會認為：公司的內部控制制度和方法的設計完整、合理，並行之有效。公司已形成了與公司實際情況相符的內部控制體系，並得到了認真、有效執行，在多年的實踐中充分得到驗證並反映行之有效，不存在重大缺陷。

同時經過近幾年公司治理專項活動，公司內部控制體系更加完善，公司董事、監事、高管人員提高了對公司治理重要性的認識，增強了規範運作意識，為公司治理狀況的持續改善奠定了基礎。

I. DISCLOSURES AS REQUIRED BY CHINA SECURITIES REGULATORY COMMISSION (Cont'd)

(IV) Internal Control of the Company (Cont'd)

5. Supervisors and independent non-executive Directors of the Company made the following self-evaluation comments on the internal controls of the Company:

The internal control measures of the Company are in compliance with the requirements of the relevant regulations and the securities regulatory authorities, while are also appropriate taking into account of the prevailing practical needs of the Company. The internal control measures of the Company provided better results in controlling of all the processes and integral parts of company management. The "Self-evaluation Report on Internal Controls" adopted by the Company objectively reflected the actual circumstances of internal control within the Company and formed a comprehensive overview on the internal controls of the Company.

(v) Assessment and incentive mechanism for the Senior Management in the reporting period

The Senior Management of the Company is assessed monthly and annually. Monthly assessments were conducted in line with the direction of the annual major tasks, and were focused on appraisals of two fixed indicators, namely the completion status of in each month and the evaluation on important performance indicators. It was carried out monthly by way of cross assessment and supervision among the related departments. The annual assessments were carried out by the Remuneration and Assessment Committee with reference to the results of monthly assessments and overall performances over the year, including the integrated quality of senior management and internal training of talents.

II. DISCLOSURES AS REQUIRED BY THE HONG KONG LISTING RULES

(I) In Compliance with the Code on Corporate Governance Practices

The Company maintained high standards of corporate governance through various internal controls. The Board reviewed the corporate governance practices of the Company from time to time to enhance the corporate governance standards of the Company.

The Company had fully complied with all the principles and code provisions of the Code on "Corporate Governance Practices" set out as Appendix 14 to the Hong Kong Listing Rules during the reporting period.

一、按中國證監會要求披露的資料(續)

(四) 公司內部控制情況(續)

5、公司監事會和獨立非執行董事就公司內部控制自我評價發表如下意見：

公司內部控制制度符合我國有關法規和證券監管部門的要求，也適合當前公司生產經營實際情況需要；公司的內部控制措施對公司管理各個過程、各個環節的控制發揮了較好的作用；公司《內部控制自我評價報告》比較客觀地反映了公司內部控制的真實情況，對公司內部控制的總結比較全面。

(五) 報告期內高級管理人員的考評及激勵機制

公司對高管人員的考評建立起了月度考評與年度考評相結合的考評機制。月度考評以年度重點工作做指引，結合月度完成情況及重要績效指標考評兩項硬指標考核為主，並通過互相監督、相互評價，按月進行；年度考評由公司薪酬委員會結合高管人員月度考評情況及年度整體情況包括高管綜合素質及內部人才培養情況做出評定。

二、根據香港聯合交易所有限公司公佈的香港上市規則披露

(一) 遵守《企業管治常規守則》

本公司透過不同的內部監控管制以維持高水平的企業管治常規，董事會並會不時對企業管治常規作出檢討以提高本公司的企業管治標準。

本公司報告期內全面遵守香港上市規則附錄十四所載《企業管治常規守則》中的原則及守則條文。

II. DISCLOSURES AS REQUIRED BY THE HONG KONG LISTING RULES (Cont'd)

(II) Securities transactions by Directors

The Directors of the Company confirmed that the Company had adopted the Model Code for Securities Transactions by Directors of Listed Companies as set out in Appendix 10 to the Hong Kong Listing Rules. Having made adequate enquiries with all Directors and Supervisors of the Company, the Company was not aware of any information that reasonably suggested that the Directors and Supervisors had not complied with the requirements as stipulated in this code during the reporting period.

(III) Board of directors

The board of directors of the Company are elected at the shareholders' meeting and held accountable to the shareholders' meeting, and shall exercise the following functions and powers: (1) to be responsible for convening shareholders' general meeting and to report on its work to the shareholders' meeting; (2) to carry out the resolutions of shareholders' meetings; (3) to decide on the business plans and investment proposals of the Company; (4) to formulate the proposed annual financial budget and final accounts of the Company; (5) to formulate the plan for profit distribution and the plan making up losses of the Company; (6) to formulate plans for the increase or reduction in the registered capital of the Company and for the issue and listing of Company's debentures or other securities; (7) to draft plans for material acquisition and repurchase of the Company's own shares; (8) to draft plans for the merger, division or dissolution or the change of formation of the Company; (9) to decide on external investment, acquisition and disposal of assets, pledge of assets, matter in relation to external guarantee, entrusted wealth management, connected transactions, etc. within the scope of mandate of the shareholders' meeting; (10) to decide on the establishment of the Company's internal management organization; (11) to employ or dismiss the manager or secretary to the board of directors of the Company; to employ or dismiss the Senior Management, such as the deputy general manager(s) and personnel in charge of financial affairs, as proposed by the general manager; and to decide on their remuneration and rewards and punishments; (12) to formulate the basic management system of the Company; (13) to formulate proposals for amending the Articles of Association; (14) to administrate matter related to information disclosure of the Company; (15) to propose to the shareholders' meeting for the engagement or replacement of accounting firm performing audit for the Company; (16) to review work reports from managers of the Company and to inspect on their work; and (17) to exercise the functions and powers as conferred upon by the Articles of Associations or the shareholders' meeting.

二、根據香港聯合交易所有限公司公佈的香港上市規則披露(續)

(二) 董事的證券交易活動

公司董事確認公司已經採納香港上市規則附錄十《上市發行人董事進行證券交易標準守則》。經向公司全體董事及監事做出充分諮詢後，公司並無獲悉任何資料合理的顯示各位董事及監事於報告期內未遵守該守則所規定的準則。

(三) 董事會

本公司董事會由股東大會選舉產生，並向股東大會負責，行使下列職權：(1)負責召集股東大會，並向股東大會報告工作；(2)執行股東大會的決議；(3)決定公司的經營計劃和投資方案；(4)制定公司的年度財務預算方案、決算方案；(5)制定公司的利潤分配方案和彌補虧損方案；(6)制定公司增加或者減少註冊資本的方案以及發行公司債券或其他證券及上市方案；(7)擬定公司重大收購、收購公司股票的方案；(8)擬定公司合併、分立、解散及變更公司形式的方案；(9)在股東大會授權範圍內，決定公司對外投資、收購出售資產、資產抵押、對外擔保事項、委託理財、關聯交易等事項；(10)決定公司內部管理機構的設置；(11)聘任或者解聘公司經理、董事會秘書，根據經理提名，聘任或者解聘公司副經理、財務負責人等高級管理人員，決定其報酬和獎懲事項；(12)制定公司的基本管理制度；(13)制定《公司章程》修改方案；(14)管理公司資訊披露事項；(15)向股東大會提請聘請或更換為公司審計的會計師事務所；(16)聽取公司經理的工作匯報並檢查經理工作；(17)公司章程規定或者股東大會授予的其他職權。

II. DISCLOSURES AS REQUIRED BY THE HONG KONG LISTING RULES (Cont'd)

(III) Board of directors

The Board comprised seven executive Directors: Chen Hongguo (Chairman), Yin Tongyuan, Li Feng, Geng Guanglin, Tan Daocheng, Hou Huancai, Zhou Shaohua; three non-executive Directors: Gan Zhihe, Zhao Wei, Cao Chunyu; and five independent non-executive Directors: Diao Yuntao, Wang Zhihua, Zhou Chengjuan, Wang Yumei, Lau Ying Kit. Please refer to section IV of the Report for their brief biographies.

The Board is responsible for leading and monitoring the Company, and is on a whole responsible for the administration and supervision of company businesses to facilitate its success. Directors of the Company shall act objectively and make decisions in the interests of the Company. The operating management of the Company held regular meetings with the board of directors to discuss the ordinary business operations and performance of the Company, and carried out the relevant decisions of the board of directors.

During the reporting period, the Board held 6 meetings, 5 of which were regular meetings and 1 was extraordinary meeting. All 15 Directors attended 6 Board meetings.

二、根據香港聯合交易所有限公司公佈的香港上市規則披露(續)

(三) 董事會(續)

本公司董事會由七名執行董事：陳洪國(董事長)、尹同遠、李峰、耿光林、譚道誠、侯煥才、周少華，三名非執行董事：甘智和、趙偉、曹春昱及五名獨立非執行董事：刁雲濤、王志華、周承娟、王玉玫、劉英傑組成。其個人簡歷請參見本年度報告的第四節。

本公司董事會負有領導及監控公司的責任，並集體負責統管並監督公司事務以促使公司成功。本公司董事客觀行事，所作決定亦符合公司利益。公司經營管理層定期召開會議與董事會商討公司的日常業務運作及表現並具體實施董事會的有關決策。

本公司董事會在報告期內共召開六次會議，定期會議五次，臨時會議一次，公司全部十五名董事均出席了六次董事會。

II. DISCLOSURES AS REQUIRED BY THE HONG KONG LISTING RULES (Cont'd)

(III) Board of directors (Cont'd)

二、根據香港聯合交易所有限公司公佈的香港上市規則披露(續)

(三) 董事會(續)

Name 姓名	Position 職務	Board meetings 董事會會議	Attendance of the relevant meetings (attention required/attended) 出席相關會議次數 (應出席 / 實際出席)			Remuneration and assessment committee meetings 薪酬與 考核委員會會議
			Audit committee meetings 審計委員會會議	Nomination committee meetings 提名委員會會議		
I. Executive Directors 一、執行董事						
Chen Hongguo 陳洪國	Chairman 董事長	6/6	Not applicable 不適用	1/1	1/1	
Yin Tongyuan 尹同遠	Vice chairman, general manager 副董事長、總經理	6/6	Not applicable 不適用	1/1	1/1	
Li Feng 李峰	Director, sales director 董事、銷售總監	6/6	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	
Geng Guanglin 耿光林	Director 董事	4/4	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	
Tan Daocheng 譚道誠	Director 董事	4/4	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	
Hou Huancai 侯煥才	Director 董事	6/6	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	
Zhou Shaohua 周少華	Director 董事	6/6	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	

II. DISCLOSURES AS REQUIRED BY THE HONG KONG LISTING RULES (Cont'd)

(III) Board of directors (Cont'd)

二、根據香港聯合交易所有限公司公佈的香港上市規則披露(續)

(三) 董事會(續)

Attendance of the relevant meetings
(attention required/attended)
出席相關會議次數
(應出席 / 實際出席)

Name 姓名	Position 職務	Board meetings 董事會會議	Audit committee meetings 審計委員會會議	Nomination committee meetings 提名委員會會議	Remuneration and assessment committee meetings 薪酬與 考核委員會會議
II. Non-executive Directors					
二、非執行董事					
Gan Zhihe 甘智和	Director 董事	6/6	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用
Zhao Wei 趙偉	Director 董事	6/6	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用
Cao Chunyu 曹春昱	Director 董事	6/6	2/2	Not applicable 不適用	Not applicable 不適用
III. Independent non-executive Directors					
三、獨立非執行董事					
Diao Yuntao 刁雲濤	Independent Director 獨立董事	6/6	2/2	1/1	1/1
Wang Zhihua 王志華	Independent Director 獨立董事	6/6	2/2	1/1	1/1
Zhou Chengjuan 周承娟	Independent Director 獨立董事	6/6	2/2	Not applicable 不適用	1/1
Wang Yumei 王玉玫	Independent Director 獨立董事	6/6	Not applicable 不適用	1/1	Not applicable 不適用
Lau Ying Kit 劉英傑	Independent Director 獨立董事	6/6	2/2	Not applicable 不適用	Not applicable 不適用

II. DISCLOSURES AS REQUIRED BY THE HONG KONG LISTING RULES (Cont'd)

(III) Board of directors (Cont'd)

Save for those disclosed in the brief profile of Directors of the Company in the Report, none of the members of the Board had any financial, business, family relations or material connections with each other.

The Board held five regular meetings during the year, each by giving a 14-day notice in advance to ensure that all Directors could participate in discussions of matters in the agenda. Reasonable prior notification was given for the other meetings of the Board to ensure all Directors could take time to attend.

All Directors had access to opinions and services of the secretary to the Board to ensure the procedures governing the Board and all applicable regulations and rules were complied with.

(IV) Chairman and general manager

The chairman of the Company is Mr. Chen Hongguo and Mr. Yin Tongyuan is the general manager. Please refer to section IV of the Report for their brief biographies.

During the year, there was clear delineation of duties between operation administration and company businesses functions of the Board, where power and authorizations were evenly allocated without concentration of power on any individual member.

The division of responsibilities between the chairman and general manager is well defined and duly set out in writing. According to the Articles of Association of the Company, the chairman shall exercise the following powers: (1) presiding over shareholders' meetings, and convening and presiding over Board meetings; (2) supervising and inspecting the implementation of the resolutions of the Board; (3) signing the shares, the securities and bonds issued by the Company; (4) signing important documents of the Board and other documents which are required to be signed by legal representative of the Company; (5) performing the powers of a legal representative; (6) nominating candidates for general manager for the Board; (7) exercising the special right to operate the Company in accordance with the laws and acting for the benefits of the Company in the event of emergency situation as a result of act of God or natural disaster, and reporting to the Board meetings and shareholders' meeting afterwards; and (8) exercising other powers authorized by the Board.

二、根據香港聯合交易所有限公司公佈的香港上市規則披露(續)

(三) 董事會(續)

除在本年報公司董事簡介部分所述外，董事會所以成員之間概無任何財務、業務、親屬關係或重大相關關係。

董事會在本年度舉行定期會議五次，每次定期會議均予提前14天通知，以確保全體董事皆有機會提出商討事項列入議程。其他董事會會議均發出了合理通知，以讓所有董事皆有機會騰空出席。

所有董事均可獲得董事會秘書的意見及服務，以確保董事會程序及所有適用規則及規例均獲得遵守。

(四) 董事長與總經理

本公司董事長為陳洪國先生，總經理為尹同遠先生。其個人簡歷請見本年度報告第四節。

本年度內，董事會的經營管理和公司業務的日常管理分工清晰，權力和授權分佈均衡，不存在權利集中於一人的現象。

董事長與總經理之間的分工清楚界定並以書面列載。根據《公司章程》，董事長行使下列職權：(1) 主持股東大會和召集、主持董事會會議；(2) 督促、檢查董事會決議的實施情況；(3) 簽署公司股票、公司債券及其他有價證券；(4) 簽署董事會重要文件和其他應由公司法定代表人簽署的其他文件；(5) 行使法定代表人職權；(6) 提名公司總經理人選交董事會通過；(7) 在發生特大自然災害等不可抗力的緊急情況下，對公司事務行使符合法律規定和公司利益的特別處置權，並在事後向公司董事會和股東大會報告；(8) 董事會授予的其他職權。

II. DISCLOSURES AS REQUIRED BY THE HONG KONG LISTING RULES (Cont'd)

(IV) Chairman and general manager (Cont'd)

The general manager shall exercise the following powers: (1) in charge of the operation and management of the Company, and organizing the implementation of the resolutions of the Board; (2) organizing the implementation of the Company's annual business plans and investment plans; (3) drafting plans for the establishment of the internal organizational structure of the Company; (4) drafting the basic management system of the Company; (5) formulating specific rules and regulations for the Company; (6) proposing the appointment or dismissal of the deputy general manager and chief financial officer; (7) appointing or dismissing management personnel other than those required to be appointed or dismissed by the Board; (8) proposing the wages, welfare, rewards, and penalties of staff and to decide the appointment or dismissal of staff of the Company; (9) proposing the convening of extraordinary meeting of the Board; and (10) exercising other powers conferred by the Articles of Association of the Company and the Board.

(V) Independent non-executive Directors

There are five independent non-executive Directors in the Board, which is in compliance with the minimum requirement of the number of independent non-executive directors set out in the Hong Kong Listing Rules. Diao Yuntao and Lau Ying Kit, the independent non-executive Directors of the Company, have appropriate accounting or related financial management expertise, which is compliance with the requirement of Rule 3.10 of the Hong Kong Listing Rules. Please refer to section IV of the Report for their brief biographies. The Company has received from each of the independent non-executive Directors a confirmation of independence for the year pursuant to Rule 3.13 of the Hong Kong Listing Rules and considered all of the independent non-executive Directors to be independent during the year.

(VI) Terms of Directors

According to the Articles of Association of the Company, all Directors, including non-executive Directors, are elected at shareholders' meetings with a term of three years from April 2007 to April 2010. They may be re-elected for another term.

(VII) Directors' responsibility for the financial statements

The Directors acknowledged their responsibility to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company. The Directors believed that the Company had adopted and applied consistently appropriate accounting policies in preparing the financial statements in compliance with all related accounting standards.

二、根據香港聯合交易所有限公司公佈的香港上市規則披露(續)

(四) 董事長與總經理(續)

總經理行使下列職權：(1) 主持公司的生產經營管理工作，組織實施董事會決議；(2) 組織實施公司年度經營計劃和投資方案；(3) 擬訂公司內部管理機構設置方案；(4) 擬訂公司的基本管理制度；(5) 制定公司的基本規章；(6) 提請聘任或者解聘公司副經理、財務負責人；(7) 聘任或者解聘除應由董事會聘任或者解聘以外的負責管理人員；(8) 擬定公司職工的工資、福利、獎懲，決定公司職工的聘用和解聘；(9) 提議召開董事會臨時會議；(10) 《公司章程》和董事會授予的其他職權。

(五) 獨立非執行董事

董事會成員中有五名獨立非執行董事，符合香港上市規則有關獨立非執行董事人數的最低要求。本公司獨立非執行董事刁雲濤及劉英傑具備了適當的會計及財務管理專長，符合香港上市規則第3.10條的要求，其個人簡歷請參見本年度報告第四節。公司已收取各獨立非執行董事根據香港上市規則第3.13條就彼等各自之獨立性發出年度確認函。本公司認為各獨立非執行董事均屬獨立人士。

(六) 董事任期

根據《公司章程》，所有董事(包括非執行董事)由股東大會選舉產生，任期三年，由2007年4月起至2010年4月止。董事任期屆滿，可以連選連任。

(七) 董事對財務報表的責任

董事申明其有責任就各財政年度，編制真實、公允的反映本公司情況的財務報表。董事認為在財務報表的編制過程中，本公司貫徹了適當的會計政策，並遵守所有相關會計準則。

II. DISCLOSURES AS REQUIRED BY THE HONG KONG LISTING RULES (Cont'd)

(VIII) Audit committee

The audit committee of the Company comprises of four independent non-executive Directors and a non-executive Director. Its primary duties are serving as a communication media between internal and external audit and the related review and supervision. The chief member of the audit committee is Diao Yungtao, an independent non-executive Director, and other members are Lau Ying Kit, Zhou Chengjuan, Wang Zhihua and Cao Chunyu. Diao Yuntao has appropriate professional qualifications or appropriate accounting or related financial management expertise, which is compliance with the requirement of the Hong Kong Listing Rules.

The primary duties of the audit committee of the Company are: (1) proposing the appointment or dismissal of the external auditors; (2) supervising the internal control system of the Company and its implementation; (3) serving as a communication media between internal and external audit; (4) auditing the financial information of the Company and its disclosures; (5) reviewing the internal control system of the Company and audit the significant connected transactions; and (6) dealing with other matters as delegated by the Board.

The audit committee discussed with the management of the Company the accounting standards and practices adopted by the Group and discussed and reviewed this report, including the review of the financial statements of the Group for the year ended 31 December 2009 prepared in accordance with Accounting Standards for Business Enterprises and International Financial Reporting Standards respectively.

The works performed by the audit committee in the reporting period are detailed in the Directors' Report of the Report.

二、根據香港聯合交易所有限公司公佈的香港上市規則披露(續)

(八) 審計委員會

公司審計委員會由公司四名獨立非執行董事及一名非執行董事組成，主要負責公司內、外部審計的溝通、監督和核查工作。審計委員會主任為獨立非執行董事刁雲濤，委員包括劉英傑、周承娟、王志華及曹春昱。刁雲濤具備香港上市規則對該委任所要求之適當專業資格，或具備適當的會計或相關財務管理專長。

本公司審計委員會的主要職責是：
(1) 提議聘請或更換外部審計機構；
(2) 監督公司的內部審計制度及實施；
(3) 負責內部審計與外部審計之間的溝通；
(4) 審核公司的財務資訊及其披露；
(5) 審查公司內控制度，對重大關聯交易進行審計；
(6) 公司董事會授予的其他事宜。

審計委員會已經聯同管理層討論本集團所採納的會計準則及慣例，並討論審閱了本報告，包括審閱了本集團截止2009年12月31日分別按照企業會計準則及國際財務報告準則編制的財務報表。

審計委員會在報告期內工作情況詳見本年度報告董事會報告章節。

II. DISCLOSURES AS REQUIRED BY THE HONG KONG LISTING RULES (Cont'd)

(IX) Remuneration and assessment committee

The Company set up a remuneration and assessment committee which comprised five Directors, including Diao Yungtao, the chief committee member, and other members, namely Chen Hongguo, Yin Tongyuan, Wang Zihua and Zhou Chengjuan. Three members, including the chief member, are independent non-executive Directors, which is in compliance with Code of Corporate Governance Practice. The remuneration and assessment committee is primarily responsible for formulating the criteria of appraisal of the Directors and managers and conducting the appraisal, and studying and formulating the remuneration policy and package of the Directors and the Senior Management of the Company. The remuneration and assessment committee is accountable to the Board.

The primary duties of the remuneration and assessment committee of the Company are: (1) formulating the remuneration plan or package based on the major scope of work, duties and importance of the Directors and the management and the remuneration level of other counterparts; (2) formulating the remuneration plan or package which mainly includes but not limited to standards, procedures and a system for performance appraisals as well as major plans and a system for rewards and sanctions; (3) examine the performance of the Directors, excluding the independent non-executive Directors, and the Senior Management and conduct annual performance appraisals for them; (4) supervising the implementation of the remuneration policy of the Company; and (5) dealing with other matters as delegated by the Board.

The works performed by the remuneration and assessment committee in the reporting period are detailed in the Directors' Report of this Report.

二、根據香港聯合交易所有限公司公佈的香港上市規則披露(續)

(九) 薪酬與考核委員會

本公司已成立薪酬與考核委員會，由五名董事組成，包括主任委員刁雲濤、委員陳洪國、尹同遠、王志華及周承娟，其中三名(包括主任委員)為獨立非執行董事，符合《企業管治常規守則》的規定。薪酬與考核委員會主要負責制定公司董事及經理人員的考核標準並進行考核；負責制定、審查公司董事及經理人員的薪酬政策與方案。對董事會負責。

本公司薪酬與考核委員會的主要職責是：(1) 根據董事及高級管理人員管理崗位的主要範圍、職責、重要性及其他相關企業相關崗位的薪酬水平制定薪酬計劃或方案；(2) 薪酬計劃或方案主要包括但不限於績效評價標準、程式及主要評價體系，獎勵和懲罰的主要方案和制度等；(3) 審查公司董事(非獨立非執行董事)及高級管理人員的履行職責情況並對其進行年度績效考評；(4) 負責對公司薪酬制度執行情況進行監督；(5) 董事會授權的其他事宜。

薪酬與考核委員會在本報告期內工作情況詳見本報告中董事會報告章節。

II. DISCLOSURES AS REQUIRED BY THE HONG KONG LISTING RULES (Cont'd)

(X) Nomination committee

The Company set up a nomination committee which comprised five Directors, including Wang Zhiwa, the chief committee member, and other members, namely Chen Hongguo, Yin Tongyuan, Diao Yuntao and Wang Yumei. Three members, including the chief member, are independent non-executive Directors, which is in compliance with Code of Corporate Governance Practice. The nomination committee is primarily responsible for selecting the candidates for directors and the management of the Company, determining the selection criteria and procedure and making recommendations.

The primary duties of the nomination committee are (1) advising the Board on the size and composition of the Board in light of the company's operating activities, asset scale and shareholding structure; (2) studying the selection criteria and procedure for Directors and the management and advising the Board on the same; (3) extensively identifying qualified candidates for Directors and the management; (4) examining candidates for Director and the management and advising on the same; (5) examining other Senior Management staff pending referral to the Board for decision on their employment and advising on the same; (6) dealing with other matters as delegated by the Board.

During the reporting period, the nomination committee studied the needs of the Company for new Directors and managerial personnel and identified suitable candidates for Director and managerial positions through various channels (including from the Group internally and from the human resources market). Upon acceptance of nomination by the nominated person, the nomination committee performed qualification review on preliminary candidates by holding meetings, review criteria include the academic qualifications, relevant experience and specialized skills of the preliminary candidates. One month prior to election of new Directors, nomination committee submitted recommendations and relevant materials of the directorial candidates to the Board; prior to engaging new Senior Management, the nomination committee submitted recommendations and relevant materials of the new Senior Management personnel to the Board.

The works performed by the nomination committee in the reporting period are detailed in the Directors' Report of this Report.

二、根據香港聯合交易所有限公司公佈的香港上市規則披露(續)

(十) 提名委員會

本公司已成立提名委員會，由五名董事組成，包括主任委員王志華，委員陳洪國、尹同遠、刁雲濤及王玉玫，其中三名(包括主任委員)為獨立非執行董事，符合《企業管治常規守則》的規定。提名委員會主要負責對公司董事和經理人員的人選、選擇標準和程式進行選擇並提出建議。

本公司提名委員會的主要職責是：
(1) 根據公司經營活動情況、資產規模和股權結構對董事會的規模和構成向董事會提出建議；(2) 研究董事、經理人員的選擇標準和程式，並向董事會提出建議；(3) 廣泛搜尋合格的董事和經理人員的人選；(4) 對董事候選人和經理人選進行審查並提出建議；(5) 對須提請董事會聘任的其他高級管理人員進行審查並提出建議；(6) 董事會授權的其他事宜。

提名委員會於報告期內研究公司對新董事及經理人員的需要後，透過不同途徑(包括在本集團內部及人才市場)廣泛尋找合適的董事及經理人員人選。在得到被提名人對提名的同意後，提名委員會將召集會議對初選人員進行資格審查，審查的標準包括初選人員的學歷、相關經驗及專門技術等。在選舉新董事前一個月，提名委員會向董事會提出董事候選人的建議和相關材料；在聘任新的高級管理人員前，提名委員會向董事會提出新聘高級管理人員人選的建議和相關材料。

提名委員會在本報告期內工作情況詳見本報告中董事會報告章節。

II. DISCLOSURES AS REQUIRED BY THE HONG KONG LISTING RULES (Cont'd)

(XI) Strategic committee

The Company set up a strategic committee which comprised seven Directors, including Chen Hongguo, the chief committee member, and other members, namely, Yin Tongyuan, Geng Guanglin, Tan Daocheng, Lau Ying Kit, Wang Yumei and Wang Zhihua. The strategic committee is primarily responsible for studying the long term strategic development and major investments of the Company and making recommendations.

The primary duties of the strategic committee are (1) conducting research and submitting proposals regarding the long term development strategic plan; (2) conducting research and submitting proposals regarding the financing plans for major investments which require approval from the Board as stipulated in the Articles of Association of the Company; (3) conducting research and submitting proposals regarding major capital operations and assets operation projects which require approval from the Board as stipulated in the Articles of Association of the Company; (4) conducting research and submitting proposals regarding other material matters that may affect the development of the Company; (5) carrying out examination on the implementation of the above matters; (6) dealing with other matters as delegated by the Board.

(XII) Remuneration for the auditors

The financial statements for 2009 prepared in accordance with Accounting Standards for Business Enterprises and International Financial Reporting Standards respectively by the Group were audited by Deloitte Touche Tohmatsu Certified Public Accountants Ltd and Deloitte Touche Tohmatsu. In 2009, the Company paid a total of RMB4,000,000 of financial statements auditing and review fee to the auditors.

There was no change of auditors of the Company in the last three years.

Deloitte Touche Tohmatsu Certified Public Accountants Ltd and Deloitte Touche Tohmatsu have stated their reporting responsibilities in the PRC auditors' report and independent auditor's report respectively on the financial statements of the Group on page 129 and page 380 of this annual report.

二、根據香港聯合交易所有限公司公佈的香港上市規則披露(續)

(十一) 戰略委員會

本公司已成立戰略委員會，由七名董事組成，包括主任委員陳洪國，委員尹同遠、耿光林、譚道誠、劉英傑、王玉玫及王志華。戰略委員會主要負責對公司長期發展戰略和重大投資決策進行研究並提出建議。

本公司戰略委員會的主要職責是：(1) 對公司長期發展戰略規劃進行研究並提出建議；(2) 對《公司章程》規定的須董事會批准的重大投資融資方案進行研究並提出建議；(3) 對《公司章程》規定的須董事會批准的重大資本運作，資產經營項目進行研究並提出建議；(4) 對其他影響公司發展的重大事項進行研究並提出建議；(5) 對以上事項的實施進行檢查；(6) 董事會授權的其他事宜。

(十二) 核數師酬金

德勤華永會計師事務所有限公司及德勤·關黃陳方會計師行負責對本集團按照企業會計準則和國際財務報告準則編制之2009年度財務報表。公司2009年度向核數師支付了財務報告審計費用共計人民幣400萬元。

公司在過去三年內沒有更換過核數師。

德勤華永會計師事務所有限公司及德勤·關黃陳方會計師行對本集團財務報表呈報所承擔責任的聲明分別載於本年度報告中境內審計師報告及獨立核數師報告一節內(第129頁及第380頁)。

II. DISCLOSURES AS REQUIRED BY THE HONG KONG LISTING RULES (Cont'd)

(XIII) Shareholders and shareholders' meeting are detailed in the section summarizing Shareholders' meeting in this Report.

(XIV) Supervisors and the Supervisory committee

The Supervisory Committee is accountable to the shareholders. It monitors the financial position of the Company and the performance of the Directors, managers and Senior Management of the Company as to whether they are in accordance with relevant requirements of the laws and regulations to protect the lawful rights of the Company and the shareholders. The Supervisory Committee comprises three shareholder representatives and two staff representatives. The shareholder representatives shall be elected and removed at a shareholders' meeting and the staff representatives shall be elected and removed democratically by the staff of the Company.

The works performed by the Supervisory Committee in the reporting period are detailed in the Supervisory Committee' Report of the Report.

二、根據香港聯合交易所有限公司公佈的香港上市規則披露(續)

(十三) 股東與股東大會詳細情況參見本年度報告股東大會情況簡介章節。

(十四) 監事與監事會

本公司監事會向全體股東負責，對公司財務以及公司董事、經理和其他高級管理人員履行職責的合法合規性進行監督，維護公司及股東的合法權益。監事會成員由三名股東代表、二名公司職工代表組成。股東代表出任的監事由股東大會選舉和罷免，職工代表出任的監事由公司職工民主選舉和罷免。

監事會在本報告期內工作情況詳見本年度報告監事會報告章節。

VI Particulars about the Shareholders' Meeting

第六節 股東大會情況簡介

I. SHAREHOLDERS' ANNUAL MEETING

The shareholders' annual meeting 2008 was held on 26 May 2009. 19 resolutions, among other things, regarding directors' reports, supervisory committee's report of the Company for 2008 and independent non-executive directors' report of the Company for 2008, 2008 financial statements, profit distribution plan for 2008, and proposal on provision of guarantee for the general credit facility of some controlling subsidiaries were passed at the meeting. For specific details, please refer to the relevant announcements published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) on 27 May 2009, and the website of the Hong Kong Stock Exchange (www.hkex.com.hk) on 26 May 2009.

II. SHAREHOLDERS' EXTRAORDINARY MEETINGS

The shareholders' first extraordinary meeting was held on 27 July 2009. Three resolutions regarding the construction of a high-end low weight coated paper project, the construction of a high-end white coated linerboard project and the construction of the project of Chenming International Logistics Center and the ancillary railway special line by the Company were passed at the meeting. For specific details, please refer to the relevant announcements published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) on 28 July 2009, and the website of the Hong Kong Stock Exchange (www.hkex.com.hk) on 27 July 2009.

一、年度股東大會情況

公司於2009年5月26日召開2008年度股東大會，主要審議了：公司2008年度董事會及監事會工作報告、公司獨立非執行董事2008年度工作述職報告、公司2008年度財務決算報告、公司2008年度利潤分配方案、公司關於為部分控股子公司綜合授信提供擔保等19項議案，具體情況詳見2009年5月27日刊登於《中國證券報》、《香港商報》、巨潮資訊網（<http://www.cninfo.com.cn>）和2009年5月26日刊登於香港聯交所網站（www.hkex.com）的相關公告。

二、臨時股東大會情況

公司於2009年7月27日召開2009年第一次臨時股東大會，主要審議了：公司關於建設高檔低定量銅版紙項目的議案、公司關於建設高檔塗布白牛卡紙項目的議案、公司關於新建晨鳴國際物流中心及配套鐵路專用線項目的議案等3個議案，具體情況詳見2009年7月28日刊登於《中國證券報》、《香港商報》、巨潮資訊網（<http://www.cninfo.com.cn>）和2009年7月27日刊登於香港聯交所網站（www.hkex.com）的相關公告。

Dear valued shareholders,

On behalf of the Board, I present to you the annual results for 2009. During the year, the Company experienced a trough in the industry in the first half of the year and the regain of momentum in the second half of the year. Amid the challenging operating environment, the Company, with its extensive experience in the papermaking industry, still managed to survive the predicament by adopting effective and timely measures, thereby enabling the Company to capture business opportunities under such severe market conditions.

OPERATING RESULTS

In 2009, the Company completed machine-made paper production of 3.04 million tonnes, representing a drop of 130,000 tonnes compared with 2008, or in accordance with the Accounting Standards for Business Enterprises, a drop of 4.1%; revenue realized from principal operations amounted to RMB14,884.6293 million, down by RMB644.9641 million or 4.15% over 2008. Costs of principal operations were RMB12,057.4159 million, decreased by RMB499.3465 million or 3.98% over 2008. Realized operating profit and net profit attributable to equity holders of the Company were RMB982.5658 million and RMB835.9480 million respectively, representing respective drops of 24% and 22.26%.

CORPORATE GOVERNANCE

Strictly in compliance with the requirements of the Company Law (《公司法》), Securities Law (《證券法》), Code of Corporate Governance for Listed Companies (《上市公司治理準則》), listing rules of Shenzhen Stock Exchange (《深圳證券交易所股票上市規則》), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong, and the related requirements as stipulated by China Securities Regulatory Commission ("CSRC"), the Company continued to refine and optimize its legal person governance structure in 2009. In the opinion of the Board, the state of governance of the Company is currently in compliance with the rules and requirements under the regulatory documents including the Code of Corporate Governance for Listed Companies (《上市公司治理準則》).

During the reporting period, the Company amended the Articles of Association of the Company in accordance with the amendments to the Listing Rules of the Stock Exchange of Hong Kong and Decision on Amending Provisions for Cash Dividend of Listed Companies (《關於修改上市公司現金分紅若干規定的決定》) published by CSRC.

In line with the new Articles of Association adopted by the Company subsequent to the issue of H shares and the amendments to the Articles of Association of the Company as mentioned above, the Company held a shareholders' meeting to seek shareholders' approval for the corresponding amendments to the Procedural Rules of the Shareholders' General Meetings, the Procedural Rules of the Board Meetings and the Procedural Rules of the Supervisory Committee Meetings.

尊敬的各位股東：

本人謹代表董事會向各位股東提報2009年度業績報告。2009年，公司經歷了上半年的行業低靡，也經歷了下半年的迅速回暖，可以說喜憂參半，晨鳴以其在造紙行業多年的打拼經驗，根據不斷變化的市場環境做出了準確及時的應對策略，公司經受住了考驗，同時也抓住了機遇。

經營業績

2009年，公司完成機製紙產量304萬噸，比2008年減少13萬噸，減少幅度4.1%；按照企業會計準則所編製的財務報表，實現主營業務收入人民幣1,488,462.93萬元，比2008年減少人民幣64,496.41萬元，減少幅度為4.15%；主營業務成本人民幣1,205,741.59萬元，比2008年減少人民幣49,934.65萬元，減少幅度3.98%；實現營業利潤及歸屬於母公司所有者的淨利潤分別為人民幣98,256.58萬元、人民幣83,594.80萬元，減少幅度24%和22.26%。

公司治理

2009年，公司按照《公司法》、《證券法》、《上市公司治理準則》、《深圳證券交易所股票上市規則》、《香港聯合交易所上市規則》和中國證券監督管理委員會（「中國證監會」）有關規定的要求不斷健全和完善公司法人治理結構。董事會認為公司治理的實際情況與《上市公司治理準則》等規範性文件的規定和要求基本相符。

報告期內，根據香港聯合交易所對《上市規則》有關條款的修改及中國證監會發佈的《關於修改上市公司現金分紅若干規定的決定》，公司根據其要求將公司《章程》做了相應修改。

根據公司發行H股後的新《公司章程》及上述對《公司章程》的修訂案，公司召開股東大會對《股東大會議事規則》、《董事會議事規則》、《監事會議事規則》的內容同時進行了相應修改。

DIVIDENDS DISTRIBUTION

Consistent with our long-term goal of pursuing the maximization of corporate values, the Group had always placed much emphasis on shareholders' benefits and returns. In view of the operating results realized in 2009 and after considering the financial positions and cash flow conditions of the Group as a whole, the Board recommended a profit distribution budget for 2009 as follows: based on total share capital of 2,062,045,941 shares as at the end of 2009, to distribute cash bonuses of RMB3.0 (before tax) per 10 shares to all shareholders, aggregating to RMB618,613,782.30 (before tax) of cash bonuses in this distribution, which accounted for 84.39% of the net profit as set out in the financial statements of the Company prepared in accordance with Accounting Standards for Business Enterprises in 2009 after deducting appropriation to statutory reserves. After such profit distribution, undistributed profit would be rolled over for distribution in subsequent years. As always, the Group will continue to stay focused in its long-term development and maximize returns for shareholders by delivering even better results.

FUTURE DEVELOPMENT

The gradual economic pickup on both the international and domestic fronts, in particular the stable and promising macro-economic environment in China, creating favorable operating conditions for China's paper making industry. It is expected that the production and sales volume of paper products will continue to rise as the industry is at the upturn of cycle. In line with its strategic plans, the work of the Company will focus on the following areas in 2010:

- (1) Speed up the pace of project construction to sharpen competitive advantage**
The year 2010 saw the largest scale of investment and amount of projects under construction in the Company's history, including large scale projects such as the Zhanjiang pulp project (with annual production capacity of 700,000 tonnes pulp and ancillary raw materials), the high-end culture paper project (with annual production capacity of 450,000 tonnes), the high-end low weight coated paper project (with annual production capacity of 800,000 tonnes), and the project of Chenming International Logistics Centre and the ancillary railway special line. The Company will enhance its accountability and co-ordination capacity to accelerate the project construction.
- (2) Accelerate market exploration to facilitate future development**
Through application of active and reasonable marketing strategies, reinforcing market research and analysis, formulating reasonable pricing strategy, maintaining product inventory and accounts receivable at reasonable levels to minimize capital locked up; strengthening global marketing and sales network, with emphasis on the Japanese and U.S. markets, increasing points of sales, refining the corporate structure of overseas subsidiaries; formulating effective sales plans for new projects, and completing preparatory work such as organization of sales teams and marketing and promotion in advance.

股利分配

追求企業價值最大化是本集團長期堅持的目標，本集團一貫重視股東的利益和回報。基於本集團2009年實現的經營業績以及考慮集團整體財務狀況、現金流情況，董事會建議2009年度的利潤分配預案為：以2009年底的總股本2,062,045,941股為基數，向全體股東每10股派發人民幣3.0元(含稅)現金紅利，本次分配共派發現金紅利人民幣618,613,782.30元(含稅)，佔2009年按照企業會計準則編製的母公司報表淨利潤扣除法定盈餘公積金後的84.39%。利潤分配後的餘額滾存以後年度分配。本集團將一如既往的致力於集團未來的長遠發展，以更優異的成績為股東創造最佳回報。

未來發展

從國際國內的經濟發展環境來看，尤其是國內的宏觀經濟形勢寬鬆、穩定，造紙行業所面臨的發展條件在逐步向好。從行業本身來說，正處於一個上升週期中，紙品產量與銷量將會不斷增加。結合公司制定的戰略目標，2010年公司主要從以下幾方面開展工作：

- (1) 推進項目建設，構築競爭優勢。**
2010年是公司發展史上投資規模最大、在建項目最多的一年，包括湛江年產70萬噸木漿及配套原料林基地建設項目、年產45萬噸高檔文化紙項目、年產80萬噸高檔低定量銅版紙項目、晨鳴國際物流中心及配套鐵路專用線項目等大型項目，公司將強化責任、協調配合，形成推動項目建設的強大合力，全面加快項目建設。
- (2) 加大市場開發，拓展發展空間。**
通過實施積極合理的營銷策略，加強市場調研，制定合理的價格策略，合理控制產品庫存和應收帳款，減少資金佔用；健全國際營銷網路，以日本、美國市場為重點，增加營銷網點，健全海外公司結構；做好新項目銷售規劃，提前組織好銷售隊伍建設、市場推廣等方面的工作。

(3) Standardize corporate management to fully enhance operating quality

The Company is dedicated to: its brand building goal and achieving quality management; realizing informationization of corporate management to raise the levels of automation, intelligentization and modernization of management; striving to achieve energy saving and reduced emission, develop recycling economy and maximize resource utilization; attaining management excellence to fully explore potentials corporate-wide, reduce overall costs and enhance efficiency.

(4) Achieve quality management in human resources

The Company continues to enhance its management team in line with its emphasis on both ability and integrity; speed up the introduction of new advanced technology and management expertise to raise the management and technical know-how of its staff members; improve training methods and approach to strengthen the education, training, motivation and management of its management team.

In the coming year, the Company and the Board will endeavor to establish a more complete corporate governance structure with better operation efficiency and transparency by following the future development strategy of the Group. Benefiting from the state's policies that encourage development of large scale papermaking enterprises, we will remain steadfast in expanding and strengthening the corporation so as to deliver more solid results to pay back our shareholders and the society.

Chen Hongguo
Chairman

12 April 2010

(3) 規範企業管理，全面提高運行質量。

一是抓好品牌建設，強化質量管理；二是抓好企業管理信息化，提升自動化、智能化和管理現代化水平；三是抓好節能減排，發展循環經濟，提高能源資源利用水平；四是抓好企業基礎管理，挖潛力、降成本、增效益。

(4) 加強幹部員工隊伍素質建設。

堅持德才兼備的原則，對幹部隊伍不斷進行優化；加大高新技術和管理人才的引進力度，優化員工隊伍知識結構；改進培訓方式和手段，切實加強幹部員工隊伍教育、培訓、激勵和管理。

在新的一年裏，公司和董事會將會按照公司未來的發展戰略，致力於建立更完善的企業治理結構，提高企業運行效率及透明度，在國家鼓勵大型造紙企業發展的有利政策下，將企業做大做強，創造更好的業績回報股東和社會。

陳洪國
董事長

2010年4月12日

I. MANAGEMENT DISCUSSION AND ANALYSIS UNDER ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES

(I) Overall operations during the reporting period

2009 is a year of extreme difficulties for the Company since we stepped into the 21th century, while it also marked the Company's success in riding through difficulties and realizing transcendent development with its determined spirit. In 2009, the Company suffered from the trough experienced by the whole paper making industry in the first half of the year, and saw the regain of momentum in the industry in the second half of the year. Amid the challenging operating environment, our staff members continued to fulfill their duties with unwavering dedication and loyalty, thereby enabling the Company to assume the leadership role in the nation's paper making sector.

In the first half of 2009, affected by the global financial crisis and the resulting economic downturn and substantial drop in price index worldwide, confidence of paper product purchasers hit new low, contributing to a temporary slump in both internal and external demand for paper. Against the backdrop of shrinking demand and inventory pile-up, most paper products in China saw a significant drop in price. The above factors have contributed to a drop in the Company's profitability compared with the corresponding period of last year, while a period-on-period improvement was noted. Facing such critical circumstances, the Senior Management had been quickly to take effective measures to cope with the ever-changing economic environment. In respect of raw material procurement, the Senior Management, based on their extensive professional experience and in-depth analysis, had made strategic purchase of wood pulp which was proved to be a precise judgment. On the front of production, capitalizing on the relatively low price level of commodity pulp, the Company called a halt to several of its pulp production lines and upgraded the same during the halt period. As for sales, flexible sales strategies were adopted to lower inventory level and risk-prevention system was established for the Company's operations. The implementation of these effective measures helped the Company get through the most difficult period, and laid a solid foundation for the strong rebound in the second half of 2009.

一 在企業會計準則下的管理層討論與分析

(一) 報告期內總體經營情況

2009年是21世紀以來公司發展非常困難的一年，更是公司開拓奮進、經受住嚴峻考驗的一年。公司經歷了上半年的行業低靡，也經歷了下半年的迅速回暖，喜憂參半中，晨鳴人始終堅守著樸實無華的奉獻精神，承擔著民族造紙領航者的責任與義務。

2009年上半年，受金融危機的影響，全球經濟不景氣，物價指數大幅下降，紙品購買者信心受到打擊，導致國內外紙張需求出現了短暫的下滑。在需求萎縮和庫存積壓的打擊下，國內大部分紙品的價格處在一個較低的價位，受此影響，公司盈利能力與去年同期相比明顯下降，但是環比卻是逐漸向好。面臨這種嚴峻的考驗，公司管理層根據隨時變化的經濟環境，做出了及時有效的應對措施：在原材料採購方面，公司領導層憑藉多年的工作經驗與詳細的論證分析，做出準確判斷，對木漿進行了戰略採購；在生產方面，根據商品木漿價格較低的實際情況，公司對多條自製漿生產線進行了關停，並在關停期間，對其進行了升級改造；在銷售方面，採取靈活的銷售策略，努力降低庫存，並建立了業務風險防範制度。通過這些有效措施的實施，公司經受住了考驗，平穩渡過了最困難時期，為2009年下半年的強勁反彈打好了堅實的基礎。

I. MANAGEMENT DISCUSSION AND ANALYSIS UNDER ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES (Cont'd)

(I) Overall operations during the reporting period (Cont'd)

In the second half of 2009, with the gradual implementation of macro-economic measures by the Central Government, China has witnessed a gradual improvement in its economy. The paper making industry also saw a significant rebound. In line with the robust domestic demand for paper, the Company lifted the price of major paper products including duplex press paper, copperplate paper, white paper board and news press paper successively, thereby significantly raising its profitability. The heightened demand for raw materials for paper making, as a result of the gradual rise in the production capacity of domestic paper making enterprises, had led to a gradual increase in raw materials prices that previously lagged behind paper product prices. Riding on this opportunity, the Senior Management resumed production in the Company's halted pulp production lines, so as to capitalize on its competitive advantage in cost control. In addition, adjustments had been made on the Company's sales and production strategies, with a view to fully capture the market opportunities brought about by the rebound in the second half of 2009.

I. Overview of production and operation

During the reporting period, the Company completed machine-made paper production of 3.04 million tonnes, representing a drop of 130,000 tonnes compared with 2008, or a drop of 4.1%; revenue realized from principal operations amounted to RMB14,884.6293 million, down by RMB644.9641 million or 4.15% over 2008. Costs of principal operations were RMB12,057.4159 million, decreased by RMB499.3465 million or 3.98% over 2008. Realized operating profit and net profit attributable to equity holders of the Company were RMB982.5658 million and RMB835.948 million respectively, representing respective drops of 24% and 22.26%.

一 在企業會計準則下的管理層討論與分析(續)

(一) 報告期內總體經營情況(續)

2009年下半年，隨著國家宏觀經濟政策的逐步實施，中國經濟環境逐步改善，造紙行業出現明顯好轉的跡象，國內紙張需求旺盛，公司對主要紙品包括雙膠紙、銅版紙、白卡紙、新聞紙等幾大紙種先後進行了幾次提價，盈利能力大幅度提高。隨著國內造紙企業產量逐漸增加，對造紙原料的需求增加，造成其價格滯後於紙品的價格逐漸上升，公司管理層根據實際情況，將關停的自製漿生產綫恢復生產，發揮其在成本控制上的優勢，另外在銷售與生產措施上也隨之做出了變化，公司最大限度的抓住了2009年下半年行業轉暖帶來的發展機遇。

1、 生產經營情況

報告期內，公司完成機製紙產量304萬噸，比2008年減少13萬噸，減少幅度4.1%；實現主營業務收入達人民幣1,488,462.93萬元，比2008年減少人民幣64,496.41萬元，減少幅度為4.15%；主營業務成本人民幣1,205,741.59萬元，比2008年減少人民幣49,934.65萬元，減少幅度3.98%；實現營業利潤及歸屬於母公司所有者的淨利潤分別為人民幣98,256.58萬元、人民幣83,594.8萬元，減少幅度24%和22.26%。

I. MANAGEMENT DISCUSSION AND ANALYSIS UNDER ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES (Cont'd)

(I) Overall operations during the reporting period (Cont'd)

2. Progress of the Zhanjiang Chenming Pulp Project

- (1) As undertaken in the offering prospectus, 91% of the proceeds from H share offering were used in the Zhanjiang Chenming pulp project in Guangdong Province. As at 31 December 2009, approximately RMB1,189 million was injected into the project while the rest of the amount was deposited in a bank account for the project to ensure safety of the funds.
- (2) As at the end of 2009, the Group had acquired 2.45 million mu of woodlands for raw materials and obtained legal forestry rights certificates for 2.06 million mu of woodlands; among which, the construction area of the woodlands for paper making materials in Zhanjiang and its peripheral regions reached 740,000 mu already.
- (3) The land acquisition work of the site for the pulp project had completed, and the land-use fees paid for the site for the pulp project totaled RMB361 million.
- (4) The scope of civil engineering work of the pulp project covers civil works for pulping plant, pulp sheet manufacturing plant, plant for recovery of black liquor, self-owned power plant and ancillary plants, and currently about 35% of total quantity of work was completed.

一 在企業會計準則下的管理層討論與分析(續)

(一) 報告期內總體經營情況(續)

2、湛江木漿項目的進展情況

- (1) 按照招股章程的承諾，H股發行募集資金91%用於湛江木漿項目。截至2009年12月31日止已投入約11.89億元人民幣，其餘金額存放在專項銀行帳戶，確保資金安全。
- (2) 截至到2009年年底，本集團共征原料林地245萬畝，已辦理林權證面積206萬畝，其中在湛江及周邊地區的造紙原料林地建設面積已達到74萬畝。
- (3) 項目建設用地的征地工作已經完成，為項目建設用地共支付征地款人民幣3.61億元。
- (4) 項目土木工程主要包括製漿車間、漿板車間、鹼回收車間、自備電廠及配套廠房的土建，目前，共完成了總工程量的35%左右。

I. MANAGEMENT DISCUSSION AND ANALYSIS UNDER ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES (Cont'd)

(I) Overall operations during the reporting period (Cont'd)

2. Progress of the Zhanjiang Chenming Pulp Project (Cont'd)

- (5) Procurement of main equipment. In July 2009, Zhanjiang Chenming Paper Pulp Co., Ltd., a wholly-owned subsidiary of the Company, entered into equipment purchase contract with the suppliers of the equipments to procure the Zhanjiang Chenming Pulp Project. Details of the transaction were covered in the relevant announcements published in China Securities Journal, Hong Kong Commercial Daily and on the website of CNINF (<http://www.cninfo.com.cn>) on 7 July 2009, and the website of the Hong Kong Stock Exchange (www.hkex.com) on 6 July 2009. At present, advance payment and progress payment for domestic and overseas equipments totaled RMB854 million.

一 在企業會計準則下的管理層討論與分析 (續)

(一) 報告期內總體經營情況 (續)

2、湛江木漿項目的進展情況 (續)

- (5) 關於主體設備的採購情況。2009年7月，公司全資子公司湛江晨鳴漿紙有限責任公司為建設湛江木漿項目，與設備供應商簽署了湛江木漿項目主體設備採購合同，此事項有關具體情況詳見2009年7月7日刊登於《中國證券報》、《香港商報》、巨潮資訊網(<http://www.cninfo.com.cn>)和2009年7月6日刊登於香港聯交所網站(www.hkex.com)的相關公告。目前國外、國內設備預付款、進度款共支付人民幣8.54億元。

I. MANAGEMENT DISCUSSION AND ANALYSIS UNDER ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES (Cont'd)

(II) Principal operations of the Company and analysis on their operations

I Principal operations by industry and by product

一 在企業會計準則下的管理層討論與分析(續)

(二) 公司主營業務及其經營狀況分析

1 主營業務分行業、產品情況表

Unit: RMB in ten thousands
單位：(人民幣)萬元

By industry or by product	分行業或分產品	Revenue from operations 營業收入	Cost of sales 營業成本	Revenue from operations by industry 主營業務分行業情況			
				Gross profit margin 營業利潤率 (%)	Year-on-year increase / decrease in revenue 營業收入比上年增減 (%)	Year-on-year increase / decrease in cost of sales 營業成本比上年增減 (%)	Year-on-year increase / decrease in gross profit margin 營業利潤率比上年增減 (%)
Sales of machine-made paper	機製紙	1,408,388.79	1,154,554.09	18.02%	-3.36%	-2.28%	-0.91%
Sales of electricity and steam	電力熱力	23,889.26	14,414.38	39.66%	1.42%	-27.74%	24.35%
Sales of construction materials	建築材料	34,010.00	26,749.99	21.35%	-33.65%	-39.79%	8.02%
Sales of chemical products	造紙化工用品	3,139.01	1,502.70	52.13%	-64.59%	-59.35%	-6.16%
Hotel business	酒店業	4,092.59	1,167.27	71.48%	69.47%	39.69%	6.08%
Others	其他	14,943.28	7,353.16	50.79%	57.73%	39.47%	6.44%
Total	合計	1,488,462.93	1,205,741.59	18.99%	-4.15%	-3.98%	-0.15%

Principal activities by product 主營業務分產品情況							
Light weight coated paper	輕塗紙	159,960.21	136,096.77	14.92%	-9.04%	-7.16%	-1.73%
Duplex press paper	雙膠紙	210,125.64	172,731.69	17.80%	1.98%	9.02%	-5.30%
Writing paper	書寫紙	40,457.93	34,611.75	14.45%	3.92%	12.47%	-6.51%
Copperplate paper	銅版紙	308,703.84	245,716.13	20.40%	18.22%	24.31%	-3.90%
News press paper	新聞紙	178,197.37	144,961.75	18.65%	-16.45%	-15.98%	-0.45%
Paperboard	箱板紙	59,449.14	51,583.11	13.23%	-28.67%	-35.37%	8.99%
White paper board	白卡紙	187,953.51	152,908.91	18.65%	-12.93%	-12.56%	-0.34%

I. MANAGEMENT DISCUSSION AND ANALYSIS UNDER ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES (Cont'd)

(II) Principal operations of the Company and analysis on their operations (Cont'd)

2 Breakdown of revenue from paper products of principal operations by geographical segment

一 在企業會計準則下的管理層討論與分析(續)

(二) 公司主營業務及其經營狀況分析(續)

2 主營業務中紙製品分地區情況

Unit: RMB in ten thousands

單位：(人民幣)萬元

Geographical segment	地區	Revenue from operations 營業收入	Year-on-year increase / decrease in revenue from operations 營業收入比上年增減 (%)
PRC	中國大陸	1,229,718.61	-2.66%
United States	美國	15,711.76	216.40%
Hong Kong	中國香港	37,447.82	80.79%
Japan	日本	30,829.85	110.20%
South Africa	南非	12,811.54	-45.82%
Other overseas areas	境外其他	81,869.21	-37.08%
Total	合計	1,408,388.79	-3.36%

(III) Analysis and explanation on major year-on-year changes in composition of assets of the Company during the reporting period

(三) 報告期內公司資產構成同比發生重大變動分析說明

Unit: RMB

單位：(人民幣)元

Item	項目	2009		2008		Difference in the percentage of total assets 總資產比例差異
		At the end of the period 期末數	As a percentage of total assets in 2009 佔 2009 年總資產比例	At the end of the period 期末數	As a percentage of total assets in 2008 佔 2008 年總資產比例	
Bills receivable	應收票據	2,704,799,074.02	9.59%	974,009,788.24	3.70%	5.89%
Inventories	存貨	2,226,579,492.59	7.89%	3,397,792,930.38	12.92%	-5.03%
Fixed assets	固定資產	13,529,590,915.63	47.96%	14,213,441,758.08	54.04%	-6.08%
Construction in progress	在建工程	1,997,961,262.18	7.08%	431,379,272.50	1.64%	5.44%
Other non-current assets	其他非流動資產	496,724,974.94	1.76%	301,212,691.14	1.15%	0.61%

I. MANAGEMENT DISCUSSION AND ANALYSIS UNDER ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES (Cont'd)

(III) Analysis and explanation on major year-on-year changes in composition of assets of the Company during the reporting period (Cont'd)

I. Explanation on the main reasons leading to the changes

- (1) Bills receivable: as the recovery of sales receivables in the fourth quarter of 2008 was unsatisfactory under the repercussion of the financial crisis, the good market conditions in the fourth quarter of 2009 primarily led to a significant increase in sales when compared with the fourth quarter of 2008; in addition, it was also due to satisfactory recovery of receivables.
- (2) Inventories: mainly due to the significant reduction in amount of inventories, because sales in the fourth quarter of 2009 greatly improved as compared to the fourth quarter of 2008, which was affected by the economic crisis.
- (3) Fixed assets: reduction in net value of fixed assets was mainly due to depreciation of fixed assets.
- (4) Construction in progress: mainly due to the investments in the expansion and modification work, etc. of the Zhanjiang pulp project, the 800,000-tonne copperplate paper project and the 98,000-tonne tissue paper project.
- (5) Other non-current assets: mainly attributable to the purchase, nurturing and fair value change in timber assets of the Company.

一 在企業會計準則下的管理層討論與分析 (續)

(三) 報告期內公司資產構成同比發生重大變動分析說明 (續)

1、 主要變化因素變動說明

- (1) 應收票據：主要是2008年四季度受經濟危機影響，銷售回款情況不理想；2009年四季度市場良好，銷量比2008年四季度大幅增加，同時回款增加所致。
- (2) 存貨：主要是由於2008年四季度受經濟危機影響，2009年四季度比2008年四季度銷售大幅好轉，庫存量大幅降低影響所致。
- (3) 固定資產：主要是由於固定資產折舊影響固定資產淨值減少。
- (4) 在建工程：主要是由於湛江木漿項目、80萬噸銅版紙項目、9.8萬噸生活用紙項目及其他擴建改造工程等投入所致。
- (5) 其他非流動資產：主要是由於公司林木資產購買、繁育及公允價值變動所致。

I. MANAGEMENT DISCUSSION AND ANALYSIS UNDER ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES (Cont'd)

(III) Analysis and explanation on major year-on-year changes in composition of assets of the Company during the reporting period (Cont'd)

2. Nature of measurement adopted for the major assets of the Company:

Historical cost method is normally used for measurement in preparing the financial statements of the Company, except the following asset items carried at fair value:

- (1) Financial assets carried at fair value through profit or loss for the current period
- (2) Consumable biological assets (please refer to Note 17 of financial statements items prepared in accordance with Accounting Standards for Business Enterprises)
- (3) Changes on and effects of changes in major assets carried at fair value:

一 在企業會計準則下的管理層討論與分析(續)

(三) 報告期內公司資產構成同比發生重大變動分析說明(續)

2、公司主要資產採用的計量的屬性：

本公司編製財務報表時一般採用歷史成本進行計量，但以下資產項目按公允價值計量：

- (1) 以公允價值計量且其變動計入當期損益金融資產
- (2) 消耗性生物資產(參見按企業一會計準則編製的財務報告報表項目附註17)
- (3) 採用公允價值計量的主要資產變動、影響分析：

Unit: RMB
單位：(人民幣)元

Statement items 報表項目	Item 項目名稱	Method of obtaining fair value 公允價值的 取得方法	Balance as at 31 December 2009 截至 2009 年 12 月 31 日 的餘額	Balance as at 31 December 2008 截至 2008 年 12 月 31 日 的餘額	Effect on profit or loss for the year 影響當年 損益金額
Financial assets held for trading 交易性金融資產	Derivative financial instruments 衍生金融工具	Quotations from financial institutions 金融機構的報價	14,900,000.00	0	14,900,000.00
Financial liabilities held for trading 交易性金融負債	Derivative financial instruments 衍生金融工具	Quotations from financial institutions 金融機構的報價	6,450,000.00	198,900.00	(6,456,900.00)
Other non-current assets 其他非流動資產	Consumable timber assets 消耗性林木資產	Note (2) 註(2)	496,724,974.94	301,212,691.14	9,868,745.48

I. MANAGEMENT DISCUSSION AND ANALYSIS UNDER ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES (Cont'd)

(III) Analysis and explanation on major year-on-year changes in composition of assets of the Company during the reporting period (Cont'd)

2. Nature of measurement adopted for the major assets of the Company: (Cont'd)

The Group adopted the following critical methodology and assumptions when estimating the fair value of financial assets held for trading and consumable biological assets carried at fair value at the balance sheet date:

- (1) Financial assets held for trading: the fair values of forward foreign exchange contracts were determined by the difference between the present value of the price of contractual forward foreign exchange and the spot foreign exchange price at the balance sheet date. The Group used the forward contract settlement exchange rate for same day settlement published by banks on 31 December 2009 as the basis and used the contractual settlement exchange rate for determination of the difference.
- (2) Consumable biological assets: an independent valuer assessed the price of timber harvest according to the active market quotations in Zhanjiang City and Fujian Province where the Company's biological assets were located. In estimating future cash flow, the independent valuers considered the following factors: 1) the expected nominal market price of the timber harvest; 2) expected timber gains was dependent on the opinion and judgment of biological assets by considering the expected timber reserve level and timber production rate formulated by experts for a limited scope; 3) the expected costs for maintaining and nurturing existing biological assets; 4) the expected costs of sales (including our estimated harvest costs and transportation costs).

一 在企業會計準則下的管理層討論與分析 (續)

(三) 報告期內公司資產構成同比發生重大變動分析說明 (續)

2、公司主要資產採用的計量的屬性：(續)

對在資產負債表日以公允價值計量的交易性金融資產與消耗性生物資產，本集團在估計公允價值時運用了下述的主要方法與假設：

- (1) 衍生金融工具：遠期外匯合同的公允價值是根據合同遠期外匯的價格的現值與資產負債表日的即期外匯價格之間的差額來確定的。本集團以銀行2009年12月31日同一交割日的遠期合同結算匯率為基準及合同約定的結算匯率為差額確定。
- (2) 消耗性生物資產：獨立評估師根據公司生物資產之所在地，湛江市及福建省之活躍市場報價來厘訂收成木材之市場價格。在估計將來之現金流量時，獨立評估師會考慮以下幾個因素。
1) 預期中收成木材之名義市場價格；2) 預期木材收益取決於依靠相當範圍內與專家對生物資產的意見和判斷有關之預期木材儲備量及木材生產率；3) 維持及培育現存生物資產之預期成本；4) 出售之預期成本包括我們估計之收割成本及運輸成本。

I. MANAGEMENT DISCUSSION AND ANALYSIS UNDER ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES (Cont'd)

(IV) Analysis and explanation on major year-on-year changes in profit and loss indicators during the reporting period

一 在企業會計準則下的管理層討論與分析(續)

(四) 報告期損益指標同比發生重大變動分析說明

Unit: RMB
單位：(人民幣)元

Item	項目	Accrued during this year 本年累計數	Accrued during the previous year 上年累計數	Increase (+) Decrease (-) 增 (+) 減 (-)
Tax and levies on operations	營業稅金及附加	16,268,806.81	12,582,354.31	29.30%
Selling and distribution expenses	銷售費用	774,685,975.04	705,595,565.95	9.79%
General and administrative expenses	管理費用	726,351,661.67	561,194,537.62	29.43%
Finance expenses	財務費用	312,687,004.02	287,136,504.05	8.90%
Losses on impairment of assets	資產減值損失	17,276,975.88	93,125,334.87	-81.45%
Gain on change in fair value	公允價值變動收益	18,311,845.48	2,656,651.60	589.28%
Investment income	投資收益	-15,689,081.65	-23,081,752.26	32.03%
Non-operating income	營業外收入	201,738,406.80	274,366,224.82	-26.47%

Explanation on major changes

- (1) Tax and levies on operations increased by 29.3% compared to the corresponding period of the previous year, mainly because the subsidiaries of the Group, namely 壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.) and 山東御景大酒店有限公司 (Shandong Grand View Hotel Co., Ltd.), recorded higher revenue during the current period, which affected tax and levies on operations.
- (2) Selling and distribution expenses increased by 9.79% compared to the corresponding period of the previous year, mainly because the increase in sales led to higher transportation costs.
- (3) General and administrative expenses increased by 29.43% compared to the corresponding period of the previous year, mainly because under the impact of the financial crisis in the first half of 2009 certain pulp production lines and panel production lines suspended production and incurred losses from production interruption.
- (4) Finance expenses increased by 8.9% compared to the corresponding period of the previous year, mainly because the exchange rate of RMB against USD maintained relatively stable during the current period, which resulted in less exchange gains compared to last year.

主要因素變動說明

- (1) 營業稅金及附加比上年同期增加29.3%，主要是由於本期集團子公司壽光晨鳴現代物流有限公司及山東御景大酒店有限公司收入增加影響營業稅金及附加增加。
- (2) 銷售費用比上年同期增加9.79%，主要是由於銷量增加使運費增加所致。
- (3) 管理費用比上年同期增加29.43%，主要是由於2009年上半年受金融危機影響，部分自製漿線和板材生產線暫時停產，產生停工損失所致。
- (4) 財務費用比上年同期增加8.9%，主要是由於本期人民幣對美元匯率相對穩定，匯兌收益比上年減少所致。

I. MANAGEMENT DISCUSSION AND ANALYSIS UNDER ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES (Cont'd)

(IV) Analysis and explanation on major year-on-year changes in profit and loss indicators during the reporting period (Cont'd)

Explanation on major changes (Cont'd)

- (5) Losses on impairment of assets decreased by 81.45% compared to the corresponding period of the previous year, mainly because of the allowance for drop in inventory price provided in the previous year in view of the financial crisis was reversed in the current period, as product price went up and the price of raw materials dropped.
- (6) Gain on change in fair value increased by 589.28% compared to the corresponding period of the previous year, mainly due to the change in fair value of derivative financial instruments(including future pooling foreign exchange contracts) and timber assets.
- (7) Investment loss decreased by 32.03% compared to the corresponding period of the previous year, mainly because the subsidiaries reduced their extent of losses during the current period.
- (8) Non-operating income decreased by 26.47% compared to the corresponding period of the previous year, mainly because revenue-related government grants received during the year decreased.

一 在企業會計準則下的管理層討論與分析(續)

(四) 報告期損益指標同比發生重大變動分析說明(續)

主要因素變動說明(續)

- (5) 資產減值損失比上年同期減少81.45%，主要是受金融危機影響，上年提取存貨跌價準備，本期由於產品價格回升及原料降價轉回存貨跌價準備所致。
- (6) 公允價值變動收益比上年同期增加589.28%，主要是由於公司遠期結售匯等衍生金融工具及林木資產公允價值變動所致。
- (7) 投資虧損比上年同期減少32.03%，主要是由於聯營公司本期虧損減少所致。
- (8) 營業外收入比上年同期減少26.47%，主要是本年收到的與收益相關的政府補助減少所致。

I. MANAGEMENT DISCUSSION AND ANALYSIS UNDER ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES (Cont'd)

(V) Cash flow generated from operating activities of the Company during the reporting period

一 在企業會計準則下的管理層討論與分析(續)

(五) 報告期公司經營活動產生的現金流量情況

Unit: RMB
單位：(人民幣)元

Item	項目	Amount for the current period 本期數	Amount for the corresponding period of last year 上年同期數	Increase (+) Decrease (-) 增 (+) 減 (-)
Net cash flow generated from operating activities	經營活動產生的現金淨流量	1,639,034,259.99	1,934,140,803.04	-15.26%
Net cash generated from investment activities	投資活動產生的現金淨流量	(2,134,446,266.63)	(1,503,850,542.15)	-41.93%
Net cash flow generated from financing activities	籌資活動產生的現金淨流量	177,630,846.52	1,661,066,800.52	-89.31%

Note: In the cash flow statements prepared by the Company, receipt of outstanding bank acceptance bills are not reflected as cash inflow in "cash received from sales of goods, rendering of services"; similarly, payments made using outstanding bank acceptance bills are not reflected as cash outflow in "cash paid for goods and services" nor "cash paid to acquire fixed assets, intangible assets and other long-term assets" with respect to bills paid in the course of investment activities.

註：公司編製的現金流量表中，對收到的未到期的銀行承兌票據，未作為現金流入反映在「銷售商品提供勞務收到的現金」；相應對用背書未到期的銀行承兌匯票支付未作為現金流出反映在「購買商品、接受勞務支付的現金」及投資活動中以票據支付的「購建固定資產、無形資產和其他長期資產所支付的現金」中。

Explanation on the main reasons leading to the changes:

- (1) Net cash flow generated from operating activities decreased by 15.26% compared with the corresponding period of the previous year, mainly because sales revenue and profit dropped compared with the correspond period of the previous year as affected by the sales price, as well as the increase in unmatured bills receivable.
- (2) Net cash flow generated from investment activities decreased by 41.93% compared with the corresponding period of the previous year, mainly due to the investments in the copperplate paper project with annual production capacity of 800,000-tonne and the tissue paper project with annual production capacity of 98,000-tonne of 壽光美倫紙業有限責任公司 (Shouguang Meilun Paper Co., Ltd.), a subsidiary of the Company, the Zhanjiang pulp project and the high-end culture paper project during the reporting period.

主要變動原因說明：

- (1) 經營活動產生的現金淨流量比上年同期減少15.26%，主要是由於受銷售價格影響，銷售收入及利潤比上年同期降低，同時未到期應收票據增加所致。
- (2) 投資活動產生的現金淨流量比上年同期減少41.93%，主要是由於報告期內公司之子公司壽光美倫紙業有限責任公司新上年產80萬噸銅版紙及9.8萬噸生活用紙項目、湛江木漿項目及高檔文化紙業項目投入所致。

I. MANAGEMENT DISCUSSION AND ANALYSIS UNDER ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES (Cont'd)

(V) Cash flow generated from operating activities of the Company during the reporting period (Cont'd)

- (3) Net cash flow generated from financing activities decreased by 89.31% compared with the corresponding period of the previous year, mainly because the Company issued H shares in 2008, which increased net cash flow.

(VI) Operation and results of major controlling subsidiaries of the Company

一 在企業會計準則下的管理層討論與分析(續)

(五) 報告期公司經營活動產生的現金流量情況(續)

- (3) 籌資活動產生的現金淨流量比上年同期減少89.31%，主要是由於2008年度發行H股增加現金淨流量所致。

(六) 公司主要控股子公司的經營情況及業績

Unit: RMB in ten thousands

單位：(人民幣)萬元

Name of controlling subsidiary 控股子公司名稱	Nature of activities 業務性質	Shareholding percentage 股權比例	Principal products manufactured 主要生產產品	Registered capital 註冊資本	Asset size 資產規模	Net profit 淨利潤
Wuhan Chenming Hanyang Paper Holdings Co., Ltd. 武漢晨鳴漢陽紙業股份有限公司	Papermaking 製紙	50.93%	Writing paper, news press paper 書寫紙、新聞紙	21,136.70	232,716.97	5,673.27
Shandong Chenming Paper Group Qihe Paperboard Co., Ltd. 山東晨鳴紙業集團齊河板紙有限責任公司	Papermaking 製紙	100.00%	Paperboard, corrugated paper 箱板紙、瓦楞紙	37,620.00	134,772.08	16.56
Shandong Chenming Power Supply Holdings Co., Ltd. 山東晨鳴熱電股份有限公司	Electricity and steam 熱電	86.71%	Generation and sales of electricity and steam 電力、熱力生產和銷售	9,955.31	69,376.32	1,448.20
Jilin Chenming Paper Co., Ltd. 吉林晨鳴紙業有限責任公司	Papermaking 製紙	100.00%	News press paper, light weight coated paper 新聞紙、輕塗紙	150,000.00	244,368.16	2,985.24
Chibi Chenming Paper Co., Ltd. 赤壁晨鳴紙業有限責任公司	Papermaking 製紙	35.79%	Duplex press paper 雙膠紙	17,741.94	54,439.10	1,871.21
Jiangxi Chenming Paper Co., Ltd. 江西晨鳴紙業有限責任公司	Papermaking 製紙	51.00%	Coated paper 塗布紙	USD172 million 17200萬美元	323,918.99	10,565.15
Yanbian Chenming Paper Co., Ltd. 延邊晨鳴紙業有限公司	Pulp 紙漿	76.73%	Pulp and chemical product 漿、化工產品	8,163.30	33,046.65	1,350.63

I. MANAGEMENT DISCUSSION AND ANALYSIS UNDER ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES (Cont'd)

(VII) Explanation on single subsidiaries with net profit (or investment gains) accounting for over 5% of the net profit of the Company

一 在企業會計準則下的管理層討論與分析(續)

(七) 單個子公司淨利潤(或投資收益)超過公司淨利潤5%的說明

Unit: RMB in ten thousands
單位:(人民幣)萬元

Name of company 公司名稱	Revenue from principal operations 主營 業務收入	Profit from principal operations 主營 業務利潤	Net profit 淨利潤	Net profit attributable to the Company according to shareholding percentage 公司按持股 比例應得 淨利潤		As a percentage of net profit of the Company 佔公司 淨利潤的 比例%
				Net profit 淨利潤	As a percentage of net profit of the Company 佔公司 淨利潤的 比例%	
Jiangxi Chenming Paper Co., Ltd. 江西晨鳴紙業有限責任公司	163,591.97	24,980.55	10,565.15	5,388.23	6.45%	

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第八節 董事會報告

II. MANAGEMENT DISCUSSION AND ANALYSIS UNDER INTERNATIONAL FINANCIAL REPORTING STANDARDS

The following financial data is extracted from the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards. The following discussion and analysis should be read in conjunction with the financial statements of the Company set out in this report and the notes thereto.

Revenue from operations

		2009年度		2008年度	
		Revenue	As a percentage	Revenue	As a percentage
		from principal	of revenue from	from principal	of revenue from
		operations	operations (%)	operations	operations (%)
By industry or by product	分行業或分產品	主營業務收入	佔營業 收入比例 (%)	主營業務收入	佔營業 收入比例 (%)
Machine-made paper	機製紙	14,155,084.00	95.54	14,561,339.00	94.37
Electricity and steam	電力、熱力	237,925.00	1.61	235,552.00	1.53
Construction materials	建築材料	337,518.00	2.28	512,594.00	3.32
Chemicals products	造紙化工用品	31,390.00	0.21	88,640.00	0.57
Others	其它	53,336.00	0.36	32,785.00	0.21
Total	合計	14,815,253.00	100.00	15,430,910.00	100.00

Unit: RMB'000
單位：(人民幣)千元

二、在國際財務報告準則下的管理層討論與分析

以下財務數據摘自本公司按照國際財務報告準則編製的已經審計財務報表。以下論述與分析應與本報告所列之本公司財務報表及其附註同時閱讀。

營業收入

		2009年度		2008年度	
		Revenue from	As a percentage	Revenue from	As a percentage
		operations	of revenue from	operations	of revenue from
		營業收入	佔營業 收入比例 (%)	營業收入	營業收入 比例 (%)
Geographical segment	地區	營業收入	收入比例 (%)	營業收入	營業收入 比例 (%)
PRC	中國大陸	13,028,552	87.94	13,502,030	87.50
United States	美國	157,118	1.06	49,658	0.32
Hong Kong	中國香港	374,478	2.53	207,130	1.34
Japan	日本	308,298	2.08	146,670	0.95
South Africa	南非	128,115	0.86	236,460	1.54
Other overseas areas	境外其它	818,692	5.53	1,288,962	8.35
Total	合計	14,815,253	100.00	15,430,910	100.00

Unit: RMB'000
單位：(人民幣)千元

II. MANAGEMENT DISCUSSION AND ANALYSIS UNDER INTERNATIONAL FINANCIAL REPORTING STANDARDS (Cont'd)

Revenue from operations amounted to approximately RMB14,815 million in 2009, decreased by approximately RMB616 million or 3.99% over 2008.

Revenue from machine-made paper operations amounted to approximately RMB14,155 million, decreased by approximately 2.79% over 2008 mainly due to: the selling price of the paper products in the current period being lower than that of the corresponding period of last year resulting from the financial crisis.

Revenue from electricity and steam operations amounted to approximately RMB238 million, increased by approximately 1.01% over 2008 mainly due to: the higher steam price in the current period.

Revenue from construction materials operations amounted to approximately RMB338 million, decreased by approximately 34.15% over 2008 mainly due to: the sales volume of fiberboard in the current period being lower than that of the corresponding period of last year resulting from the financial crisis.

Revenue from chemicals products operations amounted to approximately RMB31.4 million, decreased by approximately 64.59% over 2008 mainly due to: the sales volume of chemicals products in the current period being lower than that of the corresponding period of last year resulting from the financial crisis and the market change.

二、在國際財務報告準則下的管理層討論與分析 (續)

2009年度營業收入為約人民幣148.15億元，比2008年減少約人民幣6.16億元，同比降低3.99%。

機製紙業務營業收入約人民幣141.55億元，比2008年約減少2.79%，減少的主要原因是：受金融危機影響，本期紙品銷售價格比上年同期降低所致。

電力、熱力業務營業收入約人民幣2.38億元，比2008年增長約1.01%，增長的主要原因是：本期蒸汽價格有所提升所致。

建築材料業務營業收入約人民幣3.38億元，比2008年減少約34.15%，減少的主要原因是：受金融危機影響，本期纖維板銷量比上年同期減少所致。

造紙化工用品業務營業收入約人民幣0.314億元，比2008年減少約64.59%，減少的主要原因是：受金融危機及市場變化影響，本期造紙化工產品銷量比上年同期減少所致。

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第八節 董事會報告

II. MANAGEMENT DISCUSSION AND ANALYSIS UNDER INTERNATIONAL FINANCIAL REPORTING STANDARDS (Cont'd)

Cost of sales and gross profit

Cost of sales as a percentage of revenue from operations

二、在國際財務報告準則下的管理層討論與分析(續)

銷售成本及毛利

銷售成本佔營業收入百分比情況

Unit: RMB'000
單位：(人民幣)千元

By industry or by product	分行業或分產品	2009年度		2008年度	
		Cost of sales	As a percentage of product segment revenue	Cost of sales	As a percentage of product segment revenue
		銷售成本	佔產品分類收入比例	銷售成本	佔產品分類收入比例
Machine-made paper	機製紙	11,554,422.00	81.63%	11,780,147.00	80.90%
Electricity and steam	電力、熱力	144,144.00	60.58%	199,485.00	84.69%
Construction materials	建築材料	267,500.00	79.26%	444,273.00	86.67%
Chemicals products	造紙化工用品	15,027.00	47.87%	36,971.00	41.71%
Others	其它	17,299.00	32.43%	12,035.00	36.71%
Total	合計	11,998,392.00	80.99%	12,472,911.00	80.83%

Gross profit and gross profit margin

毛利及毛利率情況

By industry or by product	分行業或分產品	2009年度		2008年度	
		Gross profit	Gross profit margin	Gross profit	Gross profit margin
		毛利	毛利率	毛利	毛利率
Machine-made paper	機製紙	2,600,662.00	18.37%	2,781,192.00	19.10%
Electricity and steam	電力、熱力	93,781.00	39.42%	36,067.00	15.31%
Construction materials	建築材料	70,018.00	20.74%	68,321.00	13.33%
Chemicals products	造紙化工用品	16,363.00	52.13%	51,669.00	58.29%
Others	其它	36,037.00	67.57%	20,750.00	63.29%
Total	合計	2,816,861.00	19.01%	2,957,999.00	19.17%

II. MANAGEMENT DISCUSSION AND ANALYSIS UNDER INTERNATIONAL FINANCIAL REPORTING STANDARDS (Cont'd)

Cost of sales of the Company in 2009 was approximately RMB11,998 million, decreased by approximately 3.8% over 2008. Gross profit was approximately RMB2,817 million, decreased by approximately 4.77% over 2008 mainly due to: the lower cost of sales resulting from the raw materials cost during the current period being lower than that of the corresponding period of last year. The gross profit margin decreased mainly due to: the product price being lower than that of the corresponding period of last year resulting from the financial crisis and the decrease in product price being larger than the decrease in product cost.

Cost of sales of machine-made paper was approximately RMB11,554 million, decreased by approximately 1.92% over 2008 mainly due to: the raw materials cost being lower than that of the corresponding period of last year.

Cost of sales of electricity and steam was approximately RMB144 million, decreased by approximately 27.74% over 2008 mainly due to: the raw materials cost being lower than that of the corresponding period of last year.

Cost of sales of the construction materials was approximately RMB267 million, decreased by approximately 39.79% over 2008 mainly due to: the sales volume of fiberboard in the current period being lower than that of the corresponding period of last year resulting from the financial crisis and the market change.

Cost of sales of the chemical products was approximately RMB15.0 million, decreased by approximately 59.35% over 2008 mainly due to: the sales volume of chemicals products in the current period being lower than that of the corresponding period of last year resulting from the market change.

Other income

Other income of the Group amounted to approximately RMB307 million in 2009, decreased by approximately 38.73% over 2008 mainly due to (1) the government grants recognized in profit or loss and received in the current period being lower than that of the corresponding period of last year, and (2) the exchange gains or losses being lower than that of the corresponding period of last year resulting from the fluctuation of exchange rate.

Distribution expenses

Distribution expenses were approximately RMB775 million in 2009, increased by approximately 9.79% over 2008 mainly due to: the transportation costs for the current period being higher than that of the corresponding period of last year.

二、在國際財務報告準則下的管理層討論與分析(續)

2009年度公司的銷售成本為約人民幣119.98億元，比2008年降低約3.8%；毛利為人民幣約28.17億元，比2008年減少約4.77%，主要由於：本期原料成本比上年同期降低導致銷售成本降低；毛利率降低主要是由於受金融危機影響，產品售價比上年同期降低，並產品售價降低幅度大於產品成本降低幅度所致。

機製紙業務銷售成本約人民幣115.54億元，比2008年降低約1.92%，降低的主要原因是：原料成本比上年同期降低所致。

電力、熱力業務銷售成本約人民幣1.44億元，比2008年降低約27.74%，降低的主要原因是：原料成本比上年同期降低所致。

建築材料業務銷售成本約人民幣2.67億元，比2008年下降約39.79%，減少的主要原因是：受金融危機及市場變化影響，本期纖維板銷量比上年同期減少所致。

造紙化工用品業務銷售成本約人民幣0.15億元，比2008年下降約59.35%，減少的主要原因是：受市場變化影響，本期造紙化工用品銷量比上年同期降低所致。

其它收入

2009年度集團的其它收入為人民幣約3.07億元，比2008年減少約38.73%，主要是由於：(1)本期收到損益相關的政府補助比上年同期減少(2)受匯率變動影響，本期匯兌損益比上年同期減少。

分銷費用

2009年度的分銷費用為約人民幣7.75億元，比2008年增加約9.79%，主要是由於本期銷量增加影響運費比上年同期增加所致。

II. MANAGEMENT DISCUSSION AND ANALYSIS UNDER INTERNATIONAL FINANCIAL REPORTING STANDARDS (Cont'd)

Administrative expenses

Administrative expenses of the Company were approximately RMB638 million in 2009, increased by approximately 17.49% over 2008 mainly due to the asset impairment losses in the current period being higher than that of the corresponding period of last year resulting from the change in accounts receivable balance and aging.

Other expenses

Other expenses of the Company were approximately RMB140 million in 2009, mainly because the Group suspended production in certain pulp and panel production lines to limit losses under the repercussion of the financial crisis in the second half of 2008. Loss from suspension of production mainly included depreciation of production equipment of RMB90.22 million and staff cost of RMB20.71 million. Except for Qihe Chenming Panels Co., Ltd. and Heze Chenming Panels Co., Ltd., the Group resumed production of pulp and panel production lines in 2009.

Gain on change in fair value of financial assets held for trading

Gain on financial assets held for trading of the Group was approximately RMB8.443 million, increased by approximately RMB6.705 million over 2008 mainly due to: the change in the fair value of the future pooling foreign exchange contracts entered into between the Company and China Construction Bank.

Gain on change in fair value less estimated point-of-sale cost of biological assets

Gain on change in fair value less estimated point-of-sale cost of biological assets of the Company was approximately RMB9.869 million in 2009, increased by approximately RMB8.951 million over 2008 mainly due to the change in fair value of timber assets of the Company.

Impairment loss on property, plant and equipment

Impairment loss on property, plant and equipment of the Company was approximately RMB4.51 million in 2009, decreased by RMB4.05 million compared with RMB8.56 million in 2008, mainly because: (1) in 2009, the Company made allowance for impairment of RMB4.51 million on the difference between carrying amount and cost value of the fixed assets of Qihe Chenming Panels Co., Ltd. and Heze Chenming Panels Co., Ltd.; (2) in 2008, the Company made allowance for impairment of RMB8.56 million on the fixed assets of subsidiaries Wuhan Chenming Hanyang Paper Holdings Co., Ltd. and 襄樊晨鳴銅版紙有限責任公司 (Xiangfan Chenming Copperplate Pater Co., Ltd), of which the disposal of 襄樊晨鳴銅版紙有限責任公司 (Xiangfan Chenming Copperplate Pater Co., Ltd) was completed in April 2008.

二、在國際財務報告準則下的管理層討論與分析 (續)

行政費用

2009年度公司的行政費用為約人民幣6.38億元，比2008年增加約17.49%，主要是受應收款項餘額及賬齡變動影響，本期資產減值損失比上年同期增加所致。

其他費用

2009年度公司的其他費用為約人民幣1.4億元，主要是由於2008年下半年的金融危機的影響，集團暫停部分自製漿和板材生產線以減少損失。停產損失主要包括生產設備折舊人民幣9,022萬元，人工成本人民幣2,071萬元，本集團已在2009年恢復除齊河晨鳴板材有限公司、菏澤晨鳴板材有限公司以外的紙漿板材生產線。

衍生金融工具公平值變動之收益

2009年度的衍生金融工具收入為人民幣844.3萬元，比2008年增加人民幣約670.5萬元，主要是由於：本期公司與建設銀行簽訂的遠期結售匯公允價值變動影響。

來自生物資產公平值之變動減去預計銷售成本之收益

2009年度公司的來自生物資產公平值之變動減去預計銷售成本之收益為約人民幣986.9萬元，比2008年增加約人民幣895.1萬元主要原因是由於：公司林木資產公允價值變動影響。

物業、廠房及設備的減值虧損

2009年度公司的物業、廠房及設備的減值虧損約為人民幣451萬元，比2008年度的人民幣856萬元減少人民幣405萬元；主要是由於：(1)2009年度，公司根據固定資產公允價值與賬面成本價值的差異，對子公司菏澤晨鳴板材有限責任公司及齊河晨鳴板材有限公司固定資產提取減值準備，金額為人民幣451萬元(2)2008年度公司對子公司武漢晨鳴漢陽紙業股份有限公司及襄樊晨鳴銅版紙有限責任公司固定資產提取減值準備人民幣856萬元，其中襄樊晨鳴銅版紙有限責任公司已於2008年4月份處置完畢。

II. MANAGEMENT DISCUSSION AND ANALYSIS UNDER INTERNATIONAL FINANCIAL REPORTING STANDARDS (Cont'd)

Reversal of allowance for (allowance for) inventories

Allowance for inventories in 2009 decreased by approximately RMB150 million over 2008 mainly due to: reversal of the allowance for unsold inventories in view of the rally in product prices in 2009 and the decrease in raw materials price.

Finance costs

Finance costs of the Company were approximately RMB384 million, decreased by approximately 16.99% over 2008 mainly due to: the finance costs in the current period being lower than that of the corresponding period of last year resulting from the change in lending rate and the long term and short term borrowings.

Share of results of associates

In 2009, the Group's share of results of associates was -RMB16 million, representing an increase of 32.28% compared with 2008, mainly due to the decrease in the losses of associates in 2009 when compared to 2008.

Income tax expense

Income tax expense of the Group was approximately RMB219 million in 2009, decreased by approximately 25.96% over 2008 mainly due to: the lower income tax expense resulting from the profit realized in the current period being lower than that of the corresponding period of last year because of the decrease in the gross profit margin of the products and the change in costs and expenses.

Profit attributable to minority interests

Profit attributable to minority interests was approximately RMB126 million in 2009, decreased by approximately 34.4% over 2008 mainly due to the lower profit attributable to minority interests resulting from the net profit realized in the current period being lower than that of the corresponding period of last year.

Net profit and net profit margin

Net profit of the Group was approximately RMB863 million in 2009 (excluding profit attributable to minority interests), decreased by approximately 21.71% over 2008. The net profit margin was approximately 5.82%, decreased by approximately 1.32 percentage points as compared with 7.14% in the corresponding period of 2008 mainly due to the gross profit margin of pulp being lower than that of the corresponding period of last year resulting from the financial crisis.

二、在國際財務報告準則下的管理層討論與分析 (續)

存貨(撥備)撥備撥回

2009年度存貨跌價準備比2008年度減少約人民幣1.5億元，主要是：由於2009年度產品價格回升，並原材料價格降低，轉回未售出的存貨跌價準備所致。

財務成本

2009年度公司的財務成本為約人民幣3.84億元，比2008年降低約16.99%，主要是由於：受貸款利率及長、短期借款變動影響，本期財務成本比上年同期降低。

佔聯營公司業績

2009年度集團與聯營公司業績約人民幣0.16億元，比2008年增加32.28%，主要是由於聯營公司2009年度虧損比2008年度減少所致。

所得稅開支

2009年度集團的所得稅開支為約人民幣2.19億元，比2008年降低約25.96%，主要是由於：受產品毛利率降低及成本費用變動影響，本期實現利潤比上年同期降低影響所得稅開支降低。

歸屬於少數股東權益的利潤

2009年度公司的歸屬於少數股東權益的利潤為約人民幣1.26億元，比2008年減少約34.4%，主要是由於：本期實現淨利潤比上年同期降低導致歸屬於少數股東權益的利潤比上年同期降低。

淨利潤及淨利潤率

2009年度集團的淨利潤約人民幣8.63億元(不包含少數股東權益)，比2008年降低約21.71%，淨利潤率約為5.82%，比2008年同期的7.14%降低約1.32%，主要是由於：受金融危機影響，本期紙漿毛利率比上年同期降低所致。

II. MANAGEMENT DISCUSSION AND ANALYSIS UNDER INTERNATIONAL FINANCIAL REPORTING STANDARDS (Cont'd)

Liquidity

In 2009, the cash flows from operating activities, the cash flows from investment activities and the cash flows from financing activities of the Company were approximately RMB1,639 million, -RMB2,494 million and RMB537 million respectively, decreased by approximately 15.26%, 61.66% and 68.39% over 2008 respectively. The main reasons were respectively as follows:

- (1) The decrease in the net cash flows from operating activities was mainly due to the revenue and profit in the current period being lower than that of the corresponding period of last year resulting from the effect of the sales price, as well as the increase in unmatured bills receivable.
- (2) The decrease in the net cash flows from investment activities as compared to the corresponding period of last year was mainly due to the investments in the 800,000-tonne copperplate paper project and the 98,000-tonne tissue paper project of Shouguang Meilun Paper Co., Ltd., a subsidiary of the Company, and the Zhanjiang pulp project during the reporting period.
- (3) The decrease in the net cash flows from financing activities was mainly due to the increase in net cash flows from H shares issue in 2008.

Whether there is significant seasonal effect on the capital requirements of the Company

In 2009, there was no significant seasonal effect on the capital requirements of the Company.

二、在國際財務報告準則下的管理層討論與分析(續)

流動現金情況

2009年度公司經營活動產生的現金流、投資活動產生的現金流及融資活動產生的現金流分別約為人民幣：16.39億元、-24.94億元、5.37億元，比2008年降低約15.26%、61.66%、68.39%，主要原因分別是：

- (1) 經營活動產生的現金淨流量降低，主要是由於本期由於受銷售價格影響，銷售收入及利潤比上年同期降低，同時未到期應收票據增加所致。
- (2) 投資活動產生的現金淨流量比上年同期減少，主要是由於報告期內公司之子公司壽光美倫紙業有限責任公司新上80萬噸銅版紙及9.8萬噸生活用紙項目、湛江漿紙項目投入所致。
- (3) 籌資活動產生的現金淨流量比上年同期減少，主要是由於2008年度發行H股增加現金淨流量所致。

公司的資金需求有無明顯的季節性規律

2009年公司的資金需求無明顯的季節性規律變化。

II. MANAGEMENT DISCUSSION AND ANALYSIS UNDER INTERNATIONAL FINANCIAL REPORTING STANDARDS (Cont'd)

Principal sources of funding

In 2009, the principal sources of funding of the Company derived from the revenue from production operations, bank loans and issues of long term and medium bonds.

Bank borrowings and interest rate of borrowings of the Company during the reporting period

As at 31 December 2009, the Group's bank borrowings increased by approximately RMB11,232 million, repayment of loans amounted to approximately RMB9,335 million. Such borrowings bore interest rates ranging from 1.09% to 5.47%.

Gearing ratio of the Company

As at 31 December 2009, the gearing ratio (including minority interests) of the Group was 34.58%, increased by 2.08 percentage points as compared with 32.5% in 2008 mainly due to the increase in borrowings (unmatured discounted notes) of the Company in the current period.

The Group calculates its gearing ratio using the following formula: total borrowings / total assets (total borrowings refer to borrowings due within one year, borrowings due after one year and short-term debentures and medium-term notes).

Secured assets of the Company at the end of the reporting period

As at 31 December 2009, the secured assets of the Group included: International Finance Corporation ("IFC"), Deutsche Bank AG ("DEG") and China Construction Bank Nanchang Changbei Branch entered into a loan agreement with Jiangxi Chenming Paper Co., Ltd, a subsidiary of the Company, pursuant to which, secured loans of USD 40,000,000.00, USD 9,411,765.00 and USD 17,500,000.00 were provided to Jiangxi Chenming Paper Co., Ltd respectively. The collateral was the fixed assets and land use rights of Jiangxi Chenming Paper Co., Ltd. As at 31 December 2009, repayment in the amount of USD 23,479,318.23 was paid for the above borrowing. As at 31 December 2009, the net value of the collateral with regard to fixed assets was RMB1,083,389,675.50 and that with regard to the land use rights (intangible assets) was RMB73,051,016.90.

Contingent liabilities of the Company

As at 31 December 2009, there were no contingent liabilities of the Group.

The financial risk management is the responsibility of the Group's treasury function at our head office. One of the major objectives of the Group's treasury policies is to manage its exposure to fluctuations in interest rates and foreign currency exchange rates.

二、在國際財務報告準則下的管理層討論與分析 (續)

資金的主要來源

2009年度公司資金的主要來源於生產經營產生的收入、銀行貸款、發行中長期債券。

公司於報告期內的銀行借款情況，借款的利率

本集團於2009年12月31日的新增銀行借款約為人民幣112.32億元，已償還借款約人民幣93.35億元。該貸款利率為：1.09%-5.47%之間。

公司的資本負債率

本集團於2009年12月31日的資本負債率(包含少數股東權益)為34.58%，比2008年的32.5%增加2.08%，主要原因是公司本期借款(貼現未到期票據)增加所致。

本集團採用以下公式計算資本負債率：總借款／總資產(總借款指一年內到期借款、一年後到期借款及短期融資券、中期票據等)

公司於報告期末抵押資產的情況

本集團於2009年12月31日的抵押資產為國際金融公司(IFC)，德意志銀行(DEG)及中國建設銀行南昌市昌北支行與本公司之子公司江西晨鳴紙業有限責任公司簽訂貸款協議，分別為江西晨鳴紙業有限責任公司提供40,000,000.00美元、9,411,765.00美元和17,500,000.00美元的抵押借款，抵押物為江西晨鳴紙業有限責任公司的固定資產及土地使用權。於2009年12月31日，上述借款已償還23,479,318.23美元。截止到2009年12月31日，抵押物淨值分別為固定資產人民幣1,083,389,675.50元，無形資產-土地使用權人民幣73,051,016.90元。

公司或有負債情況

本集團於2009年12月31日無或有負債。

本集團的財務風險管理是位於本集團總部的理財部門的責任。本集團理財政策的主要目的之一，是管理其利息及外匯兌換率中所面對的波動。

II. MANAGEMENT DISCUSSION AND ANALYSIS UNDER INTERNATIONAL FINANCIAL REPORTING STANDARDS (Cont'd)

Risk of fluctuations in foreign exchange rate and any relevant hedging

As at 31 December 2009, the exchange gains of the Company was RMB2.037 million mainly due to:

The business operations of the Group were conducted mainly in the PRC with revenues and expenses denominated in RMB. Some of the Group's cash and bank deposits, including proceeds from global offering, were denominated in Hong Kong dollars, US dollars, Euro or RMB. Any significant exchange rate fluctuations of foreign currencies against RMB may have a financial impact to the Group.

During the year ended 31 December 2009 under review, the Group had not used any financial assets held for trading denominated in US dollars for hedging purposes. However, the Group will continue to monitor the exposure of proceeds from global offering to foreign exchange fluctuations.

Property, plant and equipment

The change in property, plant and equipment for the year ended 31 December 2009 is set out in the Note 15 to the financial statements prepared in accordance with International Financial Reporting Standards in this annual report.

Contracts of significance

In the reporting period, the Company and its any subsidiaries did not enter into any contracts of significance with its controlling shareholder or its subsidiaries.

Reserve

According to the relevant requirements imposed by the State Ministry of Finance and Articles of Association, the distributable profit shall be based on the lower of the net profit attributable to the equity holders of the Company as calculated in accordance with Accounting Standards for Business Enterprises and that calculated in accordance with International Financial Reporting Standards. The net profit attributable to equity holders of the Company in 2009 according to the Accounting Standards for Business Enterprises was RMB835,947,981.16, and net profit attributable to equity holders of the Company in 2009 according to the International Financial Reporting Standards was RMB862,946,091.62; accordingly, the Company will distribute profit based on the after-tax profit realized according to the Accounting Standards for Business Enterprises for 2009.

The reserve of the year and the distributable reserves as at 31 December 2009 are set out in the Statement of Changes in Equity of and the Note 13 to the financial statements prepared in accordance with International Financial Reporting Standards in this annual report.

Sufficient public float

The Company had maintained sufficient public float as of the year ended 31 December 2009.

二、在國際財務報告準則下的管理層討論與分析 (續)

匯率波動風險及任何相關對沖

本集團於2009年12月31日的匯兌收益為人民幣203.7萬元，主要產生原因為：

本集團的業務經營主要位於中國，而本集團的收入及開支均以人民幣計值。本集團的若干現金及銀行存款(包括首次公開發售所得款項)乃以港元、美元、歐元或人民幣計值。其外幣兌換人民幣匯率的任何波動將會影響本集團的財務狀況。

於回顧截至2009年12月31日止年度內，本集團並無使用以美元為貨幣單位的金融工具作對沖用途。然而，本集團將繼續監控因首次公開發售所得款項的外匯風險。

物業、機器及設備

有關於截至2009年12月31日之物業、機器及設備的變動情況載於本年報按國際財務報告準則編製的財務報表附註15。

重大合約

報告期內，公司或其任何一家附屬公司概無與控股股東或其附屬公司訂立任何重大合同。

儲備

根據國家財政部和《公司章程》的有關規定，分配利潤以按企業會計準則和國際財務報告準則計算出來的歸屬於母公司股東的淨利潤較低者，按照企業會計準則編製的2009年度實現的歸屬於母公司股東的淨利潤為人民幣835,947,981.16元，按照國際財務報告準則編製的2009年度實現的歸屬於母公司股東的淨利潤為人民幣862,946,091.62元，2009年度公司將以按企業會計準則實現的稅後利潤為基礎進行利潤分配。

有關本年度的儲備情況及於2009年12月31日之可分配儲備情況載於本年報按國際財務報告準則編製的財務報表中所有者權益變動表及附註13。

充足公眾持股量

公司已於截止2009年12月31日止年度維持充足公眾持股量。

III. PROSPECT OF THE FUTURE DEVELOPMENTS OF THE COMPANY

1. *The development trend of the industry to which the Company belongs and the strategic plans for the Company's future development*

The industry to which the Company belongs is the paper making industry, which is a light industry. The paper making industry is an important basic raw materials industry which is closely related to the national economy and social matter development. The paper making industry features capital and skills intensive characteristics with prominent economy of scale. Its growth rate is strongly and positively correlated to that of GDP. The gradual economic pickup on both the international and domestic fronts, in particular the favourable and stable macro-economic environment in China, creating favourable operating conditions for China's paper making industry. It is expected that production and sales volume of paper products will continue to rise as the industry is at the upturn of cycle. Meanwhile, as a number of projects under construction are near completion, new production capacity released by different production lines will exert pressure on the industry. Also, implementation of new environmental protection standards is likely to trigger withdrawal of certain small and medium-sized paper making enterprises from the market, leading to a concentration of production capacity in large papermaking enterprises. With the increased production volume and new production capacity, it is expected that price of raw materials for paper making will continue its upward trend.

Based the above viewpoints about papermaking industry, the Company will stick to its existing strategy already made to operate in an orderly way towards the development, mainly including the following aspects:

- (1) Solving the bottleneck of the raw materials which restricts the Company's development and improving the control over product cost

The Company established the Zhanjiang pulp project and ancillary raw materials bases as its major development targets. The Company also accelerated the construction of the Hubei forestry project base, establishing the production chain of "forestry-pulp-paper integration" in order to eliminate any restrictions posed by upstream resource industries on the Company and strengthen the sustainable development capacity of the Company.

三、對公司未來發展的展望

1、公司所在行業的發展趨勢及公司未來發展戰略規劃

公司所處的行業為輕工造紙業，作為與國民經濟和社會事業發展關係密切的重要基礎原材料產業，造紙產業具有資金技術密集、規模效益顯著等特點，其增長率與GDP增長率有很強的正相關性。從國際國內的經濟發展環境來看，尤其是國內的宏觀經濟形勢寬鬆、穩定，造紙行業所面臨的發展條件在逐步向好。從行業本身來說，正處於一個上升週期中，紙品產量與銷量將會不斷增加；隨著部分在建項目的陸續完工，未來還存在個別紙種新產能釋放的壓力；新的環保標準的實施將勢必造成部分中小造紙企業關停，促使產能向大型造紙集團集中；由於產量與新的產能的增加，造紙原材料價格可能會繼續走高。

基於對造紙行業以上認識，公司將按照制定的發展戰略有條不紊的運行下去，主要包括以下方面：

- (1) 解決制約公司發展的原材料瓶頸，提高產品成本控制能力。

公司以建設湛江木漿項目及配套原料林基地為發展重點，同時加快湖北林業項目基地建設，打造「林漿紙一體化」的產業鏈，從而擺脫上游資源對公司的制約，增強公司的可持續發展能力。

III. PROSPECT OF THE FUTURE DEVELOPMENTS OF THE COMPANY
(Cont'd)

1. The development trend of the industry to which the Company belongs and the strategic plans for the Company's future development (Cont'd)

- (2) Consolidate existing market share while dedicated to the development and production of advanced paper products.

The Company will continue to increase the input in projects and expand production capacity of advanced paper products; focus on the 800,000 tonnes high-end low weight coated paper project and high-end culture paper project with an annual production capacity of 450,000 tonnes; further improve the Company's production scale, product specifications, strive to becoming a frontrunner in the international paper making industry in the future.

- (3) Pay close attention to environmental protection construction, and committed to the goal of "energy saving, reduced emission and harmonious development"

As the national environmental protection standards have been raised and increased efforts have been put on the State's environmental protection administration, the Company will strive to develop recycling economy and encourage waste exchange, reuse and recycle so as to maximize the resources utilization ratios, and will speed up the construction of environmental protection projects at the same time to ensure the compliance with the relevant standards regulating waste emission.

- (4) Reinforce technology innovation and talent cultivation

Compared with international paper making enterprises, there is room for enhancement in the Company's technology and talent pool. The Company will continue its emphasis on internal training and external recruitment to enhance overall staff quality, while pursuing to accelerate the Company's development by strengthening its own innovation capacity.

三、對公司未來發展的展望(續)

1、公司所在行業的發展趨勢及公司未來發展戰略規劃(續)

- (2) 在穩定現有市場的基礎上，重點發展高端紙品的生產。

公司繼續加大項目投入，擴大高端紙品的產能，以建設80萬噸高檔低定量銅版紙項目、年產45萬噸高級文化紙項目為重點，進一步提高公司生產規模、產品檔次，力爭在未來一段時間內逐步步入國際造紙行業前列。

- (3) 高度重視環保建設，以「節能減排、和諧發展」為目標

隨著國家新環保標準的實施、環保治理力度的加大，公司將大力發展循環經濟，以廢物交換、循環利用，最大限度的提高資源利用率，同時加大環保項目建設力度，切實保證公司廢棄物的達標排放。

- (4) 加強技術創新與人才培養

與國際造紙企業比較，目前技術與人才兩個方面是薄弱環節，一方面公司將堅持內培外引，提高隊伍素質；另一方面堅持科技興企，增強自主創新能力。

III. PROSPECT OF THE FUTURE DEVELOPMENTS OF THE COMPANY (Cont'd)

2. In line with its strategic plans, the work of the Company will focus on the following areas in 2010:

(1) **Speed up the pace of project construction to sharpen competitive advantage**

The year 2010 saw the largest scale of investment and amount of projects under construction in the Company's history, including large scale projects such as the Zhanjiang pulp project (with annual production capacity of 700,000 tonnes pulp and ancillary raw materials), the high-end culture paper project (with annual production capacity of 450,000 tonnes), the high-end low weight coated paper project (with annual production capacity of 800,000 tonnes), the project of Chenming International Logistics Centre and the ancillary railway special line, the high-end household paper project (with annual production capacity of 98,000 tonnes). The Company will enhance its accountability and co-ordination capacity to accelerate the project construction.

(2) **Accelerate market exploration to facilitate future development**

Through application of active and reasonable marketing strategies, reinforcing market research and analysis, formulating reasonable pricing strategy, maintaining product inventory and accounts receivable at reasonable levels to minimize capital locked up; strengthening global marketing and sales network, with emphasis on the Japanese and U.S. markets, increasing points of sales, refining the corporate structure of overseas subsidiaries; formulating effective sales plans for new projects, and completing preparatory work such as organization of sales teams and marketing and promotion in advance.

(3) **Standardize corporate management to fully enhance the operating quality**

The Company is dedicated to: its brand building goal and achieving quality management; realizing informationization of corporate management to raise the levels of automation, intelligentization and modernization of management; striving to achieve energy saving and reduced emission, develop recycling economy and maximize resource utilization; attaining management excellence to fully explore potentials corporate-wide, reduce overall costs and enhance efficiency.

三、對公司未來發展的展望 (續)

2、結合公司制定的戰略目標，2010年公司主要從以下幾方面開展工作：

(1) **推進項目建設，構築競爭優勢。**

2010年是公司發展史上投資規模最大、在建項目最多的一年，包括湛江年產70萬噸木漿及配套原料林基地建設項目、年產45萬噸高檔文化紙項目、年產80萬噸高檔低定量銅版紙項目、晨鳴國際物流中心及配套鐵路專用線項目、年產9.8萬噸中高檔生活用紙項目等大型項目，公司將強化責任、協調配合，形成推動項目建設的強大合力，全面加快項目建設。

(2) **加大市場開發，拓展發展空間。**

通過實施積極合理的營銷策略，加強市場調研，制定合理的價格策略，合理控制產品庫存和應收帳款，減少資金佔用；健全國際營銷網路，以日本、美國市場為重點，增加營銷網點，健全海外公司結構；做好新項目銷售規劃，提前組織好銷售隊伍建設、市場推廣等方面的工作。

(3) **規範企業管理，全面提高運行質量。**

一是抓好品牌建設，強化質量管理；二是抓好企業管理信息化，提升自動化、智能化和管理現代化水平；三是抓好節能減排，發展循環經濟，提高能源資源利用水平；四是抓好企業基礎管理，挖潛力、降成本、增效益。

III. PROSPECT OF THE FUTURE DEVELOPMENTS OF THE COMPANY
(Cont'd)

2. *In line with its strategic plans, the work of the Company will focus on the following areas in 2010: (Cont'd)*

(4) **Achieve quality management in human resources**

The Company continues to enhance its management team in line with its emphasis on both ability and integrity; speed up the introduction of new advanced technology and management expertise to raise the management and technical know-how of its staff members; improve training methods and approach to strengthen the education, training, motivation and management of its management team.

3. *The risk factors in the course of realization of the future development strategies and operating targets of the Company*

In view of the numerous new projects undertaken by the Company and their substantial scale, the task of ensuring effective human resources allocation and resource utilization, as well as smooth implementation of these projects thus poses great challenges to the Company. As such, the Company has adopted the following measures: provide clarity on job responsibility and confirm project construction responsibility; upgrade resource allocation by adoption of a project-oriented approach in terms of human resources, funding and resources to create a favourable environment for project construction; raise service standards by creating a sense of urgency in and enhancing accountability of all business units of the Company, so as to promote service awareness company-wide and create a feeling of working together towards a common goal. All these ultimately aim to ensure the projects progress on schedule.

三、對公司未來發展的展望(續)

2、結合公司制定的戰略目標，2010年公司主要從以下幾方面開展工作：
(續)

(4) 加強幹部員工隊伍素質建設。堅持德才兼備的原則，對幹部隊伍不斷進行優化；加大高新技術和管理人才的引進力度，優化員工隊伍知識結構；改進培訓方式和手段，切實加強幹部員工隊伍教育、培訓、激勵和管理。

3、對公司未來發展戰略和經營目標實現的風險因素

目前公司新建項目很多，項目規模大，如何分配好人力、物力，如何統籌安排項目建設對公司是個很大的考驗，為此，公司明確了以下措施：一是明確工作責任，落實項目建設責任；二是優化資源配置，對項目實行人、財、物全方位傾斜政策，為項目建設創造有利的環境條件；三是提高服務水平，公司各單位要增強緊迫感和責任感，提高服務意識，大力支持項目建設，形成齊抓共管的局面，確保項目按期推進。

III. PROSPECT OF THE FUTURE DEVELOPMENTS OF THE COMPANY
(Cont'd)

4. Future capital requirement, sources of funds and their planned use

The demand for capital of the Company is ever increasing as the Company and its operating scale continuously grows. As the largest paper making company and a company listed with A shares, B shares and H shares, the Company has a good reputation in the financial market and extensive financing sources. The Company will adopt the following effective sources of funds based on its growth and future development strategies:

- (1) Reinforcement for market sales - the Company will increase its sales revenue and put greater efforts in the recovery of receivables to speed up capital turnover, utilize capital potential and take full advantage of its own funds.
- (2) Taking advantage of the credibility and reputation of the Company - the Company will secure bank loans and syndicated loans and strengthen its internal financial control and enhance its capital utilization.
- (3) Optimization of financial structure to reduce finance expenses of the Company - the Company issued RMB2.3 billion medium-term notes at the end of 2009 and at the beginning of 2010, and issued RMB1.5 billion short-term debentures at the beginning of 2010.
- (4) Reasonable use of proceeds from H shares issue - the Company will contribute capital into the Zhanjiang pulp project on schedule as set out in the prospectus.

三、對公司未來發展的展望(續)

4、未來的資金需求、資金來源及使用計劃情況

隨著公司不斷發展和經營規模的擴大，公司對資金的需求也會不斷增長。作為國內最大的造紙企業，同時擁有A、B、H股，在金融市場上擁有良好的信譽，具有比較廣泛的融資渠道。公司將根據自身發展狀況和未來發展戰略，採取以下有效的資金供應：

- (1) 加大市場銷售力度，在增加銷售收入的同時加大銷售回款力度，加快資金周轉，挖掘潛力，充分利用公司自有資金；
- (2) 利用公司良好的信用和知名度，採取銀行貸款和國際金融財團合作的方式，同時加強財務內部控制管理，提高資金的利用率；
- (3) 為降低公司財務費用，優化融資結構，公司在2009年底和2010年初發行了23億元人民幣中期票據，2010年初發行人民幣15億元的短期融資券。
- (4) 根據湛江木漿項目的進度情況，按照招股章程的有關計劃，合理使用H股募集資金。

IV. INVESTMENTS DURING THE REPORTING PERIOD

1. Use of proceeds during the reporting period

The Company issued 355.7 million H shares in June 2008 with the issue price of HK\$9. The total proceeds from the issue were translated into RMB2,831 million. The net proceeds less the expenses of RMB 103 million were RMB2,728 million. As of 31 December 2009, approximately RMB1,434 million of the proceeds from the issue was used, of which, approximately RMB245 million was used to fund the working capital and approximately RMB1,189 million was used in the Zhanjiang project primarily for land and plants areas construction. As of the end of the reporting period, the use of proceeds was as follows:

四、報告期內投資情況

1、報告期內募集資金的使用情況說明。

公司於2008年6月發行H股35,570萬股，發行價格為港幣9元，共募集資金折合人民幣約計28.31億元，扣除費用人民幣1.03億元後可使用的募集資金淨額為人民幣27.28億元。截止到2009年12月31日已使用募集資金約人民幣14.34億元，其中補充流動資金約人民幣2.45億元，湛江項目使用募集資金約人民幣11.89億元，主要用於土地及廠區土建工程等建設。報告期內募集資金使用情況如下：

Unit: RMB in ten thousands
單位：(人民幣)萬元

Total proceeds		272,825	Use of total proceeds during the reporting period				
募集資金總額			本報告期已使用募集資金總額				
			Accumulated use of total proceeds				
			已累計使用募集資金總額				
							Progressing as scheduled
Project undertaken	承諾項目	Proposed investment 擬投入金額	Project change 是否變更項目	Actual investment 實際投入金額	Benefits realized 產生收益情況	Progressing as scheduled 是否符合計劃進度	with estimated benefits 是否符合預計收益
Zhanjiang 700,000-tonne per annum pulp project	年產70萬噸的湛江木漿項目	248,271	No 否	118,933.37	—	Yes 是	—
Supplement to working capital	補充流動資金	24,554	No 否	24,510.00	—	Yes 是	—
Total	合計	272,825	—	143,443.37	—	—	—

IV. INVESTMENTS DURING THE REPORTING PERIOD (Cont'd)

1. Use of proceeds during the reporting period (Cont'd)

Explanation on failure to progress as scheduled and realize benefits (by project)	Nil
未達到計劃進度和收益的說明 (分具體項目)	無
Reasons for modification and modification procedures (by project)	Nil
變更原因及變更程序說明 (分具體項目)	無
Use of unutilized proceeds and their status	The entire unused portion of the proceeds to be utilized in the Zhanjiang pulp project as set out in the prospectus was deposited at special deposit bank accounts.
尚未使用的募集資金用途及去向	尚未使用的募集資金餘額存入募集資金專用銀行賬戶，將按照招股說明書的計劃全部用於湛江木漿項目。

2. Establishment of controlling subsidiaries during the reporting period

(1) 壽光美倫紙業有限責任公司 (Shouguang Meilun Paper Co., Ltd.)
壽光美倫紙業有限責任公司 (Shouguang Meilun Paper Co., Ltd.) was established by the Company on 30 June 2009 by way of capital contribution, its registered capital is RMB20 million and is 100% held by the Company.

(2) 壽光順達報關有限責任公司 (Shouguang Shun Da Customs Declaration Co., Ltd.)
壽光順達報關有限責任公司 (Shouguang Shun Da Customs Declaration Co., Ltd.) was established by the Company on 17 November 2009 by way of capital contribution, its registered capital is RMB1.5 million and is 100% held by the Company.

(3) 武漢晨鳴萬興置業有限公司 (Wuhan Chenming Wan Xing Real Estate Co., Ltd.)
武漢晨鳴萬興置業有限公司 (Wuhan Chenming Wan Xing Real Estate Co., Ltd.) was established by 武漢晨鳴漢陽紙業股份有限公司 (Wuhan Chenming Hanyang Paper Holdings Co., Ltd.), a controlling subsidiary of the Company, on 17 November 2009 by way of capital contribution, its registered capital is RMB20 million and 100% of its equity interest is held by Wuhan Chenming Hanyang Paper Holdings Co., Ltd.

四、報告期內投資情況 (續)

1、報告期內募集資金的使用情況說明。(續)

2、報告期內投資設立控股子公司情況

(1) 壽光美倫紙業有限責任公司
本公司於2009年6月30日出資設立壽光美倫紙業有限責任公司，該公司註冊資本為人民幣2,000萬元，本公司持股比例為100%。

(2) 壽光順達報關有限責任公司
本公司於2009年11月17日出資設立壽光順達報關有限責任公司，該公司註冊資本為人民幣150萬元，本公司持股比例為100%。

(3) 武漢晨鳴萬興置業有限公司
本公司之控股子公司武漢晨鳴漢陽紙業股份有限公司於2009年11月17日出資設立武漢晨鳴萬興置業有限公司，該公司註冊資本為人民幣2,000萬元，武漢晨鳴漢陽紙業股份有限公司持有其100%股權。

IV. INVESTMENTS DURING THE REPORTING PERIOD (Cont'd)

2. Establishment of controlling subsidiaries during the reporting period (Cont'd)

(4) 壽光虹宜包裝裝飾有限公司 (Shouguang Hongyi Decorative Packaging Co., Ltd.)

壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.), a controlling subsidiary of the Company, entered into an equity transfer agreement with the shareholder of 壽光虹宜包裝裝飾有限公司 (Shouguang Hongyi Decorative Packaging Co., Ltd.) on 31 May 2009 to acquire 100% equity interest in 壽光虹宜包裝裝飾有限公司 (Shouguang Hongyi Decorative Packaging Co., Ltd.) held by such shareholder with a consideration of RMB1.70 million.

(5) 壽光維遠物流有限公司 (Shouguang Wei Yuan Logistics Company Limited)

壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.), a controlling subsidiary of the Company, entered into an equity transfer agreement with the shareholder of 壽光維遠物流有限公司 (Shouguang Wei Yuan Logistics Company Limited) on 31 May 2009 to acquire 100% equity interest in 壽光維遠物流有限公司 (Shouguang Wei Yuan Logistics Company Limited) held by such shareholder with a consideration of RMB4.00 million.

(6) 壽光新源煤炭有限公司 (Shouguang Xinyuan Coal Co., Ltd.)

壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.), a controlling subsidiary of the Company, entered into an equity transfer agreement with the shareholder of 壽光新源煤炭有限公司 (Shouguang Xinyuan Coal Co., Ltd.) on 31 May 2009 to acquire 50% equity interest in 壽光新源煤炭有限公司 (Shouguang Xinyuan Coal Co., Ltd.) held by such shareholder with a consideration of RMB1.20 million. Since 壽光維遠物流有限公司 (Shouguang Wei Yuan Logistics Company Limited), a wholly-owned subsidiary of 晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.), holds 50% equity interest in 壽光新源煤炭有限公司 (Shouguang Xinyuan Coal Co., Ltd.), therefore, upon completion of the acquisition, Shandong Chenming Paper Holdings Limited holds 100% interests in 壽光新源煤炭有限公司 (Shouguang Xinyuan Coal Co., Ltd.).

(7) 山東林盾木業股份有限公司 (Shandong Lin Dun Wood Industry Co., Ltd.)

山東晨鳴板材有限責任公司 (Shandong Chenming Panels Co., Ltd.), a controlling subsidiary of the Company, entered into an equity transfer agreement with the shareholder of 山東林盾木業股份有限公司 (Shandong Lin Dun Wood Industry Co., Ltd.) on 10 July 2009 to acquire 67% equity interest in 山東林盾木業股份有限公司 (Shandong Lin Dun Wood Industry Co., Ltd.) held by such shareholder with a consideration of RMB3.70 million.

四、報告期內投資情況(續)

2、報告期內投資設立控股子公司情況(續)

(4) 壽光虹宜包裝裝飾有限公司

本公司之控股子公司壽光晨鳴現代物流有限公司於2009年5月31日與壽光虹宜包裝裝飾有限公司股東簽訂了股權轉讓協議，以人民幣170萬元收購其所持有的壽光虹宜包裝裝飾有限公司100%股權。

(5) 壽光維遠物流有限公司

本公司之控股子公司壽光晨鳴現代物流有限公司於2009年5月31日與壽光維遠物流有限公司股東簽訂了股權轉讓協議，以人民幣400萬元收購其所持有的壽光維遠物流有限公司100%股權。

(6) 壽光新源煤炭有限公司

本公司之控股子公司壽光晨鳴現代物流有限公司於2009年5月31日與壽光新源煤炭有限公司股東簽訂了股權轉讓協議，以人民幣120萬元收購其所持有的壽光新源煤炭有限公司50%股權。由於壽光晨鳴現代物流有限公司全資子公司壽光維遠物流有限公司持有壽光市新源煤炭有限公司50%股權，收購完成後，山東晨鳴紙業集團股份有限公司持壽光新源煤炭有限公司股份比例100%。

(7) 山東林盾木業股份有限公司

本公司之控股子公司山東晨鳴板材有限責任公司於2009年7月10日與山東林盾木業股份有限公司股東簽訂了股權轉讓協議，以人民幣370萬元收購其所持有的山東林盾木業股份有限公司67%股權。

IV. INVESTMENTS DURING THE REPORTING PERIOD (Cont'd)

2. Establishment of controlling subsidiaries during the reporting period (Cont'd)

For details of the operating results and assets, etc. of the above new subsidiaries in 2009, please refer to Financial Statements and Note V.55 thereto prepared in accordance with Accounting Standards for Business Enterprises.

3. Other investments during the reporting period

(1) The high-end low weight coated paper project of an annual production capacity of 800,000 tonnes

The high-end low weight coated paper project of an annual production capacity of 800,000 tonnes in Shouguang City was considered and approved by the 2009 First Extraordinary General Meeting of the Company. The total investment amount for this project was RMB5.2 billion. The Company had entered into the main equipment purchase contract in respect to this project. Details of the transaction were covered in the relevant announcements published in China Securities Journal, Hong Kong Commercial Daily and on the website of CNINF (<http://www.cninfo.com.cn>) on 9 June 2009 and 7 August 2009, and the website of the Hong Kong Stock Exchange (www.hkex.com) on 7 June 2009 and 6 August 2009. Currently, the civil works of the project are being carried out and the advance payment for main equipment has commenced. It is expected that the project will formally commence operation by May 2011.

(2) The high-end culture paper project of an annual production capacity of 450,000 tonnes

The high-end culture paper project of an annual production capacity of 450,000 tonnes in Zhanjiang, Guangdong was considered and approved by the 2008 Annual General Meeting of the Company. The total investment amount for this project was RMB1.668 billion. The Company had entered into the main equipment purchase contract in respect to this project. Details of the transaction were covered in the relevant announcements published in China Securities Journal, Hong Kong Commercial Daily and on the website of CNINF (<http://www.cninfo.com.cn>) on 29 April 2009 and 7 July 2009, and the website of the Hong Kong Stock Exchange (www.hkex.com) on 28 April 2009 and 6 July 2009. Currently, the civil works of the project are being carried out and the advance payment for main equipment has commenced. It is expected that the project will formally commence operation by April 2011.

四、報告期內投資情況(續)

2、報告期內投資設立控股子公司情況(續)

有關上述新增子公司2009年的經營業績、資產等詳細情況請參見按企業會計準則編製的財務報表及附註部分「附註五.55」。

3、報告期內非募集資金項目情況

(1) 年產80萬噸高檔低定量銅版紙項目

經公司2009年第一次臨時股東大會審議，在壽光本埠建設年產80萬噸高檔低定量銅版紙項目，項目總投資額人民幣52億元，項目的主體設備採購合同已經簽署，有關具體情況請參見2009年6月9日、2009年8月7日刊登於《中國證券報》、《香港商報》、巨潮資訊網(<http://www.cninfo.com.cn>)和2009年6月7日、2009年8月6日刊登於香港聯交所網站(www.hkex.com)的相關公告。目前，該項目正在進行土建工程，主體設備的預付款已經開始支付，預計項目於2011年5月正式投產。

(2) 年產45萬噸高級文化紙項目

經公司2008年度股東大會審議，在廣東湛江建設年產45萬噸高級文化紙項目，項目總投資額人民幣16.68億元，項目的主體設備採購合同已經簽署，有關具體情況請參見2009年4月29日、2009年7月7日刊登於《中國證券報》、《香港商報》、巨潮資訊網(<http://www.cninfo.com.cn>)和2009年4月28日、2009年7月6日刊登於香港聯交所網站(www.hkex.com)的相關公告。目前，該項目正在進行土建工程，主體設備的預付款已經開始支付，預計項目於2011年4月正式投產。

VIII Directors' Report

第八節 董事會報告

V. AUDITORS OF THE COMPANY, DELOITTE TOUCHE TOHMATSU CERTIFIED PUBLIC ACCOUNTANTS LTD. AND DELOITTE TOUCHE TOHMATSU, ISSUED STANDARD AUDITORS' REPORTS FOR THE YEAR WITHOUT QUALIFIED OPINION ON THE COMPANY

VI. DAY-TO-DAY OPERATION OF THE BOARD

1. Board meetings and their resolutions

During the reporting period, the Board held six meetings.

(1) On 8 April 2009, the fifth session of the Board held its twelfth meeting, at which, 28 resolutions were considered and approved, including the work report of the Board for 2008, the work report of the General Manager for 2008 and the full text and summary of the 2008 Annual Report. The related resolution announcement was published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) on 9 April 2009 and the website of the Hong Kong Stock Exchange (www.hkex.com) on 8 April 2009.

(2) On 28 April 2009, the fifth session of the Board held its thirteenth meeting, at which, 5 resolutions were considered and approved, including the full text and main body of First Quarterly Report 2009 and the resolution in relation to the construction of the high-end culture paper project by Zhanjiang Chenming. The related resolution announcement was published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) on 29 April 2009 and the website of the Hong Kong Stock Exchange (www.hkex.com) on 28 April 2009.

五、本年度，為公司審計的財務審計機構德勤華永會計師事務所有限公司及德勤·關黃陳方會計師行均出具了標準無保留意見的審計報告。

六、董事會日常工作情況

1、董事會的會議情況及決議內容

報告期內，本公司董事會共召開了六次會議

(1) 公司第五屆董事會第十二次會議於2009年4月8日召開，主要審議通過了公司2008年度董事會工作報告、2008年度總經理工作報告、2008年度報告全文和摘要等28項議案，相關決議公告刊登在2009年4月9日的《中國證券報》、《香港商報》及巨潮資訊網（網址：<http://www.cninfo.com.cn>）及2009年4月8日刊登在香港聯交所網站（www.hkex.com）上。

(2) 公司第五屆董事會第十三次會議於2009年4月28日召開，主要審議通過了公司2009年第一季度報告全文和正文、關於湛江晨鳴建設高級文化紙項目的議案等5項議案，相關決議公告刊登在2009年4月29日《中國證券報》、《香港商報》及巨潮資訊網（網址：<http://www.cninfo.com.cn>）及2009年4月28日刊登在香港聯交所網站（www.hkex.com）上。

VI. DAY-TO-DAY OPERATION OF THE BOARD (Cont'd)

1. Board meetings and their resolutions (Cont'd)

- (3) On 8 June 2009, the fifth session of the Board held its fourteenth meeting, at which, 5 resolutions were considered and approved, including the resolutions in relation to the construction of the high-end low weight coated paper project, the construction of the project of Chenming International Logistics Center and the ancillary railway special line, and the capital contribution for the establishment of 壽光美倫紙業有限責任公司 (Shouguang Meilun Paper Co., Ltd.). The related resolution announcement was published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) on 9 June 2009 and the website of the Hong Kong Stock Exchange (www.hkex.com) on 8 June 2009.
- (4) On 27 August 2009, the fifth session of the Board held its fifteenth meeting, at which, 2 resolutions were considered and approved, including the resolutions in relation to the full text and summary of the 2009 Interim Report and provision of entrusted Loans to controlling subsidiaries. The related resolution announcement was published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) on 28 August 2009 and the website of the Hong Kong Stock Exchange (www.hkex.com) on 27 August 2009.
- (5) On 29 October 2009, the fifth session of the Board held its sixteenth meeting, at which, the full text and summary of Third Quarterly Report 2009 were considered and approved. The related resolution announcement was published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) on 30 October 2009 and the website of the Hong Kong Stock Exchange (www.hkex.com) on 29 October 2009.

六、董事會日常工作情況(續)

1、董事會的會議情況及決議內容(續)

- (3) 公司第五屆董事會第十四次會議於2009年6月8日召開，主要審議通過了公司關於建設高檔低定量銅版紙項目的議案、關於新建晨鳴國際物流中心及配套鐵路專用線項目的議案、關於出資設立壽光美倫紙業有限責任公司的議案等5項議案，相關決議公告刊登在2009年6月9日的《中國證券報》、《香港商報》及巨潮資訊網（網址：<http://www.cninfo.com.cn>）及2009年6月8日刊登在香港聯交所網站(www.hkex.com)上。
- (4) 公司第五屆董事會第十五次會議於2009年8月27日召開，主要審議通過了公司2009年半年度報告全文和摘要、關於向子公司辦理委託貸款的議案2項議案，相關決議公告刊登在2009年8月28日的《中國證券報》、《香港商報》及巨潮資訊網（網址：<http://www.cninfo.com.cn>）及2009年8月27日刊登在香港聯交所網站(www.hkex.com)上。
- (5) 公司第五屆董事會第十六次會議於2009年10月29日召開，主要審議通過了公司2009年三季度報告全文和摘要，相關內容刊登在2009年10月30日的《中國證券報》、《香港商報》、巨潮資訊網（網址：<http://www.cninfo.com.cn>）及2009年10月29日刊登在香港聯交所網站(www.hkex.com)上。

VI. DAY-TO-DAY OPERATION OF THE BOARD (Cont'd)

1. Board meetings and their resolutions (Cont'd)

- (6) On 15 December 2009, the fifth session of the Board held its fourth extraordinary meeting, at which the resolution in respect of provision of guarantee for a bank loan of a controlling subsidiary was considered and approved. The related resolution announcement was published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) on 16 December 2009 and the website of the Hong Kong Stock Exchange (www.hkex.com.hk) on 15 December 2009.

2. Implementation of resolutions of general meetings by the Board

The Board discharged its duties diligently as authorized by general meetings and the Articles of Association. It completed the principal tasks under the authorization of general meetings as follows:

(1) Implementation of the profit appropriation plan for 2008

The 2008 annual general meeting resolved the 2008 profit appropriation plan of the Company; based on the total share capital of 2,062,045,941 shares as at the end of 2008, a cash bonus of RMB0.50 (before tax) per 10 shares was to be paid to all shareholders and the total cash bonus in this distribution was RMB103,102,297.05 (before tax), which represented 10.59% of the net profit attributable to the shareholders of the Company after deducting statutory reserves as set out in the 2008 consolidated financial statements of the Company prepared in accordance with the Accounting Standards for Business Enterprises. The remaining amount after profit appropriation was retained for distribution in future years.

The 2008 dividend payment announcement was published by the Company on China Securities Journal, Hong Kong Commercial Daily, the website of CHINF (<http://www.cninfo.com.cn>) and the website of the Hong Kong Stock Exchange (www.hkex.com) on 9 July 2009. The 2008 profit appropriation plan was implemented with 15 July 2009 as the book closure date of A shares and B shares.

六、董事會日常工作情況(續)

1、董事會的會議情況及決議內容(續)

- (6) 公司第五屆董事會第四次臨時會議於2009年12月15日召開，主要審議通過了公司關於為控股子公司向銀行貸款提供擔保的議案，相關決議公告刊登在2009年12月16日的《中國證券報》、《香港商報》、巨潮資訊網(網址：<http://www.cninfo.com.cn>)及2009年12月15日刊登在香港聯交所網站(網址：<http://www.hkex.com.hk>)上。

2、董事會對股東大會決議的執行情況

公司董事會按照股東大會決議及《公司章程》賦予的職權，盡職盡責。按照股東大會授權，主要完成了以下工作：

- (1) 2008年度利潤分配方案的實施
經2008年度股東大會決議，公司2008年的利潤分配方案為：以2008年底的總股本2,062,045,941股為基數，向全體股東每10股派發人民幣0.50元(含稅)現金紅利，本次分配共派發現金紅利人民幣103,102,297.05元(含稅)，佔2008年公司按照企業會計準則所編製的合併財務報表歸屬於母公司股東淨利潤扣除非法定公積金後的10.59%。利潤分配後餘額滾存以後年度分配。

公司於2009年7月9日在《中國證券報》、《香港商報》、巨潮資訊網(網址：<http://www.cninfo.com.cn>)及香港聯交所網站(網址：<http://www.hkex.com.hk>)刊登了《2008年度分紅派息公告》，A股、B股以2009年7月15日為股權登記日，實施了2008年度利潤分配方案。

VI. DAY-TO-DAY OPERATION OF THE BOARD (Cont'd)

2. Implementation of resolutions of general meetings by the Board (Cont'd)

- (2) The 2008 annual general meeting resolved that the Company may issue medium-term notes of up to RMB2.3 billion and short-term debentures of up to RMB3.3 billion. After prudent arrangement of the Board of the Company and upon multiple communications and negotiations with the personnel of relevant authorities and underwriters, the related personnel co-operated and prepared reporting materials for filing with the relevant authorities, and then obtained the approval documents from the competent authorities. Medium-term notes were issued in two tranches in December 2009 and March 2010 respectively for an aggregate amount of RMB2.3 billion, and the first tranche of short-term debentures was issued in March 2010 for an amount of RMB1.5 billion.

3. Discharge of duties by the audit committee of the Board

The audit committee of the Board discharged of its duties with diligence in accordance with the related requirements of the China Securities Regulatory Commission and the Shenzhen Stock Exchange and the work instructions of the audit committee of the Board as follows:

(1) The following major tasks were completed during 2009:

- (1) it conducted pre-audit communication with external auditing institution engaged by the Company in respect of the 2008 financial report auditing on pre-auditing work, reviewed the 2008 auditing report and financial report and submitted such reports to the Board of the Company;
- (2) it reviewed the 2009 interim financial statements for the six months ended 30 June 2009, which was passed to the Board for approval.

六、董事會日常工作情況 (續)

2、董事會對股東大會決議的執行情況 (續)

- (2) 經2008年度股東大會決議，公司發行不超過人民幣23億元的中期票據及不超過人民幣33億元的短期融資券，經過公司董事會的周密安排部署，相關部門工作人員與承銷商多次溝通協商，共同製作了申報材料並申報相關部門，並取得了主管部門的批准文件，中期票據分別於2009年12月和2010年3月分兩期發行人民幣23億元，短期融資券於2010年3月發行了第一期人民幣15億元。

3、董事會審計委員會的履職情況報告

根據中國證監會、深交所有關規定及公司董事會審計委員會工作細則，董事會審計委員會本著勤勉盡責的原則，履行了以下工作職責：

(1) 2009年度主要做了以下工作：

- (1) 與公司聘請的外部審計機構對2008年度財務報告的審計工作進行審計前的溝通，並審閱了2008年度審計報告和財務報告，向公司董事會提交了該報告；
- (2) 審閱截至2009年6月30日止六個月的本公司半年度財務報告，並提交董事會審議通過。

VI. DAY-TO-DAY OPERATION OF THE BOARD (Cont'd)

3. Discharge of duties by the audit committee of the Board (Cont'd)

(2) Auditing work conducted on the 2009 financial report of the Company was as follows:

- (1) it reviewed the 2009 auditing plan and the related information of the Company with the auditing certified public accountants and the finance department of the Company prior to the on site audit and negotiated and determined the schedule of an audit of the 2009 financial statements of the Company with Deloitte Touche Tohmatsu Certified Public Accountants Ltd.;
- (2) it reviewed the draft of financial statements of the Company prior to an annual on site audit performed by the auditing certified public accountants and issued its approval to audit;
- (3) it kept in close contact with the auditors upon the annual on site audit and issued a letter to the auditors to urge the submission of the auditors' report on schedule;
- (4) it reviewed the financial statements of the Company again upon the issue of draft opinion on the annual audit by the auditing certified public accountants, and considered the financial statements of the Company true, accurate and complete to reflect the overall position of the Company;
- (5) at the first meeting of the audit committee in 2010, the auditors' report on the annual audit issued by the certified public accountants was approved and then was passed to the Board;
- (6) it reviewed the report on internal audit and internal control of the Company for the year ended 31 December 2009.

六、董事會日常工作情況 (續)

3、董事會審計委員會的履職情況報告 (續)

(2) 對公司2009年度財務報告審計工作情況如下：

- (1) 在會計師進場審計前，與年度審計註冊會計師、公司財務部門召開會議，認真審閱了公司2009年度審計工作計劃及相關資料，與負責公司年度審計工作的德勤華永會計師事務所註冊會計師協商確定了公司2009年度財務審計報告的時間安排計劃；
- (2) 在年度審計註冊會計師進場前認真審閱了公司初步編製的財務會計報表，並出具了同意審計的意見；
- (3) 公司年度審計註冊會計師進場後，審計委員會不斷加強與會計師的溝通，並發出督促函，督促其在約定的時間內提交審計報告；
- (4) 公司年度審計註冊會計師出具初步審計意見後審計委員會又一次審閱了公司財務報表，認為公司財務報表真實、準確、完整的反映了公司的整體情況；
- (5) 審計委員會2010年第一次會議審議了公司年度審計會計師事務所出具的本年度審計工作總結，並向董事會提交了該報告；
- (6) 審閱截至2009年12月31日止年度的本公司內部審計及內部控制情況的報告。

VI. DAY-TO-DAY OPERATION OF THE BOARD (Cont'd)

4. *Discharge of duties by the nomination committee of the Board*

In the reporting period, the nomination committee held one meeting in total, at which, the principal matters considered included discussions about appointment of Wang Chunfang as financial controller of the Company and nomination of Geng Guanglin and Tan Daocheng as candidates for the fifth session of the Board of the Company, which then were passed to the seventh meeting of the fifth session of the Board for consideration and approval.

5. *Discharge of duties by the remuneration committee of the Board*

The remuneration and assessment committee of the Company were primarily responsible for formulating the remuneration and assessment for the Directors and the Senior Management of the Company and formulating and examining the remuneration package of the Directors and the Senior Management of the Company, and accountable to the Board. In the reporting period, the remuneration and assessment committee formulated the 2008 remuneration package of the Directors and the Senior Management of the Company, which then was passed to the Board for approval, based on the production and operation conditions of 2008 and assessment of the Directors and the Senior Management of the Company; and formulated the 2009 remuneration package of the Directors and the Senior Management of the Company, which then was passed to the Board for approval, based on the production and operation conditions of 2009 and assessment of the Directors and the Senior Management of the Company.

6. *Establishment of a management policy on external information users and a registration policy on personnel with insider information*

In order to regulate the management on communication of information to units outside the Company, the Company formulated the "management policy on external information users" (《外部信息使用人管理制度》) based on the relevant rules. Meanwhile, the Company formulated the "registration policy on personnel with insider information" (《內幕信息知情人登記制度》), in order to further enhance the management on information disclosure matters, clearly define insider information and scope of personnel with insider information of the Company, as well as establish reporting procedures, information security measures, confidential responsibility and recourse on personnel in breach of their duties.

六、董事會日常工作情況(續)

4、*董事會提名委員會履職情況報告*

報告期內，提名委員會共召開一次，該公司確認會議，主要工作包括討論聘任王春方為公司財務總監，提名耿光林、譚道誠為公司第五屆董事會董事候選人，並提交本公司第五屆董事會第七次會議審議通過。

5、*董事會薪酬與考核委員會的履職情況報告*

公司董事會下設薪酬與考核委員會，主要負責制定公司董事及高管人員的薪酬考核、制定、審查董事及高管人員的薪酬方案，對董事會負責。報告期內，公司董事會薪酬和考核委員會根據2008年度生產經營情況、董事及高管人員的考核情況，制定了公司董事及高管人員2008年度的薪酬方案，並提交了董事會。根據2009年度生產經營情況、董事及高管人員的考核情況，制定了公司董事及高管人員2009年度的薪酬方案，並提交了董事會。

6、*外部信息使用人管理制度、內幕信息知情人登記制度的建立情況*

為了規範對公司外部單位報送信息的管理，公司根據有關規定，制定了《外部信息使用人管理制度》；為進一步完善信息披露事務管理，明確本公司內幕信息、內幕信息知情人範圍、報告程序、保密措施、保密責任以及對違反規定人員的責任追究等事項，公司特制訂《內幕信息知情人登記制度》。

VII. THE PROPOSED PROFIT DISTRIBUTION PLAN OF 2009

According to the relevant requirements imposed by the State Ministry of Finance and Articles of Association, the distributable profit shall be based on the lower of the net profit attributable to the equity holders of the Company as calculated in accordance with Accounting Standards for Business Enterprises and that calculated in accordance with International Financial Reporting Standards. The net profit attributable to equity holders of the Company in 2009 according to the Accounting Standards for Business Enterprises was RMB835,947,981.16, and net profit attributable to equity holders of the Company in 2009 according to the International Financial Reporting Standards was RMB862,946,000; accordingly, the Company will distribute profit based on the after-tax profit realized according to the Accounting Standards for Business Enterprises for 2009.

Based on the total share capital of 2,062,045,941 shares as at the end of 2009, a cash bonus of RMB3.0 (before tax) per 10 shares was to be paid to all shareholders and the total cash bonus in this distribution was RMB618,613,782.30 (before tax), which accounted for 84.39% of the net profit as set out in the financial statements of the Company prepared in accordance with Accounting Standards for Business Enterprises in 2009 after deducting appropriation to statutory reserves. The undistributed profit would be rolled over for distribution in subsequent years.

七、2009年度利潤分配預案

根據國家財政部和《公司章程》的有關規定，分配利潤以按企業會計準則和國際財務報告準則計算出來的歸屬於母公司股東的淨利潤較低者，按照企業會計準則編製的2009年度實現的歸屬於母公司股東的淨利潤為人民幣835,947,981.16元，按照國際財務報告準則編製的2009年度實現的歸屬於母公司股東的淨利潤為人民幣862,946千元，2009年度公司將以按企業會計準則實現的稅後利潤為基礎進行利潤分配。

以2009年底的總股本2,062,045,941股為基數，向全體股東每10股派發人民幣3.0元(含稅)現金紅利，本次分配共派發現金紅利人民幣618,613,782.30元(含稅)，佔2009年按照企業會計準則編製的母公司報表淨利潤扣除法定盈餘公積金後的84.39%。利潤分配後的餘額滾存以後年度分配。

VIII. THE CASH BONUS OF THE COMPANY IN THE LAST THREE YEARS

八、公司前三年現金分紅情況

Unit: RMB
單位：人民幣元

Cash bonus year 分紅年度	Amount for profit for cash bonus 現金分紅金額	Net profit attributable to equity holders of the Company for the cash bonus year 分紅年度歸屬 於母公司股東 淨利潤	Ratio of cash bonus to net profit attributable to equity holders of the Company 現金分紅與歸屬 於母公司股東 淨利潤比率	Distributable profit of the year 年度可分配利潤
2006	204,761,512.92	356,907,182.90	57.37%	295,247,286.24
2007	273,015,350.56	967,636,172.39	28.21%	886,584,820.49
2008	103,102,297.05	1,075,291,741.53	9.59%	973,557,811.58
The accumulated amounts for cash bonus in the last three years as a percentage of distributable profit (%) 最近三年累計現金分紅金額佔年均可分配利潤的比例(%)				80.85%

IX. MAJOR SUPPLIERS AND CUSTOMERS

The purchase from the largest supplier of the Group for 2009 was RMB6.20 million, which accounted for 5.09% of the total purchase of the Group for the year and the total purchase from the five largest suppliers was RMB1,736 million, which accounted for 14.24% of the total purchases of the Group for the year. None of the Directors, Supervisors and their respective associates, or, so far as the Directors were aware, shareholders who owned more than 5% of the Company's issued share capital had any interest in any of the five largest suppliers of the Group.

The sales to the largest customer of the Group for 2009 was RMB274 million, which accounted for 1.84% of the total sales of the Group for the year and the total sales from the five largest customers was RMB885 million, which accounted for 5.94% of the total sales of the Group for the year. None of the Directors, Supervisors and their respective associates, or, so far as the Directors were aware, shareholders who owned more than 5% of the Company's issued share capital had any interest in any of the five largest customers of the Group.

X. INDEPENDENT NON-EXECUTIVE DIRECTORS' OPINION ON THE REGULATORY COMPLIANCE OF PROPERTIES WITH TITLE DEFECTS OF THE GROUP

During the course of H shares issue in 2008, an valuation of the properties of the Group was carried out, the result of which showed that the Group still held certain parcels of land (including woodlands) and real estate which had not yet obtained the related title certificates ("Properties with Title Defects"). Apart from some properties that have obtained the related title certificates or the letters certifying the application for title certificates being processed from the local land administration authorities, despite the Group's continuous efforts, the title certificates of certain properties are still being processed until the latest practicable time prior to this report due to local land administration policies and administrative procedures taking more time than expected.

九、主要供應商、客戶

本集團在2009年度內向最大供應商的採購金額為人民幣620百萬元，佔本集團本年度採購總金額的5.09%；向前五名最大供應商合計的採購金額為人民幣1,736百萬元，佔本集團本年度採購總金額的14.24%；本公司董事、監事或其它聯繫人或任何本公司股東(即就本公司董事所知擁有本公司股本5%以上的人士)概無擁有本集團任何五名最大供應商的任何權益。

本集團在2009年度內向最大客戶的銷售金額為人民幣274百萬元，佔本集團本年度銷售總金額的1.84%；向前五名最大客戶合計的銷售金額為人民幣885百萬元，佔本集團本年度銷售總金額的5.94%；本公司董事、監事或其他聯繫人或任何本公司股東(即就本公司董事所知擁有本公司股本5%以上的人士)概無擁有本集團任何五名最大客戶的任何權益。

十、獨立非執行董事關於本集團瑕疵物業規範性的獨立意見

本公司在2008年發行H股的過程中就集團的物業進行了評估，評估結果顯示，集團尚有部分土地(包括林地)、房產(以下簡稱「瑕疵物業」)未取得相關權屬證明。雖然集團經過一段時間的努力，但由於當地的土地審批的政策及行政手續較預期需要更長時間，截至目前，除了部分物業已經取得了相關權屬證明或已獲得當地有權土地主管部門出具了正在辦理權屬證明的證明函，仍有部分物業的權屬證明尚在辦理中。

X. INDEPENDENT NON-EXECUTIVE DIRECTORS' OPINION ON THE REGULATORY COMPLIANCE OF PROPERTIES WITH TITLE DEFECTS OF THE GROUP (Cont'd)

1. With regard to the above circumstances, the Group primarily implemented the following remedies:
 - (1) The management for day-to-day operation of the Group attached great importance to the regulatory compliance of the related Properties with Title Defects by specifically setting up a corresponding focus working group, which was headed by the general manager of the Company. The heads of the related functional departments (including capital operation department and the finance department) of the Group and the related management of the controlling subsidiaries of the Group actively reported to and communicated with the local government functional authorities to strive for the government's coordination in resolving the issue.
 - (2) Currently, the compliance matters of the land of the related Properties with Title Defects have obtained the letters certifying the application for title certificates being processed from the local land administration authorities: the self-owned land of the Group for production use is currently completing land supply procedures in compliance with the related laws. The titles of the land are well defined without disputes which can lead to application for land use right certificates after the land use rights are legally granted. Other land for nonproduction use is currently completing related ownership transfer procedures and/or the title certificates application procedures which are free from legal obstacles. The Group will legally apply for title certificates of the related lands and properties in a timely manner in accordance with the related requirements of the title certificate application procedures.
2. Through the above-mentioned work, the related government departments gained an understanding of the Group's (including the controlling subsidiaries, same below) Properties with Title Defects while providing active assistance and guidance in the light of the historical reasons which led to title defects. Meanwhile, after the examination of the focus working group of the Company, we confirmed that the Properties with Title Defects did not provoke material ownership disputes and the related government departments had not imposed any administrative penalties on the Group with regard to the related Properties with Title Defects issue. We further believe that despite the existence of Properties with Title Defects, the Group is unlikely liable to related administrative penalties.

十·獨立非執行董事關於本集團瑕疵物業規範性的獨立意見(續)

- 1、對此，集團主要做出如下的補救措施：
 - (1) 集團經營管理層對相關的瑕疵物業的規範給予了高度重視，集團專門成立相應的專項工作小組，並由公司總經理親自主抓督辦該項工作。集團有關職能部門領導（包括資本運營部、財務部等）及集團下屬控股子公司的相關領導積極與當地政府職能部門匯報溝通，爭取政府協調解決。
 - (2) 目前，相關瑕疵物業中的土地的規範事項已經得到當地有權土地主管部門出具正在辦理權屬證明的證明函；集團之生產類的自有土地正在依法按照程序辦理供地手續，該土地產權明確，無糾紛，可在依法取得土地使用權後，辦理土地使用權證書；其他非生產類的土地正在辦理相關的轉讓手續及／或辦理權屬證書手續，且相關的辦證程序不存在法律障礙。集團將按照相關申辦權屬證書的程序要求，及時依法辦理相關土地、房屋的權證。
- 2、經過上述工作，相關的政府職能部門對集團（含控股子公司，下同）的瑕疵物業情況已經明知瞭解，並且，針對形成瑕疵的歷史原因，給予積極的協助指導。同時，經與本公司的專項工作小組核查，我們確認：該等瑕疵物業不存在重大的產權爭議糾紛的情形，且相關政府職能部門至今未就相關的瑕疵物業事項對集團作出任何行政處罰；我們進一步認為，集團雖然目前存在的瑕疵物業的情形，但因此受到相應的行政處罰的可能性較小。

X. INDEPENDENT NON-EXECUTIVE DIRECTORS' OPINION ON THE REGULATORY COMPLIANCE OF PROPERTIES WITH TITLE DEFECTS OF THE GROUP (Cont'd)

3. In order to further rectify non-compliance relating to the Properties with Title Defects of the Group and practically protect the legal interests of the shareholders of the Group, Shouguang Chenming Holdings Company Limited (hereinafter referred to as "Chenming Holdings"), the controlling shareholder of the Group, issued the related supplementary indemnity letter again as requested by the Group.

- (1) With regard to the Properties with Title Defects owned by the Group, should the Group decide to transfer the ownership of or dispose of the property but no other buyers are available, Chenming Holdings will legally purchase the transferred Properties with Title Defects with reference to the related asset valuation results;
- (2) Before the Group legally dispose of or transfer the ownership of that property, should any economic losses (including but not limited to compensations, fines and removal costs, etc.) be incurred to the Group arising from the Properties with Title Defects, such economic losses will be born by Chenming Holdings accordingly.

Upon investigation, we believe that the related indemnity letter issued by Chenming Holdings are legal and effective, can effectively prevent the Group from bearing any legal risks and economic losses arising from the Properties with Title Defects, thus protecting the interests of the Company and its shareholders.

To summarize the above, as the independent non-executive Directors of the Company, we are of the view that:

1. The Company's management has actively striven to obtain the title certificates for the Properties with Title Defects and have made great achievements. Also, the Company will continue to work hard in rectifying non-compliance of the properties that remain title defective in accordance with the related laws and regulations.

十·獨立非執行董事關於本集團瑕疵物業規範性的獨立意見(續)

3、為了進一步規範集團相關的瑕疵物業事項，切實保護集團廣大股東的合法權益，經集團申請，集團的控股股東壽光晨鳴控股有限公司(以下簡稱「晨鳴控股」)再次出具了相關的補充承諾保證函。

- (1) 對於本集團擁有的瑕疵物業，如果本集團決定轉讓處置該等物業，且無其他買受人，晨鳴控股將參照相關的資產評估結果依法購買受讓該等瑕疵物業；
- (2) 在本集團依法處置轉讓該等物業之前，如果因瑕疵事項導致本集團有任何經濟損失(包括但不限於賠款及罰款及搬遷成本等)，則該等經濟損失將由晨鳴控股據實承擔。

經審查，我們認為，晨鳴控股出具的相關承諾保證函合法有效，可以有效避免集團因瑕疵物業事項可能承擔的任何法律風險及經濟損失，從而保障公司及公司所有股東的權益。

綜上，作為晨鳴紙業的獨立非執行董事，我們認為：

- 1、公司管理層在取得瑕疵物業權屬證明的工作上積極努力，並且取得了很大的效果，而且將會繼續按照有關法律法規努力辦理目前尚存在瑕疵的部分物業的規範工作。

X. INDEPENDENT NON-EXECUTIVE DIRECTORS' OPINION ON THE REGULATORY COMPLIANCE OF PROPERTIES WITH TITLE DEFECTS OF THE GROUP (Cont'd)

2. The Properties with Title Defects do not provoke material ownership disputes and do not pose tangible impacts on the production and operation of the Group and the Group as a going concern. The related government departments have so far not imposed any administrative penalties on the Company with regard to the related Properties with Title Defects. We further believe that despite there are existing Properties with Title Defects of the Group, the Group is unlikely liable to related administrative penalties.
3. The related indemnity letter issued by Chenming Holdings are legal and effective, can effectively prevent the Group from bearing any legal risks and economic losses arising from the Properties with Title Defects, thus protecting the interests of the Company and its shareholders.

十·獨立非執行董事關於本集團瑕疵物業規範性的獨立意見(續)

- 2、該等瑕疵物業不存在重大的產權爭議糾紛的情形，對集團的生產經營活動及持續經營能力不構成實質性的影響。相關政府職能部門至今未就相關的瑕疵物業事項對集團作出任何行政處罰；我們進一步認為，集團雖然目前存在的瑕疵物業的情形，但因此受到相應的行政處罰的可能性較小。
- 3、晨鳴控股出具的相關承諾保證函合法有效，可以有效避免集團因瑕疵物業事項可能承擔的任何法律風險及經濟損失，從而保障了公司及公司所有股東的權益。

I. PERFORMANCE OF DUTIES

During the reporting period, all the Supervisors, who are accountable to the shareholders, performed their duties in accordance with Company Law, the Articles of Association, and Procedural Rules for Supervisory Committee's Meetings, and under the principle of diligence. They monitored whether the business activities were lawfully operated, and supervised the financial management and connected transactions of the Company. During the reporting period, they examined and supervised the subsidiaries and branch companies in terms of accounting, raw materials purchase, sales of goods, and connected transactions to provide strong protection for the lawful operation and healthy development of the Company.

II. MEETINGS OF THE SUPERVISORY COMMITTEE

1. The ninth meeting of the fifth session of the Supervisory Committee was held on 8 April 2009. Resolutions, inter alia, the six resolutions regarding the work report of the Supervisory Committee of the Company for 2008, final financial budget of the Company for 2008, the full text and summary of the 2008 annual report of the Company, were considered and passed at the meeting. The related resolution announcement was published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (http://www.cninfo.com.cn) on 9 April 2009 and the website of the Hong Kong Stock Exchange (www.hkex.com) on 8 April 2009.
2. The tenth meeting of the fifth session of the Supervisory Committee was held on 28 April 2009. The full text and the summary of the first quarterly report 2009 of the Company were considered at the meeting.
3. The eleventh meeting of the fifth session of the Supervisory Committee was held on 27 August 2009. The full text and the summary of the 2009 interim report of the Company were considered and passed at the meeting.
4. The twelfth meeting of the fifth session of the Supervisory Committee was held on 29 October 2009. The full text and the summary of the third quarterly report 2009 of the Company were considered at the meeting.

一、監事會工作情況

報告期內，公司全體監事嚴格按照《公司法》、《公司章程》、《監事會議事規則》及個人工作職責分工，本著對全體股東負責的精神，認真履行監督職能，勤免盡責，對公司依法運作、財務管理、關聯交易事項行使了監督檢查職能。在報告期內，分別對所屬子公司、分公司的財務核算、原材料採購、產品銷售、關聯交易等進行檢查和監督，為公司規範運作和健康發展提供了有力的保障。

二、監事會會議情況

- 1、2009年4月8日召開了第五屆監事會第九次會議。審議通過了公司2008年度監事會工作報告、公司2008年度財務決算報告、公司2008年度報告全文和摘要等6項議案，相關決議公告刊登在2009年4月9日《中國證券報》、《香港商報》及巨潮資訊網（網址：<http://www.cninfo.com.cn>）及2009年4月8日刊登在香港聯交所網站（www.hkex.com）上。
- 2、2009年4月28日召開了第五屆監事會第十次會議。會議審議了公司2009年一季度報告全文和摘要。
- 3、2009年8月27日召開了第五屆監事會第十一次會議。會議審議通過了公司2009年半年度報告全文和摘要。
- 4、2009年10月29日召開了第五屆監事會第十二次會議。會議審議了通過了公司2009年三季度報告全文和摘要。

III. INDEPENDENT OPINION OF THE SUPERVISORY COMMITTEE

I. Operation According to the law

- (1) During the reporting period, the Company conducted its businesses according to Company Law, Securities Law, Articles of Association of the Company and the related national laws and regulations under the direction of “lawfulness, supervision, self-discipline and regulation” applied in a consistent manner. Information disclosures were conducted under the principles of truthfulness, completeness, accuracy, and timeliness. No false or misleading information was released.
- (2) The Board undertook all of the rights and responsibilities set out by Company Law, Securities Law, and Articles of Association of the Company, and fully implemented the resolutions passed by the general meetings and Board meetings. The decision making processes were lawful with timely consideration and approval of the production targets, sustainable development measures, operation according to the law and standardization operation. A more comprehensive internal control system was established to ensure healthy and continued development of the Company. The management of the Company was able to perform their duties as stipulated in the Articles of Association of the Company and executed the resolutions of the Board. No contravention of laws or regulations or the Articles of Association nor acts detrimental to the interests of the Company were identified.

2. Financial position inspection

The financial statements of the Company were audited by Deloitte Touche Tohmatsu Certified Public Accountants Ltd. and Deloitte Touche Tohmatsu, who issued standard auditors' reports with unqualified opinion on them upon auditing. In the opinion of the Supervisory Committee, the auditors' report gave a true and fair view of the financial conditions and operating results of the Company.

3. Use of proceeds

The actual use of the proceeds from the latest fund raising activity was consistent with their intended use without any changes.

三、監事會獨立意見

1、公司依法運作情況

- (1) 報告期內，公司能夠認真按照《公司法》、《證券法》、《公司章程》和國家有關法律法規依法經營，認真貫徹落實“法制、監督、自律、規範”的方針；真實、完整、準確、及時的披露公司的各種信息，不存在誤導及虛假信息。
- (2) 公司董事會能夠履行《公司法》、《證券法》、《公司章程》所賦予的權力和義務，全面落實股東大會和董事會的決議，對公司的生產經營目標、持續發展措施、依法經營、規範運作等重大事項認真論證、及時審議，決策程序合法。建立了較為完善的內部控制制度，保證了公司的健康持續發展。公司管理層均能夠認真履行《公司章程》賦予的各項職權，切實貫徹董事會決議，未發現違反國家法律、法規、《公司章程》及損害公司利益的行為。

2、檢查公司財務的情況

公司財務報告已經德勤華永會計師事務所有限公司及德勤·關黃陳方會計師行審計並出具了標準無保留意見的審計報告，監事會認為該審計報告真實、客觀、公正的反映了公司的財務狀況和經營成果。

3、募集資金使用情況

公司最近一次募集資金實際投入項目和承諾投入項目完全一致，沒有變更。

III. INDEPENDENT OPINION OF THE SUPERVISORY COMMITTEE
(Cont'd)

4. Material purchase or sales of assets

The consideration for the material purchase of assets by the Company was fair and reasonable and no insider trades and connected transactions, which were detrimental to the interests of any shareholders or resulted in loss of assets of the Company, were found.

5. Connected transactions

The connected transactions of the Company were entered into at arm's length and were not detrimental to the interests of the Company and the shareholders.

三、監事會獨立意見(續)

4、公司重大收購、出售資產的情況

公司重大收購資產交易價格合理，沒有發生內幕交易及關聯交易，沒有損害部分股東的權益或造成公司資產的流失。

5、關聯交易情況

公司發生的關聯交易均體現了市場公平原則，未發現損害公司利益和股東利益的情況。

I. THERE WAS NO MATERIAL LITIGATION OR ARBITRATION OF THE COMPANY DURING THE REPORTING PERIOD

II. SIGNIFICANT PURCHASE OR SALES OF ASSETS AND MERGER AND ACQUISITION DURING THE REPORTING PERIOD

During the reporting period, a the wholly-owned subsidiary of the Company, 壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.), acquired equity interests in 壽光虹宜包裝裝飾有限公司 (Shouguang Hongyi Decorative Packaging Co., Ltd.), 壽光維遠物流有限公司 (Shouguang Wei Yuan Logistics Company Limited) and 壽光新源煤炭有限公司 (Shouguang Xinyuan Coal Co., Ltd.). As a result, the above three companies became wholly-owned subsidiaries of 壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.). 山東晨鳴板材有限責任公司 (Shandong Chenming Panels Co., Ltd.) acquired 67% equity interests in 山東晨鳴板材有限責任公司 (Shandong Lin Dun Wood Industry Co., Ltd.), which was included in the scope of the Company's consolidated financial statements. For details of the above assets acquired, please refer to Financial Statements and Note IV and Note V.55 thereto prepared in accordance with Accounting Standards for Business Enterprises.

III. MAJOR CONNECTED TRANSACTIONS

1. In accordance with the relevant requirements in the listing rules of the Shenzhen Stock Exchange, the Group had no major connected transactions during the reporting period.

2. Continuing connected transactions as defined under the listing rules of the Hong Kong Stock Exchange

For the year ended 31 December 2009, the following non-exempt continuing connected transactions were subject to reporting requirements under the Hong Kong Listing Rules of the Stock Exchange. Such transactions were conducted in the ordinary course of business of the Group and on commercial terms fair and reasonable to shareholders.

Sale of paper products by Jiangxi Chenming to Sappi and/or its associates

On 3 December 2004, Jiangxi Chenming Paper Co., Ltd. ("Jiangxi Chenming"), the Company, Moorim Paper Co., Ltd. ("Moorim Paper") and Sappi China Holdings BV ("Sappi China") entered into a Sales and Distribution Agreement.

一、本年度公司無重大訴訟、仲裁事項

二、報告期內公司重大收購及出售資產、吸收合併事項

報告期內，公司全資子公司壽光晨鳴現代物流有限公司收購壽光虹宜包裝裝飾有限公司、壽光維遠物流有限公司、壽光新源煤炭有限公司的股權，使得上述三家公司變為晨鳴現代物流有限公司的全資子公司；山東晨鳴板材有限責任公司收購山東林盾木業股份有限公司67%的股權，並納入公司合併財務報表範圍，有關上述收購資產的詳細情況請參見按照企業會計準則編製的財務報表及附註中「附註四」及「附註五.55」。

三、重大關聯交易事項

1、按照深圳證券交易所上市規則的有關規定，報告期內，本集團無重大關聯交易事項發生。

2、按照香港聯交所上市規則界定的持續關連交易情況

截至2009年12月31日止年度，按照聯交所香港上市規則，以下非豁免持續關連交易需符合申報要求。該等交易為集團日常經營過程中進行，以對股東而言公平合理之正常商業條款交易及進行。

江西晨鳴向塞佩公司及／或其聯繫人銷售紙張產品

二零零四年十二月三日，江西晨鳴紙業有限責任公司（「江西晨鳴」）、本公司、韓國新茂林製紙公司（「茂林製紙」）及塞佩中國控股有限公司（「塞佩中國」）訂立了銷售及經銷合同。

III. MAJOR CONNECTED TRANSACTIONS (Cont'd)

2. Continuing connected transactions as defined under the listing rules of the Hong Kong Stock Exchange (Cont'd)

Sale of paper products by Jiangxi Chenming to Sappi and/or its associates (Cont'd)

Jiangxi Chenming is owned as to 51% by us, 34% by Sappi whose beneficial owners are all Independent Third Parties to the Company, 7.5% by Moorim Paper and 7.5% by IFC. The principal businesses of Sappi and Moorim Paper are making and sales of various paper products. According to Rule 14A.11 of the Hong Kong Listing Rules, Sappi is a connected person of us. Based on information currently available, Sappi China Holdings BV ("Sappi China") is an associate of Sappi and therefore the sales of products by Jiangxi Chenming to either Sappi or Sappi China (the "Sappi Sales") in its ordinary and usual course of business will constitute continuing connected transactions under the Hong Kong Listing Rules. Pursuant to the Sales and Distribution Agreement entered into by the parties, Jiangxi Chenming engaged three sole distributors in China, South Korea and overseas markets respectively to reduce distribution costs. Such arrangements will shorten the distribution cycle and assist Jiangxi Chenming in more efficient and effective distribution work in its expansion into overseas markets, and therefore strengthen its market position within the paper making industry. During the reporting period, Sappi recorded total sales of RMB37 million, accounting for 0.25% of the total sales of the Group for the year.

The independent non-executive Directors of the Company reviewed the connected transactions of the Group and confirmed that:

- the transactions were conducted in the ordinary course of business of the Group;
- the transactions were carried out on normal commercial terms;
- the transactions were carried out on the terms of the related agreements and the terms were fair and reasonable and in the interests of the shareholders as a whole.

三、重大關聯交易事項(續)

2、按照香港聯交所上市規則界定的持續關連交易情況(續)

江西晨鳴向塞佩公司及/或其聯繫人銷售紙張產品(續)

江西晨鳴由本公司、塞佩公司(其實益擁有人均為本公司之獨立第三方)、茂林製紙及IFC分別擁有51%、34%、7.5%及7.5%之權益。塞佩公司與茂林製紙之主營業務為生產及銷售多種紙產品。根據香港上市規則第14A.11章,塞佩公司是本公司之關連人士。根據現有的資料,塞佩中國是塞佩公司之聯繫人,因此根據香港上市規則,江西晨鳴在日常業務中銷售紙類產品予塞佩公司或塞佩中國(「塞佩銷售」)構成持續性關連交易。根據交易各方訂立之銷售及經銷合同,江西晨鳴於中國、南韓及海外市場委聘三個獨家經銷商,從而減低分銷成本。該等安排將能縮短經銷週期,協助江西晨鳴開拓海外市場並進行更有效率及有效之經銷工作,繼而強化其於造紙業內之市場地位。於本報告期內,塞佩銷售的總金額為人民幣37百萬元,佔集團當年總銷售之百分比為0.25%。

本公司獨立非執行董事已審閱本集團關連交易並確認:

- 該等交易屬本集團的日常業務;
- 該等交易是按照一般商務條款進行;
- 該等交易是根據有關交易的協議條款進行,而交易條款公平合理,並且符合本公司股東的整體利益。

III. MAJOR CONNECTED TRANSACTIONS (Cont'd)

2. Continuing connected transactions as defined under the listing rules of the Hong Kong Stock Exchange (Cont'd)

Sale of paper products by Jiangxi Chenming to Sappi and/or its associates (Cont'd)

The auditors of the Company reviewed the connected transactions and confirmed to the Board that:

- the transactions were approved by the Board;
- the transactions were carried out based on the pricing policy of the Company;
- the transactions were carried out on the terms of the related agreements; and
- the amounts of the transactions were not more than the annual cap amounts as approved by Hong Kong Stock Exchange.

IV. SIGNIFICANT CONTRACTS AND THEIR PERFORMANCE

I. External guarantees

- (1) During the reporting period, the Company did not provide any guarantee to external parties (excluding the guarantees provided to its subsidiaries) and did not provide any guarantees against the rules and regulations.

During the reporting period, the Company provided guarantee for its controlling subsidiaries with respect to application of bank loans, the guarantee amount incurred was RMB1,115,530,000; as at 31 December, 2009, the balance of guarantee the Company provided to its subsidiaries amounted to RMB1,474,064,400, representing 11.35% of the net assets attributable the equity holders of the Company.

三、重大關聯交易事項(續)

2、按照香港聯交所上市規則界定的持續關連交易情況(續)

江西晨鳴向塞佩公司及/或其聯繫人銷售紙張產品(續)

本公司核數師已審查該等關連交易，並向公司董事會確認該等關連交易：

- 經由公司董事會批准；
- 乃按照本公司的定價政策而進行；
- 乃根據有關交易的協議條款進行；及
- 不超過與香港聯交所同意的有關年度上限。

四、重大合同及履行情況

1、對外擔保事項

- (1) 報告期內，公司無對外提供擔保情況(不包括為控股子公司提供擔保)和違規擔保情況。

報告期內，公司為控股子公司申請銀行貸款提了擔保，擔保總額為人民幣111,553萬元；截止2009年12月31日，公司為所屬控股子公司提供擔保人民幣餘額為147,406.44萬元，佔歸屬於母公司股東淨資產的11.35%。

Balance of amounts being guaranteed 擔保餘額

Name of the subsidiaries 子公司名稱		(RMB in ten thousand) (人民幣萬元)
Jiangxi Chenming Paper Co., Ltd.	江西晨鳴紙業有限責任公司	70,000.00
Jilin Chenming Paper Co., Ltd.	吉林晨鳴紙業有限責任公司	170.71
Wuhan Chenming Hanyang Paper Holdings Co. Ltd.	武漢晨鳴漢陽紙業股份有限公司	4,000.00
Zhanjiang Chenming Paper Pulp Co., Ltd.	湛江晨鳴漿紙有限公司	68,235.73
Huanggang Chemical Arboriculture Co., Ltd.	黃崗晨鳴林業發展有限公司	5,000.00
Total	合計	147,406.44

IV. SIGNIFICANT CONTRACTS AND THEIR PERFORMANCE (Cont'd)

1. External guarantees

- (2) The 2008 annual general meeting approved a resolution regarding to provision of guarantee for banking facilities granted to its subsidiaries. The Company provides guarantee for banking facilities granted to its subsidiaries in 2008, which will expire successively. In order to ensure the normal production and management of each of its subsidiaries, the Company continues to provide guarantee for RMB comprehensive banking facilities granted to the related subsidiaries in 2009, with the total value of RMB 2.059 billion under guarantee and with effect of one year therefrom. The related announcement was published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) on 27 May 2009 and the website of the Hong Kong Stock Exchange (www.hkex.com) on 26 May 2009.

2. Entrusted loans

During the reporting period, in order to save financial expenses, increase incomes, and regulate funds exchanged between the Company and its subsidiaries, the Company granted entrusted loans from banks of RMB1.826 billion to controlling subsidiaries of the Company, including Jiangxi Chenming, Wuhan Chenming and Heze Chenming, etc., for their use; as at 31 December 2009, the balance of entrusted loans the Company provided to its controlling subsidiaries amounted to RMB2.083 billion. For details of the entrusted loans, please refer to "Note VI to the Financial Statements" in the financial report prepared in accordance with Accounting Standards for Business Enterprises.

During the reporting period, save for the above entrusted loans to the controlling subsidiaries, the Company had no other entrusted financial management matters or those incurred in prior periods extending into the reporting period.

3. Other significant contracts

- (1) In July 2009, for the purpose of facilitating the construction of the Company's 700,000-tonne pulp project in Zhanjiang as soon as possible, Zhanjiang Chenming Paper Pulp Co., Ltd., a wholly-owned subsidiary of the Company, entered into a Zhanjiang Pulp Project Master Equipment Purchase Contract with Andritz OY and Andritz AG for a total contractual amount of RMB1.490 billion. Please refer to the relevant announcements published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) 7 July 2009 and the website of Hong Kong Stock Exchange (www.hkex.com) on 6 July 2009 on for details in relation to this matter.

四、重大合同及履行情況(續)

1、對外擔保事項

- (2) 2008年度股東會審議通過了關於為控股子公司申請銀行授信額度提供擔保的議案。公司為控股子公司提供的2008年度授信擔保已陸續到期，為保障各子公司正常生產經營，公司繼續為有關控股子公司申請的2009年度人民幣綜合授信額度提供保證擔保，擔保總額為人民幣20.59億元，限期為一年。有關公告刊登於2009年5月27日的《中國證券報》、《香港商報》和巨潮資訊網(<http://www.cninfo.com.cn>)及2009年5月26日刊登在香港聯交所網站(www.hkex.com)上。

2、委託貸款事項

報告期內，公司為節約財務費用、增加收益，規範與控股子公司之間的資金往來，通過銀行以委託貸款的形式將人民幣18.26億元的資金放給江西晨鳴、武漢晨鳴、菏澤晨鳴等控股子公司使用截止2009年12月31日公司向控股子公司委託貸款餘額為人民幣20.83億元，有關委託貸款的詳細情況請參見按照企業會計準則編製的財務報告中「財務報表附註六」。

報告期內，除本公司對上述控股子公司有委託貸款外，本公司未發生或以前期間發生延續到本報告期的委託理財情況。

3、其他重大合同

- (1) 2009年7月，公司為儘快建設湛江70萬噸木漿項目，公司全資子公司湛江晨鳴漿紙有限公司與Andritz OY和Andritz AG簽署了湛江木漿主體設備採購合同，合同總價款約人民幣14.90億元，此事項有關具體情況詳見2009年7月7日刊登於《中國證券報》、《香港商報》、巨潮資訊網(<http://www.cninfo.com.cn>)和2009年7月6日刊登於香港聯交所網站(www.hkex.com)的相關公告。

IV. SIGNIFICANT CONTRACTS AND THEIR PERFORMANCE (Cont'd)

3. Other significant contracts (Cont'd)

- (2) In July 2009, for the purpose of constructing a 450,000-tonne high quality culture paper project, a wholly-owned subsidiary of the Company, Zhanjiang Chenming Paper Pulp Co., Ltd., a wholly-owned subsidiary of the Company, entered into a Culture Paper Project Equipment Purchase Contract with Metso Paper, Metso Paper China, Andritz HK and Andritz Technologies a total contractual amount of RMB1.327 billion. Zhanjiang Chenming Paper Pulp Co., Ltd. entered into a Zhanjiang Pulp Master Equipment Purchase Contract with Andritz OY and Andritz AG for a total contractual amount of RMB1.490 billion. Please refer to the relevant announcements published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) on 7 July 2009 and the website of Hong Kong Stock Exchange (www.hkex.com) on 6 July 2009 for details in relation to this matter.
- (3) In August 2009, for the purpose of constructing a 800,000-tonne high quality low weight coated paper project, Shouguang Meilun Paper Co. Ltd., a wholly-owned subsidiary of the Company, entered into a Equipment Purchase Contract with Metso Paper, Metso Paper China, Andritz HK, Andritz Technologies and Voith Paper for a total contractual of RMB2.0 billion. Please refer to the relevant announcements published on China Securities Journal, Hong Kong Commercial Daily and the website of CHINF (<http://www.cninfo.com.cn>) on 7 August 2009 and the website of Hong Kong Stock Exchange (www.hkex.com) on 6 August 2009 for details in relation to this matter.

四、重大合同及履行情況(續)

3、其他重大合同(續)

- (2) 2009年7月，為建設年產45萬噸高級文化紙項目，公司全資子公司湛江晨鳴漿紙有限公司與Metso Paper、Metso Paper China、Andritz HK和安德裏茲技術簽署了文化紙項目設備採購合同，合同總價款約人民幣13.27億元，湛江晨鳴漿紙有限公司與Andritz OY和Andritz AG簽署了湛江木漿項目主體設備採購合同，合同總價款約人民幣14.90億元，此事項有關具體情況詳見2009年7月7日刊登於《中國證券報》、《香港商報》、巨潮資訊網(<http://www.cninfo.com.cn>)和2009年7月6日刊登於香港聯交所網站(www.hkex.com)的相關公告。
- (3) 2009年8月，公司全資子公司壽光美倫紙業有限責任公司為建設年產80萬噸高檔低定量銅版紙項目，與Metso Paper、Metso Paper China、Andritz HK、安德里茲技術和Voith Paper簽署設備採購合同，合同總價款約人民幣20億元，此事項有關具體情況詳見2009年8月7日刊登於《中國證券報》、《香港商報》、巨潮資訊網(<http://www.cninfo.com.cn>)和2009年8月6日刊登於香港聯交所網站(www.hkex.com)的相關公告。

IV. SIGNIFICANT CONTRACTS AND THEIR PERFORMANCE (Cont'd)

4. Future pooling foreign exchange portfolio products during the reporting period

Risk analysis of positions in derivatives during the reporting period and explanation on risk control measures (including but not limited to market risk, liquidity risk, credit risk, operation risk, legal risk etc.)
報告期衍生品持倉的風險分析及控制措施說明(包括但不限於市場風險、流動性風險、信用風險、操作風險、法律風險等)

Change in market price or fair value of derivatives invested during the reporting period, where specific methods and relevant assumptions and parameters used shall be disclosed in the analysis of the fair value of derivatives
已投資衍生品報告期內市場價格或產品公允價值變動的情況，對衍生品公允價值的分析應披露具體使用的方法及相關假設與參數的設定

Explanation on any significant changes in the Company's accounting policies and specific accounting principles on derivatives between the reporting period and the last reporting period
報告期公司衍生品的會計政策及會計核算具體原則與上一報告期相比是否發生重大變化的說明

四、重大合同及履行情況(續)

4、報告期內公司遠期結售匯組合產品業務情況

The Company had three transactions in future pooling foreign exchange portfolio products amounting to USD200 million during the reporting period. The Company made forward exchange settlement contracts in China and Chenming (HK) Limited made forward exchange sale contracts in Hong Kong. The product transactions were handled by the Shouguang branch of China Construction Bank Corporation and the Hong Kong branch of China Construction Bank Corporation at the same time. The currency risk was jointly locked up by the Company and Chenming (HK) Limited. The risk in the products had been assessed by the related departments of the Company and the risk was under control.

公司在報告期內共發生遠期結售匯組合產品業務3筆，金額總計2億美元。該業務由山東晨鳴在境內辦理遠期結匯業務，香港晨鳴在香港辦理遠期售匯業務，業務交易由中國建設銀行股份有限公司壽光支行與中國建設銀行股份有限公司香港分行同時辦理，由山東晨鳴和香港晨鳴共同鎖定匯率風險，業務風險事先經過公司有關部門評估，風險可控。

Based on the exchange rate on 31 December 2009 as confirmed by China Construction Bank, the Company recognized the change in the fair value of the derivatives in the reporting period. The recognized gain on change in fair value amounted to RMB8,443,100 during the reporting period.

根據12月31日建設銀行確定的匯率，公司對報告期內衍生品的公允價值變動情況進行了確認，報告期內確認公允價值變動收益8,443,100元。

The investment in derivatives was subsequently measured at fair value by the Company. The gain or loss on change in fair value was recognized through profit or loss for the current period. 公司對衍生品投資按照公允價值進行後續計量，公允價值變動形成的利得或損失計入當期損益。

IV. SIGNIFICANT CONTRACTS AND THEIR PERFORMANCE (Cont'd)

4. Future pooling foreign exchange portfolio products during the reporting period (Cont'd)

Specific opinions of independent directors, the sponsor or financial advisor on the investment in derivatives and risk control of the Company
獨立董事、保薦人或財務顧問對公司衍生品投資及風險控制情況的專項意見

四、重大合同及履行情況(續)

4、報告期內公司遠期結售匯組合產品業務情況

Opinion from the Audit Committee of the Board and the independent Directors of the Company: During the reporting period, the future pooling foreign exchange portfolio products of the Company were operated in accordance with the "Rules on the Administration of Financial Derivatives" (《關於金融衍生品管理辦法》) of Shenzhen Stock Exchange and in strict compliance with the "internal management policy for future pooling foreign exchange portfolio products" (《遠期結售匯內控管理制度》) established by the Company. The currency risk of the transactions was jointly locked up by the Company and Chenming (HK) Limited and the transaction risk was under control. The pricing of the transactions were objective and fair at arm's length, thus safeguarding the interest of the shareholders of the Company.

董事會審計委員會及公司獨立董事發表意見：報告期內晨鳴紙業發生的遠期結售匯組合產品業務按照深交所《關於金融衍生品管理辦法》進行操作，嚴格遵守公司制定的《遠期結售匯內控管理制度》，該業務由山東晨鳴和香港晨鳴共同鎖定匯率風險，交易風險可控；交易定價客觀公允，遵循了公平合理的原則，保障了公司所有股東的利益。

Positions in future pooling foreign exchange portfolio products at the end of the reporting period

報告期末遠期結售匯組合產品投資的持倉情況

Type of contract 合約種類	Opening contract amount 期初合約金額	Closing contract amount 期末合約金額	Gain or loss in the reporting period 報告期損益情況	Closing contract amount as a percentage of the net assets of the Company as at the end of the reporting period(%) 期末合約金額佔公司報告期末淨資產比例(%)
Buy USD 50.00 million 買入5,000萬美元	—	(328,900,000.00)	7,900,000.00	-2.53
Buy USD 100.00 million 買入10,000萬美元	—	(669,900,000.00)	7,000,000.00	-5.16
Sell USD 50.00 million 賣出5,000萬美元	—	332,200,000.00	(5,050,000.00)	2.56
Sell USD 100.00 million 賣出10,000萬美元	—	676,400,000.00	(1,400,000.00)	5.21
Sell USD 3.00 million 賣出300萬美元	20,306,100.00	—	(6,900.00)	0
Total 合計	20,306,100.00	9,800,000.00	8,443,100.00	0.08

Unit: RMB
單位：元

V. COMMITMENTS BY HOLDERS OF NON-TRADABLE SHARES DURING THE REFORM OF CONVERSION

1. Commitments during the reform of conversion and its performance

Shouguang Chenming Holdings Co., Ltd., the controlling shareholders of the Company, committed that shares held by Shouguang Chenming Holdings Co., Ltd. shall not be listed and traded within 48 months from the date of reform of Conversion.

During the reporting period, Shouguang Chenming Holdings Co., Ltd. strictly performed its commitments.

2. During the reporting period, no shareholders who held 5% (including 5%) or more of the shares in the Company made additional commitments on share lock-up.

VI. THE ACCOUNTING FIRM ENGAGED BY THE COMPANY DURING THE REPORTING PERIOD

At the 2008 annual general meeting of the Company, the resolutions in relation to engagement of domestic and overseas accounting agencies for 2009 were approved to engage Deloitte Touche Tohmatsu Certified Public Accountants Ltd. and Deloitte Touche Tohmatsu as the domestic and overseas accounting agencies of the Company for 2009, respectively. Domestic and overseas auditor's fees aggregated to RMB4,000,000 (traveling expenses, beverage and accommodation and related fees were born by the Company as expensed). Deloitte Touche Tohmatsu Certified Public Accountants Ltd. has been acting continuously as auditing agency for the Company for 6 years since 2004.

五、股權分置改革中非流通股股東的承諾事項

1、股權分置改革承諾事項及履行情況

公司控股股東壽光晨鳴控股有限公司承諾其持有的股份自股權分置改革方案實施之日起48個月內不上市交易。

在報告期內，壽光晨鳴控股有限公司嚴格履行承諾事項。

- 2、報告期內公司未發生持有公司股份5% (含5%) 的以上股東追加股份限售承諾的情況。

六、報告期內公司聘任會計師事務所情況

公司2008年度股東大會審議通過了關於聘任2009年度境內及境外審計機構的議案，聘任德勤華永會計師事務所有限公司和德勤·關黃陳方會計師行分別作為公司2009年度境內及境外審計機構。境內和境外審計費用共計人民幣400萬元(差旅費、食宿費等相關費用由公司據實承擔)。德勤華永會計師事務所自2004年度起已連續6年擔任公司審計機構。

VII. DURING THE REPORTING PERIOD, THE BOARD AND THE DIRECTORS OF THE COMPANY WERE NOT FINED BY CHINA SECURITIES REGULATORY COMMISSION NOR CONDEMNED BY ANY STOCK EXCHANGE

VIII. LAUNCH OF VARIOUS CHANNELS TO COMMUNICATE AND STRENGTHEN INVESTOR'S RELATION MANAGEMENT

During the reporting period, the Board of the Company not only promptly disclosed sufficient information in strict compliance with the relevant regulations, but also launched various channels to actively manage investor's relations, and strengthen the direct communications with investors, news media and the public, thereby fully introducing and displaying the outstanding image of the Company, as well as our advantages over other players, our continuous improving results and unlimited development prospects which lead investors to further understand the investment value of the Company in depth. Our disclosure of information was comprehensively assessed by the Shenzhen Stock Exchange as "good" for eight years in succession (2001-2008).

In 2009, the receiving organization under the Company' general headquarters handled more than 100 visits for individual investor surveys and studies. The Company fully utilized investor's special telephone lines, strengthened the telephone communication with shareholders, and answered queries from each shareholder patiently. By way of exchanges through the network, an investor's relation forum was set up on the Company's websites where several personnel were arranged to be responsible for answering questions of various aspects from investors.

七、報告期內公司、公司董事會及董事沒有受到中國證監會處罰和證券交易所的譴責

八、展開多渠道溝通，加強投資者關係管理

報告期內，公司董事會除嚴格按照有關規定進行了及時、充分的信息披露外，還通過多種渠道積極開展了投資者關係管理工作，加強與投資者、新聞媒體和社會公眾的直接溝通，充分介紹和展示了企業良好的形象、突出的優勢、不斷增長的業績和廣闊的發展前景，使廣大投資者進一步深入瞭解公司的投資價值。公司信息披露工作連續八年(2001-2008年度)被深圳證券交易所綜合考評為「良好」。

2009年公司總部接待機構和個人投資者調研來訪100多人次；公司充分利用投資者電話專線，加強與股東的電話溝通，耐心解答每位股東的問詢；通過網絡交流，在公司網站設立了投資者關係論壇專區，並安排多名人員專門負責解答投資者提出的各方面的問題。

VIII. LAUNCH OF VARIOUS CHANNELS TO COMMUNICATE AND STRENGTHEN INVESTOR'S RELATION MANAGEMENT (Cont'd)

Reception of activities including research, communication and interviews

Time of reception 接待時間	Place of reception 接待地點	Manner of reception 接待方式	Parties accommodated 接待對象	Main topics of discussion and information provided 談論的主要內容及提供的資料
January 2009 2009年01月	Shouguang, Shandong 山東壽光	On-site research and investigation 實地調研	Research personnel from Global Broker Services 中金證券研究員	Matters including recent development of the industry and development trend in the future, production and operation of the Company, as well as strategic development 行業近期發展狀況及未來發展趨勢、公司生產經營情況、未來戰略發展方向等。
February 2009 2009年02月	Shouguang, Shandong 山東壽光	On-site research and investigation 實地調研	Research personnel and fund managers from institutions such as CITIC Securities, Everbright Securities, Galaxy Securities, Sinolink Securities, Guotai Junan, Bosera Funds, Fortune Fund, Aegon-Industrial Fund, New Century Fund, etc. 中信證券、光大證券、銀河證券、國金證券、國泰君安、博時基金、華寶基金、興業基金、新世紀基金等機構研究員及基金經理	Matters including recent development of the industry and development trend in the future, production and operation of the Company, as well as strategic development 行業近期發展狀況及未來發展趨勢、公司生產經營情況、未來戰略發展方向等。
March 2009 2009年03月	Shouguang, Shandong 山東壽光	On-site research and investigation 實地調研	Research personnel from Haitong Securities, fund managers of Gartmore Investment Management 海通證券研究員、Gartmore Investment Management 基金經理	Matters including recent development of the industry and development trend in the future, production and operation of the Company, as well as strategic development 行業近期發展狀況及未來發展趨勢、公司生產經營情況、未來戰略發展方向等。
April 2009 2009年04月	Shouguang, Shandong 山東壽光	On-site research and investigation 實地調研	Institution research personnel and relationship managers from Guosen Securities 國信證券機構研究員及客戶經理	Matters including recent development of the industry and development trend in the future, production and operation of the Company, as well as strategic development 行業近期發展狀況及未來發展趨勢、公司生產經營情況、未來戰略發展方向等。

八、展開多渠道溝通，加強投資者關係管理(續)

公司接待調研及採訪等相關情況

VIII. LAUNCH OF VARIOUS CHANNELS TO COMMUNICATE AND STRENGTHEN INVESTOR'S RELATION MANAGEMENT (Cont'd)

Reception of activities including research, communication and interviews (Cont'd)

八、展開多渠道溝通，加強投資者關係管理(續)

公司接待調研及採訪等相關情況(續)

Time of reception 接待時間	Place of reception 接待地點	Manner of reception 接待方式	Parties accommodated 接待對象	Main topics of discussion and information provided 談論的主要內容及提供的資料
May 2009 2009年05月	Shouguang, Shandong 山東壽光	On-site research and investigation 實地調研	Gao Hua Securities, China Southern Fund, Boseru Funds. Research personnel and investment managers from Dacheng Fund, Penghua Fund, etc. 高華證券、南方基金、博時基金。大成基金、鵬華基金等機構研究員及投資經理	Matters including recent development of the industry and development trend in the future, production and operation of the Company, as well as strategic development 行業近期發展狀況及未來發展趨勢、公司生產經營情況、未來戰略發展方向等。
June 2009 2009年06月	Shouguang, Shandong 山東壽光	On-site research and investigation 實地調研	Research personnel and fund managers from institutions such as Industrial Securities, Orient Securities, Galaxy Securities, China Post Fund, GF Fund, First-Trust Fund, etc. 興業證券、東方證券、銀河基金、中郵基金、廣發基金、泰信基金等機構研究員及基金經理	Matters including recent development of the industry and development trend in the future, production and operation of the Company, as well as strategic development 行業近期發展狀況及未來發展趨勢、公司生產經營情況、未來戰略發展方向等。
July 2009 2009年07月	Shouguang, Shandong 山東壽光	On-site research and investigation 實地調研	Individual investors 個人投資者	Matters including recent development of the industry and development trend in the future, production and operation of the Company, as well as strategic development 行業近期發展狀況及未來發展趨勢、公司生產經營情況、未來戰略發展方向等。

VIII. LAUNCH OF VARIOUS CHANNELS TO COMMUNICATE AND STRENGTHEN INVESTOR'S RELATION MANAGEMENT (Cont'd)

Reception of activities including research, communication and interviews (Cont'd)

Time of reception 接待時間	Place of reception 接待地點	Manner of reception 接待方式	Parties accommodated 接待對象	Main topics of discussion and information provided 談論的主要內容及提供的資料
August 2009 2009年08月	Shouguang, Shandong 山東壽光	On-site research and investigation 實地調研	Research personnel and fund managers from institutions such as China International Capital Corporation Limited, Guotai Junan, Hua An Funds, etc. 中國國際金融有限公司、國泰君安華安基金等機構研究員及基金經理	Matters including recent development of the industry and development trend in the future, production and operation of the Company, as well as strategic development 行業近期發展狀況及未來發展趨勢、公司生產經營情況、未來戰略發展方向等。
October 2009 2009年10月	Shouguang, Shandong 山東壽光	On-site research and investigation 實地調研	Morgan Stanley Fidelity Funds managers 摩根士丹利富達基金經理	Matters including recent development of the industry and development trend in the future, production and operation of the Company, as well as strategic development 行業近期發展狀況及未來發展趨勢、公司生產經營情況、未來戰略發展方向等。
November 2009 2009年11月	Shouguang, Shandong 山東壽光	On-site research and investigation 實地調研	Research personnel and fund managers from institutions such as CITIC Securities, Guotai Junan, Sinolink Securities, Piper Jaffray Asia Securities, Invesco Greatwall, etc. 中信證券、國泰君安、國金證券、派傑亞洲證券、長城基金、景順長城等機構研究員及基金經理	Matters including recent development of the industry and development trend in the future, production and operation of the Company, as well as strategic development 行業近期發展狀況及未來發展趨勢、公司生產經營情況、未來戰略發展方向等。

八、展開多渠道溝通，加強投資者關係管理(續)

公司接待調研及採訪等相關情況(續)

X. OTHER MATERIAL MATTERS

Independent Directors of the Company expressed the following opinions on the use of funds by related parties and external guarantee provided during the reporting period:

Under the requirements of the listing rules of the Shenzhen Stock Exchange in relation to connected transactions, except for the matter set out in III of Section X of the Report, the Company had no material connected transactions, on which independent non-executive Directors of the Company had expressed their independent opinion, during the reporting period; according to the requirements of the Accounting Standards for Business Enterprises, except for the ordinary connected transactions between the Company and its controlling subsidiaries and interested companies of the Company (for details, please refer to PRC Auditors' Report and Financial Statements and Note VI thereto Prepared in Accordance with Accounting Standards for Business Enterprises), there were no use of funds by controlling shareholders and other related parties; while the connected transaction took place were true and accurate reflection of the ordinary connected transactions of the Company that were fair and reasonable and in compliance with the relevant requirements of the Company Law and the Articles of Association, the transaction price was objective and just and without prejudice to the interests of the Company and its shareholders (especially minority shareholders and non-related shareholders).

Upon validation, except for the above guarantees provided to controlling subsidiaries, the Company had provided RMB0 of external guarantee for the period of and accrued up to 2009. The Company strictly followed the relevant requirements of the Notice on Regulation of External Guarantee Provided by Listed Companies (Zheng Jian Fa [2005] No.120) 《關於規範上市公司對外擔保行為的通知》(證監發[2005]120號) and the Articles of Association to earnestly perform its information disclosure obligations in respect of external guarantees and honestly provided information concerning all external guarantee matters to the public accountant. During the reporting period, the guarantee provided guarantee for controlling subsidiaries for their ordinary production and operation and to meet reasonable funding needs, the decision procedures were legal and without prejudice to the interests of the Company and the shareholders of the Company (especially minority shareholders).

十、其它重大事項

公司獨立董事對報告期內發生的關聯方佔用資金及對外擔保的獨立意見如下：

根據深交所《上市規則》有關關聯交易的規定，本報告期內，除本報告第十節、三.發生事項外，且公司獨立非執行董事已對該事項發表獨立意見；公司沒有重大關聯交易事項；根據企業會計準則的規定，報告期內本公司除與下屬控股子公司及公司參股公司存在日常關聯交易外(詳情請參見境內審計師報告及按照企業會計準則編製的財務報表及附註中第六部分)，不存在與控股股東及其他關聯方佔用資金情況，發生的關聯交易事項真實、準確的反映了公司日常關聯交易情況，遵循了公平合理的原則，符合《公司法》和《公司章程》的有關規定，交易價格客觀公允，未損害公司及其股東，特別是中小股東和非關聯股東的利益。

經核查，除上述為控股子公司的擔保外，公司在2009年度當期及累計對外擔保金額為0元。公司能夠嚴格按照《關於規範上市公司對外擔保行為的通知》(證監發[2005]120號)和《公司章程》等有關規定，認真履行對外擔保情況的信息披露義務，並按規定向註冊會計師如實提供公司全部對外擔保事項。報告期內，公司對控股子公司的擔保屬於公司正常生產經營和資金合理利用的需要，擔保決策程序合法，沒有損害公司及公司股東尤其是中小股東的利益。

XI. INDEX OF INFORMATION DISCLOSURE IN 2009

Date of announcement 公告日期	Subject matter 公告事項
2009-3-26	H share announcement H股公告
2009-4-09	Announcement in respect of the resolutions passed at the twelfth meeting of the fifth session of the Board Announcement in respect of the resolutions passed at the ninth meeting of the fifth session of the Supervisory Committee 2008 annual report Notice of the 2008 Annual General Meeting Independent opinion of independent directors on the self-evaluation report of internal control of the Company Announcement in respect of Provision of Guarantee for a Bank Facility of a Controlling Subsidiary 2008 social responsibility report 2008 audited report 第五屆董事會第十二次會議決議公告 第五屆監事會第九次會議決議公告 2008年年度報告 關於召開二〇〇八年度股東大會的通知 獨立董事對公司內部控制自我評價報告的獨立意見 對控股子公司銀行授信額度提供擔保公告 2008年度社會責任報告 2008年度審計報告
2009-4-18	H share announcement H股公告
2009-4-29	First quarterly report 2009 Announcement in respect of external investment Supplemental notice of 2008 Annual General Meeting Announcement in respect of the resolutions passed at the thirteenth meeting of the fifth session of the Board 2009年第一季度報告 對外投資公告 關於2008年度股東大會增加提案的通知 第五屆董事會第十三次會議決議公告

十一、2009年度信息披露索引

Media for publication 公告媒體
http://www.cninfo.com.cn http://www.hkex.com.hk
D045 of China Securities Journal, B7 of Hong Kong Commercial Daily 中國證券報D045版、香港商報B7版 http://www.cninfo.com.cn
http://www.cninfo.com.cn http://www.hkex.com.hk
D31 of China Securities Journal, B9 of Hong Kong Commercial Daily 中國證券報D31版、香港商報B9版 http://www.cninfo.com.cn

XI. INDEX OF INFORMATION DISCLOSURE IN 2009 (Cont'd)

Date of announcement 公告日期	Subject matter 公告事項	Media for publication 公告媒體
2009-5-09	Indicative Announcement on the Convening of the 2008 Annual General Meeting and the 2009 First Class Meeting for Holders of Domestic Listed Shares (A Shares and B Shares) 關於召開2008年度股東大會和2009年第一次境內上市股份(A股、B股)類別股東大會的提示性公告	C8 of China Securities Journal, A9 of Hong Kong Commercial Daily 中國證券報C8版、香港商報A9版 http://www.cninfo.com.cn
2009-5-27	2008 Annual General Meeting resolutions announcement The First Announcement of Notice to Creditors In Relation to Repurchase of H shares of the Company Announcement on Resolution of the 2009 First Class Meeting for Holders of Domestic Listed Shares and Resolution of the 2009 First Class Meeting for Holders of Overseas Listed Shares Articles of Association Procedural rules of the general meeting, Board meetings and Supervisory Committee meetings 2008年度股東大會決議公告 回購H股通知債權人第一次公告 2009年第一次境內上市股份類別股東大會決議及2009年第一次境外上市股份類別股東大會決議公告 公司章程 股東大會、董事會、監事會議事規則	D24 of China Securities Journal, A10 of Hong Kong Commercial Daily 中國證券報D24版、香港商報A10版 http://www.cninfo.com.cn
2009-6-06	Unusual price and trading volume movement H股股價及成交量的不尋常波動	http://www.cninfo.com.cn http://www.hkex.com.hk
2009-6-09	Announcement in respect of the resolutions passed at the fourteenth meeting of the fifth session of the Board Notice of 2009 First Extraordinary General Meeting Announcement in respect of external investment 第五屆董事會第十四次會議決議公告 關於召開2009年第一次臨時股東大會的通知 對外投資公告	D6 of China Securities Journal, B3 of Hong Kong Commercial Daily 中國證券報D6版、香港商報B3版 http://www.cninfo.com.cn

十一、2009年度信息披露索引(續)

Media for publication
公告媒體

C8 of China Securities Journal, A9 of Hong Kong Commercial Daily
中國證券報C8版、香港商報A9版
<http://www.cninfo.com.cn>

D24 of China Securities Journal, A10 of Hong Kong Commercial Daily
中國證券報D24版、香港商報A10版
<http://www.cninfo.com.cn>

<http://www.cninfo.com.cn>
<http://www.hkex.com.hk>

D6 of China Securities Journal, B3 of Hong Kong Commercial Daily
中國證券報D6版、香港商報B3版
<http://www.cninfo.com.cn>

XI. INDEX OF INFORMATION DISCLOSURE IN 2009 (Cont'd)

Date of announcement 公告日期	Subject matter 公告事項	Media for publication 公告媒體
2009-6-10	The Second Announcement of Notice to Creditors In Relation to Repurchase of H shares of the Company 回購H股通知債權人第二次公告	B8 of China Securities Journal, A5 of Hong Kong Commercial Daily 中國證券報B8版、香港商報A5版 http://www.cninfo.com.cn
2009-6-20	The Third Announcement of Notice to Creditors In Relation to Repurchase of H shares of the Company 回購H股通知債權人第三次公告	C4 of China Securities Journal B8 of Hong Kong Commercial Daily 中國證券報C4版、香港商報B8版 http://www.cninfo.com.cn
2009-7-07	Announcement in Relation to the Estimated 2009 Half-yearly Results Announcement in respect of purchase of assets 2009年半年度業績預告公告 購買資產公告	B2 of China Securities Journal, B6 of Hong Kong Commercial Daily 中國證券報B2版、香港商報B6版 http://www.cninfo.com.cn
2009-7-09	Announcement of Dividend Payment for H Shares for 2008 2008年度分紅派息公告	A13 of China Securities Journal, A5 of Hong Kong Commercial Daily 中國證券報A13版、香港商報A5版 http://www.cninfo.com.cn http://www.cninfo.com.cn
2009-7-15	Further Notice of 2009 First Extraordinary General Meeting 關於召開2009年第一次臨時股東大會的再次通知	C8 of China Securities Journal, B3 of Hong Kong Commercial Daily 中國證券報C8版、香港商報B3版 http://www.cninfo.com.cn http://www.hkex.com.hk
2009-7-28	Announcement on Resolution of the 2009 First Extraordinary General Meeting Legal opinions as witnessed by lawyers on the Announcement on Resolution of the 2009 First Extraordinary General Meeting 2009年第一次臨時股東大會決議公告 2009年第一次臨時股東大會的律師見證法律意見書	B8 of China Securities Journal, B7 of Hong Kong Commercial Daily 中國證券報B8版、香港商報B7版 http://www.cninfo.com.cn http://www.hkex.com.hk
2009-8-07	Announcement in respect of purchase of assets 購買資產公告	B8 of China Securities Journal, B5 of Hong Kong Commercial Daily 中國證券報B8版、香港商報B5版 http://www.cninfo.com.cn http://www.hkex.com.hk
2009-8-17	H share announcement H股公告	http://www.cninfo.com.cn http://www.hkex.com.hk

十一、2009年度信息披露索引(續)

XI. INDEX OF INFORMATION DISCLOSURE IN 2009 (Cont'd)

Date of announcement 公告日期	Subject matter 公告事項	Media for publication 公告媒體
2009-8-19	Announcement in respect of obtaining certification as a new and high technology enterprise 關於獲得高新技術企業認定的公告	D55 of China Securities Journal, A5 of Hong Kong Commercial Daily 中國證券報D55版、香港商報A5版 http://www.cninfo.com.cn http://www.hkex.com.hk
2009-8-28	2009 Interim Report Announcement in respect of the resolutions passed at the fifteenth meeting of the fifth session of the Board 2009 Interim Report Summary Announcement in respect of Provision of Entrusted Loans to Relevant Controlling Subsidiaries Announcement in Relation to the Estimated Results for the First Three Quarters of 2009 2009 half year financial statements and notes 2009年半年度報告 第五屆董事會第十五次會議決議公告 2009年半年度報告摘要 關於向相關控股子公司辦理委託貸款的公告 2009年前三季度業績預告公告 2009年半年度財務報表及附註	D134 of China Securities Journal, A6 of Hong Kong Commercial Daily 中國證券報D134版、香港商報A6版 http://www.cninfo.com.cn http://www.hkex.com.hk
2009-10-28	H share announcement H股公告	http://www.cninfo.com.cn http://www.hkex.com.hk
2009-10-30	Third quarterly report 2009 2009年第三季度報告	D20 of China Securities Journal, A18 of Hong Kong Commercial Daily 中國證券報D20版、香港商報A18版 http://www.cninfo.com.cn http://www.hkex.com.hk
2009-12-03	Indicative Notice Regarding the Issue of the First Tranche of the 2009 Medium-term Notes 關於發行2009年第一期中期票據的提示性公告	B4 of China Securities Journal, A6 of Hong Kong Commercial Daily 中國證券報B4版、香港商報A6版 http://www.cninfo.com.cn http://www.hkex.com.hk
2009-12-16	Announcement in respect of Resolutions of the Fourth Extraordinary Meeting of the Fifth Session of the Board of Directors Announcement in respect of Provision of Guarantee for a Bank Loan of a Controlling Subsidiary 第五屆董事會第四次臨時會議決議公告 關於為控股子公司向銀行貸款提供擔保的公告	D8 of China Securities Journal, A17 of Hong Kong Commercial Daily 中國證券報D8版、香港商報A17版 http://www.cninfo.com.cn http://www.hkex.com.hk

十一、2009年度信息披露索引(續)

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

Deloitte.

德勤

De Shi Bao (Shen) Zi (10) No. P0644

TO THE SHAREHOLDERS OF SHANDONG CHENMING PAPER HOLDINGS LIMITED

We have audited the accompanying financial statements of Shandong Chenming Paper Holdings Limited (collectively referred to as the "Chenming Group"), which comprise the company and consolidated balance sheets as at 31 December 2009, the company and consolidated income statements, the company and consolidated statements of change in shareholders' equity and the company and consolidated cash flow statements for 2009 and notes to the financial statements.

1. MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Chenming Group's management is responsible for preparing financial statements in accordance with Accounting Standards for Business Enterprises. This responsibility includes (1) designing, implementing and maintaining internal controls relevant to the preparation of the financial statements that are free from material misstatement whether due to fraud or error; (2) selecting and applying appropriate accounting policies; and (3) making accounting estimates that are reasonable in the circumstances.

2. AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Chinese Auditing Standards issued by the Chinese Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain a reasonable assurance as to whether the financial statements are free from material misstatement.

德師報(審)字(10)第P0644號

山東晨鳴紙業集團股份有限公司全體股東：

我們審計了後附的山東晨鳴紙業集團股份有限公司(以下簡稱「晨鳴集團」)的財務報表，包括2009年12月31日的公司及合併資產負債表，2009年度的公司及合併利潤表、公司及合併所有者權益變動表和公司及合併現金流量表以及財務報表附註。

一、管理層對財務報表的責任

按照企業會計準則的規定編製財務報表是晨鳴集團管理層的責任。這種責任包括：(1)設計、實施和維護與財務報表編製相關的內部控制，以使財務報表不存在由於舞弊或錯誤而導致的重大錯報；(2)選擇和運用恰當的會計政策；(3)作出合理的會計估計。

二、註冊會計師的責任

我們的責任是在實施審計工作的基礎上對財務報表發表審計意見。我們按照中國註冊會計師審計準則的規定執行了審計工作。中國註冊會計師審計準則要求我們遵守職業道德規範，計劃和實施審計工作以對財務報表是否不存在重大錯報獲取合理保證。

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

2. AUDITORS' RESPONSIBILITY (Cont'd)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider the internal controls relevant to the entity's preparation of financial statements 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 controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

3. OPINION

In our opinion, the Chenming Group's financial statements have been prepared in accordance with Accounting Standards for Business Enterprises and present fairly, in all material aspects, the company and consolidated financial position of Chenming Group as at 31 December 2009 and the results of their operations and their cash flows for 2009.

二、註冊會計師的責任(續)

審計工作涉及實施審計程序，以獲取有關財務報表金額和披露的審計證據。選擇的審計程序取決於註冊會計師的判斷，包括對由於舞弊或錯誤導致的財務報表重大錯報風險的評估。在進行風險評估時，我們考慮與財務報表編製相關的內部控制，以設計恰當的審計程序，但目的並非對內部控制的有效性發表意見。審計工作還包括評價管理層選用會計政策的恰當性和作出會計估計的合理性，以及評價財務報表的總體列報。

我們相信，我們獲取的審計證據是充分、適當的，為發表審計意見提供了基礎。

三、審計意見

我們認為，晨鳴集團的財務報表已經按照企業會計準則的規定編製，在所有重大方面公允反映了晨鳴集團2009年12月31日的公司及合併財務狀況以及2009年度的公司及合併經營成果和公司及合併現金流量。

Deloitte Touche Tohmatsu CPA Ltd.,
Shanghai, China

Chinese Certified Public Accountant
Tong Chuanjiang
Zhang Koudi

12 April 2010

德勤華永會計師事務所有限公司
中國·上海

中國註冊會計師
童傳江
張扣娣

2010年4月12日

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

CONSOLIDATED BALANCE SHEETS

As at 31 December 2009

合併資產負債表

2009年12月31日

Item 項目	Note V 附註五	RMB 人民幣元	
		Closing balance 期末餘額	Opening balance 期初餘額
CURRENT ASSETS:	流動資產：		
Bank balances and cash	1	2,892,923,245.93	2,853,418,128.07
Financial asset held for trading	20	14,900,000.00	—
Bills receivable	2	2,704,799,074.02	974,009,788.24
Accounts receivable	3	1,528,991,497.69	1,752,409,349.17
Advance to suppliers	4	1,000,772,875.85	462,526,338.87
Other receivables	5	81,210,643.94	135,889,612.93
Inventories	6	2,226,579,492.59	3,397,792,930.38
Other current assets	8	90,756,205.60	151,993,045.95
Total current assets	流動資產合計	10,540,933,035.62	9,728,039,193.61
NON-CURRENT ASSETS:	非流動資產：		
Long-term equity investments	9	80,984,687.49	92,673,769.14
Investment properties	10	26,426,468.11	28,164,724.15
Fixed assets	11	13,529,590,915.63	14,213,441,758.08
Construction in progress	12	1,997,961,262.18	431,379,272.50
Construction materials		42,912,962.27	42,079,864.21
Intangible assets	13	1,313,428,867.12	1,277,076,588.53
Goodwill	14	20,283,787.17	20,283,787.17
Long-term expenses to be amortized	15	32,411,932.85	37,227,730.36
Deferred income tax assets	16	131,425,981.64	127,916,366.12
Other non-current assets	17	496,724,974.94	301,212,691.14
Total non-current assets	非流動資產合計	17,672,151,839.40	16,571,456,551.40
TOTAL ASSETS	資產總計	28,213,084,875.02	26,299,495,745.01

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

Item 項目		Note V 附註五	Closing balance 期末餘額	RMB 人民幣元 Opening balance 期初餘額
CURRENT LIABILITIES:	流動負債：			
Short-term loans	短期借款	19	3,103,153,828.18	1,516,945,042.67
Financial liabilities held for trading	交易性金融負債	20	6,450,000.00	198,900.00
Bills payable	應付票據	21	544,532,508.19	367,627,562.14
Accounts payable	應付賬款	22	2,122,860,892.58	2,642,308,185.90
Advances from customers	預收款項	23	233,123,691.11	101,693,578.57
Employee benefits payable	應付職工薪酬	24	245,501,281.04	190,209,067.13
Tax payable	應交稅費	25	137,491,104.68	49,965,982.34
Interests payable	應付利息	32	5,050,000.00	—
Dividends payable	應付股利	26	78,807.70	36,089.31
Other payables	其他應付款	27	321,220,579.61	346,226,242.06
Non-current liabilities due within one year	一年內到期的非流動負債	28	345,353,527.87	1,038,125,240.62
Other current liabilities	其他流動負債	29	—	1,941,874,444.43
TOTAL CURRENT LIABILITIES	流動負債合計		7,064,816,220.96	8,195,210,335.17
NON-CURRENT LIABILITIES:	非流動負債：			
Long-term loans	長期借款	30	5,087,424,182.26	4,019,250,823.86
Deferred income	遞延收益	31	121,890,615.92	56,828,375.23
Deferred income tax liabilities	遞延所得稅負債	16	12,408,618.13	6,431,545.79
Other non-current liabilities	其他非流動負債	32	1,189,484,415.60	—
Total non-current liabilities	非流動負債合計		6,411,207,831.91	4,082,510,744.88
TOTAL LIABILITIES	負債合計		13,476,024,052.87	12,277,721,080.05

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

Item 項目		Note V 附註五	Closing balance 期末餘額	RMB 人民幣元 Opening balance 期初餘額
OWNERS' EQUITY:	所有者權益：			
Share capital	股本	33	2,062,045,941.00	2,062,045,941.00
Capital reserve	資本公積	34	6,093,483,801.92	6,093,483,801.92
Surplus reserve	盈餘公積	35	906,929,047.49	825,476,850.53
Undistributed profits	未分配利潤	36	3,928,586,297.55	3,277,192,810.40
Translation difference	外幣報表折算差額		859,233.72	879,498.14
Total equity attributable to equity holders of the Company	歸屬於母公司所有者權益合計		12,991,904,321.68	12,259,078,901.99
Minority Interests	少數股東權益		1,745,156,500.47	1,762,695,762.97
Total owners' equity	所有者權益合計		14,737,060,822.15	14,021,774,664.96
TOTAL LIABILITIES AND OWNERS' EQUITY	負債和所有者權益總計		28,213,084,875.02	26,299,495,745.01

The notes form an integral part of the financial statements.

附註為財務報表的組成部分

The financial statements as set out from pages 131 to 379 have been signed by:

第131頁至第379頁的財務報表由下列負責人簽署：

Chen Hongguo
陳洪國
Legal Representative
法定代表人

Wang Chunfang
王春方
Chief Financial Officer
主管會計工作負責人

Li Dong
李棟
Head of the Finance Section
會計機構負責人

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

BALANCE SHEETS OF THE COMPANY

As at 31 December 2009

母公司資產負債表

2009年12月31日

Item 項目	Note V 附註五	Closing balance 期末餘額	RMB 人民幣元
			Opening balance 期初餘額
CURRENT ASSETS:	流動資產：		
Bank balances and cash	1	2,037,930,262.40	2,142,439,739.51
Bills receivable	2	1,915,645,987.88	465,681,067.32
Accounts receivable	3	1,387,208,451.92	1,937,280,312.86
Advance to suppliers	4	826,816,984.44	438,759,362.48
Dividends receivable		188,362,997.10	164,874,997.10
Other receivables	5	2,045,123,389.13	936,468,514.72
Inventories	6	901,471,663.46	1,682,657,074.51
Entrusted loans due within one year	7	1,688,000,000.00	982,000,000.00
Other current assets	8	35,927,902.98	52,747,204.98
Total current assets	流動資產合計	11,026,487,639.31	8,802,908,273.48
NON-CURRENT ASSETS:	非流動資產：		
Entrusted loans	7	395,000,000.00	965,000,000.00
Long-term equity investments	9	4,091,670,495.37	4,081,859,577.02
Investment properties	10	26,426,468.11	28,164,724.15
Fixed assets	11	5,741,048,494.95	6,258,618,550.53
Construction in progress	12	139,440,285.68	59,788,891.26
Construction materials		6,592,106.05	1,981,408.48
Intangible assets	13	349,130,281.02	364,509,396.99
Goodwill		—	—
Long-term expenses to be amortized		—	—
Deferred income tax assets	16	73,479,449.99	78,605,721.73
Other non-current assets	17	—	—
Total non-current assets	非流動資產合計	10,822,787,581.17	11,838,528,270.16
TOTAL ASSETS	資產總計	21,849,275,220.48	20,641,436,543.64

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

Item 項目	Note V 附註五	RMB 人民幣元	
		Closing balance 期末餘額	Opening balance 期初餘額
CURRENT LIABILITIES:	流動負債：		
Short-term loans	短期借款	19 2,637,914,967.54	1,144,068,305.68
Financial liabilities held for trading	交易性金融負債	20 6,450,000.00	—
Bills payable	應付票據	21 456,914,277.59	210,151,045.59
Accounts payable	應付賬款	22 1,349,629,055.79	1,716,031,795.17
Advances from customers	預收款項	23 168,878,896.38	66,019,457.87
Employee benefits payable	應付職工薪酬	24 133,530,934.62	98,888,359.60
Tax payable	應交稅費	25 70,066,082.73	16,156,180.51
Interests payable	應付利息	32 5,050,000.00	—
Dividends payable	應付股利	26 78,807.71	36,089.31
Other payables	其他應付款	27 225,959,345.59	283,099,241.86
Non-current liabilities due within one year	一年內到期的非流動負債	28 252,423,000.00	883,602,600.00
Other current liabilities	其他流動負債	29 —	1,941,874,444.43
Total current liabilities	流動負債合計	5,306,895,367.95	6,359,927,520.02
NON-CURRENT LIABILITIES:	非流動負債：		
Long-term loans	長期借款	30 3,418,358,035.94	3,064,076,035.94
Deferred income	遞延收益	31 11,222,282.74	5,537,541.95
Deferred income tax liabilities	遞延所得稅負債	—	—
Other non-current liabilities	其他非流動負債	32 1,189,484,415.60	—
Total non-current liabilities	非流動負債合計	4,619,064,734.28	3,069,613,577.89
TOTAL LIABILITIES	負債合計	9,925,960,102.23	9,429,541,097.91
OWNERS' EQUITY:	所有者權益：		
Share capital	股本	33 2,062,045,941.00	2,062,045,941.00
Capital reserve	資本公積	34 6,184,215,988.77	6,184,215,988.77
Surplus reserve	盈餘公積	35 894,739,465.58	813,287,268.62
Undistributed profits	未分配利潤	36 2,782,313,722.90	2,152,346,247.34
Total owners' equity	所有者權益合計	11,923,315,118.25	11,211,895,445.73
TOTAL LIABILITIES AND OWNERS' EQUITY	負債和所有者權益總計	21,849,275,220.48	20,641,436,543.64

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

CONSOLIDATED INCOME STATEMENTS

For the year ended 31 December 2009

合併利潤表

2009年12月31日止年度

Items 項目	Note V 附註五	RMB 人民幣元	
		Amount for the current period 本期金額	Amount for the previous period 上期金額
I. Total Operating Revenue		14,884,629,349.50	15,529,593,435.77
Including: operating revenue			
I. Total Operating Revenue			
Including: operating revenue	37	14,884,629,349.50	15,529,593,435.77
II. Total Operating Costs		13,904,686,284.84	14,216,396,637.60
Including: Cost of operations			
I. Total Operating Costs			
Including: Cost of operations	38	12,057,415,861.42	12,556,762,340.80
Tax and levies on operations	39	16,268,806.81	12,582,354.31
Selling and distribution expenses		774,685,975.04	705,595,565.95
General and administrative expenses		726,351,661.67	561,194,537.62
Finance expenses	58	312,687,004.02	287,136,504.05
Loss on impairment of assets	40	17,276,975.88	93,125,334.87
Add: Gain on change in fair value ("-" denotes loss)	41	18,311,845.48	2,656,651.60
Investment income ("-" denotes loss)	42	(15,689,081.65)	(23,081,752.26)
Including: Investment income from associates and joint ventures		(15,689,081.65)	(23,167,629.22)
III. Operating profit ("-" denotes loss)		982,565,828.49	1,292,771,697.51
Add: Non-operating income	43	201,738,406.80	274,366,224.82
Less: Non-operating expenses	44	11,381,604.06	11,798,611.64
Including: Loss on disposal of non-current assets		10,496,542.97	5,007,364.04
IV. Total profit ("-" denotes loss)		1,172,922,631.23	1,555,339,310.69
Less: Income tax expenses	45	219,011,201.01	295,797,856.42
V. Net profit ("-" denotes loss)		953,911,430.22	1,259,541,454.27

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

Items 項目	Note V 附註五	RMB 人民幣元	
		Amount for the current period 本期金額	Amount for the previous period 上期金額
Net profit attributable to the equity holders of the Company	歸屬於母公司所有者的淨利潤	835,947,981.16	1,075,291,741.53
Minority interests	少數股東損益	117,963,449.06	184,249,712.74
VI. Earnings per share :	六、 每股收益：		
(I) Basic	(一) 基本每股收益	46 0.41	0.57
(II) Diluted	(二) 稀釋每股收益	46 N/A	N/A
VII. Other comprehensive income	七、 其他綜合收益	47 (20,264.42)	575,603.46
VIII. Total comprehensive income	八、 綜合收益總額	953,891,165.80	1,260,117,057.73
Total comprehensive income attributable to the equity holders of the Company	歸屬於母公司所有者的綜合收益總額	835,927,716.74	1,075,867,344.99
Total comprehensive income attributable to the minority interests	歸屬於少數股東的綜合收益總額	117,963,449.06	184,249,712.74

Chen Hongguo
陳洪國
Legal Representative
法定代表人

Wang Chunfang
王春方
Chief Financial Officer
主管會計工作負責人

Li Dong
李棟
Head of the Finance Section
會計機構負責人

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

INCOME STATEMENTS OF THE COMPANY

For the year ended 31 December 2009

母公司利潤表

2009年12月31日止年度

Items 項目	Note V 附註五	Amount for the current period 本期金額	RMB 人民幣元	
			Amount for the previous period 上期金額	
I. Operating Revenue	一、營業收入	37	13,357,978,212.60	13,557,782,274.40
Less: Cost of operations	減：營業成本	38	11,619,734,565.81	11,949,922,698.03
Tax and levies on operations	營業稅金及附加	39	452,585.56	306,581.16
Selling and distribution expenses	銷售費用		458,289,660.08	340,787,921.65
General and administrative expenses	管理費用		285,897,374.67	207,830,251.32
Finance expenses	財務費用	58	266,064,829.79	197,961,693.30
Loss on impairment of assets	資產減值損失	40	21,603,609.33	11,932,470.59
Add: Gain on change in fair value	加：公允價值變動收益	41	(6,450,000.00)	—
("—" denotes loss)	(損失以「-」號填列)			
Investment income ("—" denotes loss)	投資收益	42	192,819,672.62	302,967,881.91
("—" denotes loss)	(損失以「-」號填列)			
Including: Investment income from associates and joint ventures	其中：對聯營企業和合營企業的投資收益		(15,689,081.65)	(23,167,629.22)
II. Operating profit ("—" denotes loss)	二、營業利潤		892,305,259.98	1,152,008,540.26
("—" denotes loss)	(虧損以「-」號填列)			
Add: Non-operating income	加：營業外收入	43	98,945,831.63	142,693,393.66
Less: Non-operating expenses	減：營業外支出	44	5,194,358.17	5,983,889.34
Including: Loss on disposal of non-current assets	其中：非流動資產處置損失		4,933,009.36	1,388,338.83
III. Total profit ("—" denotes loss)	三、利潤總額		986,056,733.44	1,288,718,044.58
("—" denotes loss)	(虧損總額以「-」號填列)			
Less: Income tax expenses	減：所得稅費用	45	171,534,763.87	271,378,745.12
IV. Net profit ("—" denotes loss)	四、淨利潤		814,521,969.57	1,017,339,299.46
("—" denotes loss)	(淨虧損以「-」號填列)			

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

Items 項目	Note V 附註五	RMB 人民幣元	
		Amount for the current period 本期金額	Amount for the previous period 上期金額
Net profit attributable to the equity holders of the Company	歸屬於母公司所有者的淨利潤	814,521,969.57	1,017,339,299.46
Minority interests	少數股東損益	—	—
V. Earnings per share :	五、每股收益：		
(I) Basic	(一) 基本每股收益	0.40	0.54
(II) Diluted	(二) 稀釋每股收益	N/A	N/A
VI. Other comprehensive income	六、其他綜合收益	47	—
VII. Total comprehensive income	七、綜合收益總額	814,521,969.57	1,017,339,299.46
Total comprehensive income attributable to the equity holders of the Company	歸屬於母公司所有者的綜合收益總額	814,521,969.57	1,017,339,299.46
Total comprehensive income attributable to the minority interests	歸屬於少數股東的綜合收益總額	—	—

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

CONSOLIDATED CASH FLOW STATEMENTS

For the year ended 31 December 2009

合併現金流量表

2009年12月31日止年度

Item 項目	Note V 附註五	RMB 人民幣元	
		Amount for the current period 本期金額	Amount for the previous period 上期金額
I. Cash Flows from Operating Activities :			
Cash received from sales of goods, rendering of services		14,686,482,966.63	16,583,978,475.35
Refund of taxes and levies		19,523,996.24	33,851,926.78
Cash received relating to other operating activities	50	272,854,550.68	237,097,779.40
Subtotal of cash inflows from operating activities		14,978,861,513.55	16,854,928,181.53
Cash paid for goods and services		10,961,732,381.79	12,123,175,577.65
Cash paid to and on behalf of employees		583,867,848.84	696,574,804.91
Payments of taxes and levies		909,030,328.05	1,312,935,590.68
Cash paid relating to other operating activities	51	885,196,694.88	788,101,405.25
Subtotal of cash outflows from operating activities		13,339,827,253.56	14,920,787,378.49
Net cash flows from operating activities		1,639,034,259.99	1,934,140,803.04
II. Cash Flows from Investing Activities :			
Cash received from investments		2,000,000.00	—
Cash received from returns on investments		—	85,876.96
Cash received from disposal of fixed assets, intangible assets and other long-term assets		40,417,685.21	603,818.56
Cash received relating to other investing activities	52	68,939,100.00	57,823,238.62
Subtotal of cash inflows from investing activities		111,356,785.21	58,512,934.14

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

Item 項目	Note V 附註五	RMB 人民幣元	
		Amount for the current period 本期金額	Amount for the previous period 上期金額
Cash paid to acquire fixed assets, intangible assets and other long-term assets	購建固定資產、無形資產 和其他長期資產支付的現金	2,232,671,227.37	1,542,798,830.74
Cash paid on investments	投資支付的現金	6,000,000.00	19,564,645.55
Net cash paid on acquisition of subsidiaries and other operating units	取得子公司及其他營業單位 支付的現金淨額	55 7,131,824.47	—
Subtotal of cash outflows from investing activities	投資活動現金流出小計	2,245,803,051.84	1,562,363,476.29
Net cash used in investing activities	投資活動產生的現金流量淨額	(2,134,446,266.63)	(1,503,850,542.15)
III. Cash Flows from Financing Activities :	三、籌資活動產生的現金流量：		
Cash received from investment	吸收投資收到的現金	—	2,711,191,895.71
Cash received from borrowings	取得借款收到的現金	11,232,280,052.31	6,002,051,512.02
Cash received from issuance of short-term debentures	發行短期融資券收到的現金	—	1,892,400,000.00
Cash received from issuance of medium-term debentures	發行中期票據收到的現金	1,200,000,000.00	—
Cash received relating to other financing activities	收到其他與籌資 活動有關的現金	—	—
Subtotal of cash inflows from financing activities	籌資活動現金流入小計	12,432,280,052.31	10,605,643,407.73
Cash repayments of amounts borrowed	償還債務支付的現金	9,275,173,488.99	7,546,630,384.92
Cash payments for interest expenses, and distribution of dividends or profits	分配股利、利潤或償付 利息支付的現金	648,925,641.59	858,902,641.36
Cash repayments for conversion of short-term debentures	償還短期融資券支付的現金	1,900,000,000.00	500,000,000.00
Cash payments relating to other financing activities	支付其他與籌資 活動有關的現金	54 430,550,075.21	39,043,580.93

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

Item 項目	Note V 附註五	RMB 人民幣元	
		Amount for the current period 本期金額	Amount for the previous period 上期金額
Subtotal of cash outflows from financing activities	籌資活動現金流出小計	12,254,649,205.79	8,944,576,607.21
Net cash flows from financing activities	籌資活動產生的現金流量淨額	177,630,846.52	1,661,066,800.52
IV. Effect of foreign exchange rate changes on cash and cash equivalents	四、匯率變動對現金及 現金等價物的影響	(2,463,797.23)	(17,604,358.18)
V. Net increase in cash and cash equivalents	五、現金及現金等價物淨 增加額	48 (320,244,957.35)	2,073,752,703.23
Add: Cash and cash equivalents at 1 January	加：期初現金及 現金等價物餘額	48 2,687,579,159.85	613,826,456.62
VI. Cash and cash equivalents at 31 December, represented by	六、期末現金及現金等價物餘額	48 2,367,334,202.50	2,687,579,159.85

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

CASH FLOW STATEMENTS OF THE COMPANY

For the year ended 31 December 2009

母公司現金流量表

2009年12月31日止年度

Items 項目	Note V 附註五	RMB 人民幣元	
		Amount for the current period 本期金額	Amount for the previous period 上期金額
I. Cash Flows from Operating Activities :			
Cash received from sales of goods, rendering of services		11,809,013,520.46	12,816,080,559.54
Refund of taxes and levies		—	—
Cash received relating to other operating activities	50	232,946,975.55	163,421,906.83
Subtotal of cash inflows from operating activities		12,041,960,496.01	12,979,502,466.37
Cash paid for goods and services		9,449,618,442.91	10,851,617,699.47
Cash paid to and on behalf of employees		231,873,630.40	272,735,589.72
Payments of taxes and levies		524,174,298.79	782,472,375.13
Cash paid relating to other operating activities	51	1,667,936,417.73	511,205,605.42
Subtotal of cash outflows from operating activities		11,873,602,789.83	12,418,031,269.74
Net cash flows from operating activities		168,357,706.18	561,471,196.63
II. Cash Flows from Investing Activities :			
Cash received from investments		1,692,000,000.00	2,332,000,000.00
Cash received from returns on investments		145,020,754.27	187,328,257.66
Cash received from disposal of fixed assets, intangible assets and other long-term assets		27,464,258.74	1,193,105.59
Cash received relating to other investing activities	52	6,123,100.00	5,643,238.62
Subtotal of cash inflows from investing activities		1,870,608,113.01	2,526,164,601.87

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

Items 項目	Note V 附註五	Amount for the current period 本期金額	RMB 人民幣元 Amount for the previous period 上期金額
Cash paid to acquire fixed assets intangible assets and other long-term assets	購建固定資產、無形資產和 其他長期資產支付的現金	258,719,440.41	108,944,870.20
Cash paid on investments	投資支付的現金	1,853,500,000.00	3,618,100,000.00
Net cash paid on acquisition of subsidiaries and other operating units	取得子公司及其他營業單位 支付的現金淨額	—	—
Subtotal of cash outflows from investing activities	投資活動現金流出小計	2,112,219,440.41	3,727,044,870.20
Net cash used in investing activities	投資活動產生的現金流量淨額	(241,611,327.40)	(1,200,880,268.33)
III. Cash Flows from Financing Activities :	三、籌資活動產生的現金流量：		
Cash received from investment	吸收投資收到的現金	—	2,711,191,895.71
Cash received from borrowings	取得借款收到的現金	9,215,114,498.23	5,332,258,412.74
Cash received from issuance of short-term debentures	發行短期融資券收到的現金	—	1,892,400,000.00
Cash received from issuance of medium-term debentures	發行中期票據收到的現金	1,200,000,000.00	—
Cash received relating to other financing activities	收到其他與籌資活動 有關的現金	53	50,557,068.28
Subtotal of cash inflows from financing activities	籌資活動現金流入小計	10,415,114,498.23	9,986,407,376.73
Cash repayments of amounts borrowed	償還債務支付的現金	7,997,261,208.41	6,890,979,853.42
Cash payments for interest expenses, and distribution of dividends or profits	分配股利、利潤或償付 利息支付的現金	476,168,469.39	596,770,954.15
Cash repayments for conversion of short-term debentures	償還短期融資券支付的現金	1,900,000,000.00	—
Cash payments relating to other financing activities	支付其他與籌資活動 有關的現金	54	460,250,158.46

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

Items 項目	Note V 附註五	RMB 人民幣元	
		Amount for the current period 本期金額	Amount for the previous period 上期金額
Subtotal of cash outflows from financing activities	籌資活動現金流出小計	10,833,679,836.26	7,487,750,807.57
Net cash flows from financing activities	籌資活動產生的現金流量淨額	(418,565,338.03)	2,498,656,569.16
IV. Effect of foreign exchange rate changes on cash and cash equivalents	四、匯率變動對現金及 現金等價物的影響	(2,140,676.32)	(15,199,414.35)
V. Net increase in cash and cash equivalents	五、現金及現金等價物 淨增加額	48 (493,959,635.57)	1,844,048,083.11
Add: Cash and cash equivalents at 1 January	加：期初現金及現金 等價物餘額	48 2,080,005,634.40	235,957,551.29
VI. Cash and cash equivalents at 31 December, represented by	六、期末現金及現金等價物餘額	48 1,586,045,998.83	2,080,005,634.40

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

合併所有者權益變動表

2009年12月31日止年度

CONSOLIDATED STATEMENT OF CHANGE IN SHAREHOLDERS' EQUITY

For the year ended 31 December 2009

: RMB
人民幣元

Items 項目	Amount for the current period 本期金額					Amount for the previous period 上年同期金額								
	Share capital 股本	Capital reserve 資本公積	Surplus reserve 盈餘公積	Undistributed profit 未分配利潤	Transition differences 外幣匯表 折算差額	Minority interests 少數股東權益	Total equity 所有者權益合計	Share capital 股本	Capital reserve 資本公積	Surplus reserve 盈餘公積	Undistributed profit 未分配利潤	Transition differences 外幣匯表 折算差額	Minority interests 少數股東權益	Total equity 所有者權益合計
I. Balance at the beginning of the year	2,062,045,941.00	6,093,483,801.92	835,476,835.53	3,277,197,810.40	879,498.14	1,762,695,763.97	14,021,774,664.96	1,706,345,941.00	3,737,991,936.21	723,742,920.58	2,576,650,949.38	303,894.68	(835,524,653.11)	10,580,559,664.96
II. Change in the current year	—	—	81,452,196.96	651,394,467.15	(20,264.42)	(17,592,625.90)	715,286,157.19	355,700,000.00	2,355,491,895.71	10,733,929.95	700,940,461.02	575,603.46	(72,828,890.14)	3,441,210,000.00
(I) Net profit	—	—	—	835,947,981.16	—	(17,965,449.06)	953,911,430.22	—	—	—	(1,075,291,741.53)	—	(84,249,712.74)	1,259,541,454.27
(II) Other comprehensive income	—	—	—	—	(20,264.42)	—	(20,264.42)	—	—	—	—	575,603.46	—	575,603.46
Sub-total of (I) and (II)	—	—	—	835,947,981.16	(20,264.42)	(17,965,449.06)	953,981,165.80	—	—	—	(1,075,291,741.53)	575,603.46	(84,249,712.74)	1,260,170,577.33
(III) Shareholders' contributions and decrease in capital	—	—	—	—	—	—	—	355,700,000.00	2,355,491,895.71	—	—	—	—	2,711,191,895.71
1. Shareholders' contributions in capital	—	—	—	—	—	—	—	355,700,000.00	—	—	—	—	—	355,700,000.00
2. Others	—	—	—	—	—	—	—	—	2,355,491,895.71	—	—	—	—	2,355,491,895.71
(IV) Profit distribution	—	—	81,452,196.96	(184,554,494.01)	—	(41,001,534.16)	(244,103,801.21)	—	—	10,733,929.95	(74,749,200.51)	—	(47,483,663.78)	(415,990,434.34)
1. Transfer to surplus reserves	—	—	81,452,196.96	(81,452,196.96)	—	—	—	—	—	10,733,929.95	(10,733,929.95)	—	—	—
2. Distribution to shareholders	—	—	—	(103,102,297.05)	—	(41,001,534.16)	(244,103,801.21)	—	—	—	(74,749,200.51)	—	(47,483,663.78)	(415,990,434.34)
(V) Others	—	—	—	—	—	5,498,822.60	5,498,822.60	—	—	—	(273,053,305.56)	—	(147,483,663.78)	(415,990,434.34)
1. Others	—	—	—	—	—	5,498,822.60	5,498,822.60	—	—	—	—	—	(114,594,939.10)	(114,594,939.10)
III. Balance at the end of the current year	2,062,045,941.00	6,093,483,801.92	916,929,032.49	3,928,592,277.55	859,233.72	1,745,103,138.07	14,737,060,822.15	2,062,045,941.00	6,093,483,801.92	825,516,603.53	3,277,197,810.40	879,498.14	(1,762,695,763.97)	14,021,774,664.96

XI PRC Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with Accounting Standards for Business Enterprises

第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

母公司所有者權益變動表

2009年12月31日止年度

: RMB
人民幣元

STATEMENT OF CHANGE IN SHAREHOLDERS' EQUITY OF THE COMPANY

For the year ended 31 December 2009

Items 項目	Amount for the current period 本期金額				Amount for the previous period 上年同期金額					
	Share capital 股本	Capital reserve 資本公積	Surplus reserve 盈餘公積	Undistributed profit 未分配利潤	Total equity 所有者權益合計	Share capital 股本	Capital reserve 資本公積	Surplus reserve 盈餘公積	Undistributed profit 未分配利潤	Total equity 所有者權益合計
I. Balance at the beginning of the year	2,062,045,941.00	6,184,215,988.77	813,287,268.62	2,152,346,247.34	11,211,895,445.73	1,706,345,941.00	3,827,378,359.74	711,553,338.67	1,509,756,228.39	7,755,033,867.80
II. Changes in the current year										
(I) Net profit	—	—	81,452,196.96	629,967,475.56	711,419,672.52	355,700,000.00	2,356,837,629.03	101,733,929.95	642,590,018.95	3,456,861,577.93
(II) Other comprehensive income	—	—	—	814,521,969.57	814,521,969.57	—	—	—	1,017,339,299.46	1,017,339,299.46
	—	—	—	—	—	—	1,345,733.32	—	—	1,345,733.32
Sub-total of (I) and (II)	—	—	—	814,521,969.57	814,521,969.57	—	1,345,733.32	—	1,017,339,299.46	1,018,685,032.78
(III) Shareholders' contributions and decrease in capital	—	—	—	—	—	355,700,000.00	2,355,491,895.71	—	—	2,711,191,895.71
I. Shareholders' contributions in capital	—	—	—	—	—	355,700,000.00	—	—	—	355,700,000.00
2. Others	—	—	—	—	—	—	2,355,491,895.71	—	—	2,355,491,895.71
(IV) Profit distribution	—	—	81,452,196.96	(184,554,494.01)	(103,102,297.05)	—	—	101,733,929.95	(374,749,280.51)	(273,015,350.56)
1. Transfer to surplus reserves	—	—	81,452,196.96	(81,452,196.96)	—	—	—	101,733,929.95	(101,733,929.95)	—
2. Distribution to shareholders	—	—	—	(103,102,297.05)	(103,102,297.05)	—	—	—	(273,015,350.56)	(273,015,350.56)
(V) Others	—	—	—	—	—	—	—	—	—	—
III. Balance at the end of the current year	2,062,045,941.00	6,184,215,988.77	894,739,465.58	2,782,313,722.90	11,923,315,118.25	2,062,045,941.00	6,184,215,988.77	813,287,268.62	2,152,346,247.34	11,211,895,445.73

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第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2009

I. GENERAL INFORMATION

Shandong Chenming Paper Holdings Limited (hereinafter referred as the "Company"), whose predecessor was Shandong Shouguang Paper Mill Corporation, was reorganized to become a joint stock limited company by way of private placement in May 1993. In December 1996, with the approval issued by the Shandong Provincial Government (Lu Gu Zi [1996] Document No. 270) and by the Securities Committee of the State Council (Zheng Wei [1996] Document No.59), the Company was reorganized to become a joint stock limited company by way of public subscription.

In May 1997, with the approval issued by the Securities Committee of the State Council (Zheng Wei Fa [1997] Document No. 26), the Company issued 115 million B Shares in connection with its international offering. B-shares from this issuance were listed on the Shenzhen Stock Exchange on 26 May 1997.

In September 2000, with the approval issued by China Securities Regulatory Committee (hereinafter referred as the "CSRC") (Zheng Jian Gong Si Zi [2000] Document No. 151), the Company issued 70 million A Shares. A-shares from this issuance were listed on the Shenzhen Stock Exchange on 20 November 2000.

In June 2008, with the approval issued by the Stock Exchange of Hong Kong Limited (hereinafter referred as the "Stock Exchange"), the Company issued 355,700,000 H shares. Meanwhile, the relevant state shareholders of the Company performed the reduction of state-owned shares, by way of transferring to the Social Security Fund Council (the "NSSF Council") such number of shares held by it, representing 35,570,000 shares, which were converted into overseas listed foreign shares (H shares) afterwards. H-shares from this issuance were issued and listed on the Hong Kong Stock Exchange on 18 June 2008.

As at 31 December 2009, the Company held 2,062,045,941 shares in total (refer to note V.33).

The business scope of the Company and its subsidiaries (hereinafter referred as the "Group") covers: processing and sale of paper products (including machine made paper and paperboard), paper making raw materials and machinery; generation and sale of electricity and steam; timber, saplings growing, processing and sale of timber; manufacturing, processing and sale of wood products; and manufacturing and sale of laminated boards and fortified wooden floorboards.

Shouguang Chenming Holdings Co., Ltd is the largest shareholder of the Company.

財務報表附註

截至二零零九年十二月三十一日止年度

一、公司基本情況

山東晨鳴紙業集團股份有限公司(以下簡稱「本公司」或「公司」)前身為山東省壽光縣造紙總廠，於1993年5月改組設立為定向募集的股份有限公司。1996年12月，經山東省人民政府魯改字[1996]270號文及國務院證券委員會證委[1996]59號文批准，本公司改組為募集設立的股份有限公司。

1997年5月，經國務院證券委員會證委發[1997]26號文批准，本公司公開發行境內上市外資股(B股)11,500萬股股票。本次發行的B股股票於1997年5月26日起在深圳證券交易所掛牌交易。

2000年9月，經中國證券監督管理委員會(以下簡稱「中國證監會」)證監公司字[2000]151號文批准，本公司增發人民幣普通股股票(A股)7,000萬股。本次增發的A股股票於2000年11月20日起在深圳證券交易所掛牌交易。

2008年6月，經香港聯合交易所有限公司(以下簡稱「香港聯交所」)核准，本公司發行355,700,000股H股，同時，本公司相關國有股東為進行國有股減持而劃撥給全國社會保障基金理事會並轉為境外上市外資股(H股)的股票3,557萬股。本次增發的H股股票於2008年6月18日在香港聯交所掛牌上市交易。

截至2009年12月31日止，公司股本總額變為2,062,045,941股，詳見附註五、33。

本公司及其子公司(以下簡稱「本集團」或「集團」)經營範圍為：機製紙及紙板等紙製品和造紙原料、造紙機械的加工、銷售，電力、熱力的生產、銷售，林木種植、苗木培育、木材加工及銷售，木製品的生產、加工及銷售，人造板、強化木地板等的生產及銷售。

本公司的第一大股東為壽光晨鳴控股有限公司。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY

Basis of preparation and principle of measurement

The Group's financial statements have been prepared on an accrual basis. Except for consumable biological assets and certain financial instruments which are measured at fair value, the financial statements are prepared under the historical cost convention. In the event that depreciation of assets occurs, a provision for impairment is made accordingly in accordance with the relevant regulations.

Statement of Compliance with the Accounting Standards for Business Enterprises ("ASBEs")

The financial statements have been prepared in conformity with the ASBEs, which truly and fully reflect the financial positions of the Company and the Group as at 31 December 2009, and the operating results and cash flows of the Company and the Group for the year of 2009.

Accounting Period

The fiscal year of the Group is from 1 January to 31 December of each calendar year.

Reporting currency

The currency of the primary economic environment in which the Company and its domestic subsidiaries operate is Renminbi ("RMB"). The Company and its domestic subsidiaries regard RMB as their reporting currency. Overseas subsidiaries of the Company recognize U.S. dollar as their reporting currency according to the primary economic environment in which these subsidiaries operate. The Group prepares its financial statement based on RMB.

The accounting treatment of business combination under common control and not under common control

Business combination refers the transaction or event to combine two or more independent entities into one reporting subject. Business combination is classified into business combination under common control and not under common control.

The Group recognizes assets and liabilities obtained arising from business combination recognized on the date of merger or acquisition. The date of merger or acquisition means the date on which the controlling right of the entity being merged or of the acquiree is obtained, which is the date on which the control over the net assets or production and management decision is assigned to the Group.

二、公司主要會計政策和會計估計

記賬基礎和計價原則

本集團會計核算以權責發生制為記賬基礎。除消耗性生物資產及某些金融工具以公允價值計量外，本財務報表以歷史成本作為計量基礎。資產如果發生減值，則按照相關規定計提相應的減值準備。

遵循企業會計準則的聲明

本公司編製的財務報表符合企業會計準則的要求，真實、完整地反映了本公司於2009年12月31日的公司及合併財務狀況以及2009年度的公司及合併經營成果和公司及合併現金流量。

會計期間

本集團的會計年度為公曆年度，即每年1月1日起至12月31日止。

記賬本位幣

人民幣為本公司及境內子公司經營所處的主要經濟環境中的貨幣，本公司及境內子公司以人民幣為記賬本位幣。本公司之境外子公司根據其經營所處的主要經濟環境中的貨幣確定美元為其記賬本位幣。本集團編製本財務報表時所採用的貨幣為人民幣。

同一控制下和非同一控制下企業合併的會計處理方法

企業合併指將兩個或兩個以上單獨的企業合併形成一個報告主體的交易或事項。企業合併分為同一控制下企業合併和非同一控制下企業合併。

本集團在合併日或購買日確認因企業合併取得的資產、負債。合併日或購買日為實際取得對被合併方或被購買方控制權的日期，即被合併方或被購買方的淨資產或生產經營決策的控制權轉移給本集團的日期。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

The accounting treatment of business combination under common control and not under common control (Cont'd)

Business combinations and goodwill involving entities not under common control

A business combination involving entities not under common control is a business combination in which all of the combining entities are not ultimately controlled by the same party or parties both before and after the business combination. For business combination involving entities not under common control, the acquirer is the entity that obtains control of the other entities participating in the combination at the acquisition date, and the other entities participating in the combination are the acquirees.

For business combination involving entities not under common control, the cost of a business combination is the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the acquirer, in exchange for control of the acquiree plus any costs directly attributable to the business combination. When the business combination is achieved in stage, the cost of the combination is the aggregate cost of the individual transactions. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the acquirer shall include the amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably.

The acquiree's identifiable assets, liabilities and contingent liabilities acquired from business combination involving entities not under common control are recognized at their fair values at the acquisition date if the recognition conditions are met.

Where the cost of a business combination exceeds the acquirer's interest in the fair value of the acquiree's identifiable net assets, the difference is recognized as goodwill. Where the cost of a business combination is less than the acquirer's interest in the fair value of the acquiree's identifiable net assets, the acquirer reassesses the measurement of the fair values of the acquiree's identifiable net assets, liabilities and contingent liabilities and the measurement of the cost of combinations. If after that reassessment, the cost of combination is still less than the acquirer's interest in the fair value of the acquiree's identifiable net assets, the difference is recognized in the profit or loss for the current period.

二、公司主要會計政策和會計估計 (續)

同一控制下和非同一控制下企業合併的會計處理方法 (續)

非同一控制下的企業合併及商譽

參與合併的企業在合併前後不受同一方或相同的多方最終控制，為非同一控制下的企業合併。非同一控制下的企業合併，在購買日取得對其他參與合併企業控制權的一方為購買方，參與合併的其他企業為被購買方。

對於非同一控制下的企業合併，合併成本為購買日為取得被購買方的控制權而付出的資產、發生或承擔的負債以及發行的權益性工具的公允價值，以及為企業合併而發生的各項直接相關費用。通過多次交換交易分步實現的企業合併，合併成本為每一單項交易成本之和。在合併合同中對可能影響合併成本的未來事項作出約定的，購買日如果估計未來事項很可能發生並且對合併成本的影響金額能夠可靠計量的，也計入合併成本。

非同一控制下企業合併中所取得的被購買方符合確認條件的可辨認資產、負債及或有負債在收購日以公允價值計量。

合併成本大於合併中取得的被購買方可辨認淨資產公允價值份額的差額，確認為商譽。合併成本小於合併中取得的被購買方可辨認淨資產公允價值份額的，首先對取得的被購買方各項可辨認資產、負債及或有負債的公允價值以及合併成本的計量進行覆核，覆核後合併成本仍小於合併中取得的被購買方可辨認淨資產公允價值份額的，計入當期損益。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

The accounting treatment of business combination under common control and not under common control (Cont'd)

Business combinations and goodwill involving entities not under common control (Cont'd)

Goodwill arising in a business combination shall be tested for impairment annually. For the purpose of impairment testing, goodwill shall be considered together with the related asset groups or sets of asset groups. For the purpose of impairment testing, the carrying amount of goodwill shall, from the acquisition date, be allocated on a reasonable basis to each of the related asset groups; when it is difficult to be allocated to the related asset groups, it is allocated to the relevant asset group portfolio. If the recoverable amount is less than the carrying amount, the Group shall recognize an impairment loss. The amount of impairment loss shall first reduce the carrying amount of any goodwill allocated to the asset group or set of asset groups, and then reduce the carrying amount of other assets (other than goodwill) within the asset group or set of asset groups, pro rata on the basis of the carrying amount of each asset.

The recoverable amount of an asset is the higher of its fair value less costs of disposal and the present value of the future cash flows expected to be derived from the asset.

An asset's fair value is the price in a sale agreement in an arm's length transaction. If there is no sale agreement but the asset is traded in an active market, fair value shall be determined based on the bid price. If there is neither sale agreement nor active market for an asset, fair value shall be based on the best available information. Costs of disposal are expenses attributable to disposal of the asset, including legal fee, relevant tax and surcharges, transportation fee and direct expenses incurred to prepare the asset for its intended sale. The present value of the future cash flows expected to be derived from the asset over the course of continued use and final disposal is determined as the amount discounted using an appropriately selected discount rate.

An impairment loss recognized on goodwill shall not be reversed in a subsequent period.

二、公司主要會計政策和會計估計 (續)

同一控制下和非同一控制下企業合併的會計處理方法 (續)

非同一控制下的企業合併及商譽 (續)

因企業合併形成的商譽每年均進行減值測試。對商譽進行減值測試時，結合與其相關的資產組或者資產組組合進行。即，自購買日起將商譽的賬面價值按照合理的方法分攤到相關的資產組，難以分攤到相關的資產組的，分攤到相關的資產組組合，如包含分攤的商譽的資產組或資產組組合的可收回金額低於其賬面價值的，確認相應的減值損失。減值損失金額首先抵減分攤到該資產組或資產組組合的商譽的賬面價值，再根據資產組或資產組組合中除商譽以外的其他各項資產的賬面價值所佔比重，按比例抵減其他各項資產的賬面價值。

可收回金額為資產的公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之中的較高者。

資產的公允價值根據公平交易中銷售協議價格確定；不存在銷售協議但存在資產活躍市場的，公允價值按照該資產的買方出價確定；不存在銷售協議和資產活躍市場的，則以可獲取的最佳信息為基礎估計資產的公允價值。處置費用包括與資產處置有關的法律費用、相關稅費、搬運費以及為使資產達到可銷售狀態所發生的直接費用。資產預計未來現金流量的現值，按照資產在持續使用過程中 and 最終處置時所產生的預計未來現金流量，選擇恰當的折現率對其進行折現後的金額加以確定。

商譽減值損失一經確認，在以後會計期間不予轉回。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Basis for Preparation of Consolidated Financial Statements

The scope of consolidated financial statements is determined on the basis of control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its operating activities.

The Group recognizes the date when control of subsidiaries was substantially transferred as the date of acquisition or disposal. For disposal of subsidiaries, operating results and cash flows of such subsidiaries from the period beginning to the date of disposal are included into the consolidated income statement and consolidated cash flow statement; for disposal of subsidiaries during the reporting period, no adjustment shall be made to the opening balance of the consolidated balance sheet. For those subsidiaries acquired through business combination not under common control, the operating results and cash flows after the acquisition date have been properly included in the consolidated income statements and consolidated cash flow statements. No adjustments shall be made to the opening balance of the consolidated balance sheet and the comparative consolidated financial statements amount. For those subsidiaries acquired through business combination under common control, the operating results and cash flows from the opening of the consolidation period to the consolidation date are also presented in the consolidated income statement and the consolidated cash flow statements. The comparative consolidated financial statements amount is also adjusted respectively.

Major accounting policies and accounting periods adopted by the subsidiaries are defined according to the standardized accounting policies and accounting periods stipulated by the Company.

All significant intra-group accounts and transactions between the parent company and its subsidiaries or between subsidiaries are eliminated on consolidation.

二、公司主要會計政策和會計估計 (續)

合併財務報表的編製方法

合併財務報表的合併範圍以控制為基礎予以確定。控制是指本集團能夠決定另一個企業的財務和經營政策，並能據以從該企業的經營活動中獲取利益的權力。

本集團將取得或失去對子公司控制權的日期作為購買日和處置日。對於處置的子公司，處置日前的經營成果和現金流量已經適當地包括在合併利潤表和合併現金流量表中；當期處置的子公司，不調整合併資產負債表的期初數。非同一控制下企業合併增加的子公司，其購買日後的經營成果及現金流量已經適當地包括在合併利潤表和合併現金流量表中，且不調整合併財務報表的期初數和對比數。同一控制下企業合併增加的子公司，其自合併當期期初至合併日的經營成果和現金流量已經適當地包括在合併利潤表和合併現金流量表中，並且同時調整合併財務報表的對比數。

子公司採用的主要會計政策和會計期間按照公司統一規定的會計政策和會計期間釐定。

公司與子公司及子公司相互之間的所有重大賬目及交易於合併時抵銷。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Basis for Preparation of Consolidated Financial Statements (Cont'd)

The portion of a subsidiary's equity that is not attributable to the parent is treated as minority interests and presented as "minority interest" in the consolidated balance sheet within owners' equity. The portion of net profits or losses of subsidiaries for the period attributable to minority interests is presented in the consolidated income statement under the "net profit" line item as "minority interests". When the amount of loss attributable to the minority shareholders of a subsidiary exceeds the minority shareholders' portion of the opening balance of owners' equity of the subsidiary, where the minority shareholders have a binding obligation under the articles of association or an agreement and are able to make an additional investment to cover the loss, the excess amount shall be allocated against minority interest; otherwise the excess amount shall be allocated against equity attributable to the shareholders of the parent. If the subsidiary subsequently reports profits, such profits shall be allocated to shareholders' equity attributable to the parent until the minority shareholders' share of losses previously absorbed by the parent has been recovered.

Cash and cash equivalents

Cash represent the Group's treasury cash and deposit withdrawn on demand. Cash equivalents held by the Group represent short-term and highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of value change.

Foreign currency and translation of statements denominated in foreign currency Foreign currency

On initial recognition, foreign currency transactions are translated into the reporting currency using the spot exchange rate prevailing at the date of transaction.

At the balance sheet date, monetary items denominated in foreign currencies are translated to RMB using the spot exchange rate at that date. Exchange differences arising from the difference between the spot exchange rate on the balance sheet date on which foreign currency monetary items are translated at the spot exchange rate and the spot exchange rate at the time of initial recognition or on the last balance sheet date shall be recorded into the profit or loss for the period.

Non-monetary items denominated in foreign currency measured at historical cost shall continue to be translated into the reporting currency at the spot exchange rate at the date of transaction.

二、公司主要會計政策和會計估計 (續)

合併財務報表的編製方法 (續)

子公司所有者權益中不屬於母公司的份額作為少數股東權益，在合併資產負債表中所有者權益項目下以「少數股東權益」項目列示。子公司當期淨損益中屬於少數股東權益的份額，在合併利潤表中淨利潤項目下以「少數股東損益」項目列示。少數股東分擔的子公司的虧損超過了少數股東在該子公司期初所有者權益中所享有的份額，如果公司章程或協議規定少數股東有義務承擔並且有能力予以彌補的，沖減少數股東權益，否則沖減歸屬於母公司股東的權益。該子公司以後期間實現的利潤，在彌補了母公司股東承擔的屬於少數股東的損失之前，全部作為歸屬於母公司股東的權益。

現金及現金等價物的確定標準

現金是指本集團庫存現金以及可以隨時用於支付的存款。現金等價物是指本集團持有的期限短、流動性強、易於轉換為已知金額現金、價值變動風險很小的投資。

外幣業務和外幣報表折算 外幣業務

外幣交易在初始確認時採用交易發生日的即期匯率折算。

於資產負債表日，外幣貨幣性項目採用該日即期匯率折算為人民幣，因該日的即期匯率與初始確認時或者前一資產負債表日即期匯率不同而產生的匯兌差額，除了符合資本化條件的外幣專門借款的匯兌差額在資本化期間予以資本化計入相關資產的成本，均計入當期損益。

以歷史成本計量的外幣非貨幣性項目仍以交易發生日的即期匯率折算的記賬本位幣金額計量。

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Foreign currency and translation of statements denominated in foreign currency (Cont'd)

Translation of Financial Statements Denominated in Foreign Currency

Exchange differences arising from change in exchange rate where the preparation of consolidated financial statements relates to overseas operation and foreign currency monetary items materially constitute net investment in overseas operation shall be recorded into "translation reserve" in the shareholders' equity; disposal of overseas operation shall be included into profits and losses on disposal in the current period.

The financial statements denominated in foreign currency of a foreign operation are translated to RMB in comply with the following requirement: assets and liabilities on the balance sheet are translated at the spot exchange rate prevailing at the balance sheet date; all equity items except for inappropriate profits are translated at the spot exchange rates at the dates on which such items arose; income and expenses in the income statement are translated at the spot exchange rate at the date of transaction; the inappropriate profits brought forward are reported at the prior year's closing balance; the inappropriate profits carried forward are calculated, based on the translated amounts of profits and other profit appropriation items; and all exchange differences resulting from the translation are recognized separately as "translation reserve" in the shareholders' equity on the balance sheet.

On disposal of foreign operations, exchange differences arising from the translation of financial statements denominated in foreign currencies related to the disposed foreign operation which has been included in shareholders' equity in the balance sheet, shall be transferred to profit or loss in whole or in proportionate share in the period in which the disposal took place.

Cash flow dominated in foreign currency or from foreign subsidiaries shall be translated at the spot exchange rate when it incurs. Effects arising from changes of exchange rate of cash and cash equivalents shall be presented separately as "Effect of changes in exchange rates on cash and cash equivalents" in the cash flow statement.

二、公司主要會計政策和會計估計 (續)

外幣業務和外幣報表折算 (續)

外幣財務報表折算

編製合併財務報表涉及境外經營的，如有實質上構成對境外經營淨投資的外幣貨幣性項目，因匯率變動而產生的匯兌差額，列入所有者權益「外幣報表折算差額」項目；處置境外經營時，計入處置當期損益。

境外經營的外幣財務報表按以下方法折算為人民幣報表：資產負債表中的所有資產、負債類項目按資產負債表日的即期匯率折算；除「未分配利潤」項目外的股東權益項目按發生時的即期匯率折算；利潤表中的所有項目及反映利潤分配發生額的項目按交易發生日的即期匯率折算；年初未分配利潤為上一年折算後的年末未分配利潤；年末未分配利潤按折算後的利潤分配各項目計算列示；折算後資產類項目與負債類項目和股東權益類項目合計數的差額，作為外幣報表折算差額在資產負債表中所有者權益項目下單獨列示。

處置境外經營時，將資產負債表中股東權益項目下列示的、與該境外經營相關的外幣報表折算差額，全部或按處置該境外經營的比例轉入處置當期損益。

外幣現金流量以及境外子公司的現金流量，採用現金流量發生日的即期匯率折算，匯率變動對現金及現金等價物的影響額，作為調節項目，在現金流量表中以「匯率變動對現金及現金等價物的影響」單獨列示。

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Foreign currency and translation of statements denominated in foreign currency (Cont'd)

Translation of Financial Statements Denominated in Foreign Currency(Cont'd)

The opening balances and prior year's figures are presented according to the translated amounts of the prior year.

Financial instruments

Method of determination of the fair value for financial assets and financial liabilities

The fair value refers to the amount, at which both willing parties to a fair transaction who are familiar with the condition exchange their assets or clear off their debts under fair conditions. Financial instruments exist in an active market. Fair value is determined based on the quoted price in such market. An active market refers to where pricing is easily and regularly obtained from exchanges, brokers, industrial organizations and price-fixing service organizations, representing the actual price of a market transaction that takes place in a fair deal. While financial instruments do not exist in an active market, the fair value is determined using valuation techniques. Valuation technologies include reference to be familiar with situation and prices reached in recent market transactions entered into by both willing parties, reference to present fair values of similar other financial instruments, cash flow discounting method and option pricing models.

Classification, recognition and measurement of the financial assets

By way of buying and selling the financial assets in a regular way, recognition and derecognition are carried out according to the accounts on the transaction day. Financial assets are divided into financial assets at fair value through profit or loss, held-to-maturity investments, loans and the accounts receivable and available for-sale financial assets when they are initially recognized. Financial assets and financial liabilities are initially recognized at fair value. For financial assets and financial liabilities classified as fair value through profit or loss, relevant transaction costs are directly recognized in profit or loss for the period. For financial assets classified as other categories, relevant transaction costs are included in the amount initially recognized.

Financial assets are classified at initial recognition with reference to the nature and the purpose of holding. The Group's financial assets are mainly financial assets held for trading, trust loans and accounts receivable.

二、公司主要會計政策和會計估計(續)

外幣業務和外幣報表折算(續)

外幣財務報表折算(續)

年初數和上年實際數按照上年財務報表折算後的數額列示。

金融工具

金融資產和金融負債的公允價值確定方法

公允價值，指在公平交易中，熟悉情況的交易雙方自願進行資產交換或債務清償的金額。金融工具存在活躍市場的，本集團採用活躍市場中的報價確定其公允價值。活躍市場中的報價是指易於定期從交易所、經紀商、行業協會、定價服務機構等獲得的價格，且代表了在公平交易中實際發生的市場交易的價格。金融工具不存在活躍市場的，本集團採用估值技術確定其公允價值。估值技術包括參考熟悉情況並自願交易的各方最近進行的市場交易中使用的價格、參照實質上相同的其他金融工具當前的公允價值、現金流量折現法和期權定價模型等。

金融資產的分類、確認和計量

以常規方式買賣金融資產，按交易日會計進行確認和終止確認。金融資產在初始確認時劃分為以公允價值計量且其變動計入當期損益的金融資產、持有至到期投資、貸款和應收款項以及可供出售金融資產。初始確認金融資產，以公允價值計量。對於以公允價值計量且其變動計入當期損益的金融資產，相關的交易費用直接計入當期損益，對於其他類別的金融資產，相關交易費用計入初始確認金額。

金融資產依據其性質及持有目的在初始確認時進行分類，本集團金融資產主要為交易性金融資產、委託貸款和應收款項。

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Financial instruments (Cont'd)

Financial assets carried at fair value through profit or loss for the current period

They include financial assets held for trading and financial assets designated as at fair value through profit or loss for the current period. The Group's financial assets at fair value through profit or loss for the current period are all financial assets held for trading.

Financial assets may be classified as financial assets held for trading if one of the following conditions is met: (1) the financial assets is acquired or incurred principally for the purpose of selling or repurchasing it in the near term; (2) the financial assets is part of a portfolio of identified financial instruments that are managed together and for which there is objective evidence of a recent pattern of short-term profit-taking; or (3) the financial assets is a derivative, excluding the derivatives designated as effective hedging instruments, the derivatives classified as financial guarantee contract, and the derivatives linked to an equity instrument investment which has no quoted price in an active market nor a reliably measured fair value and are required to be settled through that equity instrument.

Financial assets held for trading are subsequently measured at fair value. The gain or loss arising from changes in fair value and dividends and interest income related to such financial assets are charged to profit or loss for the current period.

Loans and accounts receivable

Loans and accounts receivable are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Financial assets, including entrusted loans, bills receivables, accounts receivable and other receivables, are classified as loans and accounts receivable by the Group.

Trust loans and accounts receivable adopt the actual interest rate method to carry out the ongoing measure based on amortized costs. On derecognition, profit or loss arising from impairment or amortization is carried at profit or loss for the current period.

二、公司主要會計政策和會計估計 (續)

金融工具 (續)

以公允價值計量且其變動計入當期損益的金融資產

包括交易性金融資產和指定為以公允價值計量且其變動計入當期損益的金融資產。本集團以公允價值計量且其變動計入當期損益的金融資產均為交易性金融資產。

交易性金融資產是指滿足下列條件之一的金融資產：(1)取得該金融資產的目的，主要是為了近期内出售或回購；(2)屬於進行集中管理的可辨認金融工具組合的一部分，且有客觀證據表明本集團近期採用短期獲利方式對該組合進行管理；(3)屬於衍生工具，但是，被指定且為有效套期工具的衍生工具、屬於財務擔保合同的衍生工具、與在活躍市場中沒有報價且其公允價值不能可靠計量的權益工具投資掛鉤並須通過交付該權益工具結算的衍生工具除外。

交易性金融資產採用公允價值進行後續計量，公允價值變動形成的利得或損失以及與該金融資產相關的股利和利息收入計入當期損益。

貸款和應收款項

是指在活躍市場中沒有報價、回收金額固定或可確定的非衍生金融資產。本集團劃分為貸款和應收款的金融資產包括委託貸款、應收票據、應收賬款及其他應收款等。

貸款和應收款項採用實際利率法，按攤余成本進行後續計量，在終止確認、發生減值或攤銷時產生的利得或損失，計入當期損益。

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Financial instruments (Cont'd)

Impairment of financial assets

In addition to financial assets at fair value through profit or loss for the current period, the Group reviews the book value of other financial assets at each balance sheet date and provide for impairment where there is objective evidence that financial assets are impaired.

Objective evidence of impairment on financial asset includes those observable matters listed as follows: (1) issuers or debtors encounter severe financial difficulties; (2) debtors violate terms of contract, such as a breach of rules or delay during settlement of interests or principal; (3) the Group gives way to those under financial difficulty accounting on economic or legal reasons; (4) debtors may go into liquidation or conduct other financial reorganization; (5) transaction of the financial assets ceases in the active market as the issuer encounters great financial difficulties; (6) any reduction in cash flow of certain assets among a group of financial assets cannot be identified, while it is discovered that the estimated future cash flow of the financial assets has been reduced and can be measured since initial recognition after an overall evaluation based on disclosed information, including that the repayment capability of the debtor of the group of financial assets gradually deteriorates, economy difficulties of the country or region where the debtor is staying appear a situation where this group of financial assets cannot be paid; (7) significant and adverse changes have taken place in the technological, market, economic or legal environments in which the debtor operates, making investors of equity instruments difficult to recover the investment cost; (8) substantial or non-temporary reduction of the fair value of investment on equity instruments; and (9) other objective evidence showing signs of impairment on financial assets.

For a financial asset that is individually significant, the Group assesses the asset individually for impairment. For a financial asset that is not individually significant, the Group assess the asset individually for impairment or include the asset in a group of financial assets with similar credit risk characteristics and collectively assess them for impairment. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether the financial asset is individually significant or not, the financial asset is included in a group of financial assets with similar credit risk characteristics and collectively assessed for impairment. Financial assets for which an impairment loss is individually recognized are not included in the collective assessment for impairment.

二、公司主要會計政策和會計估計 (續)

金融工具 (續)

金融資產減值

除了以公允價值計量且其變動計入當期損益的金融資產外，本集團在每個資產負債表日對其他金融資產的賬面價值進行檢查，有客觀證據表明金融資產發生減值的，計提減值準備。

金融資產發生減值的客觀證據，包括下列可觀察到的各項事項：(1)發行方或債務人發生嚴重財務困難；(2)債務人違反了合同條款，如償付利息或本金發生違約或逾期等；(3)本集團出於經濟或法律等方面因素的考慮，對發生財務困難的債務人作出讓步；(4)債務人很可能倒閉或者進行其他財務重組；(5)因發行方發生重大財務困難，導致金融資產無法在活躍市場繼續交易；(6)無法辨認一組金融資產中的某項資產的現金流量是否已經減少，但根據公開的數據對其進行總體評價後發現，該組金融資產自初始確認以來的預計未來現金流量確已減少且可計量，包括：該組金融資產的債務人支付能力逐步惡化；債務人所在國家或地區經濟出現了可能導致該組金融資產無法支付的狀況；(7)債務人經營所處的技術、市場、經濟或法律環境等發生重大不利變化，使權益工具投資人可能無法收回投資成本；(8)權益工具投資的公允價值發生嚴重或非暫時性下跌；(9)其他表明金融資產發生減值的客觀證據。

本集團對單項金額重大的金融資產單獨進行減值測試；對單項金額不重大的金融資產，單獨進行減值測試或包括在具有類似信用風險特徵的金融資產組合中進行減值測試。單獨測試未發生減值的金融資產(包括單項金額重大和不重大的金融資產)，包括在具有類似信用風險特徵的金融資產組合中再進行減值測試。已單項確認減值損失的金融資產，不包括在具有類似信用風險特徵的金融資產組合中進行減值測試。

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Financial instruments (Cont'd)

Impairment of loans and accounts receivable

The carrying amount of financial assets measured as costs or amortized costs are subsequently reduced to the present value discounted from its projected future cash flow. The reduced amount is recognized as impairment loss and recorded as profit or loss for the period. After recognition of the impairment loss from financial assets, if there is objective evidence showing recovery in value of such financial assets impaired and which is related to any event occurring after such recognition, the impairment loss originally recognized shall be reversed to the extent that the carrying value of the financial assets upon reversal will not exceed the amortized cost as at the reversal date assuming there is no provision for impairment.

Recognition and measurement of transfers of financial asset

Financial asset that satisfied any of the following criteria shall be derecognized: (1) the contract right to recover the cash flows of the financial asset has terminated; (2) the financial asset, along with substantially all the risk and return arising from the ownership of the financial asset, has been transferred to the transferee; and (3) the financial asset has been transferred to the transferee, and the transferor has given up the control on such financial asset, though it does not assign maintain substantially all the risk and return arising from the ownership of the financial asset.

When the entity does not either assign or maintain substantially all the risk and return arising from the ownership of the financial asset and does not give up the control on such financial asset, to the extent of its continuous involvement in the financial asset, the entity recognizes it as a related financial asset and recognizes the relevant liability accordingly. The extent of the continuous involvement is the extent to which the entity exposes to changes in the value of such financial assets.

On derecognition of a financial asset, the difference between the following amounts is recognized in profit or loss for the current period: the carrying amount and the sum of the consideration received and any accumulated gain or loss that had been recognized directly in equity.

If a part of the financial assets qualifies for derecognition, the carrying amount of the financial asset is allocated between the part that continues to be recognized and the part that qualifies for derecognition, based on the fair values of the respective parts. The difference between the following amounts is recognized in profit or loss for the period: the sum of the consideration received and the carrying amount of the part that qualifies for derecognition and the aforementioned carrying amount.

二、公司主要會計政策和會計估計 (續)

金融工具 (續)

貸款和應收款項減值

以成本或攤余成本計量的金融資產將其賬面價值減記至預計未來現金流量現值，減記金額確認為減值損失，計入當期損益。金融資產在確認減值損失後，如有客觀證據表明該金融資產價值已恢復，且客觀上與確認該損失後發生的事項有關，原確認的減值損失予以轉回，金融資產轉回減值損失後的賬面價值不超過假定不計提減值準備情況下該金融資產在轉回日的攤餘成本。

金融資產轉移的確認依據和計量方法

滿足下列條件之一的金融資產，予以終止確認：(1)收取該金融資產現金流量的合同權利終止；(2)該金融資產已轉移，且將金融資產所有權上幾乎所有的風險和報酬轉移給轉入方；(3)該金融資產已轉移，雖然企業既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬，但是放棄了對該金融資產控制。

若企業既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬，且未放棄對該金融資產的控制的，則按照繼續涉入所轉移金融資產的程度確認有關金融資產，並相應確認有關負債。繼續涉入所轉移金融資產的程度，是指該金融資產價值變動使企業面臨的風險水平。

金融資產整體轉移滿足終止確認條件的，將所轉移金融資產的賬面價值及因轉移而收到的對價與原計入其他綜合收益的公允價值變動累計額之和的差額計入當期損益。

金融資產部分轉移滿足終止確認條件的，將所轉移金融資產的賬面價值在終止確認及未終止確認部分之間按其相對的公允價值進行分攤，並將因轉移而收到的對價與應分攤至終止確認部分的原計入其他綜合收益的公允價值變動累計額之和與分攤的前述賬面金額之差額計入當期損益。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Financial instruments (Cont'd)

Classification and measurement of financial liabilities

At initial recognition, financial liabilities are classified either as "financial liabilities at fair value through profit or loss" or "other financial liabilities". Financial liabilities are initially recognized at fair value. For financial liabilities classified as fair value through profit or loss, relevant transaction costs are directly recognized in profit or loss for the period. For financial liabilities classified as other categories, relevant transaction costs are included in the amount initially recognized.

Financial liabilities at fair value through profit or loss for the period

It includes financial liabilities held for trading. The criteria for a financial liability to be classified as financial liabilities held for trading are the same as those for a financial asset to be classified as financial assets held for trading.

Financial liabilities at fair value through profit or loss for the period are subsequently measured at fair value. The gain or loss arising from changes in fair value and dividends and interest income related to such financial liabilities are included into the current profit or loss.

Other financial liabilities

The financial liabilities of the Group are mainly other financial liabilities such as accounts payable, borrowings and bonds payables. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Gains or losses arising from derecognition or amortization is recognized in profit or loss for the current period.

Financial Guarantee Contracts

Financial guarantee contracts other than those designated as financial liabilities at fair value through profit or loss are initially recognized at fair value, and shall be subsequently measured at the higher of the following: the amount determined in accordance with Accounting Standard for Business Enterprises No. 13 "Contingencies" and the amount initially recognized less cumulative amortization recognized in accordance with the principles set out in Accounting Standard for Business Enterprises No. 14 "Revenue".

二、公司主要會計政策和會計估計 (續)

金融工具 (續)

金融負債的分類和計量

金融負債在初始確認時劃分為以公允價值計量且其變動計入當期損益的金融負債和其他金融負債。初始確認金融負債，以公允價值計量。對於以公允價值計量且其變動計入當期損益的金融負債，相關的交易費用直接計入當期損益，對於其他金融負債，相關交易費用計入初始確認金額。

以公允價值計量且其變動計入當期損益的金融負債

包括交易性金融負債，分類為交易性金融負債的條件與分類為交易性金融資產的條件一致。

以公允價值計量且其變動計入當期損益的金融負債採用公允價值進行後續計量，公允價值的變動形成的利得或損失以及與該等金融負債相關的股利和利息支出計入當期損益。

其他金融負債

本集團的其他金融負債主要為應付款項、借款及應付債券等其他金融負債。其他金融負債採用實際利率法，按攤余成本進行後續計量，終止確認或攤銷產生的利得或損失計入當期損益。

財務擔保合同

不屬於指定為以公允價值計量且其變動計入當期損益的金融負債的財務擔保合同，以公允價值進行初始確認，在初始確認後按照《企業會計準則第13號 - 或有事項》確定的金額和初始確認金額扣除按照《企業會計準則第14號 - 收入》的原則確定的累計攤銷額後的餘額之中的較高者進行後續計量。

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Financial instruments (Cont'd)

Derecognition of financial liabilities

Financial liabilities are derecognized in full or in part only when the present obligation is discharged in full or in part. An agreement is entered between the Group (debtor) and a creditor to replace the original financial liabilities with new financial liabilities with substantially different terms, derecognize the original financial liabilities as well as recognize the new financial liabilities.

When financial liabilities is derecognized in full or in part, the difference between the carrying amount of the financial liabilities derecognized and the consideration paid (including transferred non-cash assets or new financial liability) is recognized in profit or loss for the current period.

Derivative Instruments

Derivative instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value. Any gains or losses arising from changes in fair value of derivatives are taken directly to profit or loss for the period, except for derivative instruments that are designated as hedging instruments and which are highly effective in hedging, gains or losses arising from changes in their fair value are taken to the profit or loss for the period in accordance with the hedge accounting requirement based on the nature of hedging relationships.

Offset of Financial Assets and Financial Liabilities

If the Group owns the legitimate rights of offsetting the recognized financial assets and financial liabilities, which are enforceable currently, and the Group plans to realize the financial assets or to clear off the financial liabilities by net amount method, the amount of the offsetting financial assets and financial liabilities shall be reported in the balance sheet. Otherwise, financial assets and financial liabilities are presented separately in the balance sheet without offsetting.

Equity instruments

Equity instruments are any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. For equity instruments, the price received during the issue shall be added to shareholder's equity after reducing the transaction fees.

The distribution (excluding the dividends) to the equity instrument holders by the Group shall reduce the shareholder's equity. The Group shall not recognize the changes of the equity instruments' fair value.

二、公司主要會計政策和會計估計 (續)

金融工具 (續)

金融負債的終止確認

金融負債的現時義務全部或部分已經解除的，才能終止確認該金融負債或其一部分。本集團(債務人)與債權人之間簽訂協議，以承擔新金融負債方式替換現存金融負債，且新金融負債與現存金融負債的合同條款實質上不同的，終止確認現存金融負債，並同時確認新金融負債。

金融負債全部或部分終止確認的，將終止確認部分的賬面價值與支付的對價(包括轉出的非現金資產或承擔的新金融負債)之間的差額，計入當期損益。

衍生工具

衍生工具於相關合同簽署日以公允價值進行初始計量，並以公允價值進行後續計量。除指定為套期工具且套期高度有效的衍生工具，其公允價值變動形成的利得或損失將根據套期關係的性質按照套期會計的要求確定計入損益的期間外，其餘衍生工具的公允價值變動計入當期損益。

金融資產與金融負債的抵銷

當本集團具有抵銷已確認金融資產和金融負債的法定權利，且目前可執行該種法定權利，同時本集團計劃以淨額結算或同時變現該金融資產和清償該金融負債時，金融資產和金融負債以相互抵銷後的金額在資產負債表內列示。除此以外，金融資產和金融負債在資產負債表內分別列示，不予相互抵銷。

權益工具

權益工具是指能證明擁有本集團在扣除所有負債後的資產中的剩餘權益的合同。權益工具，在發行時收到的對價扣除交易費用後增加所有者權益。

本集團對權益工具持有方的各種分配(不包括股票股利)，減少所有者權益。本集團不確認權益工具的公允價值變動額。

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Accounts receivable

Recognition and provision for bad debt on individually significant accounts receivable

Recognition of bad debt on accounts receivable that is individually significant:

Accounts receivable of more than RMB1 million is recognized as individually significant accounts receivable by the Group.

Provision for bad debt on individually significant accounts receivable:

For accounts receivable that is individually significant, the Group assesses such accounts receivable individually for impairment. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, the financial asset is included in a group of financial assets with similar credit risk characteristics and collectively assessed for impairment. Accounts receivable for which an impairment loss is individually recognized are not included in a group of accounts receivable with similar credit risk characteristics and collectively assessed for impairment.

Recognition and provision for bad debt on individually insignificant accounts receivable but with higher risk based on groups of credit risk characteristics

Recognition of groups of credit risk characteristics:

For individually insignificant accounts receivable and those significant individually assessed accounts receivable but with no objective evidence of impairment, financial assets are grouped on the basis of similar credit risk characteristics. Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtors' ability to pay all amounts due according to the contractual terms of the assets being evaluated.

Provision based on groups of credit risk characteristics:

If impairment is evaluated collectively, the provision for bad debts are determined on the basis of the structure of the loan portfolio (debtors' ability to pay amounts due according to the contractual terms), historical loss experience for loans with credit risk characteristics similar to those in the Group, current economic conditions and the loss that existed in estimated loan portfolio.

二、公司主要會計政策和會計估計 (續)

應收款項

單項金額重大的應收款項壞賬準備的確認標準、計提方法

單項金額重大的應收款項壞賬準備的確認標準：

本集團將金額為人民幣100萬元以上的應收款項確認為單項金額重大的應收款項。

單項金額重大的應收款項壞賬準備的計提方法：

本集團對單項金額重大的應收款項單獨進行減值測試，單獨測試未發生減值的金融資產，包括在具有類似信用風險特徵的金融資產組合中進行減值測試。單項測試已確認減值損失的應收款項，不再包括在具有類似信用風險特徵的應收款項組合中進行減值測試。

單項金額不重大但按信用風險特徵組合後該組合的風險較大的應收款項壞賬準備的確定依據、計提方法

信用風險特徵組合的確定依據：

本集團對單項金額不重大以及金額重大但單項測試未發生減值的應收款項，按信用風險特徵的相似性和相關性對金融資產進行分組。這些信用風險通常反映債務人按照該等資產的合同條款償還所有到期金額的能力，並且與被檢查資產的未來現金流量測算相關。

根據信用風險特徵組合確定的計提方法：

按組合方式實施減值測試時，壞賬準備金額系根據應收款項組合結構及類似信用風險特徵(債務人根據合同條款償還欠款的能力)按歷史損失經驗及目前經濟狀況與預計應收款項組合中已經存在的損失評估確定。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Accounts receivable (Cont'd)

Percentage of bad debt provision, measured based on the aging analysis, is as follows:

Aging analysis

Aging 賬齡

Within 1 year (inclusive of

1 year)	1年以內 (含1年)
1 to 2 years	1-2年
2 to 3 years	2-3年
Over 3 years	3年以上

二、公司主要會計政策和會計估計 (續)

應收款項 (續)

按賬齡分析法計提壞賬的比例如下：

賬齡分析法

Percentage of provision for accounts receivable 應收賬款計提比例 (%)	Percentage of provision for other accounts receivable 其他應收款計提比例 (%)
5	5
10	10
20	20
100	100

Inventory

Classification of inventories

Inventories of the Group mainly include raw materials, products and finished products. Inventories are initially measured at cost. Cost of inventories include purchasing cost, processing cost and other expenses that help deliver the inventories to the current location and situation.

Method for calculating value of inventories delivered

Inventories are stated at standard costs upon delivery. The amount is adjusted for price variance to arrive at actual cost at the end of month.

存貨

存貨的分類

本集團的存貨主要包括原材料、在產品、產成品。存貨按成本進行初始計量，存貨成本包括採購成本、加工成本和其他使存貨達到目前場所和狀態所發生的支出。

發出存貨的計價方法

存貨發出時，先按照計劃成本進行核算，月末將成本差異予以分攤，將計劃成本調整為實際成本。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Inventory (Cont'd)

Recognition of net realizable value of inventory and provision for inventory impairment

At the balance sheet date, inventories are calculated at the lower of cost and net realizable value. Provision for inventory impairment is made when the net realizable value is lower than the cost. Provisions for impairment of inventory shall be made according to the amount by which the cost of a single item exceeds its net realizable value.

After making the provision for inventory impairment, in case the factors causing inventory impairment no longer exists, and the net realizable value of an inventory is higher than its book-value, the original provision for inventory impairment shall be transferred back and incorporated into the profit or loss for the current period.

Net realizable value refers to the amount of the estimated price of inventories less the estimated cost incurred upon completion, estimated sales expenses and other amounts after tax and levies in daily operation. The realizable value of inventories shall be determined on the basis of definite evidence, purpose of holding the inventories and effect of after-balance-sheet-date events.

Inventory taking system

The inventory taking system shall use permanent inventory system.

Amortization of low-value consumable and packaging materials

Turnover materials are materials that can be reused many times and still be remained in original condition after gradual transfer of their value but are not recognized as fixed assets, including packaging materials, low-value consumable and other turnover materials.

Low-value consumable is amortized by one-time write-off.

Packaging materials is amortized by one-time write-off.

二、公司主要會計政策和會計估計 (續)

存貨 (續)

存貨可變現淨值的確定依據及存貨跌價準備的計提方法

資產負債表日，存貨按照成本與可變現淨值孰低計量。當其可變現淨值低於成本時，提取存貨跌價準備。存貨按單個存貨項目的成本高於其可變現淨值的差額提取存貨跌價準備。

計提存貨跌價準備後，如果以前減記存貨價值的影響因素已經消失，導致存貨的可變現淨值高於其賬面價值的，在原已計提的存貨跌價準備金額內予以轉回，轉回的金額計入當期損益。

可變現淨值是指在日常活動中，存貨的估計售價減去至完工時估計將要發生的成本、估計的銷售費用以及相關稅費後的金額。在確定存貨的可變現淨值時，以取得的確鑿證據為基礎，同時考慮持有存貨的目的以及資產負債表日後事項的影響。

存貨的盤存制度

存貨盤存制度為永續盤存制。

低值易耗品和包裝物的攤銷方法

周轉材料為能夠多次使用、逐漸轉移其價值但仍保持原有形態但未確認為固定資產的材料，包括包裝物、低值易耗品和其他周轉材料等。

低值易耗品採用一次轉銷法進行攤銷。

包裝物採用一次轉銷法進行攤銷。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Long-term equity investments

Determination of initial investment cost

For a long-term equity investment acquired through a business combination involving enterprises under common control, the initial investment cost of the long-term equity investment shall be the absorbing party's share of the carrying amount of the owner's equity of the party being absorbed at the date of combination. For a long-term equity investment acquired through business combination not involving enterprises under common control, the initial investment cost of the long-term equity investment acquired shall be the cost of acquisition. The long-term equity investment acquired through means other than a business combination shall be initially measured at its cost.

Method for subsequent measurement and profit or loss recognition

Cost method is used to account for a long-term equity investment where the investor does not have joint control or significant influence over the investee, and the investment is not quoted in an active market and its fair value cannot be reliably measured. Long-term equity investments with joint control or significant influence on the investee is accounted for using equity method. Long-term equity investment without control or joint control or significant influence with a fair value which can be reliably measured is accounted for as available-for-sale financial assets.

In addition, long-term equity investments with control on the investee are accounted for using cost method and record in the Company's financial statements.

Long-term equity investments accounted for using the cost method

Under the cost method, a long-term equity investment is measured at its initial investment cost. Except receiving the actual consideration paid for the investment or the declared but not yet distributed cash dividends or profits which is included in the consideration, investment gains for the period is recognized as the cash dividends or profits declared by the investee.

二、公司主要會計政策和會計估計 (續)

長期股權投資

初始投資成本的確定

對於企業合併形成的長期股權投資，如為同一控制下的企業合併取得的長期股權投資，在合併日按照取得被合併方所有者權益賬面價值的份額作為初始投資成本；通過非同一控制下的企業合併取得的長期股權投資，按照合併成本作為長期股權投資的初始投資成本。除企業合併形成的長期股權投資外的其他長期股權投資，按成本進行初始計量。

後續計量及損益確認方法

對被投資單位不具有共同控制或重大影響並且在活躍市場中沒有報價、公允價值不能可靠計量的長期股權投資，採用成本法核算；對被投資單位具有共同控制或重大影響的長期股權投資，採用權益法核算；對被投資單位不具有控制、共同控制或重大影響並且公允價值能夠可靠計量的長期股權投資，作為可供出售金融資產核算。

此外，公司財務報表採用成本法核算能夠被投資單位實施控制的長期股權投資。

成本法核算的長期股權投資

採用成本法核算時，長期股權投資按初始投資成本計價，除取得投資時實際支付的價款或者對價中包含的已宣告但尚未發放的現金股利或者利潤外，當期投資收益按照享有被投資單位宣告發放的現金股利或利潤確認。

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Long-term equity investments (Cont'd)

Method for subsequent measurement and profit or loss recognition (Cont'd)

Long-term equity investments accounted for using the equity method

Under the equity method, where the initial investment cost of a long-term equity investment exceeds the investor's interest in the fair value of the investee's identifiable net assets at the acquisition date, no adjustment shall be made to the initial investment cost. Where the initial investment cost is less than the investor's interest in the fair value of the investee's identifiable net assets at the acquisition date, the difference shall be charged to profit or loss for the current period, and the cost of the long term equity investment shall be adjusted accordingly.

Under the equity method, investment gain or loss represents the Group's share of the net profits or losses made by the investee for the current period. The Group shall recognize its share of the investee's net profits or losses based on the fair values of the investee's individual separately identifiable assets at the time of acquisition, after making appropriate adjustments thereto in conformity with the accounting policies and accounting periods of the Group. The unrealized gain or loss from internal transactions entered into between the Group and its associated enterprises and joint ventures is set off according to the shareholding attributable to the Group and accounted for as investment income and loss based such basis. However, the unrealized gain or loss from internal transactions entered into between the Group and its investee is not set up if belonging to impairment loss from assets transferred according to regulations such as "Accounting Standards for Business Enterprises No. 8 "Assets impairment".

The Group's share of net losses of the investee shall be recognized to the extent that the carrying amount of the long-term equity investment together with any long-term interests that in substance form part of the investor's net investment in the investee are reduced to zero. If the Group has to assume additional obligations, the estimated obligation assumed shall be provided for and charged to the profit or loss as investment loss for the period. Where the investee is making profits in subsequent periods, the Group shall resume recognizing its share of profits after setting off against the share of unrecognized losses.

二、公司主要會計政策和會計估計 (續)

長期股權投資 (續)

後續計量及損益確認方法 (續)

權益法核算的長期股權投資

採用權益法核算時，長期股權投資的初始投資成本大於投資時應享有被投資單位可辨認淨資產公允價值份額的，不調整長期股權投資的初始投資成本；初始投資成本小於投資時應享有被投資單位可辨認淨資產公允價值份額的，其差額計入當期損益，同時調整長期股權投資的成本。

採用權益法核算時，當期投資損益為應享有或應分擔的被投資單位當年實現的淨損益的份額。在確認應享有被投資單位淨損益的份額時，以取得投資時被投資單位各項可辨認資產等的公允價值為基礎，並按照本集團的會計政策及會計期間，對被投資單位的淨利潤進行調整後確認。對於本集團與聯營企業及合營企業之間發生的未實現內部交易損益，按照持股比例計算屬於本集團的部分予以抵銷，在此基礎上確認投資損益。但本集團與被投資單位發生的未實現內部交易損失，按照《企業會計準則第8號 - 資產減值》等規定屬於所轉讓資產減值損失的，不予以抵銷。

在確認應分擔被投資單位發生的淨虧損時，以長期股權投資的賬面價值和其他實質上構成對被投資單位淨投資的長期權益減記至零為限。此外，如本集團對被投資單位負有承擔額外損失的義務，則按預計承擔的義務確認預計負債，計入當期投資損失。被投資單位以後期間實現淨利潤的，本集團在收益分享額彌補未確認的虧損分擔額後，恢復確認收益分享額。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Long-term equity investments (Cont'd)

Method for subsequent measurement and profit or loss recognition (Cont'd)

Acquisition of minority interests

Upon the preparation of the consolidated financial statements, since acquisition of minority interests increased cost of long-term equity investment which was compared to fair value of identifiable net assets recognized which are measured based on the continuous measurement since the acquisition date (or combination date) of subsidiaries attributable to the Group calculated according to the proportion of newly acquired shares, the difference of which recognized as adjusted capital surplus, capital surplus insufficient to set off impairment and adjusted retained earnings.

Disposal of long-term equity investments

On disposal of a long-term investment, the difference between the carrying amount of the investment and the actual consideration paid is recognized in current profit or loss. Where the equity method is adopted, the amount attributable to the long-term equity investments previously included shareholders' equity shall be transferred to current profit or loss on a pro-rata basis.

Recognition of having joint control or significant influence over the investee

The term "control" means that the Group has the power to decide an enterprise's financial and operating policy, pursuant to which, the Group can get the power to obtain benefits from its operating activities. Joint control is the contractually agreed sharing of control over an economic activity, which only exists when relevant and important financial affairs and management decisions related to such economic activity require sharing of control by investors who unanimously agree upon. Significant influence is the power to participate in the financial and operating policy decisions of an enterprise, but to fail to control or joint control the formulation of such policies together with other parties. In determining whether there is control or significance influence over the investee, potential voting right factors (such as the convertible corporate bonds for the period and the exercisable stock warrants for the period of the investee and other invested units held) were taken into account.

Impairment test method and impairment provision

The Group assesses at each balance sheet date whether there is any indication that any long-term equity investments may be impaired. If there is any evidence indicating that an asset may be impaired, recoverable amount shall be estimated for the individual asset. If the recoverable amount of an asset is less than its carrying amount, the reduction is recognized as an impairment loss and charged to profit or loss for the current period. A provision for impairment loss of the asset is recognized accordingly.

An impairment loss recognized on long-term equity investments shall not be reversed in a subsequent period.

二、公司主要會計政策和會計估計 (續)

長期股權投資 (續)

後續計量及損益確認方法 (續)

收購少數股權

在編製合併財務報表時，因購買少數股權新增的長期股權投資成本與按照新增持股比例計算應享有子公司自購買日(或合併日)開始持續計算的淨資產份額之間的差額，調整資本公積，資本公積不足沖減的，調整留存收益。

處置長期股權投資

處置長期股權投資時，其賬面價值與實際取得價款的差額，計入當期損益。採用權益法核算的長期股權投資，在處置時將原計入所有者權益的部分按相應的比例轉入當期損益。

確定對被投資單位具有共同控制、重大影響的依據

控制是指有權決定一個企業的財務和經營政策，並能據以從該企業的經營活動中獲取利益。共同控制是指按照合同約定對某項經濟活動所共有的控制，僅在與該項經濟活動相關的重要財務和經營決策需要分享控制權的投資方一致同意時存在。重大影響是指對一個企業的財務和經營政策有參與決策的權力，但並不能夠控制或者與其他方一起共同控制這些政策的制定。在確定能否對被投資單位實施控制或施加重大影響時，已考慮投資企業和其他持有的被投資單位當期可轉換公司債券、當期可執行認股權證等潛在表決權因素。

減值測試方法及減值準備計提方法

本集團在每一個資產負債表日檢查長期股權投資是否存在可能發生減值的跡象。如果該資產存在減值跡象，則估計其可收回金額。如果資產的可收回金額低於其賬面價值，按其差額計提資產減值準備，並計入當期損益。

長期股權投資的減值損失一經確認，在以後會計期間不予轉回。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Investment Property

Investment property refer to real estate held to earn rentals or for capital appreciation, or both. The investment properties of the Group are buildings leased out.

Investment property is initially measured at cost. Subsequent expenditures related to an investment property shall be included in cost of investment property only when the economic benefits associated with the asset will likely flow to the Group and its cost can be measured reliably. All other expenditures on investment property shall be included in profit or loss for the current period when incurred.

The Group adopts cost method for subsequent measurement of investment property, which is depreciated or amortized using the same policy as that for buildings and land use rights.

The Group assesses at each balance sheet date whether there is any indication that any investment properties may be impaired. If there is any evidence indicating that an asset may be impaired, recoverable amount shall be estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the Group shall determine the recoverable amount of the asset group to which the asset belongs. If the recoverable amount of an asset is less than its carrying amount, the reduction is recognized as an impairment loss and charged to profit or loss for the current period.

An impairment loss recognized on investment properties shall not be reversed in a subsequent accounting period.

In the event that an owner-occupied property is converted to an investment property (or vice versa), upon the conversion, the property shall be stated at the carrying amount prior to the conversion.

When an investment property is sold, transferred, retired or damaged, the amount of proceeds on disposal of the property net of the carrying amount and related tax and surcharges is recognized in profit or loss for the current period.

二、公司主要會計政策和會計估計 (續)

投資性房地產

投資性房地產是指為賺取租金或資本增值，或兩者兼有而持有的房地產，本集團的投資性房地產為已出租的建築物。

投資性房地產按成本進行初始計量。與投資性房地產有關的後續支出，如果與該資產有關的經濟利益很可能流入且其成本能可靠地計量，則計入投資性房地產成本。其他後續支出，在發生時計入當期損益。

本集團採用成本模式對投資性房地產進行後續計量，並按照與房屋建築物或土地使用權一致的政策進行折舊或攤銷。

本集團在每一個資產負債表日檢查投資性房地產是否存在可能發生減值的跡象。如果該資產存在減值跡象，則估計其可收回金額。估計資產的可收回金額以單項資產為基礎，如果難以對單項資產的可收回金額進行估計的，則以該資產所屬的資產組為基礎確定資產組的可收回金額。如果資產的可收回金額低於其賬面價值，按其差額計提資產減值準備，並計入當期損益。

投資性房地產的資產減值損失一經確認，在以後會計期間不予轉回。

自用房地產轉換為投資性房地產或投資性房地產轉換為自用房地產時，按轉換前的賬面價值作為轉換後的入賬價值。

投資性房地產出售、轉讓、報廢或毀損的處置收入扣除其賬面價值和相關稅費後的差額計入當期損益。

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Fixed assets

Conditions for recognition of fixed assets

Fixed assets are tangible assets that are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes; and have a useful life of more than one accounting year.

Method for depreciation of different fixed assets

Fixed assets shall be initially measured at cost and the effect of any expected costs of abandoning the asset at the end of its use. Depreciation is provided over their estimated useful lives from the month after they have reached the working condition for their intended use using the straight-line method. The useful life, estimated residual value and annual depreciation rate of each category of fixed assets are as follows:

Category 類別		Estimated residual value 殘值率	Useful life 使用年限	Annual depreciation rate 年折舊率
Buildings and structures	房屋及建築物	5-10%	20-40 years年	2.25- 4.75%
Machinery and equipment	機器設備	5-10%	8-20 years年	4.50-11.88%
Vehicles	運輸設備	5-10%	5-8 years年	11.25-19.00%
Electronic equipment and others	電子設備及其他	5-10%	5 years年	18.00 -19.00%

Estimated net residual value of a fixed asset is the estimated amount that the Group would currently obtain from disposal of the asset, after deducting the estimated costs of disposal, if the asset were already of the stage and in the condition expected at the end of its useful life.

Impairment testing methods and provision for impairment methods on fixed assets

The Group assesses at each balance sheet date whether there is any indication that any fixed assets may be impaired. If there is any evidence indicating that an asset may be impaired, recoverable amount shall be estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the Group shall determine the recoverable amount of the asset group to which the asset belongs. If the recoverable amount of an asset is less than its carrying amount, the reduction is recognized as an impairment loss and charged to profit or loss for the current period. A provision for impairment loss of the asset is recognized accordingly.

An impairment loss recognized on the assets mentioned above shall not be reversed in a subsequent period.

二、公司主要會計政策和會計估計 (續)

固定資產

固定資產確認條件

固定資產是指為生產商品、提供勞務、出租或經營管理而持有的，使用壽命超過一個會計年度的有形資產。

各類固定資產的折舊方法

固定資產按成本進行初始計量，並考慮預計棄置費用因素的影響。固定資產從達到預定可使用狀態的次月起，採用年限平均法在使用壽命內計提折舊。各類固定資產的使用壽命、預計淨殘值和年折舊率如下：

預計淨殘值是指假定固定資產預計使用壽命已滿並處於使用壽命終了時的預期狀態，本集團目前從該項資產處置中獲得的扣除預計處置費用後的金額。

固定資產的減值測試方法及減值準備計提方法

本集團在每一個資產負債表日檢查固定資產是否存在可能發生減值的跡象。如果該資產存在減值跡象，則估計其可收回金額。估計資產的可收回金額以單項資產為基礎，如果難以對單項資產的可收回金額進行估計的，則以該資產所屬的資產組為基礎確定資產組的可收回金額。如果資產的可收回金額低於其賬面價值，按其差額計提資產減值準備，並計入當期損益。

上述資產減值損失一經確認，在以後會計期間不予轉回。

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Fixed assets (Cont'd)

Explanation on other matters

Subsequent expenditures incurred for a fixed asset shall be included in the cost of the fixed asset, only if it is probable that economic benefits associated with the asset will flow to the Company and the relevant cost can be measured reliably; meanwhile the carrying amount of the replaced part shall be derecognized. Other subsequent expenditures shall be charged to profit or loss when incurred.

The Group reviews the useful life and estimated net residual value of a fixed asset and the depreciation method applied at least at each financial year-end. A change in the useful life or estimated net residual value of a fixed asset or the depreciation method used shall be accounted for as a change in accounting estimate.

When a fixed asset is sold, transferred, retired or damaged, the Group shall recognize the amount of any proceeds on disposal of the asset net of the carrying amount and related taxes in profit or loss for the current period.

Construction in progress

Construction in progress is recognized based on the actual construction cost, including all expenditures incurred for construction projects, capitalized borrowing costs for the construction in progress before it has reached the working condition for its intended use, and other related expenses during the construction period. A construction in progress is transferred to fixed assets when it has reached the working condition for its intended use.

The Group assesses at each balance sheet date whether there is any indication that any construction in progress may be impaired. If there is any evidence indicating that an asset may be impaired, recoverable amount shall be estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the Group shall determine the recoverable amount of the asset group to which the asset belongs. If the recoverable amount of an asset is less than its carrying amount, the reduction is recognized as an impairment loss and charged to profit or loss for the current period. A provision for impairment loss of the asset is recognized accordingly.

An impairment loss recognized on the assets mentioned above shall not be reversed in a subsequent period.

二、公司主要會計政策和會計估計 (續)

固定資產 (續)

其他說明

與固定資產有關的後續支出，如果與該固定資產有關的經濟利益很可能流入且其成本能可靠地計量，則計入固定資產成本，並終止確認被替換部分的賬面價值，除此以外的其他後續支出，在發生時計入當期損益。

本集團至少於年度終了對固定資產的使用壽命、預計淨殘值和折舊方法進行覆核，如發生改變則作為會計估計變更處理。

固定資產出售、轉讓、報廢或毀損的處置收入扣除其賬面價值和相關稅費後的差額計入當期損益。

在建工程

在建工程成本按實際工程支出確定，包括在建期間發生的各項工程支出、工程達到預定可使用狀態前的資本化的借款費用以及其他相關費用等。在建工程在達到預定可使用狀態後結轉為固定資產。

本集團在每一個資產負債表日檢查在建工程是否存在可能發生減值的跡象。如果該資產存在減值跡象，則估計其可收回金額。估計資產的可收回金額以單項資產為基礎，如果難以對單項資產的可收回金額進行估計的，則以該資產所屬的資產組為基礎確定資產組的可收回金額。如果資產的可收回金額低於其賬面價值，按其差額計提資產減值準備，並計入當期損益。

上述資產減值損失一經確認，在以後會計期間不予轉回。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Borrowing costs

Borrowing costs include interest, amortization of discounts or premiums related to borrowings, ancillary costs incurred in connection with the arrangement of borrowings, and exchange differences arising from foreign currency borrowings. For borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset, when expenditures for the asset and borrowing costs are being incurred, activities relating to the acquisition, construction or production of the asset that are necessary to prepare the asset for its intended use or sale have commenced, such borrowing costs shall be capitalized as part of the cost of that asset; and capitalization shall discontinue when the qualifying asset is ready for its intended use or sale. Other borrowing costs shall be recognized as expense in the period in which they are incurred.

Where funds are borrowed for a specific purpose, the amount of interest to be capitalized shall be the actual interest expense incurred on that borrowing for the period less any bank interest earned from depositing the borrowed funds before being used into banks or any investment income on the temporary investment of those funds. Where funds are borrowed for general purpose, the Group shall determine the amount of interest to be capitalized on such borrowings by applying a capitalization rate to the weighted average of the excess amounts of cumulative expenditures on the asset over and above the amounts of specific-purpose borrowings. The capitalization rate shall be the weighted average of the interest rates applicable to the general-purpose borrowings.

During the capitalization period, exchange differences related to the principal and interest on a specific purpose borrowing denominated in foreign currency shall be capitalized as part of the cost of the qualifying asset. Exchange differences related to general-purpose borrowings denominated in foreign currency shall be included in profit or loss for the current period.

Qualifying assets are assets (fixed assets, investment property, consumable biological assets, etc) that necessarily take a substantial period of time for acquisition, construction or production to get ready for their intended use or sale.

Capitalization of borrowing costs shall be suspended during periods in which the acquisition, construction or production of a qualifying asset is interrupted abnormally, when the interruption is for a continuous period of more than 3 months, until the acquisition, construction or production of the qualifying asset is resumed.

二、公司主要會計政策和會計估計 (續)

借款費用

借款費用包括借款利息、折價或溢價的攤銷、輔助費用以及因外幣借款而發生的匯兌差額等。可直接歸屬於符合資本化條件的資產的購建或者生產的借款費用，在資產支出已經發生、借款費用已經發生、為使資產達到預定可使用或可銷售狀態所必要的購建或生產活動已經開始時，開始資本化；購建或者生產的符合資本化條件的資產達到預定可使用狀態或者可銷售狀態時，停止資本化。其餘借款費用在發生當期確認為費用。

專門借款當期實際發生的利息費用，減去尚未動用的借款資金存入銀行取得的利息收入或進行暫時性投資取得的投資收益後的金額予以資本化；一般借款根據累計資產支出超過專門借款部分的資產支出加權平均數乘以所佔用一般借款的資本化率，確定資本化金額。資本化率根據一般借款的加權平均利率計算確定。

資本化期間內，外幣專門借款的匯兌差額全部予以資本化；外幣一般借款的匯兌差額計入當期損益。

符合資本化條件的資產指需要經過相當長時間的購建或者生產活動才能達到預定可使用或可銷售狀態的固定資產、投資性房地產和消耗性生物資產等資產。

如果符合資本化條件的資產在購建或生產過程中發生非正常中斷、並且中斷時間連續超過3個月的，暫停借款費用的資本化，直至資產的購建或生產活動重新開始。

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Consumable biological assets

Consumable biological assets refer to biological assets held for sale or to be harvested as agricultural produce in the future, which include growing commercial forests. Consumable biological assets are stated at cost at initial recognition. The cost of self-planting, self-cultivating consumable biological assets is the necessary expenses directly attributable to such assets prior to canopy closure, including borrowing costs eligible for capitalization. Subsequent expenses incurred after canopy closure shall be included in profit or loss for the current period.

The cost of consumable biological assets shall, at the time of harvest or disposal, be carried forward at carrying value using the rotation age method.

All the consumable biological assets of the Group are subsequently measured at fair value as they are quoted in an active market where the Group can obtain a quoted market price and other information of the same or similar consumable biological assets and thus their fair values can be reliably estimated. Changes in fair values shall be recognized as profit or loss in the current period.

Intangible assets

Intangible assets

An intangible asset is an identifiable non-monetary asset without physical substance owned or controlled by the Group.

An intangible asset shall be initially measured at cost. The expenditures incurred on an intangible asset shall be recognized as cost of the intangible asset only if it is probable that economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. Other expenditures on an intangible asset shall be charged to profit or loss when incurred.

Land use right acquired shall normally be recognized as an intangible asset. Self-constructed buildings (e.g. plants), related land use right and the buildings shall be separately accounted for as an intangible asset and fixed asset. For buildings and structures purchased, the purchase consideration shall be allocated among the land use right and the buildings on a reasonable basis. In case there is difficulty in making a reasonable allocation, the consideration shall be recognized in full as fixed assets.

二、公司主要會計政策和會計估計 (續)

消耗性生物資產

消耗性生物資產是指為出售而持有的、或在將來收穫為農產品的生物資產，包括生長中的用材林等。消耗性生物資產按照成本進行初始計量。自行栽培、營造的消耗性生物資產的成本，為該資產在鬱閉前發生的可直接歸屬於該資產的必要支出，包括符合資本化條件的借款費用。消耗性生物資產在鬱閉後發生的管護等後續支出，計入當期損益。

消耗性生物資產在收穫或出售時，採用輪伐期年限法按賬面價值結轉成本。

本集團所有消耗性生物資產都有活躍的交易市場，而且本集團能夠從交易市場上取得同類或類似消耗性生物資產的市場價格及其他相關信息，從而對消耗性生物資產的公允價值作出合理估計，因此本集團對消耗性生物資產採用公允價值進行後續計量，公允價值的變動計入當期損益。

無形資產

無形資產

無形資產是指本集團擁有或者控制的沒有實物形態的可辨認非貨幣性資產。

無形資產按成本進行初始計量。與無形資產有關的支出，如果相關的經濟利益很可能流入本集團且其成本能可靠地計量，則計入無形資產成本。除此以外的其他無形項目的支出，在發生時計入當期損益。

取得的土地使用權通常作為無形資產核算。自行開發建造廠房等建築物，相關的土地使用權支出和建築物建造成本分別作為無形資產和固定資產核算。如為外購的房屋及建築物，則將有關價款在土地使用權和建築物之間進行分配，難以合理分配的，全部作為固定資產處理。

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Intangible assets (Cont'd)

Intangible assets (Cont'd)

An intangible asset with an infinite useful life shall be stated at cost less estimated net residual value and any accumulated impairment loss provision and amortized using the straight-line method over its useful life when the asset is available for use.

The Group shall review the useful life of intangible asset with an infinite useful life and the amortization method applied at least at each financial year-end. A change in the useful life or amortization method used shall be accounted for as a change in accounting estimate.

The estimated useful life of the Company's intangible assets is set out as follows:

Category 類別	Useful life 使用壽命
Land use rights 土地使用權	50 years 50年
Software 軟件	5 - 10 years 5-10年

Research and development expenditure

Expenditure on internal research and development activities of the Group is categorized into expenditure arising from the research phase and expenditure arising from the development phase.

Expenditure arising from the research phase is recognized as profit or loss in the current period.

二、公司主要會計政策和會計估計 (續)

無形資產 (續)

無形資產 (續)

使用壽命有限的無形資產自可供使用時起，對其原值減去預計淨殘值和已計提的減值準備累計金額在其預計使用壽命內採用直線法分期平均攤銷。

期末，對使用壽命有限的無形資產的使用壽命和攤銷方法進行覆核，如發生變更則作為會計估計變更處理。

公司各類無形資產的預計使用壽命列示如下：

研究與開發支出

本集團內部研究開發項目的支出分為研究階段支出與開發階段支出。

研究階段的支出，於發生時計入當期損益。

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Intangible assets (Cont'd)

Research and development expenditure (Cont'd)

Expenses incurred during the development stage that satisfy the following conditions are recognized as intangible assets, while those that do not satisfy the following conditions are accounted for in the profit or loss for the current period:

- (1) it is technically feasible that the intangible asset can be used or sold upon completion;
- (2) there is intention to complete the intangible asset for use or sale;
- (3) the intangible asset can produce economic benefits, including there is evidence that the products produced using the intangible asset has a market or the intangible asset itself has a market; if the intangible asset is for internal use, there is evidence that there exists usage for the intangible asset;
- (4) there is sufficient support in terms of technology, financial resources and other resources in order to complete the development of the intangible asset, and there is capability to use or sell the intangible asset;
- (5) the expenses attributable to the development stage of the intangible asset can be measured reliably.

If the expenses incurred during the research stage and the development stage cannot be distinguished separately, all development expenses incurred are accounted for in the profit or loss for the current period.

Intangible assets impairment test method and their impairment provision

The Group assesses at each balance sheet date whether there is any indication that any intangible assets with a finite useful life may be impaired. If there is any evidence indicating that an asset may be impaired, recoverable amount shall be estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the Group shall determine the recoverable amount of the asset group to which the asset belongs. If the recoverable amount of an asset is less than its carrying amount, the reduction is recognized as an impairment loss and charged to profit or loss for the current period.

An impairment loss recognized on the assets mentioned above shall not be reversed in a subsequent period.

二、公司主要會計政策和會計估計 (續)

無形資產 (續)

研究與開發支出 (續)

開發階段的支出同時滿足下列條件的，確認為無形資產，不能滿足下述條件的開發階段的支出計入當期損益：

- (1) 完成該無形資產以使其能夠使用或出售在技術上具有可行性；
- (2) 具有完成該無形資產並使用或出售的意圖；
- (3) 無形資產產生經濟利益的方式，包括能夠證明運用該無形資產生產的產品存在市場或無形資產自身存在市場，無形資產將在內部使用的，能夠證明其有用性；
- (4) 有足夠的技術、財務資源和其他資源支持，以完成該無形資產的開發，並有能力使用或出售該無形資產；
- (5) 歸屬於該無形資產開發階段的支出能夠可靠地計量。

無法區分研究階段支出和開發階段支出的，將發生的研發支出全部計入當期損益。

無形資產的減值測試方法及減值準備計提方法

本集團在每一個資產負債表日檢查使用壽命確定的無形資產是否存在可能發生減值的跡象。如果該等資產存在減值跡象，則估計其可收回金額。估計資產的可收回金額以單項資產為基礎，如果難以對單項資產的可收回金額進行估計的，則以該資產所屬的資產組為基礎確定資產組的可收回金額。如果資產的可收回金額低於其賬面價值，按其差額計提資產減值準備，並計入當期損益。

上述資產減值損失一經確認，在以後會計期間不予轉回。

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Long-term deferred expenses

Long-term deferred expenses are expenditures and other expenses which have incurred but that shall be amortized over the current period and subsequent periods of more than one year. Long-term deferred expenses are amortized evenly over the estimated benefit period.

Revenue

Revenue from sales of goods

Revenue is recognized when the Company has transferred to the buyer the significant risks and rewards of ownership of the goods, retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, will receive the economic benefits associated with the transaction, and can reliably measure the relevant amount of revenue and costs.

Sales of electricity

Sales of electricity are recognised when electricity are generated and transmitted to the power grid operated by the local electric power company.

Sales of steam

Sales of steam are recorded based upon output delivered and capacity provided at rates specified under contract terms.

Interest income

Interest income is measured based on the length of time for which the Group's cash is used by others and the effective interest rate.

Hotel income

When the outcome of a transaction involving the rendering of services can be estimated reliably and such services may be commenced and completed in the same fiscal year, the revenue realized from rendering of services is recognized upon completion of services.

二、公司主要會計政策和會計估計 (續)

長期待攤費用

長期待攤費用為已經發生但應由本期和以後各期負擔的分攤期限在一年以上的各項費用。長期待攤費用在預計受益期間分期平均攤銷。

收入

商品銷售收入

在已將商品所有權上的主要風險和報酬轉移給買方，既沒有保留通常與所有權相聯繫的繼續管理權，也沒有對已售商品實施有效控制，收入的金額能夠可靠地計量，相關的經濟利益很可能流入企業，相關的已發生或將發生的成本能夠可靠地計量時，確認商品銷售收入的實現。

電力銷售收入

電力銷售收入於電力產出並輸送到當地電力公司之電網時確認。

蒸汽銷售收入

蒸汽銷售根據輸出量和合約條款所約定之費率入賬。

利息收入

按照他人使用本集團貨幣資金的時間和實際利率計算確定。

酒店收入

在提供勞務交易的結果能夠可靠估計的情況下，且提供的勞務在同一年度內開始並完成，在完成勞務時，確認勞務收入的實現。

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Government grant

Government grants are transfer of monetary assets or non-monetary assets from the government to the Group at no consideration, excluding capital considerations from the government as an owner of the Group. Government grants are classified into government grants related to assets and government grants related to income. Government grant shall be recognized when, and only when the related criteria are met.

If a government grant is in the form of a transfer of monetary asset, the item shall be measured at the amount received or receivable. If a government grant is in the form of a transfer of non-monetary asset, the item shall be measured at fair value. If fair value is not reliably determinable, the item shall be measured at a nominal amount and recognized immediately in profit or loss for the current period.

A government grant related to an asset shall be recognized as deferred income, and evenly amortized to profit or loss over the useful life of the asset. For a government grant related to income, if the grant is a compensation for related expenses or losses to be incurred in subsequent periods, the grant shall be recognized as deferred income, and recognized in profit or loss over the periods in which the related costs are recognized; if the grant is a compensation for related expenses or losses already incurred, the grant shall be recognized immediately in profit or loss for the current period.

For the repayment of a government grant already recognized, if there is any related deferred income, the repayment shall be off set against the carrying amount of the deferred income, and any excess shall be recognized in profit or loss for the current period; if there is no related deferred income, the repayment shall be recognized immediately in profit or loss for the current period.

二、公司主要會計政策和會計估計 (續)

政府補助

政府補助是指本集團從政府無償取得貨幣性資產和非貨幣性資產，不包括政府作為所有者投入的資本。政府補助分為與資產相關的政府補助和與收益相關的政府補助。政府補助在能夠滿足政府補助所附的條件，且能夠收到時確認。

政府補助為貨幣性資產的，按照收到或應收的金額計量。政府補助為非貨幣性資產的，按照公允價值計量；公允價值不能夠可靠取得的，按照名義金額計量。按照名義金額計量的政府補助，直接計入當期損益。

與資產相關的政府補助，確認為遞延收益，並在相關資產的使用壽命內平均分配計入當期損益。與收益相關的政府補助，用於補償以後期間的相關費用和損失的，確認為遞延收益，並在確認相關費用的期間計入當期損益；用於補償已經發生的相關費用和損失的，直接計入當期損益。

已確認的政府補助需要返還時，存在相關遞延收益餘額的，沖減相關遞延收益賬面餘額，超出部分計入當期損益；不存在相關遞延收益的，直接計入當期損益。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Deferred income tax assets / deferred income tax liabilities

Current income tax

At the balance sheet date, current income tax liabilities (or assets) for the current and prior periods shall be measured at the amount expected to be paid (or recovered) according to the requirements of tax laws. Taxable profits, which are the basis for calculating the current income tax expense, are determined after adjusting the accounting profits before tax for the period in accordance with relevant requirements of tax laws.

Deferred income tax assets and deferred income tax liabilities

Temporary differences arising from the difference between the carrying amount of an asset or liability and its tax base, and the difference between the tax base and the carrying amount of those items that are not recognized as assets or liabilities but have a tax base that can be determined according to tax laws, shall be recognized as deferred income tax assets and deferred income tax liabilities using the balance sheet liability method.

Deferred income tax liabilities are not recognized for taxable temporary differences related to: the initial recognition of goodwill; and the initial recognition of an asset or liability in a transaction which is neither a business combination nor affects accounting profit or taxable profit (or deductible loss) at the time of the transaction. In addition, the Group recognizes the corresponding deferred income tax liability for taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, except when both of the following conditions are satisfied: the Group able to control the timing of the reversal of the temporary difference; and it is probable that the temporary difference will not reverse in the foreseeable future.

二、公司主要會計政策和會計估計 (續)

遞延所得稅資產／遞延所得稅負債

當期所得稅

資產負債表日，對於當期和以前期間形成的當期所得稅負債(或資產)，以按照稅法規定計算的預期應交納(或返還)的所得稅金額計量。計算當期所得稅費用所依據的應納稅所得額系根據有關稅法規定對本期間稅前會計利潤作相應調整後計算得出。

遞延所得稅資產及遞延所得稅負債

某些資產、負債項目的賬面價值與其計稅基礎之間的差額，以及未作為資產和負債確認但按照稅法規定可以確定其計稅基礎的項目的賬面價值與計稅基礎之間的差額產生的暫時性差異，採用資產負債表債務法確認遞延所得稅資產及遞延所得稅負債。

與商譽的初始確認有關，以及與既不是企業合併、發生時也不影響會計利潤和應納稅所得額(或可抵扣虧損)的交易中產生的資產或負債的初始確認有關的應納稅暫時性差異，不予確認有關的遞延所得稅負債。此外，對與子公司、聯營企業及合營企業投資相關的應納稅暫時性差異，如果本集團能夠控制暫時性差異轉回的時間，而且該暫時性差異在可預見的未來很可能不會轉回，也不予確認有關的遞延所得稅負債。除上述例外情況，本集團確認其他所有應納稅暫時性差異產生的遞延所得稅負債。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Deferred income tax assets / deferred income tax liabilities(Cont'd)

Deferred income tax assets and deferred income tax liabilities(Cont'd)

Deferred income tax assets are not recognized for deductible temporary differences related to the initial recognition of an asset or liability in a transaction which is neither a business combination nor affects accounting profit or taxable profit (or deductible loss) at the time of the transaction. In addition, the Group recognizes the corresponding deferred income tax asset for deductible temporary differences associated with investments in subsidiaries, associates and joint ventures to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilized, except when both of the following conditions are satisfied: it is not probable that the temporary difference will reverse in the foreseeable future; and it is not probable that taxable profits will be available in the future, against which the temporary difference can be utilized.

The Company recognizes a deferred income tax asset for the carry forward of deductible losses and tax credits to subsequent periods, to the extent that it is probable that future taxable profits will be available against which the deductible losses and tax credits can be utilized.

At the balance sheet date, deferred income tax assets and deferred income tax liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, according to the requirements of tax laws.

At the balance sheet date, the Company shall review the carrying amount of a deferred income tax asset. If it is probable that sufficient taxable profits will not be available in future periods to allow the benefit of the deferred income tax asset to be utilized, the carrying amount of the deferred income tax asset shall be reduced. Any such reduction in amount shall be reversed when it becomes probable that sufficient taxable profits will be available.

二、公司主要會計政策和會計估計(續)

遞延所得稅資產／遞延所得稅負債(續)

遞延所得稅資產及遞延所得稅負債(續)
與既不是企業合併、發生時也不影響會計利潤和應納稅所得額(或可抵扣虧損)的交易中產生的資產或負債的初始確認有關的可抵扣暫時性差異，不予確認有關的遞延所得稅資產。此外，對與子公司、聯營企業及合營企業投資相關的可抵扣暫時性差異，如果暫時性差異在可預見的未來不是很可能轉回，或者未來不是很可能獲得用來抵扣可抵扣暫時性差異的應納稅所得額，不予確認有關的遞延所得稅資產。除上述例外情況，本集團以很可能取得用來抵扣可抵扣暫時性差異的應納稅所得額為限，確認其他可抵扣暫時性差異產生的遞延所得稅資產。

對於能夠結轉以後年度的可抵扣虧損和稅款抵減，以很可能獲得用來抵扣可抵扣虧損和稅款抵減的未來應納稅所得額為限，確認相應的遞延所得稅資產。

資產負債表日，對於遞延所得稅資產和遞延所得稅負債，根據稅法規定，按照預期收回相關資產或清償相關負債期間的適用稅率計量。

於資產負債表日，對遞延所得稅資產的賬面價值進行覆核，如果未來很可能無法取得足夠的應納稅所得額用以抵扣遞延所得稅資產的利益，則減記遞延所得稅資產的賬面價值。在預計很可能獲得足夠的應納稅所得額時，減記的金額予以轉回。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Deferred income tax assets / deferred income tax liabilities(Cont'd)

Income tax expense

Income tax expense comprises current income tax expense and deferred income tax expense.

Current income tax expense (current income tax income) and deferred income tax expense (deferred income tax income) are included in profit or loss for the current period, except for: current income tax and deferred income tax related to transactions or events that are directly recognized in owners' equity, which are recognized directly in owners' equity, and deferred income tax arising from a business combination, which is adjusted against the carrying amount of goodwill.

Offset of income tax

After granted the legal rights of net settlement and with the intention to use net settlement or obtain assets, repay debt, the Group, at the same time, records the net amount after offsetting its current income tax assets and current income tax liabilities.

The Group was granted the legal rights of net settlement of current income tax assets and current income tax liabilities. Deferred income tax assets and deferred income tax liabilities are related to income tax to be paid by the same entity liable to pay tax to the same tax collection and management authority or related to different entities liable to pay tax, but the relevant entity liable to pay tax is intended to apply net settlement of current income tax assets and liabilities or, at the same time, obtain assets, repay debt whenever every deferred income tax assets and liabilities with importance would be reversed in the future, the Group records the net amount after offsetting its current income tax assets and current income tax liabilities.

Lease

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. Title may or may not eventually be transferred. All other leases are classified as operating leases.

Operating lease business with the Group recorded as lessee

Lease payment for operating lease is recognized as related asset cost or profits and losses for the current period using the straight-line method over the lease term. The initial direct cost is directly accounted in profit or loss for the current period. Contingent rent is recognized as profit or loss for the current period upon occurrence.

二、公司主要會計政策和會計估計(續)

遞延所得稅資產／遞延所得稅負債(續)

所得稅費用

所得稅費用包括當期所得稅和遞延所得稅。

除與直接計入所有者權益的交易和事項相關的當期所得稅和遞延所得稅計入所有者權益，以及企業合併產生的遞延所得稅調整商譽的賬面價值外，其餘當期所得稅和遞延所得稅費用或收益計入當期損益。

所得稅的抵銷

當擁有以淨額結算的法定權利，且意圖以淨額結算或取得資產、清償負債同時進行時，本集團當期所得稅資產及當期所得稅負債以抵銷後的淨額列報。

當擁有以淨額結算當期所得稅資產及當期所得稅負債的法定權利，且遞延所得稅資產及遞延所得稅負債是與同一稅收徵管部門對同一納稅主體徵收的所得稅相關或者是對不同的納稅主體相關，但在未來每一具有重要性的遞延所得稅資產及負債轉回的期間內，涉及的納稅主體意圖以淨額結算當期所得稅資產和負債或是同時取得資產、清償負債時，本集團遞延所得稅資產及遞延所得稅負債以抵銷後的淨額列報。

租賃

融資租賃為實質上轉移了與資產所有權有關的全部風險和報酬的租賃，其所有權最終可能轉移，也可能不轉移。融資租賃以外的其他租賃為經營租賃。

本集團作為承租人記錄經營租賃業務經營租賃的租金支出在租賃期內的各期間按直線法計入相關資產成本或當期損益。初始直接費用計入當期損益。或有租金於實際發生時計入當期損益。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Operating lease business with the Group recorded as lessor

Rental income is recognized in profit or loss for the current period using the straight-line method over the lease term. The initial direct cost where the amount is larger is capitalized when incurred, and accounted for as profit or loss for the current period on the same basis as recognition of rental income over the entire lease period. Contingent rental is accounted for as profit or loss for the period in which it is incurred.

Employee Benefits

In the accounting period in which an employee has rendered services, the Group shall recognize the employee benefits payable as a liability.

The Group participates in social security systems operated by the government. Payments of social security contributions for employees, such as premiums or contributions on pensions, medical insurance, payments of housing funds and other social welfare contributions shall be included in the cost of related assets or profit or loss for the period in which they are incurred.

When the Group terminates the employment relationship with employees before the expiry of the employment contracts or provides compensation as an offer to encourage employees to accept voluntary redundancy, if the Group has a formal plan for termination of employment relationship or has made an offer for voluntary redundancy, which will be implemented immediately, and the Group cannot unilaterally withdraw from the termination plan or the redundancy offer, a compensation liability arising from the termination of employment relationship with employees should be charged to the profit or loss for the current period.

An internal retirement plan is accounted for using the same principles as described above. Salaries and social insurance contributions to be paid to the internally retired employees by the Group during the period from the date when the employee ceases to provide services to the normal retirement date are recognized in profit or loss for the period when the recognition criteria for provisions are met (termination benefits).

二、公司主要會計政策和會計估計 (續)

本集團作為出租人記錄經營租賃業務經營租賃的租金收入在租賃期內的各個期間按直線法確認為當期損益。對金額較大的初始直接費用於發生時予以資本化，在整個租賃期間內按照與確認租金收入相同的基礎分期計入當期損益。或有租金於實際發生時計入當期損益。

職工薪酬

本集團在職工提供服務的會計期間，將應付的職工薪酬確認為負債。

本集團按規定參加由政府機構設立的職工社會保障體系，包括基本養老保險、醫療保險、住房公積金及其他社會保障制度，相應的支出於發生時計入相關資產成本或當期損益。

在職工勞動合同到期之前解除與職工的勞動關係，或為鼓勵職工自願接受裁減而提出給予補償的建議，如果本集團已經制定正式的解除勞動關係計劃或提出自願裁減建議並即將實施，同時本集團不能單方面撤回解除勞動關係計劃或裁減建議的，確認因解除與職工勞動關係給予補償產生的預計負債，並計入當期損益。

職工內部退休計劃採用上述辭退福利相同的原則處理。本集團將自職工停止提供服務日至正常退休日的期間擬支付的內退人員工資和繳納的社會保險費等，在符合預計負債確認條件時，計入當期損益(辭退福利)。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Debt restructuring

The term "debt restructuring" refers to an event in which the settlement of a debt is arrived in as a result of a mutual agreement between a debtor and a creditor or a judgment of a court when the debtor gets into a financial problem.

Obligations to record debt restructuring as debtor

When a debt is liquidated by cash, the debtor shall include the difference between the book value of the debt to be restructured and the actual payment into the current profits and losses. When a debt is liquidated by a non-cash asset, the debtor shall include the difference between the book value of the debt to be restructured and the fair value of the non-cash asset transferred into the current profits and losses. The difference between fair value of the non-cash asset transferred and its book value shall be included in the current profits and losses. When a debt is converted into capital, the debtor shall include the difference between the book value of the debt to be restructured and the fair value of shares to which the creditor becomes entitled for waiver of the credit into the current profits and losses. Where other terms of a debt are modified, the debtor shall regard the post-modification fair value of the debt as the entry value of the restructured debt, and shall include the difference between the book value of the debt to be restructured and the book value of the restructured debt in the current profits and losses. Where a debt restructuring is made by a combination of several methods, the debtor shall offset, one by one, the cash paid, the fair value of the non-cash asset transferred, and the fair value of the shares to which the creditor becomes entitled, against the book value of the debt to be restructured, then handle it in accordance with the aforesaid provisions of modification of other terms of a debt.

二、公司主要會計政策和會計估計 (續)

債務重組

債務重組是指在債務人發生財務困難的情況下，債權人按照其與債務人達成的協議或者法院的裁定作出讓步的事項。

作為債務人記錄債務重組義務

以現金清償債務的，將重組債務的賬面價值與實際支付金額之間的差額計入當期損益。以非現金資產清償債務時，將重組債務的賬面價值與轉讓的非現金資產公允價值之間的差額，計入當期損益。轉讓的非現金資產公允價值與其賬面價值之間的差額，計入當期損益。將債務轉為資本的，重組債務的賬面價值與債權人放棄債權而享有股份的公允價值之間的差額，計入當期損益。修改其他債務條件的，將修改其他債務條件後債務的公允價值作為重組後債務的入賬價值，重組前債務的賬面價值與重組後債務的賬面價值之間的差額，計入當期損益。採用多種方式的組合進行債務重組的，依次以支付的現金、轉讓的非現金資產的公允價值、債權人享有股份的公允價值沖減重組債務的賬面價值，然後再按照前述修改其他債務條件的方式進行處理。

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II. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES OF THE COMPANY (Cont'd)

Debt restructuring (Cont'd)

Obligations to record debt restructuring as creditor

When a debt is liquidated by cash, the creditor shall include the difference between the book balance of the debt to be restructured and the cash received in the current profits and losses. When a debt is liquidated by a non-cash asset, the creditor shall include the difference between the book balance of the debt to be restructured and the fair value of the non-cash asset received in the current profits and losses. When a debt is converted into capital, the creditor shall include the difference between the fair value of the shares to which it becomes entitled as investment to the debtor and the book balance of the debt to be restructured into the current profits and losses. Where other terms of a debt are modified, the creditor shall regard the post-modification fair value of the debt as the book value of the restructured debt, and shall include the difference between the book balance of the debt to be restructured and the book value of the restructured debt in the current profits and losses. Where a debt restructuring is made by a combination of several methods, the debtor shall offset, one by one, the cash received, the fair value of the non-cash asset received, and the fair value of the shares to which the creditor becomes entitled to offset against the book balance of the debt to be restructured, then handle it in accordance with the aforesaid provisions of modification of other terms of a debt.

If the creditor has made provision for the impairment of the debt to be restructured, it shall first offset the aforesaid difference against the impairment provision, and then include the shortfall in the current profits and losses.

二、公司主要會計政策和會計估計 (續)

債務重組 (續)

作為債權人記錄債務重組義務

以現金清償債務的，將重組債權的賬面餘額與收到的現金之間的差額計入當期損益。以非現金資產清償債務的，將重組債權的賬面餘額與收到的非現金資產公允價值之間的差額，計入當期損益。將債務轉為資本的，將享有債務人股份的公允價值與重組債權的賬面餘額之間的差額，計入當期損益。修改其他債務條件的，將修改其他債務條件後債權的公允價值作為重組後債權的賬面價值，重組前債權的賬面餘額與重組後債權的賬面價值之間的差額，計入當期損益。採用多種方式的組合進行債務重組的，依次以收到的現金、接受的非現金資產的公允價值、債權人享有股份的公允價值沖減重組債權的賬面餘額，然後再按照前述修改其他債務條件的方式進行處理。

重組債權已計提減值準備的，則先將上述差額沖減已計提的減值準備，不足沖減的部分，計入當期損益。

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III. TAXATION

Taxes that the Group is subject to include value added tax, enterprise income tax, business tax, and property tax and land use tax.

I. Main Tax Types and Tax Rates

Tax type 稅種	Basis of taxing 計稅依據	Tax rate (%) 稅率(%)
(I) Value added tax (一) 增值稅		
Product sold in the domestic market (credit VAT) 內銷產品銷售(銷項稅額)	Sales volume 銷售額	17
Paper core sales, printing (credit VAT) 紙芯銷售、印刷(銷項稅額)	Sales volume 銷售額	17
Purchase of barley grass, pampas grass (debit VAT) 麥草、葦草收購(進項稅額)	Procurement volume 採購額	13
Steam power for production use (debit VAT) 生產用蒸汽(進項稅額)	Procurement volume 採購額	13
Electric power for production use (debit VAT) 生產用電力(進項稅額)	Procurement volume 採購額	17
Sodium silicate, paperboard for production use (debit VAT) 生產用泡花碱、箱板紙(進項稅額)	Procurement volume 採購額	17
Purchase of waste paper in the PRC (debit VAT) 國內廢紙收購(進項稅額)	Procurement volume 採購額	10
Coal (debit VAT) 煤(進項稅額)	Procurement volume 採購額	17

三、稅項

本集團繳納的稅項主要包括增值稅、企業所得稅、營業稅、房產稅及土地使用稅等。

1. 主要稅種及稅率

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III. TAXATION (Cont'd)

三、稅項(續)

I. Main Tax Types and Tax Rates (Cont'd)

1. 主要稅種及稅率(續)

Tax type 稅種	Basis of taxing 計稅依據	Tax rate (%) 稅率(%)
(II) Business tax (二) 營業稅		
Repair services 維修費服務	Revenue from repair 維修費收入	5
Interests on entrusted loans 委託貸款利息	Interests income 利息收入	5
Transportation services 運輸服務	Revenue from transportation 運輸費收入	3
(III) Urban maintenance and construction tax (三) 城市維護建設稅	Amount of value added tax and business tax paid 上繳增值稅及營業稅額	5-7
(IV) Education surtax (四) 教育費附加	Amount of value added tax and business tax paid 上繳增值稅及營業稅額	3
(V) Real property tax (五) 房產稅	70% of original value of real property 房產原值的70%	1.2
(VI) Land use tax (六) 土地使用稅	Area of land use 土地使用面積	Corresponding tax rate 相應稅率
(VII) Enterprise income tax (七) 企業所得稅	Taxable income 應納稅所得額	Corresponding tax rate 相應稅率

2. Tax Incentives and Approvals

Enterprise Income Tax

Pursuant to the requirements of Law of the People's Republic of China on Enterprise Income Tax (《中華人民共和國企業所得稅法》) dated 16 March 2007, the Company is recognized as a high or new technology enterprise which needs the major support of the state as approved by State Taxation Administration of Shouguang, Shandong. An enterprise income tax rate of 15% is applicable to the Company since 1 January 2009 for three years. The sales branches of the Company were still subject to an enterprise income tax rate of 25%.

Hailaer Chenming Paper Co., Ltd. (海拉爾晨鳴紙業有限責任公司), a subsidiary of the Company established in the Inner Mongolia Autonomous Region and covered by the preferential tax policy for industries encouraged by the State Government, enjoyed the preferential income tax rate of 15% from 2001 to 2010 pursuant to Guo Shui Fa (2002) Document No. 47 issued by the State Administration of Taxation.

2. 稅收優惠及批文

企業所得稅

根據2007年3月16日發佈的《中華人民共和國企業所得稅法》規定，本公司為符合條件的國家需要重點扶持的高新技術企業，經山東省壽光市國家稅務局批准，本公司自2009年1月1日起三年內執行15%的企業所得稅率。本公司之銷售分公司仍執行25%的企業所得稅率。

本公司子公司海拉爾晨鳴紙業有限責任公司系設立在內蒙古自治區的企業，符合西部大開發中國家給予鼓勵類產業的稅收優惠政策條件，根據國家稅務總局國稅發(2002)47號文件，於2001至2010年期間適用15%優惠稅率。

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III. TAXATION (Cont'd)

2. Tax Incentives and Approvals (Cont'd)

Enterprise Income Tax (Cont'd)

Pursuant to the Guo Xi Ban Zong [2001] Document No. 10 "Written Reply concerning the Application of the Preferential Tax Policies on Development of the Western Region in Yanbian Korean Autonomous Prefecture" issued by the Office of the Leading Group for Western Region Development of the State Council (《國家稅西部開發辦關於延邊朝鮮族自治州參照報行國家西部大開發優惠政策的覆函》) and Yanzhou local tax notice [2001] Document No. 99 "Letter confirming the entitlement of 吉林晨鳴亞松漿紙有限公司 to preferential tax policy" issued by the local tax bureau of Yanbian Korean Autonomous Prefecture (《延邊州地方稅務局關於吉林晨鳴亞松漿紙有限公司享受稅收優惠政策承諾的函》), Yanbian Chenming Paper Co., Ltd. (延邊晨鳴紙業有限公司), a subsidiary of the Company, is covered by the preferential tax policies on development of the Western Region and thus enjoys preferential tax rate of 15% from 2001 to 2010.

Shandong Chenming Xinli Power Co., Ltd. (山東晨鳴新力熱電有限公司), a subsidiary of the Company, was established in 2001 as a Sino-foreign joint venture and engaged in the business of electric power and thermal power generation. Pursuant to Rule No. 73 of "Detailed Rules on the Implementation of the Income Tax Law of The People's Republic of China for Enterprises with Foreign Investment and Foreign Enterprises" (《中華人民共和國外商投資企業和外國企業所得稅法實施細則》) and rules under the State Council's Circular on Expanding Application Scope of Income Tax Preferential Treatment on Enterprises with Foreign Investment Engaged in Energy or Traffic Infrastructure Projects (《國務院關於擴大外商投資企業從事能源交通基礎設施項目稅收優惠規定使用範圍的通知》) (Guo Fa [1999] No. 13), and Guo Shui Han [2002] Document No. 1032 "Written Reply on issues regarding the application of preferential enterprise income tax rate to Shandong Chenming Xinli Power Co., Ltd." from the State Council (《國家稅務總局關於山東晨鳴新力熱電有限公司適用企業所得稅率問題的批覆》), Shandong Chenming Xinli Power Co., Ltd. is subject to income tax rate of 15%. Pursuant to Guo Fa [2007] Document No. 39 "Circular on Transitional Preferential Enterprise Income Tax Policy" issued by the State Council (《國務院關於實施企業所得稅過渡優惠政策的通知》), the subsidiary was subject to the income tax rate of 20% in 2009.

三、稅項(續)

2. 稅收優惠及批文(續)

企業所得稅(續)

根據國務院西部地區開發領導小組辦公室國西辦綜[2001]10號文《國務院西部開發辦關於延邊朝鮮族自治州參照執行國家西部大開發優惠政策的覆函》以及延邊朝鮮族自治州地方稅務局延州地稅函[2001]99號文《延邊州地方稅務局關於吉林晨鳴亞松漿紙有限公司享受稅收優惠政策承諾的函》，本公司子公司延邊晨鳴紙業有限公司自2001年至2010年享受西部大開發有關稅收優惠的政策，適用15%的優惠稅率。

本公司子公司山東晨鳴新力熱電有限公司系於2001年成立的中外合資經營企業，從事電能、熱能生產經營業務。根據《中華人民共和國外商投資企業和外國企業所得稅法實施細則》第七十三條和《國務院關於擴大外商投資企業從事能源交通基礎設施項目稅收優惠規定使用範圍的通知》(國發[1999]13號)的規定，以及國家稅務總局國稅函[2002]1032號文《國家稅務總局關於山東晨鳴新力熱電有限公司適用企業所得稅率問題的批覆》，該公司按15%稅率繳納所得稅。根據國發[2007]39號文《國務院關於實施企業所得稅過渡優惠政策的通知》，2009年適用稅率為20%。

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III. TAXATION (Cont'd)

2. Tax Incentives and Approvals (Cont'd)

Enterprise Income Tax (Cont'd)

Income tax rates applicable to the Company and its subsidiaries (continued) Wuhan Chenming Hanyang Paper Holdings Co., Ltd. (武漢晨鳴漢陽紙業股份有限公司), a subsidiary of the Company, was transformed into an EFI in April 2005. Pursuant to the Income Tax Law of The People's Republic of China for Enterprises with Foreign Investment and Foreign Enterprises and its implementation rules, and as approved by State Taxation Administration of Economic and Technological Development Zone of Wuhan City, the income tax for 2007 was reduced in half. Pursuant to Guo Fa [2007] Document No. 39 "Circular on Transitional Preferential Enterprise Income Tax Policy" issued by the State Council (《國務院關於實施企業所得稅過渡優惠政策的通知》), the subsidiary was subject to the income tax rate of 10% in 2009.

Jiangxi Chenming Paper Co., Ltd. (江西晨鳴紙業有限責任公司), a subsidiary of the Company, was transformed into an EFI in 2004. It engaged in production with a period of operation of more than 10 years as a foreign-investment enterprise. 2009 was the third year since it started to make profits. Pursuant to Guo Fa [2007] Document No. 39 "Circular on Transitional Preferential Enterprise Income Tax Policy" issued by the State Council (《國務院關於實施企業所得稅過渡優惠政策的通知》), the subsidiary was subject to the income tax of 12.5% in 2009.

Pursuant to the "Revenue Bill 2008" passed by The Legislative Council of the Hong Kong Special Administrative Region on 26 June 2008, Chenming (HK) Limited, a subsidiary of the Company, has been subject to a corporate income tax rate of 16.5% commencing 2008, and the applicable tax rate for 2009 was 16.5%.

Except for the above preferential policies, the Company and its remaining subsidiaries are subject to enterprise income tax rate of 25%.

三、稅項(續)

2. 稅收優惠及批文(續)

企業所得稅(續)

本公司子公司武漢晨鳴漢陽紙業股份有限公司於2005年4月份變更為外商投資企業，根據《中華人民共和國外商投資企業和外國企業所得稅法》及其實施細則的有關規定，經武漢市經濟技術開發區國家稅務局批准，2007年減半繳納企業所得稅。根據國發[2007]39號文《國務院關於實施企業所得稅過渡優惠政策的通知》，2009年適用稅率為10%。

本公司子公司江西晨鳴紙業有限責任公司於2004年變更為外商投資企業，系經營期在十年以上的生產性外商投資企業，2009年屬於自獲利年起第三年，根據國發[2007]39號文《國務院關於實施企業所得稅過渡優惠政策的通知》，2009年適用稅率為12.5%。

根據香港特別行政區立法會2008年6月26日通過的《2008收入條例草案》，本公司子公司晨鳴(香港)有限公司從2008年開始執行16.5%的企業所得稅率，2009年適用稅率為16.5%。

除上述優惠政策外，公司其他子公司的所得稅稅率為25%。

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III. TAXATION (Cont'd)

2. Tax Incentives and Approvals (Cont'd)

Crediting Payment on Purchase of Domestically-Made Equipment as Investments
Pursuant to the Circular on Several Issues concerning Crediting Payment on Purchase of Domestically-Made Equipment as Investments against Enterprise Income Tax by Foreign-invested Enterprises and Foreign Enterprises (《關於外商投資企業和外國企業購買國產設備投資抵免企業所得稅有關問題的通知》) issued by the Ministry of Finance and the State Administration of Taxation (Cai Shui [2000] No. 49) and the Provisional Measures concerning Crediting Payment on Purchase of Technologically Improved Domestically-Made Equipment as Investments against Enterprise Income Tax (《技術改造國產設備投資抵免企業所得稅暫行辦法》) (Cai Shui Zi [1999] No. 290), the 40 percent of the Group's payments on domestically-made equipment is creditable against the increased amount in its enterprise income taxes in the year of purchase over that of the year before. The allowable tax credit of an enterprise shall not exceed its newly increased enterprise income tax for the year of purchase over that of the year before. If the amount of newly increased enterprise income tax is not sufficient for tax credit, the remaining part of the investment which exceeds the tax credit shall be refundable against the newly increased tax of the next year over that of the year before the year of purchase. However, the period for continuous tax credit shall not exceed five years.

Pursuant to Guo Shui Fa [2008] Document No. 52 "Circular on Policy Question about Postponement to Implement to Set Off Enterprise Income Tax with Investment To Acquire Domestic Equipment by Enterprise" issued by State General Tax Bureau (《關於停止執行企業購買國產設備投資抵免企業所得稅政策問題的通知》), postponement to implement to the policy to set off enterprise income tax with investment to acquire domestic equipment by an enterprise has been carried out since 1 January 2008. Income tax credits in respect of investments in domestic-manufactured equipment as approved in prior years will continue to be credited within the extended period.

Value-added Tax ("VAT")

Pursuant to the requirements of the "Provisional Regulations on Value-added Tax of the People's Republic of China" (《中華人民共和國增值稅暫行條例》) and "Detailed Rules for the Implementation of the Provisional Regulations on Value-added Tax of the People's Republic of China" (《中華人民共和國增值稅暫行條例實施細則》), with effect from 1 January 2009, general payers of VAT may have the input amount incurred from acquiring (including acceptance of donation and investment in kind) or manufacturing (including rebuilding, expansion of building and installation) fixed assets deducted from the output amount upon the proof of the VAT-specific invoice, special bill of payment of import VAT obtained from the customs and freight settlement voucher.

三、稅項 (續)

2. 稅收優惠及批文 (續)

國產設備投資抵免所得稅

根據財政部國家稅務總局《關於外商投資企業和外國企業購買國產設備投資抵免企業所得稅有關問題的通知》(財稅[2000]49號)及《技術改造國產設備投資抵免企業所得稅暫行辦法》(財稅字[1999]290號),本集團購買國產設備投資的40%可從購置設備當年比前一年新增的企業所得稅中抵免。每一年度投資抵免的企業所得稅稅額,不得超過該企業當年比設備購置的前一年新增的企業所得稅稅額。如果當年新增的企業所得稅稅額不足抵免時,未予抵免的投資額,可用以後年度比設備購置的前一年新增的企業所得稅稅額延續抵免,但延續抵免的期限最長不得超過五年。

根據國家稅務總局《關於停止執行企業購買國產設備投資抵免企業所得稅政策問題的通知》(國稅發[2008]52號),自2008年1月1日起,停止執行企業購買國產設備投資抵免企業所得稅的政策,以前年度已經批准的國產設備投資抵免所得稅,則繼續在延續期內抵免。

增值稅

根據《中華人民共和國增值稅暫行條例》和《中華人民共和國增值稅暫行條例實施細則》的有關規定,自2009年1月1日起,增值稅一般納稅人購進(包括接受捐贈、實物投資)或者自製(包括改擴建、安裝)固定資產發生的進項稅額,可憑增值稅專用發票、海關進口增值稅專用繳款書和運輸費用結算單據從銷項稅額中抵扣。

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III. TAXATION (Cont'd)

2. Tax Incentives and Approvals (Cont'd)

Value-added Tax ("VAT")

Pursuant to Cai Shui [1995] No. 44 "Circular on VAT Exemption for Certain Products Applying Integrated Use of Resources" issued by the State Administration of Taxation (《國家稅務總局對部分資源綜合利用產品免徵增值稅的通知》), enterprises engaged in utilization of raw materials containing not less than 30% of coal gangue, stone coal, coal ash, bottom ash of coal boiler (excluding blast furnace water quenching residue) in the production of building material products shall be exempted from VAT. Wuhan Chenjian New-style Wall Materials Co., Ltd. (武漢晨建新型牆體材料有限公司), a subsidiary of the Company, utilizes raw materials containing above 30% of coal ash in its production. It is thus qualified as an enterprise engaged in the utilization of waste in production and is exempted from VAT in 2009.

Pursuant to Cai Shui [2001] No. 78 "Circular on the VAT Policy concerning Waste Collection Business" issued by the State Administration of Taxation (《國家稅務總局關於廢舊物資回收經營業務有關增值稅政策的通知》), since 2001, general taxpayers engaging in the sale of waste materials business will be exempted from VAT. Accordingly, Qihe Chenming Waste Collection Co., Ltd. (齊河晨鳴廢舊物資收購有限公司), Jilin Chenming Waste Collection Co., Ltd. (吉林晨鳴廢舊物資回收有限公司) and Shouguang City Run Sheng Wasted Paper Recycle Co., Ltd. (壽光市潤生廢紙回收有限責任有限公司), subsidiaries of the Company, are covered by the preferential policy of VAT exemption.

Pursuant to Cai Shui Zi [1995] No. 44 "Circular on VAT Exemption for Certain Products Applying Integrated Use of Resources issued by the Ministry of Finance and the State Administration of Taxation" (《財政部、國家稅務總局關於對部分資源綜合利用產品免徵增值稅問題的通知》) and the relevant requirements of Cai Shui [2001] Document No. 72, Shandong Chenming Panels Co., Ltd. (山東晨鳴板材有限責任公司), Qihe Chenming Panels Co., Ltd. (齊河晨鳴板材有限公司), Juancheng Chenming Panels Co., Ltd. (鄆城晨鳴板材有限公司) and Heze Chenming Panels Co., Ltd., (河澤晨鳴板材有限責任公司) all being subsidiaries of the Company and produce products that applied integrated use of resources, are subject to an immediate VAT refund policy.

三、稅項(續)

2. 稅收優惠及批文(續)

增值稅

根據《國家稅務總局對部分資源綜合利用產品免徵增值稅的通知》(財稅[1995]44號),對企業生產的原料中摻有不少於30%的煤矸石、石煤、粉煤灰、燒煤鍋爐的爐底渣(不包括高爐水渣)的建材產品免徵增值稅,本公司所屬武漢晨建新型牆體材料有限公司用於生產的原材料中包含30%以上的粉煤灰,屬於利用污染物進行生產的企業,2009年按照規定免徵增值稅。

根據《國家稅務總局關於廢舊物資回收經營業務有關增值稅政策的通知》(財稅[2001]78號),自2001年起,專門從事廢舊物資經營的一般納稅人銷售廢舊物資免徵增值稅;本公司所屬齊河晨鳴廢舊物資收購有限公司、吉林晨鳴廢舊物資回收有限公司及壽光市潤生廢紙回收有限責任公司享受免徵增值稅的優惠政策。

根據國家稅務總局財稅字[1995]44號《財政部、國家稅務總局關於對部分資源綜合利用產品免徵增值稅問題的通知》及財稅[2001]72號文件有關規定,本公司之子公司山東晨鳴板材有限責任公司、齊河晨鳴板材有限公司、鄆城晨鳴板材有限公司和河澤晨鳴板材有限責任公司生產的資源綜合利用產品享受增值稅即徵即退的優惠政策。

IV. THE SCOPE OF CONSOLIDATED FINANCIAL STATEMENT AND CONTROLLING SUBSIDIARIES

Subsidiaries established by way of investment

四、合併財務報表範圍及控股子公司情況

投資成立的子公司

Full name of subsidiary 子公司全稱	Subsidiary type 子公司類型	Place of Incorporation 註冊地	Business Nature 業務性質	Registered capital 註冊資本	Business activity 經營範圍	The actual investment at the end of period 期末實際投資出資額	Balance of other projects that constitute net investment in the subsidiary 實質上構成對子公司淨投資的其他項目餘額	Shareholding proportion (%) 持股比例	Voting rights proportion (%) 表決權比例	Whether consolidated in the statement 是否合併報表	Minority interests 少數股東權益	Set off the profit or loss of the minority interests from the equity of the Company 從母公司所有者權益沖減子公司中用於沖減少數股東分攤的本期虧損超過少數股東在該子公司期初所有者的金額	Set off the loss attributable to the minority shareholders of the subsidiaries in the current period from the owner's equity of the Company 從母公司所有者權益沖減子公司當期應歸少數股東的虧損	RMB in ten thousands 人民幣萬元	
														Shareholding proportion (%) 持股比例	Voting rights proportion (%) 表決權比例
武漢晨鳴紙業股份有限公司 (Wuhan Chemming Hanyang Paper Holdings Co., Ltd.)	Sino-foreign joint venture 中外合資企業	Wuhan City 武漢市	Manufacture of paper 造紙	21,136	Manufacture and sales of paper products and machinery 紙品及造紙原料、機械生產銷售	20,283	—	50.93	50.93	Yes 是	41,852	—	—	—	—
山東晨鳴紙業集團齊河紙廠有限公司 (Shandong Chemming Paper Group Qihe Paperboard Co., Ltd.)	Limited liability company 有限責任公司	Qihe, Shandong 山東齊河	Manufacture of paper 造紙	37,620	Manufacture, processing and sales of paperboard and packaging paper 製造、加工、銷售紙板、包裝紙等	37,620	—	100	100	Yes 是	—	—	—	—	—
山東晨鳴熱電股份有限公司 (Shandong Chemming Power Supply Holdings Co., Ltd.)	Limited liability company 有限責任公司	Shouguang Shandong 山東壽光	Electricity 電力	9,955	Manufacture and supply of electricity and heat 電力、熱力生產和供應	15,781	—	86.71	86.71	Yes 是	3,171	—	—	—	—
延慶晨鳴紙業有限公司 (Yanbian Chemming Paper Co., Ltd.)	Limited liability company 有限責任公司	Yanji, Jilin 吉林延吉	Manufacture of paper 造紙	8,163.30	Mucilage glue fiber pulp, pulp and machine-made paper 粘膠纖維漿、木漿、機製紙等	4,009	—	76.73	76.73	Yes 是	6,300	—	—	—	—

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IV. THE SCOPE OF CONSOLIDATED FINANCIAL STATEMENT AND CONTROLLING SUBSIDIARIES (Cont'd)

四、合併財務報表範圍及控股子公司情況 (續)

		RMB in ten thousands 人民幣萬元											
Full name of subsidiary 子公司全稱	Subsidiary type 子公司類型	Place of incorporation 註冊地	Business Nature 業務性質	Registered capital 註冊資本	Business activity 經營範圍	The actual investment at the end of period 期末實際投資額	Balance of other projects that constitute net investment in the subsidiary 子公司淨投資實上構成對子公司的淨投資及其他項目	Shareholding ratio 持股比例 (%)	Voting rights ratio 表決權比例 (%)	Whether consolidated in the statement 是否合併報表	Minority interests 少數股東權益	Set off the profit or loss of the minority interests from the equity of the minority shareholders 少數股東權益中因沖減少數股東權益	Set off the loss attributable to the minority shareholders of the subsidiaries in the current period from the owner's equity of the Company exceeds the minority shareholders' portion of the opening balance of owners' equity of the subsidiary 從母公司所有者權益沖減子公司少數股東分擔本期虧損超過少數股東在子公司期初所有者權益其在所有者權益份額的餘額
江西興瑞紙業有限公司 (Jiangxi Xingrui Paper Co., Ltd.)	Sino-foreign joint venture 中外合資企業	Nanchang city 南昌市	Manufacture of paper 造紙	USD 7200 million 17200萬美元	Production and processing etc. of machine-made paper, paperboard, paper panel, paper products and papermaking raw materials 機製紙、紙板、紙漿板、紙製品和造紙原料的生產、加工等	69755	—	51	51	Yes 是	84,298	—	—
壽光市農天園紙業有限公司 (Shouguang Chentong Paper Co., Ltd.)	Limited liability company 有限責任公司	Shouguang Shandong 山東壽光	Arboriculture 林業	1,039	Development, nurture of fast growth poplar, forest, vegetable and fruit 速生類及林蔬菜開發、培育	720	—	68	68	Yes 是	—	—	(68)
海拉爾興瑞紙業有限公司 (Haljar Chentong Paper Co., Ltd.)	Limited liability company 有限責任公司	Haljar City 海拉爾市	Manufacture of paper 造紙	1,600	Sales and processing, sales of machine-made paper and pulp paper 紙售加工及銷售機製紙、漿板	1,200	—	75	75	Yes 是	3,042	—	—
赤壁興瑞紙業有限公司 (Chibi Chentong Paper Co., Ltd.)	Limited liability company 有限責任公司	Chibi, Hubei 湖北赤壁	Manufacture of paper 造紙	17,742	Production, processing, sales and of pulp and paper products, and transport 紙漿及紙製品的生產、加工、銷售、汽車運輸	3,548	—	51	51	Yes 是	14,201	—	—
武漢興瑞裕盛熱電有限公司 (Wuhan Chentong Qianheng Electric Power Co., Ltd.)	Limited liability company 有限責任公司	Wuhan City 武漢市	Electricity 電力	8,824	Generation and sales of electricity and heat 電力、熱力的生產及銷售	4,500	—	51	51	Yes 是	5,688	—	—

IV. THE SCOPE OF CONSOLIDATED FINANCIAL STATEMENT AND CONTROLLING SUBSIDIARIES (Cont'd)

四、合併財務報表範圍及控股子公司情況 (續)

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第十一節 境內審計師報告及按照企業會計準則編製的財務報表及附註

RMB in ten thousands
人民幣萬元

Full name of subsidiary 子公司全稱	Subsidiary type 子公司類型	Place of incorporation 註冊地	Business Nature 業務性質	Registered capital 註冊資本	Business activity 經營範圍	The actual investment at the end of period 期末實際投資額	Balance of other projects that constitute net investment in the subsidiary 實質上構成對子公司淨投資的其他項目餘額	Shareholding ratio 持股比例 (%)	Voting rights ratio 表決權比例 (%)	Whether consolidated in the statement 是否合併報表	Minority interests 少數股東權益	Set off the profit or loss of the minority interests from the equity of the minority shareholders 從少數股東權益中扣除少數股東應享有子公司本期溢利超過少數股東在該子公司期初所有者權益佔有者權益佔餘額	Set off the loss attributable to the minority shareholders of the subsidiaries in the current period from the owner's equity of the Company 從本公司所有者權益沖減子公司少數股東應享有本期溢利超過少數股東在該子公司期初所有者權益佔餘額
武漢建邦建築材料有限公司 (Wuhan Jianbang New-style Wall Materials Co., Ltd.)	Limited liability company 有限責任公司	Wuhan City 武漢市	Wall materials 牆體	1,000	Production, operation and sales of aerated fly ash concrete blocks 粉煤灰加氣混凝土磚塊的生產、經營、銷售	510	—	51	51	Yes 是	2,382	—	
山東奧博新力熱電有限公司 (Shandong Oemeng Xinli Power Co., Ltd.)	Sino-foreign joint venture 中外合資企業	Shouguang Shandong 山東濰光	Electricity 電力	USD 1,180 (in ten thousand) 1,180萬美元	Generation and supply of electricity and heat 電力、熱力生產和供應	4,982	—	51	51	Yes 是	7,380	—	
濰州市晨鳴水泥有限公司 (Shouguang Cheming Cement Co., Ltd.)	Limited liability company 有限責任公司	Shouguang Shandong 山東濰光	Production and sales of cement 水泥產銷	700	Utilization of ash in the production of cement and sales of cement 利用爐灰生產、銷售水泥	700	—	100	100	Yes 是	—	—	
山東晨鳴紙板有限責任公司 (Shandong Cheming Panels Co., Ltd.)	Limited liability company 有限責任公司	Shouguang Shandong 山東濰光	Production and sales of panels 紙材產銷	3,000	Production, processing and sales of decorative board of the layer of laminated board, wooden products, laminated board, fortified wooden floorboard and integrated paper 人造板表面裝飾材料製品生產、強化木地板、浸漬紙的生產、加工、銷售等	3,000	—	100	100	Yes 是	—	—	

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四、合併財務報表範圍及控股子公司情況 (續)

IV. THE SCOPE OF CONSOLIDATED FINANCIAL STATEMENT AND CONTROLLING SUBSIDIARIES (Cont'd)

		RMB in ten thousands 人民幣萬元											
Full name of subsidiary 子公司全稱	Subsidiary type 子公司類型	Place of Incorporation 註冊地	Business Nature 業務性質	Registered capital 註冊資本	Business activity 經營範圍	The actual investment at the end of period 期末實際投資額	Balance of other projects that constitute net investment in the subsidiary 子公司淨投資 及其他項目	Shareholding ratio 持股比例 (%)	Voting rights ratio 表決權比例 (%)	Whether consolidated in the statement 是否合併報表	Minority interests 少數股東權益	Set off the profit or loss of the minority interests from the equity of the Company 少數股東從本公司權益中沖減的利潤或損失	Set off the loss attributable to the minority shareholders of the subsidiaries in the current period from the owner's equity of the Company 少數股東從本公司本期利潤或超過少數股東在子公司期初所有權權益中沖減的虧損
青島豐鳴地板有限公司 (Shougang Chenming Floor-Board Co., Ltd.)	Limited liability company 有限責任公司	Shougang, Shandong 山東濰州	Production and sales of floor board 地板產銷	50	Production, processing and sales of fortified wooden floorboard and impregnated paper 強化木地板、浸漬紙生產、加工、銷售	50	—	100	100	Yes 是	—	—	—
青島豐鳴板材有限公司 (Qhe Chenming Panels Co., Ltd.)	Limited liability company 有限責任公司	Qhe, Shandong 山東濟河	Production and sales of panels 板材產銷	4,082	Production, processing and sales of high-density (medium-density) fiberboard, decorative panel, melamine impregnated paper and composite floor 高(中)密度纖維板、飾面板、三聚氰胺浸漬紙、複合地板、木製品生產、加工、銷售	4,082	—	100	100	Yes 是	—	—	—
青島豐鳴木材有限公司 (Heze Chenming Panels Co., Ltd.)	Limited liability company 有限責任公司	Heze, Shandong 山東菏澤	Production and sales of panels 板材產銷	3,000	Production, processing and sales of high-density (medium-density) fiberboard, decorative panel, melamine impregnated paper and composite floor 高(中)密度纖維板、飾面板、三聚氰胺浸漬紙、複合地板的生產和銷售	2,010	—	67	67	Yes 是	—	—	(215)
陽江豐鳴林業發展有限公司 (Yangjiang Chenming Arboriculture Co., Ltd.)	Limited liability company 有限責任公司	Yangjiang, Guangdong 廣東陽江	Arboriculture 林業	100	Plantation and development of forest, and technology consultation of forestry 林木種植、開發、林業科技諮詢	100	—	100	100	Yes 是	—	—	—

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IV. THE SCOPE OF CONSOLIDATED FINANCIAL STATEMENT AND CONTROLLING SUBSIDIARIES (Cont'd)

四、合併財務報表範圍及控股子公司情況 (續)

		RMB in ten thousands 人民幣萬元											
Full name of subsidiary 子公司全稱	Subsidiary type 子公司類型	Place of incorporation 註冊地	Business Nature 業務性質	Registered capital 註冊資本	Business activity 經營範圍	The actual investment at the end of period 期末實際出資額	Balance of other projects that constitute net investment in the subsidiary 子公司淨投資實上構成對子公司淨投資的其他項目餘額	Shareholding percentage (%) 持股比例	Voting rights percentage (%) 表決權比例	Whether consolidated in the statement 是否合併報表	Minority interests 少數股東權益	Set off the profit or loss of the minority interests from the equity of the minority shareholders 從少數股東權益中扣除少數股東應佔利潤	Set off the profit or loss of the minority shareholders attributable to the minority shareholders in the current period from the equity of the Company 從本公司所有者的權益沖減子公司少數股東應佔本期利潤超過少數股東在子公司期初所有者的權益所享有份額的餘額
港江晨鳴製紙有限公司 (Zhenjiang Chenming Paper Pulp Co., Ltd)	Limited liability company 有限責任公司	Zhenjiang Guangdong 廣東湛江	Arboriculture 林業	50,000	Improvement of plant, fostering, true planting and soil, research of forestry manufacture, production, processing and sales of paper/pulp 育種、育林土壤改良、林業研究生產、加工、銷售紙漿等	50,000	—	100	100	Yes 是	—	—	—
晨鳴(香港)控股有限公司 (Chenming (HK) Limited)	Limited liability company 有限責任公司	Hong Kong China 中國香港	Trade of paper 紙品貿易	USD 10 (in ten thousand) 10萬美元	Export and import trade of paper products and market research 有關紙業生產的進出口貿易及市場調研等	78	—	100	100	Yes 是	—	—	—
壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd)	Limited liability company 有限責任公司	Shouguang Shandong 山東壽光	Transportation 運輸	1,000	Transportation of goods 貨物運輸	1,000	—	100	100	Yes 是	—	—	—
壽光晨鳴美城紙業有限公司 (Shouguang Chenming Art Paper Co., Ltd)	Sino-foreign joint venture 中外合資企業	Shouguang Shandong 山東壽光	Manufacture of paper 造紙	USD 2,000 (in ten thousand) 2,000萬美元	Production of art paper and sales of the product which produced by the Company 機票紙等紙生產、銷售	1,362	—	75	75	Yes 是	4,427	—	—
齊河晨鳴廢物資源有限公司 (Qihé Chenming Waste Collection Co., Ltd)	Limited liability company 有限責任公司	Qihé, Shandong 山東齊河	Purchase and sales of waste and old material 廢舊物資收購與銷售	50	Purchase and sales of wastes and old materials 廢舊物資收購與銷售	50	—	98	98	Yes 是	2	—	—



IV. THE SCOPE OF CONSOLIDATED FINANCIAL STATEMENT AND CONTROLLING SUBSIDIARIES (Cont'd)

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四、合併財務報表範圍及控股子公司情況 (續)

RMB in ten thousands
人民幣萬元

Full name of subsidiary 子公司全稱	Subsidiary type 子公司類型	Place of Incorporation 註冊地	Business Nature 業務性質	Registered capital 註冊資本	Business activity 經營範圍	The actual investment at the end of period 期末實際出資額	Balance of other projects that constitute net investment in the subsidiary 子公司淨投資實上構成對子公司的淨投資的其他項目餘額	Shareholding percentage (%) 持股比例	Voting rights percentage (%) 表決權比例	Whether consolidated in the statement 是否合併報表	Minority interests 少數股東權益	Set off the profit or loss of the minority interests from the equity of the minority shareholders exceeds the portion of the opening balance of owners' equity of the subsidiary 從母公司所有者權益沖減子公司少數股東分攤的本期虧損超過少數股東在子公司期初所有者權益中所享有份額的餘額
吉林省騰豐物資回收有限公司 (Jilin Cheming Waste Collector Co. Ltd.)	Limited liability company 有限責任公司	Jilin 吉林	Purchase and sales of waste and old material 廢舊書籍	100	Purchase and sales of wastes and old materials 廢舊物資收購與銷售	100	—	100	100	Yes 是	—	—
吉林省農機機械製造有限公司 (Jilin Cheming Machinery Manufacturing Co. Ltd.)	Limited liability company 有限責任公司	Jilin 吉林	Processing of machinery 機械加工	60	Processing of machinery, manufacture, installation and repair of the equipment of machinery 機械加工、機械設備製造、安裝及維修	60	—	100	100	Yes 是	—	—
南昌農鳴紙業發源有限公司 (Nanchang Cheming Aboriculture Co. Ltd.)	Limited liability company 有限責任公司	Nanchang Jiangxi 江西南昌	Production and sales of papers 紙材產銷	1,000	Processing and sales of wooden finished products, semi-finished products and by-products of timber 木材成品、半成品、林副產品的加工、銷售	1,000	—	100	100	Yes 是	—	—
貴州農鳴紙業發源有限公司 (Fuyi Cheming Paper Co. Ltd.)	Limited liability company 有限責任公司	Fuyi County, Qiqihar City 齊齊哈爾市 龍江省	Manufacture of paper 造紙	20,800	Production and sales of machine-made paper and paperboard 機製紙、紙板等紙生產、銷售	20,800	—	100	100	Yes 是	—	—
貴州農鳴紙業發源有限公司 (註1) (Huanggang Cheming Aboriculture Co. Ltd.) (Note 1)	Limited liability company 有限責任公司	Huanggang city, Hubei 湖北黃岡市	Arboriculture 林業	1,000	Plantation, processing and sales of forests 林木種植、加工、銷售	1,000	—	100	100	Yes 是	—	—

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IV. THE SCOPE OF CONSOLIDATED FINANCIAL STATEMENT AND CONTROLLING SUBSIDIARIES (Cont'd)
 四、合併財務報表範圍及控股子公司情況 (續)

		RMB in ten thousands 人民幣萬元											
Full name of subsidiary 子公司全稱	Subsidiary type 子公司類型	Place of Incorporation 註冊地	Business Nature 業務性質	Registered capital 註冊資本	Business activity 經營範圍	The actual investment at the end of period 期末實際出資額	Balance of other projects that constitute net investment in the subsidiary 實質上構成對子公司淨投資的其他項目餘額	Shareholding 持股比例	Voting rights 表決權比例	Whether consolidated in the statement 是否合併報表	Minority interests 少數股東權益	Set off the profit or loss of the minority interests from the equity of the Company 少數股東權益中用於沖減少數股東權益的金額	Set off the loss attributable to the minority shareholders of the subsidiaries in the current period from the owner's equity of the Company 從母公司所有者權益沖減子公司當期所有者的權益
黃岡騰輝紙業有限公司 (Huanggang Chenming Paper Co., Ltd.)	Limited liability company 有限責任公司	Huanggang city, Hubei 湖北黃岡市	Arboriculture 林業	2,000	Operation and acquisition of forest establishment of paper projects 林木經營、收購；紙漿項目籌建	2,000	—	100	100	Yes 是	—	—	—
咸寧騰輝林業發展有限責任公司 (Xianning Chenming Arboriculture Co., Ltd.)	Limited liability company 有限責任公司	Xianning, Hubei 湖北咸寧	Arboriculture 林業	1,000	Plantation, processing and sales of forests 林木種植、加工、銷售	1,000	—	100	100	Yes 是	—	—	—
壽光美隆紙業有限責任公司 (Shouguang Meilun Paper Co., Ltd.) (Note 1)	Limited liability company 有限責任公司	Shouguang, Shandong 山東壽光	Manufacture of paper 造紙	2,000	Production and sales of machine-made paper and paperboard 機製紙、紙板等的生產、銷售	2,000	—	100	100	Yes 是	—	—	—
壽光以明達報業有限責任公司 (註1) (Shouguang Shiminda Paper Co., Ltd.) (Note 1)	Limited liability company 有限責任公司	Shouguang, Shandong 山東壽光	Customs declaration, inspection, declaration 報關、檢驗、申報	150	Business agency of professional customs declaration and inspection declaration 專業報關、檢驗業務代理	150	—	100	100	Yes 是	—	—	—
武漢騰輝商業有限公司 (註1) (Wuhan Chenming Wanxing Real Estate Co., Ltd.) (Note 1)	Limited liability company 有限責任公司	Wuhan, Hubei 湖北武漢	Real estate 房地產	2,000	Development of real estate and sales of commodity house 房地產開發、商品房銷售	2,000	—	100	100	Yes 是	—	—	—



IV. THE SCOPE OF CONSOLIDATED FINANCIAL STATEMENT AND CONTROLLING SUBSIDIARIES (Cont'd)

The subsidiaries not acquired from business combination under common control

四、合併財務報表範圍及控股子公司情況 (續)

非同一控制下企業合併取得的子公司

RMB in ten thousands
人民幣萬元

Full name of subsidiary 子公司全稱	Subsidiary type 子公司類型	Place of Incorporation 註冊地	Business Nature 業務性質	Registered capital 註冊資本	Business activity 經營範圍	The actual investment at the end of period 期末實際出資額	Balance of other projects that constitute net investment in the subsidiary 實質上構成對子公司淨投資的其他項目餘額	Shareholding proportion (%) 持股比例	Voting rights proportion (%) 表決權比例	Whether consolidated in the statement 是否合併報表	Minority interests 少數股東權益	Set off the profit or loss of the minority interests from the equity of the minority shareholders 從少數股東權益中扣除少數股東應享有子公司利潤所有者的權益	Set off the loss attributable to the minority shareholders in the current period from the owner's equity of the Company 從本公司所有者權益中扣除少數股東應享有子公司本期虧損超過少數股東在子公司期初所有者的權益扣除額
青島市澤生廢紙回收有限公司 (Shougang City Run Sheng Wasted Paper Recycle Co. Ltd.)	Limited liability company 有限責任公司	Shougang Shandong 山東壽光	Purchase and sales of waste materials and obsolete equipment 廢舊物資收購與銷售	100	Purchase and sales of waste and obsolete materials 廢舊物資收購與銷售	100	—	100	100	Yes 是	—	—	—
無錫市鴻源紙業有限公司 (Wuxi Song Ling Paper Co. Ltd.)	Limited liability company 有限責任公司	Wuxi city 無錫市	Manufacture of paper 造紙	501	Sales, cutting and processing of paper 紙張銷售、精切加工	—	—	100	100	Yes 是	—	—	—
壽光市虹宜包裝裝飾有限公司 (註1) (Shouguang Hongyi Decorative Packaging Co. Ltd.)	Limited liability company 有限責任公司	Shougang Shandong 山東壽光	Packaging 包裝	155	Processing and sales of packaging products, indoor and outdoor decorations 加工、銷售包裝製品、室內外裝飾	170	—	100	100	Yes 是	—	—	—
壽光市德遠物流有限公司 (註1) (Shougang Weiyuan Logistics Company Limited) (Note 1)	Limited liability company 有限責任公司	Shougang Shandong 山東壽光	Transportation 運輸	393	Transportation of goods, maintenance of vehicles, storage and loading of goods, international freight agency service 貨物運輸、汽車維修、貨物倉儲、裝卸、國際貨運代理服務	400	—	100	100	Yes 是	—	—	—
壽光市新源煤業有限公司 (註1) (Shougang Xinuan Coal Co. Ltd.) (Note 1)	Limited liability company 有限責任公司	Shougang Shandong 山東壽光	Coal 煤炭	200	Retail of coal, gasoline, construction materials and plumbing parts 零售煤炭、汽油、建築材料、水暖配件等	200	—	100	100	Yes 是	—	—	—
山東林源木業股份有限公司 (註1) (Shandong Lin Dun Wood Industry Co. Ltd.) (Note 1)	Limited liability company 有限責任公司	Shougang Shandong 山東壽光	Panels 板材	138	Production and sales of panels 板材生產、銷售	370	—	67	67	Yes 是	602	72	—

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IV. THE SCOPE OF CONSOLIDATED FINANCIAL STATEMENT AND CONTROLLING SUBSIDIARIES (Cont'd)

Newly acquired entities which were consolidated in this period:

Full name of subsidiary 子公司全稱	Net asset	Net profit
	at the end of period 期末淨資產	for the period 本期淨利潤
壽光美倫紙業有限責任公司 (Shouguang Meilun Paper Co. Ltd.)	19,883,955.09	(116,044.91)
壽光順達報關有限責任公司 (Shouguang Shun Da Customs Declaration Co, Ltd.)	1,500,000.00	—
武漢晨鳴萬興置業有限公司 (Wuhan Chenming Wan Xing Real Estate Co., Ltd.)	19,480,711.25	(519,298.75)
壽光虹宜包裝裝飾有限公司 (Shouguang Hongyi Decorative Packaging Co., Ltd.)	8,112,528.59	6,314,643.63
壽光維遠物流有限公司 (Shouguang Wei Yuan Logistics Company Limited)	9,685,630.85	2,904,549.10
壽光新源煤炭有限公司 (Shouguang Xinyuan Coal Co., Ltd.)	2,197,320.02	(42,072.36)
山東林盾木業股份有限公司 (Shandong Lin Dun Wood Industry Co., Ltd.)	18,808,707.06	2,191,824.96
Total 合計	79,668,852.86	10,733,601.67

Note 1: Newly acquired subsidiaries which were consolidated this year:

壽光美倫紙業有限責任公司 (Shouguang Meilun Paper Co. Ltd.)
The Company contributed capital to set up 壽光美倫紙業有限責任公司 (Shouguang Meilun Paper Co. Ltd.) on 30 June 2009. It is wholly owned by the Company with a registered capital of RMB20 million.

壽光順達報關有限責任公司 (Shouguang Shun Da Customs Declaration Co, Ltd.)
The Company contributed capital to set up 壽光順達報關有限責任公司 (Shouguang Shun Da Customs Declaration Co, Ltd.) on 17 November 2009. It is wholly owned by the Company with a registered capital of RMB1.5 million.

武漢晨鳴萬興置業有限公司 (Wuhan Chenming Wan Xing Real Estate Co., Ltd.)
武漢晨鳴漢陽紙業股份有限公司 (Wuhan Chenming Hanyang Paper Holdings Co., Ltd.), a controlling subsidiaries of the Company contributed capital to set up 武漢晨鳴萬興置業有限公司 (Wuhan Chenming Wan Xing Real Estate Co., Ltd.) on 17 November 2009. It is wholly owned by the Company with a registered capital of RMB20 million.

四、合併財務報表範圍及控股子公司情況 (續)

本期新納入合併範圍的主體

RMB
人民幣元

註1：本年度新納入合併範圍子公司：

壽光美倫紙業有限責任公司
本公司於2009年6月30日出資設立壽光美倫紙業有限責任公司，該公司註冊資本為人民幣2,000萬元，本公司持股比例為100%。

壽光順達報關有限責任公司
本公司於2009年11月17日出資設立壽光順達報關有限責任公司，該公司註冊資本為人民幣150萬元，本公司持股比例為100%。

武漢晨鳴萬興置業有限公司
本公司之控股子公司武漢晨鳴漢陽紙業股份有限公司於2009年11月17日出資設立武漢晨鳴萬興置業有限公司，該公司註冊資本為人民幣2,000萬元，本公司持股比例100%。

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IV. THE SCOPE OF CONSOLIDATED FINANCIAL STATEMENT AND CONTROLLING SUBSIDIARIES (Cont'd)

Note 1: Newly acquired subsidiaries which were consolidated in this year: (Cont'd)

壽光虹宜包裝裝飾有限公司 (Shouguang Hongyi Decorative Packaging Co., Ltd.) 壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.), a controlled subsidiary of the Company, entered into a share transfer agreement with the shareholder of 壽光虹宜包裝裝飾有限公司 (Shouguang Hongyi Decorative Packaging Co., Ltd.) on 31 May 2009, pursuant to which, 壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.) acquired 100% shareholding from the shareholder of 壽光虹宜包裝裝飾有限公司 (Shouguang Hongyi Decorative Packaging Co., Ltd.) at the consideration of RMB 1.7 million. Please refer to Note V.55 for details of the financial position and operating results of 壽光虹宜包裝裝飾有限公司 (Shouguang Hongyi Decorative Packaging Co., Ltd.) as at the acquisition date and the period from the acquisition date to the end of the period respectively.

壽光維遠物流有限公司 (Shouguang Wei Yuan Logistics Company Limited) 壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.), a controlled subsidiary of the Company, entered into a share transfer agreement with the shareholder of 壽光維遠物流有限公司 (Shouguang Wei Yuan Logistics Company Limited) on 31 May 2009, pursuant to which, 壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.) acquired 100% shareholding from the shareholder of 壽光虹宜包裝裝飾有限公司 (Shouguang Wei Yuan Logistics Company Limited) at the consideration of RMB 4 million. Please refer to Note V.55 for details of the financial position and operating results of 壽光維遠物流有限公司 (Shouguang Wei Yuan Logistics Company Limited) as at the acquisition date and the period from the acquisition date to the end of the period respectively.

壽光新源煤炭有限公司 (Shouguang Xinyuan Coal Co., Ltd.) 壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.), a controlled subsidiary of the Company, entered into a share transfer agreement with the shareholder of 壽光新源煤炭有限公司 (Shouguang Xinyuan Coal Co., Ltd.) on 31 May 2009, according to which, 壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.) acquired 50% shareholding from the shareholder of 壽光新源煤炭有限公司 (Shouguang Xinyuan Coal Co., Ltd.) at the consideration of RMB1.2 million. As 壽光維遠物流有限公司 (Shouguang Wei Yuan Logistics Company Limited), a wholly-owned subsidiary of 壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.), owns a 50% shareholding in 壽光新源煤炭有限公司 (Shouguang Xinyuan Coal Co., Ltd.), after acquisition, the Company owns 100% shareholding in 壽光新源煤炭有限公司 (Shouguang Xinyuan Coal Co., Ltd.). Please refer to Note V.55 for details of the financial position and operating results of 壽光新源煤炭有限公司 (Shouguang Xinyuan Coal Co., Ltd.) as at the acquisition date and the period from the acquisition date to the end of the period respectively.

四、合併財務報表範圍及控股子公司情況 (續)

註1：本年度新納入合併範圍子公司：(續)

壽光虹宜包裝裝飾有限公司
本公司之控股子公司壽光晨鳴現代物流有限公司於2009年5月31日與壽光虹宜包裝裝飾有限公司股東簽訂了股權轉讓協議，以人民幣170萬元收購其所持有的壽光虹宜包裝裝飾有限公司100%股權。壽光虹宜包裝裝飾有限公司於購買日的財務狀況及購買日至本期期末的經營成果詳見附註五、55。

壽光維遠物流有限公司
本公司之控股子公司壽光晨鳴現代物流有限公司於2009年5月31日與壽光維遠物流有限公司股東簽訂了股權轉讓協議，以人民幣400萬元收購其所持有的壽光維遠物流有限公司100%股權。壽光維遠物流有限公司於購買日的財務狀況及購買日至本期期末的經營成果詳見附註五、55。

壽光新源煤炭有限公司
本公司之控股子公司壽光晨鳴現代物流有限公司於2009年5月31日與壽光新源煤炭有限公司股東簽訂了股權轉讓協議，以人民幣120萬元收購其所持有的壽光新源煤炭有限公司50%股權。由於壽光晨鳴現代物流有限公司全資子公司壽光維遠物流有限公司持有壽光市新源煤炭有限公司50%股權，收購完成後，本公司持有壽光新源煤炭有限公司股份比例為100%。壽光新源煤炭有限公司於購買日的財務狀況及購買日至本期期末的經營成果詳見附註五、55。

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IV. THE SCOPE OF CONSOLIDATED FINANCIAL STATEMENT AND CONTROLLING SUBSIDIARIES (Cont'd)

Note 1: Newly acquired subsidiaries which were consolidated in this year: (Cont'd)

山東林盾木業股份有限公司 (Shandong Lin Dun Wood Industry Co., Ltd.) 山東晨鳴板材有限責任公司 (Shandong Chenming Panels Co., Ltd.), a controlled subsidiary of the Company, entered into an equity transfer agreement with the shareholders of 山東林盾木業股份有限公司 (Shandong Lin Dun Wood Industry Co., Ltd.) on 10 July 2009, pursuant to which, 山東晨鳴板材有限責任公司 (Shandong Chenming Panels Co., Ltd.) acquired 67% equity interest from the shareholder of 山東林盾木業股份有限公司 (Shandong Lin Dun Wood Industry Co., Ltd.) at the consideration of RMB 3.7 million. Please refer to Note V.55 for details of the financial position and operating results of 山東林盾木業股份有限公司 (Shandong Lin Dun Wood Industry Co., Ltd.) as at the acquisition date and the period from the acquisition date to the end of the period respectively.

Merger of companies not under common control during the current period

Acquired company 被合併方

壽光虹宜包裝裝飾有限公司
(Shouguang Hongyi Decorative Packaging Co., Ltd.)
壽光維遠物流有限公司
(Shouguang Wei Yuan Logistics Company Limited)
壽光新源煤炭有限公司
(Shouguang Xinyuan Coal Company Limited)
山東林盾木業股份有限公司
(Shandong Lin Dun Wood Industry Co., Ltd.)

The exchange rate of translation of the major statement items of the oversea operating entities

The reporting currency of the consolidated financial statement of exchange rate of translation translated from 晨鳴(香港)有限公司 (Chenming (HK) Limited), an oversea controlling subsidiary of the Company as follows: all asset and liability items of the balance sheet is translated according to the spot exchange rate (i.e. translated according to RMB6.8282 : USD1) prevailing at the reporting date; all the owner's equity items are translated according to the spot exchange rate when occurrence, except the "Undistributed profits" item.

四、合併財務報表範圍及控股子公司情況 (續)

註1：本年度新納入合併範圍子公司：(續)

山東林盾木業股份有限公司
本公司之控股子公司山東晨鳴板材有限責任公司於2009年7月10日與山東林盾木業股份有限公司股東簽訂了股權轉讓協議，以人民幣370萬元收購其所持有的山東林盾木業股份有限公司67%股權。山東林盾木業股份有限公司於購買日的財務狀況及購買日至本期期末的經營成果詳見附註五、55。

本期發生的非同一控制下企業合併

Acquired company 被合併方	Amount of goodwill 商譽金額	Method for calculation of goodwill 商譽計算方法
壽光虹宜包裝裝飾有限公司 (Shouguang Hongyi Decorative Packaging Co., Ltd.)	—	Note V.55 附註五、55
壽光維遠物流有限公司 (Shouguang Wei Yuan Logistics Company Limited)	—	Note V.55 附註五、55
壽光新源煤炭有限公司 (Shouguang Xinyuan Coal Company Limited)	—	Note V.55 附註五、55
山東林盾木業股份有限公司 (Shandong Lin Dun Wood Industry Co., Ltd.)	—	Note V.55 附註五、55

境外經營實體主要報表項目的折算匯率

本公司之境外控股子公司晨鳴(香港)有限公司折算為合併財務報表列報貨幣的折算匯率如下：資產負債表中的所有資產、負債類項目按資產負債表日的即期匯率即人民幣對美元匯率6.8282折算；除「未分配利潤」項目外的所有者權益項目按發生時的即期匯率折算。

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V. NOTES TO THE FINANCIAL STATEMENTS

I. Cash & cash equivalents

The Group

五、財務報表項目附註

1. 貨幣資金

本集團

Items 項目		Closing balance 期末數			Opening balance 期初數			RMB 人民幣元
		Foreign currency amount 外幣金額	Exchange Rate 折算率	Amount in RMB 人民幣金額	Foreign currency amount 外幣金額	Exchange Rate 折算率	Amount in RMB 人民幣金額	
Cash:	現金：							
RMB	人民幣	—	—	1,734,099.25	—	—	1,341,632.42	
USD	美元	25,035.00	6.8282	170,943.99	—	—	—	
Cash in Bank:	銀行存款：							
RMB	人民幣	—	—	1,922,160,187.63	—	—	2,530,753,538.10	
HKD	港幣	750.18	0.8805	660.53	595,685.04	0.8819	525,334.64	
USD	美元	63,601,348.40	6.8282	434,282,727.15	22,155,641.87	6.8346	151,424,949.93	
EURO	歐元	917,167.73	9.7971	8,985,583.95	365,845.82	9.6590	3,533,704.76	
Other cash and cash equivalents:	其他 貨幣資金：							
RMB	人民幣	—	—	524,368,583.55	—	—	162,711,256.24	
USD	美元	177,901.64	6.8282	1,214,747.97	457,629.12	6.8346	3,127,711.98	
EURO	歐元	583.02	9.7971	5,711.91	—	—	—	
Total	合計			2,892,923,245.93			2,853,418,128.07	

At the end of the above period, other cash and cash equivalents contained bank acceptance deposit of RMB467,154,426.78 (opening balance: RMB86,551,105.84), letter of credit deposit of RMB19,101,616.65 (opening balance: RMB62,061,946.79).

本集團上述期末其他貨幣資金中包括銀行承兌保證金人民幣467,154,426.78元(期初數：人民幣86,551,105.84元)、信用證保證金人民幣19,101,616.65元(期初數：人民幣62,061,946.79元)。

At the end of the above period, other cash and cash equivalents of the Group contained fixed deposit secured for borrowings amounted to RMB39,333,000.00 (opening balance: RMB nil) in aggregate.

本集團上述期末其他貨幣資金中用於質押獲得借款的定期存款合計人民幣39,333,000.00元(期初數：人民幣0元)。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

I. Cash & cash equivalents (Cont'd)

1. 貨幣資金(續)

The Company

本公司

Items 項目		Closing balance 期末數			Opening balance 期初數			RMB 人民幣元
		Foreign currency amount 外幣金額	Exchange Rate 折算率	Amount in RMB 人民幣金額	Foreign currency amount 外幣金額	Exchange Rate 折算率	Amount in RMB 人民幣金額	
Cash:	現金：							
RMB	人民幣	—	—	76,241.93	—	—	30,527.86	
USD	美元	25,035.00	6.8282	170,943.99	—	—	—	
Cash in Bank:	銀行存款：							
RMB	人民幣	—	—	1,540,051,564.79	—	—	2,060,669,780.07	
HKD	港幣	750.19	0.8805	660.53	595,685.04	0.8819	525,334.64	
USD	美元	5,900,953.66	6.8282	40,292,891.78	2,747,651.12	6.8346	18,779,096.34	
EURO	歐元	556,664.30	9.7971	5,453,695.81	92.71	9.6590	895.49	
Other cash and cash equivalents:	其他 貨幣資金：							
RMB	人民幣	—	—	451,884,263.57	—	—	62,434,105.11	
Total	合計			2,037,930,262.40			2,142,439,739.51	

At the end of the above period, other cash and cash equivalents of the Company contained bank acceptance deposit of RMB451,884,263.57 (opening balance: RMB24,919,105.11).

本公司上述期末其他貨幣資金中包含銀行承兌匯票保證金人民幣451,884,263.57元(期初數：人民幣24,919,105.11元)。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

2. Bills receivable

Classification of bills receivable

The Group

Category 種類		RMB 人民幣元	
		Closing balance 期末數	Opening balance 期初數
Bank acceptance	銀行承兌匯票	2,704,799,074.02	974,009,788.24
Commercial acceptance	商業承兌匯票	—	—
Total	合計	2,704,799,074.02	974,009,788.24

As at 31 December 2009, the bank acceptance discounted with recourse of the Group amounted to RMB2,091,067,806.59 (at 31 December 2008: RMB401,110,381.77).

2009年12月31日本集團已貼現附追索權的銀行承兌匯票人民幣2,091,067,806.59元(2008年12月31日:人民幣401,110,381.77元)。

The Company

本公司

Category 種類		RMB 人民幣元	
		Closing balance 期末數	Opening balance 期初數
Bank acceptance	銀行承兌匯票	1,915,645,987.88	465,681,067.32
Commercial acceptance	商業承兌匯票	—	—
Total	合計	1,915,645,987.88	465,681,067.32

As at 31 December 2009, the bank acceptance discounted with recourse of the Company amounted to RMB1,771,325,998.80 (at 31 December 2008: RMB217,370,008.75)

2009年12月31日本公司已貼現附追索權的銀行承兌匯票人民幣1,771,325,998.80元(2008年12月31日:人民幣217,370,008.75元)。

The Group and the Company had no outstanding amount within the bills receivable due from shareholders holding 5% or more in the shares of the company at the end of the year.

本集團及本公司本期末應收票據中無應收持有公司5%(含5%)以上股份的股東單位的款項。

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

3. Accounts receivable

The Group

The breakdown of accounts receivable according to classification is as follows:

五、財務報表項目附註(續)

3. 應收賬款

本集團

應收賬款按種類披露：

RMB
人民幣元

Category 種類		Closing balance 期末數				Opening balance 期初數			
		Book balance 賬面餘額		Bad debt provision 壞賬準備		Book balance 賬面餘額		Bad debt provision 壞賬準備	
		Amount 金額	Ratio(%) 比例(%)	Amount 金額	Ratio(%) 比例(%)	Amount 金額	Ratio(%) 比例(%)	Amount 金額	Ratio(%) 比例(%)
Single item with significant accounts receivable	單項金額重大的應收賬款	1,462,971,676.02	85.07	(132,882,322.49)	69.69	1,624,743,533.96	84.64	(57,263,087.60)	34.24
Single item without significant accounts receivable but considered to be greater risks after arrival at by credit risk characteristics	單項金額不重大但按信用風險特徵組合後該組合的風險較大的應收賬款	35,161,196.35	2.04	(31,038,532.32)	16.28	35,390,449.48	1.84	(30,409,266.30)	18.18
Other items without significant accounts receivable	其他不重大應收賬款	221,537,740.06	12.89	(26,758,259.93)	14.03	259,503,336.94	13.52	(79,555,617.31)	47.58
Total	合計	1,719,670,612.43	100.00	(190,679,114.74)	100.00	1,919,637,320.38	100.00	(167,227,971.21)	100.00

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

3. Accounts receivable (continued)

The Group (continued)

The explanation of the classification of the accounts receivable:

The Group recognized the accounts receivable over RMB 1,000,000 as single item with significant accounts receivable.

Accounts receivable comprised the following balances in foreign currencies:

At the end of the current period, the Group had accounts receivable denominated in foreign currencies in the amount of USD 44,132,791.00 in original currency, which was translated into RMB 301,347,523.52 using the exchange rate of 6.8282. (At the end of the previous period, the Group had accounts receivable denominated in foreign currencies in the amount of USD 56,154,008.16 in original currency, which was translated into RMB 383,790,184.17 using the exchange rate of 6.8346.)

Aging analysis of accounts receivable is as follows:

Aging 賬齡		Amount 金額	Closing balance 期末數			Amount 金額	Opening balance 期初數		
			Ratio (%) 比例(%)	Bad debt provision 壞賬準備	Book value 賬面價值		Ratio (%) 比例(%)	Bad debt provision 壞賬準備	Book value 賬面價值
Within 1 year	1年以內	1,507,264,155.22	87.65	(72,733,231.12)	1,434,530,924.10	1,829,658,612.65	95.31	(118,450,388.95)	1,711,208,223.70
1 to 2 years	1至2年	152,953,443.62	8.89	(65,319,432.65)	87,634,010.97	37,381,104.32	1.95	(10,075,170.73)	27,305,933.59
2 to 3 years	2至3年	8,758,784.64	0.51	(1,932,222.02)	6,826,562.62	19,485,384.07	1.02	(5,590,192.19)	13,895,191.88
Over 3 years	3年以上	50,694,228.95	2.95	(50,694,228.95)	—	33,112,219.34	1.72	(33,112,219.34)	—
Total	合計	1,719,670,612.43	100.00	(190,679,114.74)	1,528,991,497.69	1,919,637,320.38	100.00	(167,227,971.21)	1,752,409,349.17

For the movements of the provision of the bad debts of accounts receivable please refer to notes V.18.

五、財務報表項目附註(續)

3. 應收賬款(續)

本集團(續)

應收賬款種類的說明：

本集團將金額為人民幣100萬元以上的應收賬款確認為單項金額重大的應收賬款。

應收賬款中包含以下外幣餘額：

本集團本期末以外幣標示的應收賬款原幣金額為44,132,791.00美元，折算匯率為6.8282，折算後為人民幣301,347,523.52元。(本集團上期末以外幣標示的應收賬款原幣金額為56,154,008.16美元，折算匯率為6.8346，折算後為人民幣383,790,184.17元。)

應收賬款賬齡如下：

RMB
人民幣元

應收賬款壞賬準備的變動見附註五、18。

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

3. Accounts receivable (continued)

The Group (continued)

Single item with significant accounts receivable or single item without significant accounts receivable but provided the bad debts after assess the asset individually for impairment:

Accounts receivable 應收賬款內容		Book balance 賬面餘額	Bad debt amount 壞賬金額	Provision ratio (%) 計提比例(%)	Reason 理由
Single item with significant accounts receivable at the end of the period	期末單項金額重大款項	61,843,836.56	(61,843,836.56)	100.00	Note(1) 註(1)
Single item without significant accounts receivable but assessed individually for impairment at the end of the period	期末單項金額雖不重大但單獨進行減值測試的款項	937,314.92	(937,314.92)	100.00	Note(1) 註(1)
Total	合計	62,781,151.48	(62,781,151.48)		

- (1) Due to poor management of the counterparty, it could be provided as bad debts after considering its collectability.
- (2) Save for designated customers who were given credit periods of over 90 days, other customers of the Group are generally given credit periods within 90 days.
- (3) According to past experience, receivables aged over three years are generally non-recoverable, for such portion of receivables, the Group and the Company had provided in full for bad debts.

五、財務報表項目附註(續)

3. 應收賬款(續)

本集團(續)

期末單項金額重大或雖不重大但單獨進行減值測試的應收賬款壞賬準備計提：

RMB
人民幣元

- (1) 因對方公司經營不善，故根據可回收性全額計提壞賬準備。
- (2) 除了對於某些特定客戶給予90天以上的信用期外，本集團對於其他客戶的平均信用期一般為90天以內。
- (3) 根據以前的經驗，賬齡在三年以上的應收賬款一般無法收回，本集團與本公司已對該部分應收賬款全額計提了壞賬準備。

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

3. Accounts receivable (continued)

The Group (continued)

Single item without significant accounts receivable but considered to be greater risks after arrival at by credit risk characteristics:

Aging 賬齡		Closing balance 期末數			Opening balance 期初數		
		Book balance 賬面餘額		Bad debt provision 壞賬準備	Book balance 賬面餘額		Bad debt provision 壞賬準備
	Amount 金額	Ratio(%) 比例(%)			Amount 金額	Ratio(%) 比例(%)	
Within 1 year	1年以內	—	—	—	—	—	—
1 to 2years	1至2年	—	—	—	—	—	—
2 to 3years	2至3年	5,154,237.01	14.66	(1,031,572.98)	8,940,656.11	25.26	(3,959,472.93)
3 to 4years	3至4年	5,886,668.98	16.74	(5,886,668.98)	4,673,970.93	13.21	(4,673,970.93)
4 to 5years	4至5年	4,968,557.81	14.13	(4,968,557.81)	5,922,843.94	16.74	(5,922,843.94)
Over 5years	5年以上	19,151,732.55	54.47	(19,151,732.55)	15,852,978.50	44.79	(15,852,978.50)
Total	合計	35,161,196.35	100.00	(31,038,532.32)	35,390,449.48	100.00	(30,409,266.30)

Accounts receivable from non-related parties with an amount below RMB1 million and aged over two years are recognized by the Group as single item without significant amount but considered to be of greater risks after arrived at by credit risk characteristics.

五、財務報表項目附註(續)

3. 應收賬款(續)

本集團(續)

單項金額不重大但按信用風險特徵組合後該組合的風險較大的應收賬款：

RMB
人民幣元

本集團將金額為人民幣100萬元以下且賬齡在2年以上的對非關聯方的應收賬款確認為單項金額不重大但按信用風險特徵組合後該組合的風險較大的應收賬款。

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

3. Accounts receivable (continued)

The Group (continued)

Description of accounts receivable classified as single item with insignificant amount of money but considered to be of greater risks after arrived at by credit risk characteristics:

Pursuant to the past experience, other receivables of the Group and the Company classified as single item not significant in amount but with larger risk after assessment based on the credit risk characteristics of such group were not exceeding RMB1 million in single item; however, since those other receivables had age over 2 years, the Group and the Company determined that those other receivables had larger risks, and therefore provided 20% of the outstanding balance of those other receivables with age between 2 and 3 years for bad debts, and provided the whole amount of those other receivables with age over 3 years for bad debts. Except for other receivables recognized as loss from bad debts, the remaining other receivables had good subsequent collection condition and credit quality, and the Directors of the Company are of the opinion that those amounts could be collected. As such, except for providing allowance proportionally, the Group and the Company did not provide for impairment of such overdue other receivables on individual basis.

The Group and the Company did not have other receivables from shareholder units holding 5% (including 5%) or more shares in the Company.

五、財務報表項目附註(續)

3. 應收賬款(續)

本集團(續)

單項金額不重大但按信用風險特徵組合後該組合的風險較大的應收賬款的說明：

根據以往經驗，本集團與本公司分類為單項金額不重大但按信用風險特徵組合後該組合的風險較大的應收賬款，單筆金額均未超過人民幣100萬元，但由於該應收賬款的賬齡均在2年以上，本集團和本公司認為該應收賬款風險較大，因此對賬齡在2至3年的應收賬款按餘額的20%計提壞賬準備，對賬齡在3年以上的應收賬款全額計提了壞賬準備。除已確認壞賬損失的應收賬款外，餘下應收賬款的期後收款情況及其信用質量良好，公司董事認為該等款項可以收回，故本集團與本公司除按比例計提外並未單獨對該等逾期應收賬款計提減值準備。

本集團及本公司應收賬款中無應收持有公司5%(含5%)以上表決權股份的股東單位的款項。

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

3. Accounts receivable (continued)

The Group (continued)

Top 5 accounts receivable are set out as follows

五、財務報表項目附註(續)

3. 應收賬款(續)

本集團(續)

應收賬款金額前五名單位情況

RMB
人民幣元

Name 單位名稱	Relationship with the Company 與本公司關係	Amount 金額	Aging 年限	Percentage of the total balance of accounts receivable 佔應收賬款總額的比例 (%)
Customer I 客戶一	Non-related party 非關聯方	73,542,636.95	1 to 2years 1至2年	4.28
Customer II 客戶二	Non-related party 非關聯方	47,713,491.49	1 to 2years 1至2年	2.77
Customer III 客戶三	Non-related party 非關聯方	28,065,302.58	Within 1year 1年以內	1.63
Customer IV 客戶四	Non-related party 非關聯方	22,137,661.67	Within 1year 1年以內	1.29
Customer V 客戶五	Non-related party 非關聯方	18,855,295.64	Within 1year 1年以內	1.10
Total	合計	190,314,388.33		11.07

At the end of the period, top five balances of accounts receivable of the Group were related to sales of paper products.

本集團本期末應收賬款餘額前五名為紙品銷售款。

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

3. Accounts receivable (continued)

The Company

The breakdown of accounts receivable according to classification is as follows:

五、財務報表項目附註(續)

3. 應收賬款(續)

本公司

應收賬款按種類披露：

RMB
人民幣元

Category 種類		Closing balance 期末數				Opening balance 期初數			
		Book balance 賬面餘額		Bad debt provision 壞賬準備		Book balance 賬面餘額		Bad debt provision 壞賬準備	
		Amount 金額	Ratio(%) 比例(%)	Amount 金額	Ratio(%) 比例(%)	Amount 金額	Ratio(%) 比例(%)	Amount 金額	Ratio(%) 比例(%)
Single item with significant accounts receivable	單項金額重大的應收賬款	1,352,159,482.93	88.45	(109,505,866.19)	77.39	1,851,137,454.18	89.34	(50,850,881.28)	37.78
Single item without significant accounts receivable but considered to be greater risks after arrived at by credit risk characteristics	單項金額不重大但按信用風險特徵組合後該組合的風險較大的應收賬款	10,228,140.55	0.67	(9,358,032.57)	6.61	8,260,094.93	0.40	(6,050,375.39)	4.49
Other items without significant amount of money	其他不重大應收賬款	166,321,364.31	10.88	(22,636,637.11)	16.00	212,484,613.34	10.26	(77,700,592.92)	57.73
Total	合計	1,528,708,987.79	100.00	(141,500,535.87)	100.00	2,071,882,162.45	100.00	(134,601,849.59)	100.00

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

3. Accounts receivable (continued)

The Company (continued)

The explanation of the classification of the accounts receivable:

The Group recognized the accounts receivable over RMB 1,000,000 as single item with significant accounts receivable.

Accounts receivable comprised the following balances in foreign currencies:

At the end of the current period, the Company had accounts receivable denominated in foreign currencies in the amount of USD 1,572,159.28 in original currency, which was translated into RMB 10,735,017.99 using the exchange rate of 6.8282. (At the end of the previous period, the Company had accounts receivable denominated in foreign currencies in the amount of USD 28,394,656.71 in original currency, which was translated into RMB 194,066,120.75 using the exchange rate of 6.8346.)

Aging analysis of accounts receivable is as follows:

五、財務報表項目附註(續)

3. 應收賬款(續)

本公司(續)

應收賬款種類的說明：

本公司將金額為人民幣100萬元以上的應收賬款確認為單項金額重大的應收賬款。

應收賬款中包含以下外幣餘額：

本公司本期末以外幣標示的應收賬款原幣金額為1,572,159.28美元，折算匯率為6.8282，折算後為人民幣10,735,017.99元。(本公司上期末以外幣標示的應收賬款原幣金額為28,394,656.71美元，折算匯率為6.8346，折算後為人民幣194,066,120.75元。)

應收賬款賬齡如下：

RMB
人民幣元

Aging 賬齡		Amount 金額	Closing balance 期末數			Opening balance 期初數			
			Ratio (%) 比例(%)	Bad debt provision 壞賬準備	Book value 賬面價值	Amount 金額	Ratio (%) 比例(%)	Bad debt provision 壞賬準備	Book value 賬面價值
Within 1 year	1年以內	1,438,967,139.28	94.13	(68,945,700.29)	1,370,021,438.99	2,028,288,765.78	97.90	(113,715,919.27)	1,914,572,846.51
1 to 2 years	1至2年	71,019,354.05	4.65	(57,208,542.07)	13,810,811.98	28,865,325.57	1.39	(9,455,622.85)	19,409,702.72
2 to 3 years	2至3年	4,221,540.91	0.28	(845,339.96)	3,376,200.95	4,122,204.54	0.20	(824,440.91)	3,297,763.63
Over 3 years	3年以上	14,500,953.55	0.94	(14,500,953.55)	—	10,605,866.56	0.51	(10,605,866.56)	—
Total	合計	1,528,708,987.79	100.00	(141,500,535.87)	1,387,208,451.92	2,071,882,162.45	100.00	(134,601,849.59)	1,937,280,312.86

For the movements of the provision of the bad debts of accounts receivable please refer to notes V.18.

應收賬款壞賬準備的變動見附註五、18。

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

3. Accounts receivable (continued)

The Company (continued)

Single item with significant accounts receivable or single item without significant accounts receivable but provided the bad debts after assess the asset individually for impairment at the end of the reporting period:

Accounts receivable 應收賬款內容		Book balance 賬面餘額	Bad debt amount 壞賬金額	Provision ratio (%) 計提比例(%)	Reason 理由
Single item with significant accounts receivable at the end of the period	期末單項 金額重大款項	61,843,836.56	(61,843,836.56)	100.00	Note(1) 註(1)
Total	合計	61,843,836.56	(61,843,836.56)		

(1) Due to poor management of the counterparties; therefore, it could be provided as bad debts after considering its collectability.

(1) 因對方公司經營不善，故根據可回收性全額計提壞賬準備。

Single item without significant accounts receivable but considered to be greater risks after arrival at by credit risk characteristics:

單項金額不重大但按信用風險特徵組合後該組合的風險較大的應收賬款：

Aging 賬齡		Closing balance 期末數			Opening balance 期初數		
		Book balance 賬面餘額		Bad debt provision 壞賬準備	Book balance 賬面餘額		Bad debt provision 壞賬準備
		Amount 金額	Ratio(%) 比例(%)		Amount 金額	Ratio(%) 比例(%)	
Within 1 year	1年以內	—	—	—	—	—	—
1 to 2 years	1至2年	—	—	—	—	—	—
2 to 3 years	2至3年	1,087,634.97	10.63	(217,526.99)	2,746,591.22	33.25	(536,871.68)
3 to 4 years	3至4年	3,656,841.87	35.75	(3,656,841.87)	329,884.43	3.99	(329,884.43)
4 to 5 years	4至5年	329,884.43	3.23	(329,884.43)	2,599,411.33	31.47	(2,599,411.33)
Over 5 years	5年以上	5,153,779.28	50.39	(5,153,779.28)	2,584,207.95	31.29	(2,584,207.95)
Total	合計	10,228,140.55	100.00	(9,358,032.57)	8,260,094.93	100.00	(6,050,375.39)

五、財務報表項目附註(續)

3. 應收賬款(續)

本公司(續)

期末單項金額重大或雖不重大但單獨進行減值測試的應收賬款壞賬準備計提：

RMB
人民幣元

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

3. Accounts receivable (continued)

The Company (continued)

Top 5 accounts receivable are set out as follows

五、財務報表項目附註(續)

3. 應收賬款(續)

本公司(續)

應收賬款金額前五名單位情況

RMB
人民幣元

Name 單位名稱	Relationship with the Company 與本公司關係	Amount 金額	Aging 年限	Percentage of the total balance of accounts receivable(%) 佔應收賬款總額的比例 (%)
Customer I 客戶一	Consolidated subsidiary 合併範圍內子公司	105,323,232.00	Within 1 year 1年以內	6.89
Customer II 客戶二	Consolidated subsidiary 合併範圍內子公司	67,023,535.07	Within 1 year 1年以內	4.38
Customer III 客戶三	Non-related party 非關聯方	47,713,491.49	1 to 2 years 1至2年	3.12
Customer IV 客戶四	Non-related party 非關聯方	28,065,302.58	Within 1 year 1年以內	1.84
Customer V 客戶五	Non-related party 非關聯方	22,137,661.67	Within 1 year 1年以內	1.45
Total	合計	270,263,222.81		17.68

Top five balances of accounts receivable of the Company were related to sales of paper products and sales of materials by the Company at the end of period.

For details of the accounts receivable of the related parties of the Company at the end of the current period, please refer to Note VI.(3).

本公司本期末應收賬款餘額前五名為本公司之紙品銷售款和材料銷售款。

本公司本期末應收關聯方賬款情況詳見附註六、(3)。

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

4. Advance to suppliers The Group

Advance to suppliers stated according to aging

Aging 賬齡		Closing balance 期末數		Opening balance 期初數	
		Amount 金額	Ratio (%) 比例(%)	Amount 金額	Ratio (%) 比例(%)
Within 1 year	1年以內	869,002,788.87	86.83	422,828,184.88	91.42
1 to 2 years	1至2年	131,770,086.98	13.17	39,698,153.99	8.58
Total	合計	1,000,772,875.85	100.00	462,526,338.87	100.00

Explanation on the age of advance to suppliers:

At the end of the current period, advance to suppliers of the Group with age over 1 year and in significant amount were advance for timber; advance for raw materials and auxiliary items and parts as stipulated in contract.

Advance to suppliers comprised the following balances in foreign currencies:

At the end of the current period, the Group had advance to suppliers denominated in foreign currencies in the amount of USD 65,435,367.15 in original currency, which was translated into RMB 446,805,773.97 using the exchange rate of 6.8282. (At the end of the previous period, the Group had advance to suppliers denominated in foreign currencies in the amount of USD 18,404,158.60 in original currency, which was translated into RMB 125,785,062.37 using the exchange rate of 6.8346.)

五、財務報表項目附註(續)

4. 預付款項 本集團

預付款項按賬齡列示

RMB
人民幣元

預付賬款賬齡的說明：

本集團本期末賬齡超過一年且金額重大的預付賬款為按合同約定的預付林木款、預付材料款和備品備件款。

預付款項中包含以下外幣餘額：

本集團本期末以外幣標示的預付款項原幣金額為65,435,367.15美元，折算匯率為6.8282，折算後為人民幣446,805,773.97元。(本集團上期末以外幣標示的預付款項原幣金額為18,404,158.60美元，折算匯率為6.8346，折算後為人民幣125,785,062.37元。)

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

4. Advance to suppliers (continued)

The Group (continued)

Top 5 advance to suppliers are set out as follows

五、財務報表項目附註(續)

4. 預付款項(續)

本集團(續)

預付款項金額前五名單位情況

RMB
人民幣元

Name 單位名稱	Relationship with the Company 與本公司關係	Amount 金額	Year 時間	Reason of outstanding 未結算原因
Customer I 客戶一	Non-related party 非關聯方	171,617,193.66	Within 1 year 1年以內	Prepaid the good payments according to the agreed contract 按合同約定預付貨款
Customer II 客戶二	Non-related party 非關聯方	25,566,336.44	Within 1 year, 1 to 2 years 1年以內， 1至2年	Prepaid the good payments according to the agreed contract 按合同約定預付貨款
Customer III 客戶三	Non-related party 非關聯方	23,234,412.64	Within 1 year, 1 to 2 years 1年以內， 1至2年	Prepaid the good payments according to the agreed contract 按合同約定預付貨款
Customer IV 客戶四	Non-related party 非關聯方	18,882,397.22	Within 1 year, 1 to 2 years 1年以內， 1至2年	Prepaid the good payments according to the agreed contract 按合同約定預付貨款
Customer V 客戶五	Non-related party 非關聯方	15,019,949.03	Within 1 year 1年以內	Prepaid the good payments according to the agreed contract 按合同約定預付貨款
Total 合計		254,320,288.99		

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

4. Advance to suppliers (continued)

The Group (continued)

The breakdown of advance to suppliers according to customer's classification is as follows:

Category 類別		RMB 人民幣元	
		Closing balance 期末數	Opening balance 期初數
Single item with significant advance to suppliers	單項金額重大的預付賬款	783,445,448.44	354,789,557.91
Single item without significant advance to suppliers but considered to be greater risks after arrival at by credit risk characteristics	單項金額不重大但按信用風險特徵組合後該組合的風險較大的預付賬款	—	—
Other items without significant advance to suppliers	其他不重大的預付賬款	217,327,427.41	107,736,780.96
Total	合計	1,000,772,875.85	462,526,338.87

The Company

Aging of the advance to suppliers is as follows:

Aging 賬齡		Closing balance 期末數		Opening balance 期初數	
		Amount 金額	Ratio (%) 比例(%)	Amount 金額	Ratio (%) 比例(%)
		Within 1 year	1年以內	778,068,555.02	94.10
1 to 2 years	1至2年	48,748,429.42	5.90	24,600,467.21	5.61
Total	合計	826,816,984.44	100.00	438,759,362.48	100.00

Explanation on the age of advance to suppliers:

At the end of the current period, advance to suppliers of the Company with age over 1 year and in significant amount were advance for raw materials and auxiliary items and parts as stipulated in contract.

五、財務報表項目附註(續)

4. 預付款項(續)

本集團(續)

預付款項按客戶類別披露如下：

Category 類別		RMB 人民幣元	
		Closing balance 期末數	Opening balance 期初數
Single item with significant advance to suppliers	單項金額重大的預付賬款	783,445,448.44	354,789,557.91
Single item without significant advance to suppliers but considered to be greater risks after arrival at by credit risk characteristics	單項金額不重大但按信用風險特徵組合後該組合的風險較大的預付賬款	—	—
Other items without significant advance to suppliers	其他不重大的預付賬款	217,327,427.41	107,736,780.96
Total	合計	1,000,772,875.85	462,526,338.87

本公司

預付款項按賬齡列示：

Aging 賬齡		Closing balance 期末數		Opening balance 期初數	
		Amount 金額	Ratio (%) 比例(%)	Amount 金額	Ratio (%) 比例(%)
		Within 1 year	1年以內	778,068,555.02	94.10
1 to 2 years	1至2年	48,748,429.42	5.90	24,600,467.21	5.61
Total	合計	826,816,984.44	100.00	438,759,362.48	100.00

預付款項賬齡的說明：

本公司本期末賬齡超過一年且金額重大的預付賬款為按合同約定的預付材料款和備品備件款。

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

4. Advance to suppliers (continued)

The Company (continued)

Advance to suppliers comprised the following balances in foreign currencies:

At the end of the current period, the Company had advance to suppliers denominated in foreign currencies in the amount of USD 51,480,480.89 in original currency, which was translated into RMB 351,519,019.61 using the exchange rate of 6.8282. (At the end of the previous period, the Company had advance to suppliers denominated in foreign currencies in the amount of USD 16,920,903.13 in original currency, which was translated into RMB 115,647,604.53 using the exchange rate of 6.8346.)

Top 5 advance to suppliers are set out as follows

五、財務報表項目附註(續)

4. 預付款項(續)

本公司(續)

預付款項中包含以下外幣餘額：

本公司本期末以外幣標示的預付款項原幣金額為51,480,480.89美元，折算匯率為6.8282，折算後為人民幣351,519,019.61元。(本公司上期末以外幣標示的預付款項原幣金額為16,920,903.13美元，折算匯率為6.8346，折算後為人民幣115,647,604.53元。)

預付款項金額前五名單位情況

RMB
人民幣元

Name 單位名稱	Relationship with the Company 與本公司關係	Amount 金額	Period 時間	Reason of outstanding 未結算原因
Customer I 客戶一	Consolidated subsidiary 合併範圍內子公司	223,136,044.71	Within 1 year 1年以內	Prepaid the good payments according to the agreed contract 按合同約定預付貨款
Customer II 客戶二	Non-related party 非關聯方	159,160,703.06	Within 1 year 1年以內	Prepaid the good payments according to the agreed contract 按合同約定預付貨款
Customer III 客戶三	Non-related party 非關聯方	25,566,336.44	Within 1 year, 1 to 2 years 1年以內， 1至2年	Prepaid the good payments according to the agreed contract 按合同約定預付貨款
Customer IV 客戶四	Non-related party 非關聯方	23,234,412.64	Within 1 year, 1 to 2 years 1年以內， 1至2年	Prepaid the good payments according to the agreed contract 按合同約定預付貨款
Customer V 客戶五	Non-related party 非關聯方	18,882,397.22	Within 1 year, 1 to 2 years 1年以內， 1至2年	Prepaid the good payments according to the agreed contract 按合同約定預付貨款
Total 合計		449,979,894.07		

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

4. Advance to suppliers (continued)

The Company (continued)

The breakdown of advance to suppliers according to customer's classification is as follows:

Category 類別		Closing balance 期末數	Opening balance 期初數
Single item with significant advance to suppliers	單項金額重大的預付賬款	806,982,634.94	408,602,400.53
Single item without significant advance to suppliers but considered to be greater risks after arrival at by credit risk characteristics	單項金額不重大但按信用風險特徵組合後該組合的風險較大的預付賬款	—	—
Other items without significant advance to suppliers	其他不重大的預付賬款	19,834,349.50	30,156,961.95
Total	合計	826,816,984.44	438,759,362.48

The Group and the Company had no outstanding amount within the advance to suppliers due from shareholders holding 5% or more (including 5%) in the shares of the Company at the end of the year.

五、財務報表項目附註(續)

4. 預付款項(續)

本公司(續)

預付款項按客戶類別披露如下：

RMB
人民幣元

	Closing balance 期末數	Opening balance 期初數
Single item with significant advance to suppliers	806,982,634.94	408,602,400.53
Single item without significant advance to suppliers but considered to be greater risks after arrival at by credit risk characteristics	—	—
Other items without significant advance to suppliers	19,834,349.50	30,156,961.95
Total	826,816,984.44	438,759,362.48

本集團及本公司預付款項中無持有公司5%(含5%)以上股份的股東單位的款項。

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5. Other receivables

The Group

The breakdown of other receivables according to classification is as follows:

Category 種類		Closing balance 期末數				Opening balance 期初數			
		Book balance 賬面餘額		Bad debt provision 壞賬準備		Book balance 賬面餘額		Bad debt provision 壞賬準備	
		Amount 金額	Ratio(%) 比例(%)	Amount 金額	Ratio(%) 比例(%)	Amount 金額	Ratio(%) 比例(%)	Amount 金額	Ratio(%) 比例(%)
Single item with significant other receivables	單項金額重大的其他應收款	72,104,024.34	49.63	(24,837,434.15)	38.76	127,315,580.85	67.92	(30,186,971.45)	58.56
Single item without significant other receivables but considered to be greater risks after arrived at by credit risk characteristics	單項金額不重大但按信用風險特徵組合後該組合的風險較大的其他應收款	19,169,593.80	13.19	(16,542,105.20)	25.82	21,461,226.54	11.45	(16,035,724.38)	31.11
Other items without significant other receivables	其他不重大的其他應收款	54,015,300.33	37.18	(22,698,735.18)	35.42	38,658,772.59	20.63	(5,323,271.22)	10.33
Total	合計	145,288,918.47	100.00	(64,078,274.53)	100.00	187,435,579.98	100.00	(51,545,967.05)	100.00

The explanation of the classification of the other receivables:

The Group recognized the other receivables over RMB 1,000,000 as single item with significant other receivables.

五、財務報表項目附註(續)

5. 其他應收款

本集團

其他應收款按種類披露：

RMB
人民幣元

其他應收款種類的說明：

本集團將金額為人民幣100萬元以上的其他應收款確認為單項金額重大的其他應收款。

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5. Other receivables (continued)

The Group (continued)

Aging of the other receivables is as follows:

Aging 賬齡		Closing balance 期末數				Opening balance 期初數			
		Amount 金額	Ratio (%) 比例(%)	Bad debt provision 壞賬準備	Book value 賬面價值	Amount 金額	Ratio (%) 比例(%)	Bad debt provision 壞賬準備	Book value 賬面價值
Within 1 year	1年以內	88,229,738.28	60.73	(28,833,141.06)	59,396,597.22	128,013,529.86	68.30	(7,295,231.42)	120,718,298.44
1 to 2 years	1至2年	17,862,033.95	12.29	(770,390.47)	17,091,643.48	9,998,523.71	5.33	(307,074.20)	9,691,449.51
2 to 3 years	2至3年	5,542,592.58	3.81	(820,189.34)	4,722,403.24	5,891,292.30	3.14	(411,427.32)	5,479,864.98
Over 3 years	3年以上	33,654,553.66	23.17	(33,654,553.66)	—	43,532,234.11	23.23	(43,532,234.11)	—
Total	合計	145,288,918.47	100.00	(64,078,274.53)	81,210,643.94	187,435,579.98	100.00	(51,545,967.05)	135,889,612.93

For the movements of the provision of the bad debts of other receivables please refer to notes V.18.

Single item without significant other receivables but considered to be greater risks after arrival at by credit risk characteristics:

Aging 賬齡		Closing balance 期末數			Opening balance 期初數		
		Amount 金額	Ratio(%) 比例(%)	Bad debt provision 壞賬準備	Amount 金額	Ratio(%) 比例(%)	Bad debt provision 壞賬準備
Within 1 year	1年以內	—	—	—	—	—	—
1 to 2 years	1至2年	—	—	—	—	—	—
2 to 3 years	2至3年	3,022,880.10	15.77	(395,391.50)	5,818,334.97	27.11	(392,832.81)
3 to 4 years	3至4年	1,353,315.89	7.06	(1,353,315.89)	2,086,178.34	9.72	(2,086,178.34)
4 to 5 years	4至5年	1,636,677.56	8.54	(1,636,677.56)	3,346,894.19	15.60	(3,346,894.19)
Over 5 years	5年以上	13,156,720.25	68.63	(13,156,720.25)	10,209,819.04	47.57	(10,209,819.04)
Total	合計	19,169,593.80	100.00	(16,542,105.20)	21,461,226.54	100.00	(16,035,724.38)

五、財務報表項目附註(續)

5. 其他應收款(續)

本集團(續)

其他應收款賬齡如下：

RMB
人民幣元

其他應收款壞賬準備的變動見附註五、18。

單項金額不重大但按信用風險特徵組合後該組合的風險較大的其他應收款：

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5. Other receivables (continued)

The Group (continued)

Description of accounts receivable classified as single item with insignificant amount of money but considered to be of greater risks after arrived at by credit risk characteristics:

Pursuant to the past experience, other receivables of the Group and the Company classified as single item not significant in amount but with larger risk after assessment based on the credit risk characteristics of such group were not exceeding RMB1 million in single item; however, since those other receivables had age over 2 years, the Group and the Company determined that those other receivables had larger risks, and therefore provided 20% of the outstanding balance of those other receivables with age between 2 and 3 years for bad debts, and provided the whole amount of those other receivables with age over 3 years for bad debts. Except for other receivables recognized as loss from bad debts, the remaining other receivables had good subsequent collection condition and credit quality, and the Directors of the Company are of the opinion that those amounts could be collected. As such, except for providing allowance proportionally, the Group and the Company did not provide for impairment of such overdue other receivables on individual basis.

At the end of the current period, the Group and the Company did not have other receivables from shareholder units holding 5% (including 5%) or more shares in the Company.

五、財務報表項目附註(續)

5. 其他應收款(續)

本集團(續)

單項金額不重大但按信用風險特徵組合後該組合的風險較大的其他應收款的說明：

根據以往經驗，本集團與本公司分類為單項金額不重大但按信用風險特徵組合後該組合的風險較大的其他應收款，單筆金額均未超過人民幣100萬元，但由於該其他應收款的賬齡均在2年以上，本集團和本公司認為該其他應收款風險較大，因此對賬齡在2至3年的其他應收款按餘額20%計提壞賬準備，對賬齡在3年以上的其他應收款全額計提了壞賬準備。除已確認壞賬損失的其他應收款外，餘下其他應收款的期後收款情況及其信用質量良好，公司董事認為該等款項可以收回，故本集團與本公司除按比例計提外，並未單獨對該等逾期其他應收款計提減值準備。

本集團及本公司本期末其他應收款中無應收持有公司5%(含5%)以上股份的股東單位的款項。

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5. Other receivables (continued)

The Group (continued)

Top five other receivables are set out as follows

五、財務報表項目附註(續)

5. 其他應收款(續)

本集團(續)

其他應收款金額前五名單位情況

RMB
人民幣元

Name 單位名稱	Relationship with the Company 與本公司關係	Amount 金額	Aging 年限	Percentage of the total balance of other receivables (%) 佔其他應收款總額的比例 (%)
Customer I 客戶一	Non-related party 非關聯方	13,389,926.07	Over 5years 5年以上	9.22
Customer II 客戶二	Non-related party 非關聯方	8,915,618.44	Within 1 year 1年以內	6.14
Customer III 客戶三	Non-related party 非關聯方	3,539,163.63	1 to 2years 1至2年	2.44
Customer IV 客戶四	Non-related party 非關聯方	2,106,200.00	Over 5 years 5年以上	1.45
Customer V 客戶五	Non-related party 非關聯方	1,803,914.39	4 to 5years 4至5年	1.24
Total 合計		29,754,822.53		20.49

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5. Other receivables (continued)

The Company

The breakdown of other receivables according to categories is as follows:

Category 種類		Closing balance 期末數				Opening balance 期初數			
		Book balance 賬面餘額		Bad debt provision 壞賬準備		Book balance 賬面餘額		Bad debt provision 壞賬準備	
		Amount 金額	Ratio(%) 比例(%)	Amount 金額	Ratio(%) 比例(%)	Amount 金額	Ratio(%) 比例(%)	Amount 金額	Ratio(%) 比例(%)
Single item with significant other receivables	單項金額重大的其他應收款	2,039,880,017.86	98.13	(7,993,207.36)	23.77	925,557,207.10	96.88	(8,680,277.60)	45.93
Single item without other receivables but considered to be greater risks after arrived at by credit risk characteristics	單項金額不重大但按信用風險特徵組合後該組合的風險較大的其他應收款	7,429,754.74	0.36	(6,630,034.74)	19.71	6,049,137.62	0.63	(5,308,734.24)	28.09
Other items without significant other receivables	其他不重大的其他應收款	31,445,066.20	1.51	(19,008,207.57)	56.52	23,762,770.00	2.49	(4,911,588.16)	25.98
Total	合計	2,078,754,838.80	100.00	(33,631,449.67)	100.00	955,369,114.72	100.00	(18,900,600.00)	100.00

The explanation of the classification of the other receivables:

The Group recognized the other receivables over RMB 1,000,000 as single item with significant other receivables.

五、財務報表項目附註(續)

5. 其他應收款(續)

本公司

其他應收款按種類披露：

RMB
人民幣元

其他應收款種類的說明：

本公司將金額為人民幣100萬元以上的其他應收款確認為單項金額重大的其他應收款。

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5. Other receivables (continued) The Company (continued)

Aging of other receivables is as follows:

Aging 賬齡		Closing balance 期末數				Opening balance 期初數			
		Amount 金額	Ratio (%) 比例(%)	Bad debt provision 壞賬準備	Book value 賬面價值	Amount 金額	Ratio (%) 比例(%)	Bad debt provision 壞賬準備	Book value 賬面價值
Within 1 year	1年以內	2,058,407,292.23	99.02	(23,937,311.43)	2,034,469,980.80	937,780,771.15	98.16	(6,961,452.88)	930,819,318.27
1 to 2 years	1至2年	8,564,681.36	0.41	(580,416.16)	7,984,265.20	3,588,351.39	0.38	(155,151.58)	3,433,199.81
2 to 3 years	2至3年	2,869,073.13	0.14	(199,930.00)	2,669,143.13	2,474,881.24	0.26	(258,884.60)	2,215,996.64
Over 3 years	3年以上	8,913,792.08	0.43	(8,913,792.08)	—	11,525,110.94	1.20	(11,525,110.94)	—
Total	合計	2,078,754,838.80	100.00	(33,631,449.67)	2,045,123,389.13	955,369,114.72	100.00	(18,900,600.00)	936,468,514.72

The movements of the provision of the bad debts of other receivables see notes V.18.

Single item without significant other receivables but considered to be greater risks after arrival at by credit risk characteristics:

Aging 賬齡		Closing balance 期末數			Opening balance 期初數		
		Amount 金額	Ratio(%) 比例(%)	Bad debt provision 壞賬準備	Amount 金額	Ratio(%) 比例(%)	Bad debt provision 壞賬準備
Within 1 year	1年以內	—	—	—	—	—	—
1 to 2 years	1至2年	—	—	—	—	—	—
2 to 3 years	2至3年	999,650.00	13.45	(199,930.00)	925,504.22	15.30	(185,100.84)
3 to 4 years	3至4年	764,412.11	10.29	(764,412.11)	420,903.91	6.96	(420,903.91)
4 to 5 years	4至5年	173,546.29	2.34	(173,546.29)	2,146,650.36	35.49	(2,146,650.36)
Over 5 years	5年以上	5,492,146.34	73.92	(5,492,146.34)	2,556,079.13	42.25	(2,556,079.13)
Total	合計	7,429,754.74	100.00	(6,630,034.74)	6,049,137.62	100.00	(5,308,734.24)

五、財務報表項目附註(續)

5. 其他應收款(續) 本公司(續)

其他應收款賬齡如下：

RMB
人民幣元

其他應收款壞賬準備的變動見附註五、18。

單項金額不重大但按信用風險特徵組合後該組合的風險較大的其他應收款

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5. Other receivables (continued)

The Company (continued)

Top five other receivables are set out as follows:

Name 單位名稱	Relationship with the Company 與本公司關係	Amount 金額	Aging 年限	Percentage of the total balance of other receivables (%) 佔其他應收款總額的比例 (%)
Customer I 客戶一	Consolidated subsidiary 合併範圍內子公司	793,550,687.81	Within 1 year 1年以內	38.17
Customer II 客戶二	Consolidated subsidiary 合併範圍內子公司	483,954,485.25	Within 1 year 1年以內	23.28
Customer III 客戶三	Consolidated subsidiary 合併範圍內子公司	456,267,677.41	Within 1 year 1年以內	21.95
Customer IV 客戶四	Consolidated subsidiary 合併範圍內子公司	138,680,860.82	Within 1 year 1年以內	6.67
Customer V 客戶五	Consolidated subsidiary 合併範圍內子公司	84,331,099.62	Within 1 year 1年以內	4.06
Total 合計		1,956,784,810.91		94.13

All of the top five other receivables to the Company represented capital flows between subsidiaries of the Company and the Company at the end of the period.

For details of the amounts due from associates of the Company at the end of the current period, please refer to Note VI.(3).

五、財務報表項目附註(續)

5. 其他應收款(續)

本公司(續)

其他應收款金額前五名單位情況

RMB
人民幣元

Percentage of the
total balance of
other receivables (%)
佔其他應收款總額的比例
(%)

本公司本期末其他應收款餘額前五名全部為本公司與本公司之子公司的資金往來款。

本公司本期末應收關聯方款項情況詳見附註六、(3)。

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

6. Inventories and allowance for inventories

The Group

Inventory categories:

Items 項目		Closing balance 期末數			Opening balance 期初數		
		Book balance 賬面餘額	Allowance for inventories 跌價準備	Book value 賬面價值	Book balance 賬面餘額	Allowance for inventories 跌價準備	Book value 賬面價值
Raw materials	原材料	1,469,188,916.71	(4,175,527.37)	1,465,013,389.34	1,617,795,107.45	(38,053,661.45)	1,579,741,446.00
Goods-in stock	庫存商品	712,296,442.78	(5,161,334.21)	707,135,108.57	1,837,434,737.58	(92,580,212.31)	1,744,854,525.27
Work-in-progress	在產品	58,174,106.14	(3,743,111.46)	54,430,994.68	77,369,465.81	(4,172,506.70)	73,196,959.11
Total	合計	2,239,659,465.63	(13,079,973.04)	2,226,579,492.59	3,532,599,310.84	(134,806,380.46)	3,397,792,930.38

RMB
人民幣元

Allowance for inventories is as follows:

存貨跌價準備變動如下：

Inventory categories 存貨種類		Opening book balance 期初賬面餘額	Provision for the current period 本期計提額	Increase in allowance for inventories due to acquisition of subsidiaries 因收購子公司增加 存貨跌價準備	Decrease for the period 本期減少		Closing book balance 期末賬面餘額
					Reversals 轉回	Write-offs 轉銷	
During the current year	本年度						
Raw materials	原材料	38,053,661.45	457,435.68	3,011,030.68	(15,774,554.92)	(21,572,045.52)	4,175,527.37
Goods-in stock	庫存商品	92,580,212.31	4,611,576.70	1,193,911.58	(15,313,655.34)	(77,910,711.04)	5,161,334.21
Work-in-progress	在產品	4,172,506.70	3,342,592.85	400,518.61	—	(4,172,506.70)	3,743,111.46
Total	合計	134,806,380.46	8,411,605.23	4,605,460.87	(31,088,210.26)	(103,655,263.26)	13,079,973.04
In the prior year	上年度						
Raw materials	原材料	—	38,053,661.45	—	—	—	38,053,661.45
Goods-in stock	庫存商品	6,114,277.85	93,523,466.33	—	(7,057,531.87)	—	92,580,212.31
Work-in-progress	在產品	—	4,172,506.70	—	—	—	4,172,506.70
Total	合計	6,114,277.85	135,749,634.48	—	(7,057,531.87)	—	134,806,380.46

RMB
人民幣元



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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

6. Inventories and allowance for inventories (continued)

The Group (continued)

Allowance for inventories:

Items 項目	Basis of allowance for inventories 計提存貨跌價 準備的依據	Reason of reversal and write-off of allowance for inventories for the current period 本期轉回和轉銷 存貨 跌價準備的原因	Percentage of the reversal and write-off in the current period to the closing balance of such inventory (%) 本期轉回和轉銷 金額佔該項存貨 期末餘額的比例 (%)
Raw materials 原材料	Note 1 註1	Note 2 註2	2.54
Goods-in-stock 庫存商品	Note 1 註1	Note 2 註2	13.09
Work-in-progress 在產品	Note 1 註1	Note 2 註2	7.17

Note 1: Allowance for inventories was provided as the net realisable value of panel product is lower than the cost of storage cost at the end of the period.

Note 2: The provided impairment of inventories of paper product of the previous period was reversed as the market price of the paper product improved; the provided impairment of inventories was written off as inventories for which allowance was provided in the previous period were sold in the current period.

註1：由於板材產品的可變現淨值低於期末庫存成本，故計提存貨跌價準備。

註2：由於本期紙製品市場價格回升，轉回上期計提的紙製品存貨跌價準備；由於本期已將上期計提存貨跌價準備的存貨售出，故轉銷已計提的存貨跌價準備。

The Company

Inventory categories:

本公司

存貨分類：

RMB
人民幣元

Items 項目		Closing balance 期末數		Opening balance 期初數			
		Book balance 賬面餘額	Allowance for inventories 跌價準備	Book balance 賬面餘額	Provision of impairment 跌價準備	Book value 賬面價值	
Raw materials 原材料		524,278,357.47	—	524,278,357.47	598,215,785.94	—	598,215,785.94
Goods-in stock 庫存商品		377,007,210.26	—	377,007,210.26	1,124,422,916.85	(46,500,597.16)	1,077,922,319.69
Work-in-progress 在產品		186,095.73	—	186,095.73	6,518,968.88	—	6,518,968.88
Total	合計	901,471,663.46	—	901,471,663.46	1,729,157,671.67	(46,500,597.16)	1,682,657,074.51

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

6. Inventories and allowance for inventories (continued)

The Company (continued)

Movement in allowance for inventories is as follows:

Inventory categories		Opening book balance	Provision for the current period	Decrease for the period		Closing book balance
				Reversals	Write-offs	
存貨種類		期初賬面餘額	本期計提額	轉回	轉銷	期末賬面餘額
During the current year	本年度					
Finished products	產成品	46,500,597.16	—	—	(46,500,597.16)	—
In the prior year	上年度					
Finished products	產成品	6,114,277.85	46,500,597.16	(6,114,277.85)	—	46,500,597.16

Allowance for inventories:

存貨跌價準備情況：

Items	Basis of allowance for inventories	Reason of write-off of allowance for inventories for the current period	Percentage of write-off in the current period
			to the closing balance (%) of such inventory
項目	計提存貨跌價準備的依據	本期轉銷存貨跌價準備的原因	本期轉銷金額佔該項存貨期末餘額的比例 (%)
Goods-in-stock	N/A	Note 1	12.33
庫存商品		註1	

Note 1: Allowance for inventories in the previous period was written off because inventories with such allowance were sold in the current period.

註1：由於本期已將上期計提存貨跌價準備的存貨售出，故轉銷已計提的存貨跌價準備。

As at 31 December 2009, the Company and the Group have not secured any inventories.

2009年12月31日本集團及本公司存貨中無已用作債務抵押情況。

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

7. Entrusted loan The Company

		RMB 人民幣元	
		Closing balance 期末數	Opening balance 期初數
Entrusted loan made to subsidiaries 對子公司委託貸款			
Due within in a year	一年內到期	1,688,000,000.00	982,000,000.00
Due over a year	一年後到期	395,000,000.00	965,000,000.00
Total	合計	2,083,000,000.00	1,947,000,000.00

The Company entrusted banks to provide funds for its subsidiaries, the above terms of entrusted loan ranges from 1 to 10 years, and the interest rate ranges from 4.779% to 6.723%.

本公司委託銀行機構向子公司提供資金，上述委託貸款期限為1-10年，貸款利率為4.779%-6.723%。

8. Other current assets The Group

		RMB 人民幣元	
		Closing balance 期末數	Opening balance 期初數
Items 項目			
Non-credited VAT proceeds	尚未抵扣的增值稅進項稅額	64,332,041.62	124,905,083.61
Prepaid income tax	預繳企業所得稅	26,424,163.98	27,087,962.34
Total	合計	90,756,205.60	151,993,045.95

The Company

本公司

		RMB 人民幣元	
		Closing balance 期末數	Opening balance 期初數
Items 項目			
Non-credited VAT proceeds	尚未抵扣的增值稅進項稅額	35,927,902.98	39,110,582.59
Prepaid income tax	預繳企業所得稅	—	13,636,622.39
Total	合計	35,927,902.98	52,747,204.98

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

9. Long-term equity investments

9. 長期股權投資

The Group 本集團

(1) Investments in associates

(1) 對聯營企業投資

Name of investee entity 被投資單位名稱	Enterprise type 企業類型	Registration place 註冊地	Legal Representative 法人代表	Business nature 業務性質	Registered capital 註冊資本	Percentage of the shareholding of the investee entity (%) 本企業持股比例 (%)	Percentage of the voting right in the investee entity (%) 本企業在被投資單位表決權比例 (%)	Total assets at the end of period 期末資產總額	Total liabilities at the end of period 期末負債總額	Total net asset value at the end of period 期末淨資產總額	Operating income for the current period 本期營業收入總額	Net profit from the current period 本期淨利潤	RMB 人民幣元
Ajo Wiggins Chenming Specialty Paper Co., Ltd. 阿爾諾維根斯晨鳴特種紙有限公司	Sino-foreign joint venture 中外合資公司	Shandong 山東	Tong Chong 佟翀	Manufacture of paper 造紙	267,368,330.00	30.00	30.00	388,904,528.00	280,201,770.60	108,702,757.40	35,089,384.46	(52,893,460.92)	
Shouguang Liben Paper Making Co., Ltd. 壽光麗奔製紙有限公司	Sino-foreign joint venture 中外合資公司	Shandong 山東	Cang Tiantai 倉田泰	Manufacture of paper 造紙	74,070,000.00	26.40	26.40	802,553,999.31	8,941,952.68	71,313,446.63	84,573,021.18	1,830,712.87	
Jiangxi Jiangbao Media Colour Printing Co., Ltd. 江西江報傳媒彩印有限公司	Other limited liability company 其他有限責任公司	Jiangxi 江西	OuYang 歐洋	Printing 印刷	23,140,000.00	2.115	2.115	340,325,140.9	7,102,734.28	26,927,779.81	7,502,168.46	(1,439,014.54)	
Qingzhou Chenming Deraturation Amylum Co., Ltd. 青州市晨鳴變性澱粉有限責任公司	Limited liability company 有限責任公司	Shandong 山東	Fang Shimming 房師明	Deep processing of starch 澱粉深加工	3,000,000.00	30.00	30.00	Allowance for impairment provided in full 已全額計提減值準備					

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五、財務報表項目附註(續)

9. Long-term equity investments (Cont'd)

9. 長期股權投資(續)

The Group (Cont'd) 本集團(續)

- (2) The details of long-term equity investments are as follows:
(2) 長期股權投資詳細情況如下:

被投資單位名稱 Name of investee entity	核算方法 Accounting method	初始投資成本 Initial investment	期初餘額 Opening balance	新增投資 Additions	減少投資 Deduction of investment	權益調整 Equity adjustment	期末餘額 Closing balance	在被投資單位持股比例(%) Percentage of shareholding in the investee entity (%)	在被投資單位與被投資單位不一致的說明 Explanation of the inconsistent of shareholding percentage and voting right in the investee entry	減值準備 Impairment provision	本期計提減值準備 Provision of impairment for the current period	現金股利 Cash bonuses for the current period	RMB
													人民幣元
Ajo Wiggins-Cherning Specialty Paper Co. Ltd 阿爾諾維斯根斯專特種紙有限公司	權益法 Equity method	80,100,000.00	48,478,865.50	-	-	(5,868,038.28)	326,082,722	30.00	-	-	-	-	-
Shougang Liben Paper Making Co. Ltd 曙光麗奔製紙有限公司	權益法 Equity method	19,550,000.00	18,343,441.71	-	-	483,208.20	18,826,749.91	26.40	-	-	-	-	-
Qingzhou Cherning Denaturation Alum Co. Ltd 青州市晨豐鋁土股份有限責任公司	權益法 Equity method	900,000.00	900,000.00	-	-	-	900,000.00	30.00	-	900,000.00	-	-	-
Jiangxi Jangbao Media Colour Printing Co. Ltd 江西江報傳媒彩印有限公司	權益法 Equity method	6,000,000.00	-	6,000,000.00	-	(804,151.57)	5,195,848.43	21.15	-	-	-	-	-

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

9. Long-term equity investments (Cont'd)

9. 長期股權投資(續)

The Group (Cont'd)

本集團(續)

- (2) The details of long-term equity investments are as follows: (Cont'd)
- (2) 長期股權投資詳細情況如下：(續)

被投資單位名稱	Accounting method	Initial investment	Opening balance	Additions	Deduction of investment	Equity adjustment	Closing balance	Percentage of shareholding in the investee entity (%)		Explanation of the inconsistent percentage and voting right in the investee entity	Impairment provision	Provision of impairment for the current period	Cash bonuses for the current period
								在該被投資單位持股比例	在該被投資單位表決權比例				
被投資單位名稱	核算方法	初始投資成本	期初餘額	新增投資	減少投資	權益調整	期末餘額	在該被投資單位持股比例	在該被投資單位表決權比例	在該被投資單位持股比例與表決權比例不一致的說明	減值準備	本期計提減值準備	本期現金股利
Wefang Venture Capital Co., Ltd.	Cost method	1,000,000.00	1,000,000.00	—	—	—	1,000,000.00	1.95	1.95	—	80,385.84	—	—
潍坊創業投資有限公司	成本法	1,000,000.00	1,000,000.00	—	—	—	1,000,000.00	1.95	1.95	—	80,385.84	—	—
Tashir Insurance and Brokerage Company Limited	Cost method	2,000,000.00	2,000,000.00	—	(2,000,000.00)	—	—	—	—	—	—	—	—
泰山保險經紀有限公司	成本法	2,000,000.00	2,000,000.00	—	(2,000,000.00)	—	—	—	—	—	—	—	—
Shandong Paper Making & Printing Enterprises Corporation	Cost method	200,000.00	200,000.00	—	—	—	200,000.00	2.00	2.00	—	200,000.00	—	—
山東紙業集團有限公司	成本法	200,000.00	200,000.00	—	—	—	200,000.00	2.00	2.00	—	200,000.00	—	—
Zhejiang Province Guanggu Media Printing Company Limited	Cost method	2,000,000.00	2,000,000.00	—	—	—	2,000,000.00	9.96	9.96	—	—	—	—
浙江省廣新集團印務有限公司	成本法	2,000,000.00	2,000,000.00	—	—	—	2,000,000.00	9.96	9.96	—	—	—	—
Jinan Shangou Commercial Company Limited	Cost method	350,000.00	350,000.00	—	—	—	350,000.00	5.00	5.00	—	350,000.00	—	—
濟南商友商務有責任公司	成本法	350,000.00	350,000.00	—	—	—	350,000.00	5.00	5.00	—	350,000.00	—	—

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五、財務報表項目附註(續)

9. Long-term equity investments (Cont'd)

9. 長期股權投資(續)

The Group (Cont'd)

本集團(續)

(2) The details of long-term equity investments are as follows: (Cont'd)

(2) 長期股權投資詳細情況如下：(續)

被投資單位名稱 Name of investee entity	核算方法 Accounting method	Initial investment 初始投資成本	Opening balance 期初餘額	Additions 新增投資	Deduction of investment 減少投資	Equity adjustment 權益調整	Closing balance 期末餘額	Percentage of shareholding in the investee entity (%) 在被投資單位持股比例(%)	Percentage of voting right in the investee entity (%) 在被投資單位表決權比例(%)	Explanation of the inconsistent shareholding percentage and voting right in the investee entity 在被投資單位持股比例與表決權比例不一致的說明	Impairment provision 減值準備	Provision of impairment for the current period 本期計提減值準備	Cash bonuses for the current period 本期現金股利	RMB
														人民幣元
Shougang Mhe Water Company Limited 壽光瀾河水源有限公司	Cost method 成本法	20,000,000.00	20,000,000.00	—	—	—	20,000,000.00	19.46	19.46	—	—	—	—	—
Shanghai Forest & Paper E-Commerce Co. Ltd 上海林墨紙電子商務有限公司	Cost method 成本法	1,400,000.00	1,400,000.00	—	—	—	1,400,000.00	14.00	14.00	—	468,152.23	—	—	—
Total 合計		133,500,000.00	94,672,307.21	6,000,000.00	(2,000,000.00)	(15,689,081.65)	82,983,225.56	—	—	—	1,998,538.07	—	—	—

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9. Long-term equity investments (Cont'd)

9. 長期股權投資(續)

The Company

本公司

(1) The details of long-term equity investments are as follows:

(1) 長期股權投資詳細情況如下:

Name of investee entity 被投資單位名稱	Accounting method 核算方法	Initial investment 初始投資成本	Opening balance 期初結餘	Additions 新增投資	Deduction of investment 減少投資	Equity adjustment 權益調整	Closing balance 期末結餘	Percentage of shareholding in the investee entity (%) 在被投資單位持股比例	Percentage of voting right in the investee entity (%) 在被投資單位表決權比例	Explanation of the inconsistent shareholding percentage and voting right in the investee entity 在被投資單位持股比例與表決權比例不一致的說明	Impairment provision 減值準備	Provision of impairment for the current period 本報告期末減值準備	Cash bonuses for the current period 本期現金股利	RMB	
														人民幣元	
Investment made to subsidiaries															
對子公司的投資															
Wuhan Chemming Hanyang Paper Holdings Co., Ltd. 武漢興源漢陽紙業股份有限公司	Cost method 成本法	202,824,716.34	202,824,716.34	—	—	—	202,824,716.34	50.93	50.93	—	—	—	—	33,000,000.00	
Shandong Chemming Paper Group Qile 山東興源紙業集團有限公司	Cost method 成本法	376,200,000.00	376,200,000.00	—	—	—	376,200,000.00	100.00	100.00	—	—	—	—	—	
Shandong Chemming Power Supply Holding Co., Ltd. 山東興源電力股份有限公司	Cost method 成本法	157,810,117.43	157,810,117.43	—	—	—	157,810,117.43	86.71	86.71	—	—	—	—	25,000,000.00	
Chibi Chemming Paper Co., Ltd. 赤壁興源紙業有限公司	Cost method 成本法	26,270,460.90	26,270,460.90	—	—	—	26,270,460.90	51.00	51.00	—	—	—	—	10,000,000.00	

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9. Long-term equity investments (Cont'd)

9. 長期股權投資(續)

The Company (Cont'd)

本公司(續)

(1) The details of long-term equity investments are as follows:(Cont'd)

(1) 長期股權投資詳細情況如下:(續)

被投資單位名稱 Name of investee entity	Accounting method 核算方法	Initial investment 初始投資成本	Operating balance 期初結賬	Additions 新增投資	Deduction of investment 減少投資	Equity adjustment 權益調整	Closing balance 期末結賬	Percentage of shareholding in the investee entity (%) 在被投資單位持股比例(%)	Percentage of voting right in the investee entity (%) 在被投資單位表決權比例(%)	Explanation of the inconsistent percentage and voting right in the investee entity 在被投資單位持股比例與表決權比例不一致的說明	Impairment provision 減值準備	Provision of impairment for the current period 本報告期減值準備	Cash bonuses for the current period 本報告期現金股利	RMB
														人民幣元
Yabian Cheming Paper Co., Ltd. 延邊晨鳴紙業有限公司	Cost method 成本法	40,083,733.01	40,083,733.01	—	—	—	40,083,733.01	76.73	76.73	—	—	—	—	—
Haijaer Cheming Paper Co., Ltd. 海拉爾晨鳴紙業有限公司	Cost method 成本法	12,000,000.00	12,000,000.00	—	—	—	12,000,000.00	75.00	75.00	—	—	—	—	—
Jiangxi Cheming Paper Co., Ltd. 江西晨鳴紙業有限公司	Cost method 成本法	697,548,406.40	697,548,406.40	—	—	—	697,548,406.40	51.00	51.00	—	—	—	25,500,000.00	—
Shougang Cheming Tianyuan Arboriculture Co., Ltd. 壽光市晨鳴天園林業有限公司	Cost method 成本法	7,199,000.00	7,199,000.00	—	—	—	7,199,000.00	68.00	68.00	—	—	—	—	—

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五、財務報表項目附註(續)

9. Long-term equity investments (Cont'd)

9. 長期股權投資(續)

The Company (Cont'd)

本公司(續)

(1) The details of long-term equity investments are as follows:(Cont'd)

(1) 長期股權投資詳細情況如下:(續)

被投資單位名稱 Name of investee entry	Accounting method 核算方法	Initial investment 初始投資成本	Opening balance 期初餘額	Additions 新增投資	Deduction of investment 減少投資	Equity adjustment 權益調整	Closing balance 期末餘額	Percentage of shareholding in the investee entity (%) 在被投資單位持股比例(%)	Percentage of voting right in the investee entity (%) 在被投資單位持股比例(%)	Explanation of the inconsistent shareholding percentage and voting right in the investee entity 在被投資單位持股比例與表決權比例不一致的說明	Impairment provision 減值準備	Provision of impairment for the current period 本報告期末減值準備	Cash bonuses for the current period 本報告現金股利	RMB
														人民幣元
Jin Chenming Paper Co., Ltd. 吉林晨鳴紙業有限公司	Cost method 成本法	1,501,350,000.00	1,501,350,000.00	—	—	—	1,501,350,000.00	100.00	100.00	—	—	—	—	—
Jiancheng Chenming Paper Co., Ltd. 建城晨鳴紙業有限公司	Cost method 成本法	15,000,000.00	15,000,000.00	—	—	—	15,000,000.00	100.00	100.00	—	—	—	—	—
Shandong Grand View Hotel Co., Ltd. 山東錦景大酒店有限公司	Cost method 成本法	80,500,000.00	80,500,000.00	—	—	—	80,500,000.00	70.00	70.00	—	—	—	—	—
Zhenjiang Chenming Paper Pulp Co., Ltd. 江蘇晨鳴紙業有限公司	Cost method 成本法	500,000,000.00	500,000,000.00	—	—	—	500,000,000.00	100.00	100.00	—	—	—	—	—
Chenming (HK) Limited 晨鳴(香港)有限公司	Cost method 成本法	783.31,000	783.31,000	—	—	—	783.31,000	100.00	100.00	—	—	—	—	—

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五、財務報表項目附註(續)

9. Long-term equity investments (Cont'd)

9. 長期股權投資(續)

The Company (Cont'd)

本公司(續)

(1) The details of long-term equity investments are as follows:(Cont'd)

(1) 長期股權投資詳細情況如下:(續)

被投資單位名稱 Name of investee entity	核算方法 Accounting method	Initial investment 初始投資成本	Opening balance 期初結餘	Additions 新增投資	Deduction of investment 減少投資	Equity adjustment 權益調整	Closing balance 期末結餘	Percentage of shareholding in the investee entity (%) 在被投資單位持股比例(%)	Percentage of voting right in the investee entity (%) 在被投資單位表決權比例(%)	Explanation of the inconsistent percentage and voting right in the investee entity 在被投資單位持股比例與表決權比例不一致的說明	Impairment provision 減值準備	Provision of impairment for the current period 本報告期末減值準備	Cash bonuses for the current period 本報告現金股利	RMB
														人民幣元
Shougang Chemming Modern Logistic Co., Ltd. 曙光豐源現代物流有限公司	Cost method 成本法	10,000,000.00	10,000,000.00	—	—	—	10,000,000.00	100.00	100.00	—	—	—	—	—
Shougang Chemming Art Paper Co., Ltd. 曙光興美術紙有限公司	Cost method 成本法	113,616,063.80	113,616,063.80	—	—	—	113,616,063.80	75.00	75.00	—	—	—	—	—
Fuyu Chemming Paper Co., Ltd. 富裕興紙業股份有限公司	Cost method 成本法	208,000,000.00	208,000,000.00	—	—	—	208,000,000.00	100.00	100.00	—	—	—	—	—
Xiaming Chemming Aboriculture Co., Ltd. 咸寧興得林業發展有限公司	Cost method 成本法	10,000,000.00	10,000,000.00	—	—	—	10,000,000.00	100.00	100.00	—	—	—	—	—

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 五、財務報表項目附註(續)

9. Long-term equity investments (Cont'd)

9. 長期股權投資(續)

The Company (Cont'd)

本公司(續)

(1) The details of long-term equity investments are as follows:(Cont'd)

(1) 長期股權投資詳細情況如下:(續)

被投資單位名稱 Name of investee entity	核算方法 Accounting method	Initial investment 初始投資成本	Opening balance 期初結餘	Additions 新增投資	Deduction of investment 減少投資	Equity adjustment 權益調整	Closing balance 期末結餘	Percentage of shareholding in the investee entity (%) 在被投資單位持股比例	Percentage of voting right in the investee entity (%) 在被投資單位表決權比例	Explanation of the inconsistent percentage and voting right in the investee entity 在被投資單位持股比例與表決權比例不一致的說明	Impairment provision 減值準備	Provision of impairment for the current period 本報告期末減值準備	Cash bonuses for the current period 本期現金股利	RMB
														人民幣元
Huanggang Cheming Paper Co. Ltd. 黃岡晨鳴漿紙有限公司	Cost method 成本法	20,000,000.00	20,000,000.00	—	—	—	20,000,000.00	100.00	100.00	—	—	—	—	—
Huanggang Cheming Arborescence Co., Ltd. 黃岡晨鳴林業發展有限公司	Cost method 成本法	10,000,000.00	10,000,000.00	—	—	—	10,000,000.00	100.00	100.00	—	—	—	—	—
Shougang Melun Paper Co. Ltd. (Note 1) 壽光美輪紙業有限公司(註1)	Cost method 成本法	20,000,000.00	—	20,000,000.00	—	—	20,000,000.00	100.00	100.00	—	—	—	—	—
Shougang Shun De Customs Declaration Co. Ltd. 壽光順達報關有限公司(註1)	Cost method 成本法	1,500,000.00	—	1,500,000.00	—	—	1,500,000.00	100.00	100.00	—	—	—	—	—
Subtotal 小計		40,010,000.00	3,999,185,907.98	21,500,000.00	—	—	40,106,655,807.98			—				93,500,000.00

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9. Long-term equity investments (Cont'd)

9. 長期股權投資(續)

The Company (Cont'd)

本公司(續)

(1) The details of long-term equity investments are as follows:(Cont'd)

(1) 長期股權投資詳細情況如下:(續)

Name of investee entity 被投資單位名稱	Accounting method 核算方法	Initial investment 初始投資成本	Opening balance 期初餘額	Additions 增加投資	Deduction of investment 減少投資	Equity adjustment 權益調整	Closing balance 期末餘額	Percentage of shareholding in the investee entity (%) 在被投資單位 持股比例(%)	Percentage of voting right in the investee entity (%) 在被投資單位 表決權比例(%)	Explanation of the inconsistent of shareholding percentage and voting right in the investee entity 在被投資單位 表決權比例與 持股比例不一致的說明	Impairment provision 減值準備	Provision of impairment for the current period 本報計提 減值準備	Cash bonuses for the current period 本期現金紅利	
														RMB 人民幣元
Investment made to associates														
對聯營企業投資														
Shougang Liben Paper Making Co., Ltd. 曙光聯升製紙有限公司	Equity method 權益法	19,550,000.00	18,343,441.71	—	—	483,308.20	1,882,674.91	26.40	26.40	—	—	—	—	—
Ajo Miggins Chemring Specialty Paper Co., Ltd. 阿爾基麥根斯康特種紙有限公司	Equity method 權益法	80,100,000.00	48,478,865.50	—	—	(15,868,038.28)	32,610,827.22	30.00	30.00	—	—	—	—	—
Qingzhou Chemring Denaturation Amylum Co., Ltd. 青州市騰隆生澱粉有限公司	Equity method 權益法	900,000.00	900,000.00	—	—	—	900,000.00	30.00	30.00	—	900,000.00	—	—	—
Jiangxi Jangshao Hede Colour Printing Co., Ltd. 江西江瑞博源彩印有限公司	Equity method 權益法	6,000,000.00	—	6,000,000.00	—	(904,351.57)	5,095,648.43	21.15	21.15	—	—	—	—	—
Sub-total		106,550,000.00	67,722,307.21	6,000,000.00	—	(15,688,081.65)	5,803,275.56	—	—	—	900,000.00	—	—	—
小計														

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五、財務報表項目附註(續)

9. Long-term equity investments (Cont'd)

9. 長期股權投資(續)

The Company (Cont'd)

本公司(續)

(1) The details of long-term equity investments are as follows:(Cont'd)

(1) 長期股權投資詳細情況如下:(續)

Name of investee entity 被投資單位名稱	Accounting method 核算方法	Initial investment 初始投資成本	Opening balance 期初餘額	Additions 增加投資	Deduction of investment 減少投資	Equity adjustment 權益調整	Closing balance 期末餘額	Percentage of shareholding in the investee entity (%) 在被投資單位 持股比例(%)	Percentage of voting right in the investee entity (%) 在被投資單位 表決權比例(%)	Explanation of the inconsistent percentage and voting right in the investee entity 在被投資單位持股比例與表決權比例不一致的說明	Impairment provision 減值準備	Provision of impairment for the current period 本期計提減值準備	Cash bonus for the current period 本期現金紅利
Other investment 其他投資													
Weifang Venture Capital Co., Ltd. 濰坊創業投資有限公司	Cost method 成本法	1,000,000.00	1,000,000.00	—	—	—	1,000,000.00	1.95	1.95	—	80,385.64	—	—
Taishan Insurance and Brokerage Company Limited 泰山保險經紀有限公司	Cost method 成本法	2,000,000.00	2,000,000.00	—	(2,000,000.00)	—	—	—	—	—	—	—	—
Shandong Paper Making & Printing Enterprises Corporation 山東鄒業集團總公司	Cost method 成本法	200,000.00	200,000.00	—	—	—	200,000.00	2.00	2.00	—	200,000.00	—	—
Zhejiang Province Geagru Media Printing Company Limited 浙江省廣信傳媒印務有限公司	Cost method 成本法	2,000,000.00	2,000,000.00	—	—	—	2,000,000.00	9.96	9.96	—	—	—	—
Jinan Shangou Commercial Company Limited 濟南商本商務服務責任公司	Cost method 成本法	350,000.00	350,000.00	—	—	—	350,000.00	5.00	5.00	—	350,000.00	—	—

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9. Long-term equity investments (Cont'd)

9. 長期股權投資(續)

The Company (Cont'd) 本公司(續)

(1) The details of long-term equity investments are as follows:(Cont'd)
(1) 長期股權投資詳細情況如下:(續)

被投資單位名稱 Name of investee entity	核算方法 Accounting method	Initial investment 初始投資成本	Opening balance 期初餘額	Additions 新增投資	Deduction of investment 減少投資	Equity adjustment 權益調整	Closing balance 期末餘額	Percentage of shareholding in the investee entity (%) 在被投資單位 持股比例(%)	Percentage of voting right in the investee entity (%) 在被投資單位 表決權比例(%)	Explanation of the inconsistent of shareholding percentage and voting right in the investee entity 在被投資單位持股比例與表決權比例不一致的說明	Impairment provision 減值準備	Provision of impairment for the current period 本期計提減值準備	Cash bonuses for the current period 本期現金股利	RMB
														人民幣元
Other investment 其他投資														
Shougang "the Water" Company Limited 壽光瀾河水務有限公司	Cost method 成本法	20,000,000.00	20,000,000.00	—	—	—	20,000,000.00	19.46	19.46	—	—	—	—	—
Shanglai Forest & Paper E-Commerce Co. Ltd 上海林墨紙電子商務有限公司	Cost method 成本法	1,400,000.00	1,400,000.00	—	—	—	1,400,000.00	14.00	14.00	—	468,152.23	—	—	—
Sub-total 小計		26,950,000.00	26,950,000.00	—	(20,000,000.00)	—	2,450,000.00				1,096,538.07			
Total 合計		4,144,855,807.88	4,083,858,115.09	27,530,000.00	(20,000,000.00)	(15,689,081.65)	4,093,669,033.44				1,996,538.07			93,500,000.00

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

9. Long-term equity investment (Cont'd)

The Company (Cont'd)

(1) The details of long-term equity investments are as follows: (Cont'd)

Note 1: The Company made investments to set up Shouguang Meilun Paper Co. Ltd. and Shouguang Shun Da Customs Declaration Co., Ltd. in 2009, for the details of which please refer to note I of Note IV.

Note 2: On 26 February 2009, The Company entered into an equity transfer agreement with the shareholders of 江西江報傳媒彩印有限公司 (Jiangxi Jiangbao Media Colour Printing Co. Ltd.), pursuant to which, the Company acquired 21.15% equity interest from the shareholders of 江西江報傳媒彩印有限公司 (Jiangxi Jiangbao Media Colour Printing Co. Ltd.) at a consideration of RMB6 million.

Note 3: On 25 June 2009, The Company transferred 4% equity interests in aggregate of 泰山保險經紀有限公司 (Taishan Insurance and Brokerage Company Limited) to 泛海實業股份有限公司 (China Fanhai Holding Co., Ltd.) at a consideration of RMB 2 million.

(2) There is no restriction on the ability of the investee in which the long-term equity investments are held by the Group and the Company as at 31 December 2009 to transfer capital to the Group.

五、財務報表項目附註 (續)

9. 長期股權投資

本公司 (續)

(1) 長期股權投資詳細情況如下：
(續)

註1：本公司於2009年出資設立壽光美倫紙業有限責任公司、壽光順達報關有限責任公司。具體事項參見附註四、註1。

註2：本公司於2009年2月26日與江西江報傳媒彩印有限公司股東簽訂股權轉讓協議，以人民幣600萬元收購其持有的江西江報傳媒彩印有限公司21.15%股權。

註3：本公司於2009年6月25日以人民幣200萬元將所持有的泰山保險經紀有限公司合計4%股權轉讓給泛海實業股份有限公司。

(2) 本集團和本公司於2009年12月31日持有的長期股權投資之被投資單位向本集團轉移資金的能力未受到限制。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

10. Investment Properties

Investment properties measured at cost
The Group and the Company

五、財務報表項目附註(續)

10. 投資性房地產

按成本計量的投資性房地產
本集團及本公司

Items		Opening balance	Increase for the current period	Decrease for the current period	Closing balance
項目		期初賬面餘額	本期增加	本期減少	期末賬面餘額
I. Total original value of Buildings	一、賬面原值合計 房屋、 建築物	38,291,395.70	—	—	38,291,395.70
II. Accumulated depreciation and amortization in total	二、累計折舊 和累計攤銷 合計	—	—	—	—
Buildings	房屋、 建築物	10,126,671.55	1,738,256.04	—	11,864,927.59
III. Total net book value of investment properties	三、投資性房 地產賬面 淨值合計	28,164,724.15	(1,738,256.04)	—	26,426,468.11
Buildings	房屋、 建築物	28,164,724.15	(1,738,256.04)	—	26,426,468.11
IV. Accumulated value of provision of depreciation of investment properties	四、投資性 房地產減值 準備 累計金額 合計	—	—	—	—
Buildings	房屋、 建築物	—	—	—	—
V. Total book value of investment properties	五、投資性 房地產賬面 價值合計	28,164,724.15	(1,738,256.04)	—	26,426,468.11
Buildings	房屋、 建築物	28,164,724.15	(1,738,256.04)	—	26,426,468.11

Investment represent part of the buildings of 北京數碼大廈(Beijing Digital Building) (for lease out) as held by the Company, depreciation and amortization for the current period amounted to RMB1,738,256.04.

投資性房地產系本公司所擁有的北京數碼大廈部分辦公樓(對外出租)，本期折舊和攤銷額為人民幣1,738,256.04元。

There was no provision for impairment of investment properties.

投資性房地產本期無減值準備。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

11. Fixed Assets

The Group

(1) Overview of fixed assets

五、財務報表項目附註(續)

11. 固定資產

本集團

(1) 固定資產情況

Items		Opening book balance	Additions for the current period	Deductions for the current period	Closing book balance
項目		期初賬面餘額	本期增加	本期減少	期末賬面餘額
I. Total original book value:	一、賬面原 值合計：	19,488,164,738.41	664,840,086.43	(158,589,221.45)	19,994,415,603.39
Of which:	其中：				
Buildings	房屋及 建築物	3,302,679,556.62	123,431,339.18	(20,083,586.84)	3,406,027,308.96
Machinery and equipment	機器 設備	15,533,422,474.92	492,305,416.01	(121,191,593.39)	15,904,536,297.54
Vehicles	運輸工具	136,284,697.18	29,160,227.89	(9,449,985.61)	155,994,939.46
Electronic equipment and others	電子 設備 及其他	515,778,009.69	19,943,103.35	(7,864,055.61)	527,857,057.43
II. Total accumulated depreciation:	二、累計 折舊 合計：	5,272,926,981.48	1,234,335,172.27	(48,739,480.98)	6,458,522,672.77
Of which:	其中：				
Buildings	房屋及 建築物	561,806,858.61	118,726,721.52	(8,870,110.20)	671,663,469.93
Machinery and equipment	機器 設備	4,431,351,341.12	1,042,790,701.83	(30,770,939.03)	5,443,371,103.92
Vehicles	運輸工具	55,347,764.77	17,811,543.74	(5,016,425.10)	68,142,883.41
Electronic equipment and others	電子 設備 及其他	224,421,016.98	55,006,205.18	(4,082,006.65)	275,345,215.51
III. Total fixed assets - net book value	三、固定資產 賬面淨值 合計	14,215,237,756.93	(569,495,085.84)	(109,849,740.47)	13,535,892,930.62
Of which:	其中：				
Buildings	房屋及 建築物	2,740,872,698.01	4,704,617.66	(11,213,476.64)	2,734,363,839.03
Machinery and equipment	機器 設備	11,102,071,133.80	(550,485,285.82)	(90,420,654.36)	10,461,165,193.62
Vehicles	運輸工具	80,936,932.41	11,348,684.15	(4,433,560.51)	87,852,056.05
Electronic equipment and others	電子 設備 及其他	291,356,992.71	(35,063,101.83)	(3,782,048.96)	252,511,841.92

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

11. Fixed Assets (Cont'd)

The Group (Cont'd)

(1) Overview of fixed assets (Cont'd)

五、財務報表項目附註(續)

11. 固定資產(續)

本集團(續)

(1) 固定資產情況(續)

Items 項目		Opening book balance 期初賬面餘額	Additions for the current period 本期增加	Deductions for the current period 本期減少	RMB 人民幣元 Closing book balance 期末賬面餘額
IV. Total impairment provision	四、減值準備合計	1,795,998.85	4,506,016.14	—	6,302,014.99
Of which:	其中：				
Buildings	房屋及建築物	—	—	—	—
Machinery and equipment	機器設備	1,795,998.85	4,506,016.14	—	6,302,014.99
Vehicles	運輸工具	—	—	—	—
Electronic equipment and others	電子設備及其他	—	—	—	—
V. Total fixed assets - net book value	五、固定資產賬面價值合計	14,213,441,758.08	(574,001,101.98)	(109,849,740.47)	13,529,590,915.63
Of which:	其中：				
Buildings	房屋及建築物	2,740,872,698.01	4,704,617.66	(11,213,476.64)	2,734,363,839.03
Machinery and equipment	機器設備	11,100,275,134.95	(554,991,301.96)	(90,420,654.36)	10,454,863,178.63
Vehicles	運輸工具	80,936,932.41	11,348,684.15	(4,433,560.51)	87,852,056.05
Electronic equipment and others	電子設備及其他	291,356,992.71	(35,063,101.83)	(3,782,048.96)	252,511,841.92

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

11. Fixed Assets (Cont'd)

The Group (Cont'd)

(2) Fixed assets without property right certificates

五、財務報表項目附註(續)

11. 固定資產(續)

本集團(續)

(2) 未辦妥產權證書的固定資產情況

Subsidiaries 子公司	Amount 金額	Reasons for not yet obtaining property right certificates 未辦妥產 權證書原因	RMB 人民幣元
			Estimated time for obtaining property right certificates 預計辦結 產權證書時間
Fuyu Chenming Paper Co., Ltd. 富裕晨鳴紙業有限責任公司	47,399,676.89	Being applied 正在辦理中	Year 2010 2010年
Wuhan Chenming Qianneng Electric Power Co., Ltd. 武漢晨鳴乾能熱電有限責任公司	32,122,064.57	Being applied 正在辦理中	Year 2010 2010年
Jilin Chenming Paper Co., Ltd. 吉林晨鳴紙業有限責任公司	197,542,252.49	Being applied 正在辦理中	Year 2010 2010年
Wuhan Chenming Hanyang Paper Holdings Co., Ltd. 武漢晨鳴漢陽紙業股份有限公司	44,439,643.76	Being applied 正在辦理中	Year 2010 2010年
Total合計	321,503,637.71		

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

11. Fixed Assets (Cont'd)

The Group (Cont'd)

Note 1: International Finance Corporation ("IFC"), Deutsche Bank AG ("DEG") and China Construction Bank Nanchang Changbei Branch entered into an loan agreement with Jiangxi Chenming Paper Co., Ltd, a subsidiary of the Company, pursuant to which, secured loans of USD 40,000,000.00, USD 9,411,765.00 and USD 17,500,000.00 were provided to Jiangxi Chenming Paper Co., Ltd by the above financial institutions respectively. The collateral was the fixed assets and land use rights of Jiangxi Chenming Paper Co., Ltd. On 31 December 2009, USD 23,479,318.23 of the above borrowed amount has been already repaid. On 31 December 2009, the net book value of the collateral with regard to fixed assets was RMB 1,083,389,675.50 and that with regard to the land use rights and intangible assets was RMB 73,051,016.90.

Note 2: As at 31 December 2009, the Group had no fixed assets held under operation lease.

Note 3: As at 31 December 2009, the net book value of the buildings without house property right certificates in the fixed assets of the Group was RMB321,503,637.71 (31 December 2008: RMB290,972,220.41). The related house property right certificates were being applied.

Note 4: Original book value for the period increased, an increase of RMB 87,632,960.46 was due to acquisition, an increase of RMB 517,277,087.05 was due to construction in progress transferred to fixed assets and an increase of RMB 59,930,038.92 was due to acquisition of subsidiaries.

Note 5: Original book value for the period decreased, a decreased of RMB 61,566,738.60 was due to disposal and a decrease of RMB97,022,482.85 was due to improvement of fixed assets.

Note 6: Accumulated depreciation for the period increased, an amount of RMB 1,201,878,896.30 was provided for during the period, an increase of RMB 32,456,275.97 was due to acquisition of subsidiaries.

Note 7: Accumulated depreciation for the period decreased, a decrease of RMB 29,333,118.72 was due to disposal and a decrease of RMB19,406,362.26 was due to improvement of fixed assets.

五、財務報表項目附註(續)

11. 固定資產(續)

本集團(續)

註1：根據國際金融公司(IFC)、德意志銀行(DEG)及中國建設銀行南昌市昌北支行與本公司之子公司江西晨鳴紙業有限責任公司簽訂的貸款協議，上述各家金融機構分別為江西晨鳴紙業有限責任公司提供40,000,000.00美元、9,411,765.00美元和17,500,000.00美元的抵押借款，抵押物為江西晨鳴紙業有限責任公司的固定資產及土地使用權。於2009年12月31日，上述借款已償還23,479,318.23美元。於2009年12月31日，抵押物淨值分別為固定資產人民幣1,083,389,675.50元，無形資產之土地使用權人民幣73,051,016.90元。

註2：2009年12月31日本集團無經營租賃租出的固定資產。

註3：2009年12月31日本集團固定資產中尚未取得房屋產權證的房屋建築物淨值為人民幣321,503,637.71元(2008年12月31日：人民幣290,972,220.41元)，相關房產證正在辦理中。

註4：賬面原值本期增加中，因購置而增加人民幣87,632,960.46元，因在建工程轉入而增加人民幣517,277,087.05元，因購買子公司而增加人民幣59,930,038.92元。

註5：賬面原值本期減少中，因處置而減少人民幣61,566,738.60元，因固定資產改造而減少人民幣97,022,482.85元。

註6：累計折舊本期增加中，本期計提人民幣1,201,878,896.30元，因購買子公司而增加人民幣32,456,275.97元。

註7：累計折舊本期減少中，因處置而減少人民幣29,333,118.72元，因固定資產改造而減少人民幣19,406,362.26元。

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五、財務報表項目附註(續)

11. Fixed Assets (Cont'd)

11. 固定資產(續)

The Company

本公司

Items 項目		Opening book balance 期初賬面餘額	Additions for the period 本期增加	Deductions for the period 本期減少	Closing book balance 期末賬面餘額
					RMB 人民幣元
I. Total original book value:	一、賬面原值 合計：	9,368,066,704.32	160,105,070.05	(70,037,916.32)	9,458,133,858.05
Of which:	其中：				
Buildings	房屋及 建築物	1,004,386,324.00	71,621,066.79	(18,634,794.93)	1,057,372,595.86
Machinery and equipment	機器 設備	8,293,311,116.47	75,869,340.34	(45,536,660.30)	8,323,643,796.51
Vehicles	運輸工具	34,823,847.12	10,484,707.56	(5,417,964.82)	39,890,589.86
Electronic equipment and others	電子 設備及 其他	35,545,416.73	2,129,955.36	(448,496.27)	37,226,875.82
II. Total accumulated depreciation:	二、累計 折舊 合計：	3,109,448,153.79	642,062,125.76	(34,424,916.45)	3,717,085,363.10
Of which:	其中：				
Buildings	房屋及 建築物	225,290,430.50	40,478,259.68	(8,559,057.28)	257,209,632.90
Machinery and equipment	機器 設備	2,846,446,936.27	594,405,068.22	(22,528,980.48)	3,418,323,024.01
Vehicles	運輸工具	15,697,810.81	3,285,965.83	(2,937,705.81)	16,046,070.83
Electronic equipment and others	電子 設備及 其他	22,012,976.21	3,892,832.03	(399,172.88)	25,506,635.36
III. Total fixed assets - net book value	三、固定資產 賬面淨值 合計	6,258,618,550.53	(481,957,055.71)	(35,612,999.87)	5,741,048,494.95
Of which:	其中：				
Buildings	房屋及 建築物	779,095,893.50	31,142,807.11	(10,075,737.65)	800,162,962.96
Machinery and equipment	機器 設備	5,446,864,180.20	(518,535,727.88)	(23,007,679.82)	4,905,320,772.50
Vehicles	運輸工具	19,126,036.31	7,198,741.73	(2,480,259.01)	23,844,519.03
Electronic equipment and others	電子 設備及 其他	13,532,440.52	(1,762,876.67)	(49,323.39)	11,720,240.46

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

11. Fixed Assets (Cont'd)

The Company (Cont'd)

五、財務報表項目附註(續)

11. 固定資產(續)

本公司(續)

		RMB 人民幣元				
The Company 本公司		Opening book balance 期初賬面餘額	Additions for the period 本期增加	Deductions for the period 本期減少	Closing book balance 期末賬面餘額	
IV. Total impairment provision	四、減值準備合計	—	—	—	—	
Of which:	其中：					
Buildings	房屋及 建築物	—	—	—	—	
Machinery and equipment	機器 設備	—	—	—	—	
Vehicles	運輸工具	—	—	—	—	
Electronic equipment and others	電子設備 及其他	—	—	—	—	
V. Total fixed assets - net book value	五、固定資產 賬面 價值合計	6,258,618,550.53	(481,957,055.71)	(35,612,999.87)	5,741,048,494.95	
Of which:	其中：					
Buildings	房屋及 建築物	779,095,893.50	31,142,807.11	(10,075,737.65)	800,162,962.96	
Machinery and equipment	機器 設備	5,446,864,180.20	(518,535,727.88)	(23,007,679.82)	4,905,320,772.50	
Vehicles	運輸工具	19,126,036.31	7,198,741.73	(2,480,259.01)	23,844,519.03	
Electronic equipment and others	電子設備 及其他	13,532,440.52	(1,762,876.67)	(49,323.39)	11,720,240.46	

Note 1: As at 31 December 2009, the Company had no fixed assets held under operation lease.

註1：2009年12月31日本公司無經營租賃租出的固定資產。

Note 2: As at 31 December 2009, there were no buildings without house property right certificates in the fixed assets of the Company (31 December 2008: RMB4,705,794.76).

註2：2009年12月31日本公司固定資產中無尚未取得房屋產權證的房屋建築物。(2008年12月31日：人民幣4,705,794.76元)

Note 3: Original book value for the period increased, an increase of RMB 13,925,765.14 was due to acquisition, an increase of RMB 146,179,304.91 was due to construction in progress transferred to fixed assets.

註3：賬面原值本期增加中，因購置而增加人民幣13,925,765.14元，因在建工程轉入而增加人民幣146,179,304.91元。

Note 4: Original book value for the period decreased, a decreased of RMB 39,783,878.55 was due to disposal and a decrease of RMB30,254,037.77 was due to improvement of fixed assets.

註4：賬面原值本期減少中，因處置而減少人民幣39,783,878.55元，因固定資產改造而減少人民幣30,254,037.77元。

Note 5: Accumulated depreciation for the period increased, an amount of RMB 642,062,125.76 was provided for during the period.

註5：累計折舊本期增加中，本期計提人民幣642,062,125.76元。

Note 6: Accumulated depreciation for the period decreased, a decrease of RMB 18,912,464.42 was due to disposal and a decrease of RMB15,512,452.03 was due to improvement of fixed assets.

註6：累計折舊本期減少中，因處置而減少人民幣18,912,464.42元，因固定資產改造而減少人民幣15,512,452.03元。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

12 Construction in progress

The Group

(1) The breakdown of constructions in progress is as follows

五、財務報表項目附註(續)

12. 在建工程

本集團

(1) 在建工程明細如下

Items 項目		Closing balance 期末數			Opening balance 期初數			RMB 人民幣元
		Book balance 賬面餘額	Impairment provision 減值準備	Net book value 賬面淨值	Book balance 賬面餘額	Impairment provision 減值準備	Net book value 賬面淨值	
Mihe River view wetland (Grand View Hotel)	彌河景觀濕地 (御景大酒店)	15,967,509.04	—	15,967,509.04	—	—	—	
Power plant project (Jilin Chenming)	電廠項目 (吉林晨鳴)	18,009,496.91	—	18,009,496.91	—	—	—	
Transform project of desulphurization for coal powder stoves of power plants (Wuhan Chenming)	電廠煤粉爐 脫硫改造工程 (武漢晨鳴)	—	—	—	13,646,962.99	—	13,646,962.99	
Technological improvement in fixed assets (Jilin Chenming)	固定資產技術 改造 (吉林晨鳴)	12,944,711.67	—	12,944,711.67	18,983,127.38	—	18,983,127.38	
Transform of stove diatation and evaporation stations (Wuhan Chenming)	城爐擴容及 蒸發站改造 (武漢晨鳴)	—	—	—	13,010,968.26	—	13,010,968.26	
Pulp machine engineering (Jixiang Chenming)	漿板機項目 (江西晨鳴)	89,860,144.48	—	89,860,144.48	30,973,725.01	—	30,973,725.01	
Intermediate water advance treatment in drainage workshops (Qihe Panels)	排水車間中段水 深度處理 (齊河板紙)	45,552,578.47	—	45,552,578.47	35,159,901.70	—	35,159,901.70	
Improvement in power workshops (Chibi Chenming)	動力車間改造 (赤壁晨鳴)	30,295,414.25	—	30,295,414.25	4,975,656.29	—	4,975,656.29	

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

12 Construction in progress (Cont'd)

The Group (Cont'd)

(1) The breakdown of constructions in progress is as follows (Cont'd)

五、財務報表項目附註(續)

12. 在建工程(續)

本集團(續)

(1) 在建工程明細如下(續)

Items 項目		Closing balance 期末數			Opening balance 期初數		
		Book balance 賬面餘額	Impairment provision 減值準備	Net book value 賬面淨值	Book balance 賬面餘額	Impairment provision 減值準備	Net book value 賬面淨值
700,000 tonne pulp project (Chenming Paper Pulp)	70萬噸木漿項目 (晨鳴漿紙)	959,976,410.72	—	959,976,410.72	17,937,903.37	—	17,937,903.37
Paper machine technological improvement project (Qihe Panels)	紙機技術改造 工程 (齊河板紙)	46,132,143.40	—	46,132,143.40	32,808,843.00	—	32,808,843.00
Sheet machine ultra pressure improvement (Jiangxi Chenming)	抄紙機超壓改造 (江西晨鳴)	13,869,977.50	—	13,869,977.50	2,729,633.40	—	2,729,633.40
Intermediate water advance treatment project (Jiangxi Chenming)	中段水深度 處理項目 (江西晨鳴)	15,033,614.37	—	15,033,614.37	129,000.00	—	129,000.00
800,000-tonne Copperplate paper (Meilun Paper)	80萬噸銅版紙 (美倫紙業)	413,790,949.09	—	413,790,949.09	—	—	—
98,000-tonne toilet paper (Meilun Paper)	9.8萬噸衛生紙 (美倫紙業)	61,564,178.12	—	61,564,178.12	—	—	—
40,000 intermediate water improvement (the Company)	4萬中段水改造 (公司)	18,728,695.87	—	18,728,695.87	62,641.13	—	62,641.13
Power plant phase III expansion and improvement (the Company)	電廠三期擴建 改造(公司)	77,591,734.87	—	77,591,734.87	—	—	—
Group R & D centre (the Company)	集團研發中心 (公司)	22,369,788.81	—	22,369,788.81	—	—	—
Small technological improvement projects (the Company)	小型技改項目 (公司)	20,750,066.13	—	20,750,066.13	42,212,714.00	—	42,212,714.00

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

12 Construction in progress (Cont'd)

The Group (Cont'd)

(1) The breakdown of constructions in progress is as follows (Cont'd)

五、財務報表項目附註(續)

12. 在建工程(續)

本集團(續)

(1) 在建工程明細如下(續)

Items 項目		Closing balance 期末數			Opening balance 期初數			RMB 人民幣元
		Book balance 賬面餘額	Impairment provision 減值準備	Net book value 賬面淨值	Book balance 賬面餘額	Impairment provision 減值準備	Net book value 賬面淨值	
Oxygen delignification improvement project (the Company)	氧脫木素改造 工程(公司)	—	—	—	17,513,536.13	—	17,513,536.13	
Thermoelectrical pipes of eastern cities project (Xinli Power)	東城熱管網 建設項目 (新力熱電)	22,232,122.98	—	22,232,122.98	1,500,273.03	—	1,500,273.03	
Others	其他	113,291,725.50	—	113,291,725.50	199,734,386.81	—	199,734,386.81	
Total	合計	1,997,961,262.18	—	1,997,961,262.18	431,379,272.50	—	431,379,272.50	

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RMB
人民幣元

V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註 (續)

12. Construction in progress (Cont'd)

12. 在建工程 (續)

The Group (Cont'd)

本集團 (續)

(2) Change in material constructions in progress projects

(2) 重大在建工程項目變動情況

Project name 項目名稱	Budget amount (RMB in 100 million) 預算數 (億元)	Opening balance 期初數	Additions for the current period 本期 增加	Transfer to fixed assets 轉入 固定 資產	Other deductions 其他 減少	Investment to budgeted costs (%) 工程投入 占預算 比例(%)	Progress (%) 工程 進度(%)	Accumulated capitalized interest amount 利息 資本化 累計金額	Of which: capitalized amount for the current period 其中: 本期利息 資本化 金額	Capitalized interest amount for the current period (%) 本期 利息 資本化率 (%)	Sources of Fund 資金 來源	Closing balance 期末數
Mihe River view wetland (Grand View Hotel)	0.60	-	15,967,593.04	-	-	26.61	30	304,749.99	304,749.99	5.31	Self-raised and borrowings 自籌及借款	15,967,593.04
Culture paper project improvement (Fuyu Cherming)	1.00	-	102,545,368.66	(102,545,368.66)	-	102.00	Completed 已完工	-	-	-	Self-raised 自籌	-
Power project (Jilin Cherming)	1.70	-	18,009,498.91	-	-	10.59	2	-	-	-	Self-raised 自籌	18,009,498.91
Transform project of Desulphurization for coal Powder stoves of power plants (Wuhan Cherming)	0.15	13,646,962.99	1,779,192.15	(15,426,155.14)	-	102.84	Completed 已完工	-	-	-	Self-raised 自籌	-
Technological improvement in fixed assets (Jilin Cherming)	0.18	18,983,127.38	31,278,009.48	(37,316,425.19)	-	71.92	50	-	-	-	Self-raised 自籌	12,944,711.67
Transform of stove diatation And evaporation stations (Wuhan Cherming)	0.22	13,010,968.26	619,210.99	(13,630,179.25)	-	61.95	Completed 已完工	-	-	-	Self-raised 自籌	-

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

12 Construction in progress (Cont'd)

12. 在建工程(續)

The Group (Cont'd) 本集團(續)

(2) Change in material constructions in progress projects (Cont'd)

(2) 重大在建工程項目變動情況(續)

Project name 項目名稱	Budget amount (RMB in 100 million) 預算數 (億元)	Opening balance 期初數	Additions for the current period 本期 增加	Transfer to fixed assets 轉入 固定 資產	Other deductions 其他 減少	Investment to budgeted costs (%) 工程投入 占預算 比例(%)	Progress (%) 工程 進度(%)	Accumulated capitalized interest amount 利息 資本化 累計金額	Of which: capitalized amount for the current period 其中: 本期利息 資本化 金額	Capitalized interest amount for the current period (%) 本期 利息 資本化率 (%)	Sources of Fund 資金 來源	RMB 人民幣元
												Closing balance 期末數
Pulp machine engineering (Jiangxi Chenming)	0.96	30,973,725.01	58,886,419.47	-	-	93.44	85	2,079,360.00	2,079,360.00	5.47	Self-raised and borrowings 自籌及借款	88,860,144.48
Intermediate water advance treatment in drainage workshops (Qihe Panels)	0.39	35,159,901.70	10,392,676.77	-	-	117.73	95	-	-	-	Self-raised 自籌	45,552,578.47
Improvement in power workshops (Chibi Chenming)	0.43	4,975,666.29	26,483,927.69	(1,164,169.73)	-	70.93	95	-	-	-	Self-raised 自籌	30,295,414.25
700,000 tonne pulp project (Chenming Paper Pulp)	94.00	17,937,903.37	942,874,655.95	(836,148.60)	-	10.21	10	3,530,985.10	3,530,985.10	2.96	Proceeds from offering 募集資金	969,976,410.72
Paper machine technological improvement project (Qihe Panels)	0.32	32,808,843.00	13,323,300.40	-	-	143.71	90	-	-	-	Self-raised 自籌	46,132,143.40
Sheet machine ultra pressure improvement (Jiangxi Chenming)	0.16	2,729,633.40	11,140,344.10	-	-	88.06	70	-	-	-	Self-raised 自籌	13,869,977.50

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RMB
人民幣元

V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註 (續)

12. Construction in progress (Cont'd)

12. 在建工程 (續)

The Group (Cont'd) 本集團 (續)

(2) Change in material constructions in progress projects (Cont'd)

(2) 重大在建工程項目變動情況 (續)

Project name 項目名稱	Budget amount (RMB in 100 million) 預算數 (億元)	Opening balance 期初數	Additions for the current period 本期 增加	Transfer to fixed assets 轉入 固定 資產		Other deductions 其他 減少	Investment to budgeted costs (%) 工程投入 占預算 比例(%)	Progress (%) 工程 進度(%)	Accumulated capitalized interest amount 利息 資本化 累計金額	Of which: capitalized amount for the current period 其中: 本期利息 資本化 金額	Capitalized interest amount for the current period (%) 本期 利息 資本化率 (%)	Sources of Fund 資金 來源	Closing balance 期末數
				轉入 固定 資產	其他 減少								
Intermediate water advance treatment project (江西長豐) 800,000-tonne Copperplate paper (Meilun Paper) 98,000-tonne toilet paper (Meilun Paper) 40,000 intermediate water improvement (the Company) Power plant phase III expansion and improvement (the Company) Group R & D centre (the Company) Small technological improvement projects (the Company)	0.18	129,000.00	14,904,614.37	-	-	83.52	90	-	-	-	-	Self-raised 自籌	15,033,614.37
	35.00	-	413,790,949.09	-	-	11.82	10	-	-	-	-	Self-raised 自籌	413,790,949.09
	5.00	-	61,564,178.12	-	-	12.31	15	-	-	-	-	Self-raised 自籌	61,564,178.12
	-	62,641.13	18,688,054.74	-	-	-	85	-	-	-	-	Self-raised 自籌	18,728,685.87
	4.50	-	77,591,734.87	-	-	17.24	8	-	-	-	-	Self-raised 自籌	77,591,734.87
	1.20	-	22,369,788.81	-	-	18.64	30	-	-	-	-	Self-raised 自籌	22,369,788.81
	-	42,212,714.00	41,088,320.65	(62,560,968.52)	-	-	90	-	-	-	-	Self-raised 自籌	20,750,066.13

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

12 Construction in progress (Cont'd)

12. 在建工程(續)

The Group (Cont'd)
 本集團(續)

(2) Change in material constructions in progress projects (Cont'd)

(2) 重大在建工程項目變動情況(續)

Project name 項目名稱	Budget amount (RMB in 100 million) 預算數 (億元)	Opening balance 期初數	Additions for the current period 本期 增加	Transfer to fixed assets 轉入 固定 資產	Other deductions 其他 減少	Investment to budgeted costs (%) 工程投入 佔預算 比例(%)	Progress (%) 工程 進度(%)	Accumulated capitalized interest amount 利息 資本化 累計金額	Of which: capitalized interest current period 其中: 本期利息 資本化 金額	Capitalized interest amount for the current period (%) 本期 利息 資本化率 (%)	Sources of Fund 資金 來源	RMB 人民幣元
												Closing balance 期末數
Oxygen delignification improvement project (the Company)	0.55	17,513,536.13	66,104,800.26	(83,618,336.39)	-	-	Completed 已完工	-	-	-	Self-raised 自籌	-
Thermoelectrical pipes of eastern cities project (Xinli Power)	-	1,500,733.03	20,731,849.95	-	-	-	80	1,133,781.49	945,433.24	6.59	Self-raised and borrowings 自籌及借款	22,232,122.98
Others	-	199,734,366.81	113,736,674.26	(200,179,335.57)	-	-	-	-	1,722,172.44	6.59	Self-raised and borrowings 自籌及借款	113,291,725.50
Total	-	431,379,272.50	2,083,859,076.73	(517,277,087.05)	-	-	-	7,048,876.58	8,582,700.77	-	Self-raised and borrowings 自籌及借款	1,997,961,262.18

For the year ended 31 December 2009, the closing balance of constructions in progress of the Group included capitalized interest amount of RMB 7,048,876.58. The capitalized borrowing interest costs for the period amounted to RMB 8,582,700.77 (Previous period: RMB 24,043,281.70). The capitalization rate which was used to determine the general capitalized borrowing costs was 4.22% (Previous period: 6.72%).

截止2009年12月31日，本集團在建工程期末餘額包含的利息資本化金額為人民幣7,048,876.58元，本期資本化的借款費用利息合計人民幣8,582,700.77元(上期：人民幣24,043,281.70元)，用於確定一般借款費用資本化金額的資本化率為4.22%(上期：6.72%)。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

12 Construction in progress (Cont'd)

The Company

(1) The breakdown of constructions in progress is as follows

五、財務報表項目附註(續)

12. 在建工程(續)

本公司

(1) 在建工程明細如下

Items 項目		Closing balance 期末數			Opening balance 期初數			RMB 人民幣元
		Book balance 賬面餘額	Impairment provision 減值準備	Net book value 賬面淨值	Book balance 賬面餘額	Impairment provision 減值準備	Net book value 賬面淨值	
40,000 intermediate water improvement (the Company)	4萬中段水改造(公司)	18,728,695.87	—	18,728,695.87	62,641.13	—	62,641.13	
Power plant phase III expansion and improvement (the Company)	電廠三期擴建改造(公司)	77,591,734.87	—	77,591,734.87	—	—	—	
Group R & D centre (the Company)	集團研發中心(公司)	22,369,788.81	—	22,369,788.81	—	—	—	
Small technological improvement projects (the Company)	小型技改項目(公司)	20,750,066.13	—	20,750,066.13	42,212,714.00	—	42,212,714.00	
Oxygen delignification improvement project (the Company)	氧脫木素改造工程(公司)	—	—	—	17,513,536.13	—	17,513,536.13	
Total	合計	139,440,285.68	—	139,440,285.68	59,788,891.26	—	59,788,891.26	

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註 (續)

12 Construction in progress (Cont'd)

12. 在建工程 (續)

The Company (Cont'd)
本公司 (續)

- (2) Change in material constructions in progress projects
(2) 重大在建工程項目變動情況

Project name 項目名稱	Budget amount (RMB in 100 million) 預算數 (億元)	Opening balance 期初數	Additions for the current period 本期增加	Transfer to fixed assets 轉入固定資產		Other deductions 其他減少	Investment to budgeted costs (%) 工程投入佔預算比例(%)	Progress (%) 工程進度(%)	Accumulated capitalized interest amount 利息資本化累計金額	Of which: capitalized interest current period 其中: 本期利息資本化金額	Capitalized interest for the current period (%) 本期利息資本化率(%)	Sources of Fund 資金來源	Closing balance 期末數
				轉入 固定 資產	其他 減少								
40,000 intermediate water improvement	N/A	62,641.13	18,666,054.74	—	—	—	85	—	—	—	—	Self-raised 自籌	18,728,695.87
Power plant phase III expansion and improvement	4.50	—	77,591,734.87	—	—	—	1724	—	—	—	—	Self-raised 自籌	77,591,734.87
Group R & D centre	1.20	—	22,369,788.81	—	—	—	18.64	—	—	—	—	Self-raised 自籌	22,369,788.81
Small technological improvement projects	N/A	42,212,714.00	41,098,320.65	(62,560,968.52)	—	—	90	—	—	—	—	Self-raised 自籌	20,750,066.13
Oxygen delignification improvement project	0.55	17,513,536.13	66,048,800.26	(83,618,336.39)	—	—	Completed 已完工	—	—	—	—	Self-raised 自籌	—
Total	—	59,788,891.26	225,830,699.33	(146,179,304.91)	—	—	—	—	—	—	—	—	139,440,285.68

For the year ended 31 December 2009, the closing balance of constructions in progress of the Company did not include any capitalized interest amount.
(There were not any capitalized borrowing costs in the previous period).

截止2009年12月31日，本公司在建工程期末餘額中無利息資本化金額(上期亦無資本化借款費用)。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

13. Intangible assets

13. 無形資產

The Group

本集團

RMB
人民幣元

Items 項目		Opening book balance 期初賬面餘額	Additions for the current period 本期增加	Deductions for the current period 本期減少	Closing book balance 期末賬面餘額
I. Total original book value:	一、賬面 原值合計	1,372,232,953.22	76,053,581.52	(7,657,570.79)	1,440,628,963.95
Land use rights	土地使用權	1,357,117,330.17	75,883,581.52	(7,657,570.79)	1,425,343,340.90
Software	軟件	15,115,623.05	170,000.00	—	15,285,623.05
II. Total accumulated amortization	二、累計 攤銷合計	95,156,364.69	33,366,187.10	(1,322,454.96)	127,200,096.83
Land use rights	土地使用權	89,552,832.86	31,786,999.13	(1,322,454.96)	120,017,377.03
Software	軟件	5,603,531.83	1,579,187.97	—	7,182,719.80
III. Total intangible assets net book value	三、無形 資產賬面 淨值合計	1,277,076,588.53	42,687,394.42	(6,335,115.83)	1,313,428,867.12
Land use rights	土地使用權	1,267,564,497.31	44,096,582.39	(6,335,115.83)	1,305,325,963.87
Software	軟件	9,512,091.22	(1,409,187.97)	—	8,102,903.25
IV. Total impairment provision	四、減值準備 合計	—	—	—	—
Land use rights	土地使用權	—	—	—	—
Software	軟件	—	—	—	—
V. Total intangible assets book value	五、無形資產 賬面價值 合計	1,277,076,588.53	42,687,394.42	(6,335,115.83)	1,313,428,867.12
Land use rights	土地使用權	1,267,564,497.31	44,096,582.39	(6,335,115.83)	1,305,325,963.87
Software	軟件	9,512,091.22	(1,409,187.97)	—	8,102,903.25

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

13. Intangible assets (Cont'd)

The Group (Cont'd)

Note 1: For the details of intangible assets - land use rights as collateral, please refer to note V.11.

Note 2: As at 31 December 2009, the net value of the land use rights without land use right certificates in the intangible assets of the Group was RMB152,021,191.27 (31 December 2008: RMB147,502,707.53). The related land use right certificates were being applied.

Note 3: Original book value for the period increased, an increase of RMB 62,335,174.92 was due to acquisition, an increase of RMB 13,718,406.60 was due to acquisition of subsidiaries.

Note 4: Original book value for the period decreased, a decreased of RMB 7,657,570.79 was due to disposal.

Note 5: Accumulated amortization for the period increased, an amount of RMB 32,772,748.83 was provided for during the period, and an increase of RMB 593,438.27 was due to acquisition of subsidiaries.

Note 6: Accumulated amortization for the period decreased, a decrease of RMB 1,322,454.96 was due to disposal.

五、財務報表項目附註(續)

13. 無形資產(續)

本集團(續)

註1：無形資產之土地使用權抵押情況參見附註五、11。

註2：2009年12月31日集團無形資產中尚未取得土地使用權證的土地使用權淨值為人民幣152,021,191.27元(2008年12月31日：人民幣147,502,707.53元)，相關土地使用權證正在辦理中。

註3：賬面原值本期增加中，因購置而增加人民幣62,335,174.92元，因購買子公司而增加人民幣13,718,406.60元。

註4：賬面原值本期減少中，因處置而減少人民幣7,657,570.79元。

註5：累計攤銷本期增加中，本期計提人民幣32,772,748.83元，因購買子公司而增加人民幣593,438.27元。

註6：累計攤銷本期減少中，因處置而減少人民幣1,322,454.96元。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

13. Intangible assets (Cont'd)

The Company

五、財務報表項目附註(續)

13. 無形資產(續)

本公司

RMB
人民幣元

Items 項目		Opening book balance 期初賬面餘額	Additions for the period 本期增加	Deductions for the period 本期減少	Closing book balance 期末賬面餘額
I. Total original book value:	一、賬面原值 合計	401,775,747.11	90,000.00	(7,628,770.79)	394,236,976.32
Land use rights	土地使用權	386,987,754.06	—	(7,628,770.79)	379,358,983.27
Software	軟件	14,787,993.05	90,000.00	—	14,877,993.05
II. Total accumulated amortization	二、累計攤銷 合計	37,266,350.12	9,162,240.14	(1,321,894.96)	45,106,695.30
Land use rights	土地使用權	31,720,852.58	7,671,440.78	(1,321,894.96)	38,070,398.40
Software	軟件	5,545,497.54	1,490,799.36	—	7,036,296.90
III. Total intangible assets net book value	三、無形資產 賬面淨值合計	364,509,396.99	(9,072,240.14)	(6,306,875.83)	349,130,281.02
Land use rights	土地使用權	355,266,901.48	(7,671,440.78)	(6,306,875.83)	341,288,584.87
Software	軟件	9,242,495.51	(1,400,799.36)	—	7,841,696.15
IV. Total impairment provision	四、減值準備合計	—	—	—	—
Land use rights	土地使用權	—	—	—	—
Software	軟件	—	—	—	—
V. Total intangible assets book value	五、無形資產賬面 價值合計	364,509,396.99	(9,072,240.14)	(6,306,875.83)	349,130,281.02
Land use rights	土地使用權	355,266,901.48	(7,671,440.78)	(6,306,875.83)	341,288,584.87
Software	軟件	9,242,495.51	(1,400,799.36)	—	7,841,696.15

Note 1: As at 31 December 2009, the net book value of the buildings without land use right certificates in the intangible assets of the Company was RMB 85,326,691.33 (31 December 2008: RMB87,510,874.22). The related land use right certificates were being applied.

註1：2009年12月31日公司無形資產中尚未取得土地使用權證的土地使用權淨值為人民幣85,326,691.33元（2008年12月31日：人民幣87,510,874.22元），相關土地使用權證正在辦理中。

Note 2: Original book value for the period increased, an increase of RMB 90,000.00 was due to acquisition.

註2：賬面原值本期增加中，因購置而增加人民幣90,000.00元。

Note 3: Original book value for the period decreased, a decreased of RMB 7,628,770.79 was due to disposal.

註3：賬面原值本期減少中，因處置而減少人民幣7,628,770.79元。

Note 4: Accumulated amortization for the period increased, an amount of RMB 9,162,240.14 was provided for during the period.

註4：累計攤銷本期增加中，本期計提人民幣9,162,240.14元。

Note 5: Accumulated amortization for the period decreased, a decrease of RMB 1,321,894.96 was due to disposal.

註5：累計攤銷本期減少中，因處置而減少人民幣1,321,894.96元。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

14. Goodwill The Group

Name of investee units or matters generating goodwill 被投資單位名稱或 形成商譽的事項		Opening balance 期初餘額	Additions 本期增加	Deductions 本期減少	Closing balance 期末餘額	RMB 人民幣元 Impairment provision at the end of the period 期末減值準備
Jilin Chenming Paper Co., Ltd.	吉林晨鳴紙業 有限責任公司	14,314,160.60	—	—	14,314,160.60	—
Shandong Chenming decorating materials Panels Co., Ltd.	山東晨鳴 板材有限 責任公司	5,969,626.57	—	—	5,969,626.57	—
Total	合計	20,283,787.17	—	—	20,283,787.17	—

Goodwill of the Group arose from the acquisition of minority interests in prior year by a subsidiary of the Company.

On the balance sheet date, management of the Group assesses the recoverable amount of cash-generating unit which results goodwill, in order to determine whether to make provision for impairment loss accordingly. The recoverable amount of cash-generating unit is determined based on the estimated cash flow in financial budget of five years in the future by management, using the steady annual growth rate in the industry of 5% (2008: 5%) expected by the market, and time value of currency was estimated using the discount rate of 5.33% (2008: 5.47%). Management of the Group expects no provision for impairment loss is necessary to be made for goodwill during the reporting period.

五、財務報表項目附註(續)

14. 商譽 本集團

本集團商譽系本公司子公司於以前年度收購少數股東所持股權而形成。

資產負債表日，集團管理層評估產生商譽的現金產出單元的可收回金額，以決定是否對其計提相應的減值準備。現金產出單元的可收回金額按管理層制定的未來五年財政預算中的現金流量預算，使用每年市場預期的行業穩定增長率5% (2008年：5%) 計算，並按照5.33% (2008年：5.47%) 的折現率評估貨幣之時間價值。集團管理層預計報告期內，商譽無需計提減值準備。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

15. Long term expenses to be amortized The Group

Items 項目	Opening balance 期初額	Additions 本期增加額	Amortization amount 本期攤銷額	Other deductions 其他減少額	Closing balance 期末額	Reasons for other deductions 其他減少的原因	RMB 人民幣元
Transforming expense on fixed assets held under operation lease 經營租入固定資產改良支出	37,227,730.36	209,919.90	(14,186,656.71)	—	23,250,993.55	—	
Others 其他	—	14,250,350.00	(5,089,410.70)	—	9,160,939.30	—	
Total 合計	37,227,730.36	14,460,269.90	(19,276,067.41)	—	32,411,932.85	—	

五、財務報表項目附註(續)

15. 長期待攤費用 本集團

16. Deferred income tax assets The Group

- (I) Deferred income tax assets and deferred income tax liabilities not stated at the net amount after offsetting
- (1) Recognized deferred income tax assets and deferred income tax liabilities

16. 遞延所得稅資產 本集團

- (一) 遞延所得稅資產和遞延所得稅負債不以抵銷後的淨額列示
- (1) 已確認的遞延所得稅資產和遞延所得稅負債

Items 項目	Closing balance 期末數	Opening balance 期初數	RMB 人民幣元
Deferred income tax assets: Provision for impairment of assets 資產減值準備	53,878,364.07	73,033,025.79	
Prepaid salaries of senior management 預提的高管年薪	27,168,742.57	22,754,863.62	
Deductible tax loss 可抵扣稅務虧損	10,123,548.35	11,046,891.91	
Unpaid payables 應付未付款項	6,054,842.19	10,870,385.92	
Preliminary expenses 開辦費等	433,988.10	1,177,967.69	
Unrealized profit arising from intra-group transactions 內部交易未實現利潤	14,994,641.01	510,887.38	
Deferred income 遞延收益	15,567,479.30	8,522,343.81	
Decrease in fair value of consumable biological assets 消耗性生物資產公允價值減少	2,236,876.05	—	
Change of fair value 公允價值變動	967,500.00	—	
Sub-total 小計	131,425,981.64	127,916,366.12	
Deferred income tax liabilities: Increase in fair value of consumable biological assets 消耗性生物資產公允價值增加	11,037,525.39	6,431,545.79	
Valuation gain on acquisition of subsidiaries 收購子公司評估增值	1,386,498.28	—	
Amortization of valuation gain on acquisition of subsidiaries 收購子公司評估增值攤銷	(15,405.54)	—	
Sub-total 小計	12,408,618.13	6,431,545.79	

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

16. Deferred income tax assets (Cont'd)

The Group (Cont'd)

(1) Deferred income tax assets and deferred income tax liabilities not stated at the net amount after offsetting (Cont'd)

(2) The breakdown of items in unrecognized deferred income tax assets

Items 項目		Closing balance 期末數	Opening balance 期初數
Deductible temporary differences	可抵扣暫時性差異	4,506,016.14	—
Deductible loss	可抵扣虧損	208,897,048.41	172,034,042.96
Total	合計	213,403,064.55	172,034,042.96

(3) Deductible loss of unrecognized deferred income tax will expire by the following periods:

Year 年份		Closing balance 期末數	Opening balance 期初數	Notes 備註
2009	2009年	—	978,280.51	—
2010	2010年	45,659,451.85	45,659,451.85	—
2011	2011年	6,982,828.04	12,921,487.95	—
2012	2012年	14,585,476.04	60,209,847.95	—
2013	2013年	72,648,810.53	52,264,974.70	—
2014	2014年	69,020,481.95	—	—
Total	合計	208,897,048.41	172,034,042.96	—

五、財務報表項目附註(續)

16. 遞延所得稅資產(續)

本集團(續)

(一) 遞延所得稅資產和遞延所得稅負債不以抵銷後的淨額列示(續)

(2) 未確認遞延所得稅資產的項目明細

RMB
人民幣元

(3) 未確認遞延所得稅資產的可抵扣虧損將於以下年度到期

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

16. Deferred income tax assets (Cont'd)

The Group (Cont'd)

- (l) Deferred income tax assets and deferred income tax liabilities not stated at the net amount after offsetting (Cont'd)
- (4) Temporary differences corresponding to assets or liabilities which give rise to temporary difference

五、財務報表項目附註(續)

16. 遞延所得稅資產(續)

本集團(續)

- (一) 遞延所得稅資產和遞延所得稅負債不以抵銷後的淨額列示(續)
- (4) 引起暫時性差異的資產或負債項目對應的暫時性差異

RMB
人民幣元

Items 項目		Temporary differences 暫時性差異金額
Closing balance:	期末數：	
Deductible temporary differences and deductible loss:	可抵扣暫時性差異和可抵扣虧損：	
Impairment provision	資產減值準備	222,033,817.90
Prepaid salaries of senior management	預提的高管年薪	157,407,608.42
Deductible tax losses	可抵扣稅務虧損	40,494,193.42
Unpaid payables	應付未付款項	37,790,684.33
Preliminary expenses	開辦費等	3,471,904.76
Unrealized profit arising from intra-group transactions	內部交易未實現利潤	59,978,564.03
Deferred income	遞延收益	68,791,580.31
Decrease in fair value of consumable biological assets	消耗性生物資產公允價值減少	8,947,504.20
Changes in fair value	公允價值變動	6,450,000.00
Sub-total	小計	605,365,857.37
Taxable temporary differences:	應納稅暫時性差異：	
Increase in fair value of consumable biological assets	消耗性生物資產公允價值增加	44,150,101.59
Valuation gain on revaluation arising from acquisition of subsidiaries	收購子公司評估增值	5,545,993.13
Amortization of valuation gain on revaluation arising from acquisition of subsidiaries	收購子公司評估增值攤銷	(61,622.14)
Sub-total	小計	49,634,472.58

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

16. Deferred income tax assets (Cont'd)

The Group (Cont'd)

- (1) Deferred income tax assets and deferred income tax liabilities not stated at the net amount after offsetting (Cont'd)
- (4) Temporary differences corresponding to assets or liabilities which give rise to temporary difference (Cont'd)

五、財務報表項目附註(續)

16. 遞延所得稅資產(續)

本集團(續)

- (一) 遞延所得稅資產和遞延所得稅負債不以抵銷後的淨額列示(續)
- (4) 引起暫時性差異的資產或負債項目對應的暫時性差異(續)

RMB
人民幣元

Items 項目		Temporary differences 暫時性差異金額
Opening balance:	期初數：	
Deductible temporary differences		
and deductible loss:	可抵扣暫時性差異和可抵扣虧損：	
Impairment provision	減值準備	355,721,066.79
Prepaid salaries of senior management	預提的高管年薪	105,199,345.76
Deductible tax losses	可抵扣稅務虧損	44,187,567.66
Unpaid payables	應付未付款項	46,165,858.44
Preliminary expenses	開辦費等	9,423,741.50
Unrealized profit arising from intra-group transactions	內部交易未實現利潤	2,043,549.51
Deferred income	遞延收益	44,248,375.23
Changes in fair value	公允價值變動	—
Sub-total	小計	606,989,504.89
Taxable temporary differences:	應納稅暫時性差異：	
Changes in fair value of consumable biological assets	消耗性生物資產公允價值變動	25,333,851.91
Gains on revaluation arising from acquisition of subsidiaries	收購子公司評估增值	—
Sub-total	小計	25,333,851.91

According to the future earnings forecast results of the Company, it is probable that there will be sufficient taxable profits against which the deductible temporary differences can be utilized and the related deferred income tax assets will be recognized to the extent deductible loss is available.

根據公司對未來的盈利預測結果，公司在預計未來期間很可能獲得足夠的應納稅所得額用來抵扣可抵扣暫時性差異和可抵扣虧損的限度內確認相關遞延所得稅資產。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

17. Other non-current assets The Group

		RMB 人民幣元			
項目		Opening balance 期初賬面餘額	Additions 本期增加	Deductions 本期減少	Closing balance 期末賬面餘額
Timber	林木	301,212,691.14	195,693,815.66	(181,531.86)	496,724,974.94
Total	合計	301,212,691.14	195,693,815.66	(181,531.86)	496,724,974.94

Consumable biological assets are measured at fair value, the fair value of timber increased by RMB32,195,053.45 due to acquisition, increased by RMB153,630,016.73 due to breeding, decreased by RMB 181,531.86 due to disposal, and increased by 9,868,745.48 due to change of fair value.

As at 31 December 2009, consumable biological assets held by Yangjiang Chenming Forestry Development Co., Ltd., Zhanjiang Chenming Forestry Development Co., Ltd. and Huanggang Chenming Arboriculture Co., Ltd., subsidiaries of the Company, were assessed to be RMB496,724,974.94 in fair value by Jones Lang LaSalle Sallmanns Limited.

五、財務報表項目附註(續)

17. 其他非流動資產 本集團

以公允價值計量消耗性生物資產，林木因購買而增加人民幣32,195,053.45元，因繁殖(育)而增加人民幣153,630,016.73元，因出售而減少人民幣181,531.86元，因公允價值變動而增加人民幣9,868,745.48元。

2009年12月31日，本公司子公司陽江晨鳴林業發展有限公司、湛江晨鳴林業發展有限公司、黃岡晨鳴林業發展有限公司消耗性生物資產經仲量聯行西門有限公司評估，其公允價值為人民幣496,724,974.94元。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

18. Provision for impairment of assets The Group

五、財務報表項目附註(續)

18. 資產減值準備 本集團

RMB
人民幣元

Items 項目	Opening balance 期初賬面餘額	Additions 本期增加	Increase in provision for impairment of assets due to acquisition of subsidiaries during the current period 本期收購 子公司 增加資產 減值準備	Deductions 本期減少		Closing balance 期末賬面餘額
				Reversals 轉回	Write-offs 轉銷	
I. Provisions for bad debts 一、壞賬準備	218,773,938.26	81,753,324.65	1,424,054.35	(46,305,759.88)	(888,168.11)	254,757,389.27
Of which: trade receivables 其中：應收賬款	167,227,971.21	55,114,005.88	873,077.89	(31,819,165.13)	(716,775.11)	190,679,114.74
other receivables 其他應收款	51,545,967.05	26,639,318.77	550,976.46	(14,486,594.75)	(171,393.00)	64,078,274.53
II. Provisions for inventory impairment 二、存貨跌價 準備	134,806,380.46	8,411,605.23	4,605,460.87	(31,088,210.26)	(103,655,263.26)	13,079,973.04
III. Impairment provisions for available-for-sale financial assets 三、可供出售 金融資產 減值準備	—	—	—	—	—	—
IV. Impairment provisions for held-fo- maturity investments 四、持有至 到期投資 減值準備	—	—	—	—	—	—
V. Impairment provisions for long-term equity investments 五、長期 股權投資 減值準備	1,998,538.07	—	—	—	—	1,998,538.07
VI. Impairment provisions for investment properties 六、投資性房地 產減值準備	—	—	—	—	—	—
VII. Impairment provisions for fixed assets 七、固定資 產減值準備	1,795,998.85	4,506,016.14	—	—	—	6,302,014.99
VIII. Impairment provisions for project materials 八、工程物資 減值準備	—	—	—	—	—	—
IX. Impairment provisions for construction in progress 九、在建工程 減值準備	—	—	—	—	—	—

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

18. Provision for impairment of assets

The Group (Cont'd)

五、財務報表項目附註(續)

18. 資產減值準備(續)

本集團(續)

RMB
人民幣元

Items 項目	Opening balance 期初賬面餘額	Additions 本期增加	Increase in provision for impairment of assets due to acquisition of subsidiaries during the current period 本期收購 子公司 增加資產 減值準備	Deductions 本期減少		Closing balance 期末賬面餘額	
				Reversals 轉回	Write-offs 轉銷		
X. Impairment provisions for productive biological assets	十、生產性生物資產減值準備	—	—	—	—	—	
Of which: impairment provisions for mature productive biological assets	其中：成熟生產性生物資產減值準備	—	—	—	—	—	
XI. Impairment provisions for oil gas assets	十一、油氣資產減值準備	—	—	—	—	—	
XII. Impairment provisions for intangible assets	十二、無形資產減值準備	—	—	—	—	—	
XIII. Impairment provisions for goodwill	十三、商譽減值準備	—	—	—	—	—	
XIV. Others	十四、其他	142,210.00	—	—	—	142,210.00	
Total	合計	357,517,065.64	94,670,946.02	6,029,515.22	(77,393,970.14)	(104,543,431.37)	276,280,125.37

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

18. Provision for impairment of assets (Cont'd)

The Group (Cont'd)

Increased amount of provisions for bad debts during the current period included increase of provisions for bad debts amounted to RMB1,424,054.35 from the acquisition of Shandong Lin Dun Woods Co. Ltd. (山東林盾木業股份有限公司) by the Company's subsidiary Shandong Chenming Panels Co. Ltd.

Increased amount of provisions for inventory impairment during the current period included increase of provisions for inventory impairment amounted to RMB4,605,460.87 from the acquisition of Shandong Lin Dun Woods Co. Ltd. by the Company's subsidiary Shandong Chenming Panels Co. Ltd.

The Company

五、財務報表項目附註(續)

18. 資產減值準備(續)

本集團(續)

壞賬準備本期增加額中含本公司之子公司山東晨鳴板材有限責任公司所收購山東林盾木業股份有限公司增加的壞賬準備人民幣1,424,054.35元。

存貨跌價準備本期增加額中含本公司之子公司山東晨鳴板材有限責任公司所收購山東林盾木業股份有限公司增加的存貨跌價準備人民幣4,605,460.87元。

本公司

RMB
人民幣元

Items 項目		Opening balance 期初賬面餘額	Additions 本期增加	Deductions 本期減少		Closing balance 期末賬面餘額
				Reversals 轉回	Write-offs 轉銷	
I. Provisions for bad debts	一、壞賬準備	153,502,449.59	58,911,751.90	(37,308,142.57)	25,926.62	175,131,985.54
Of which: trade receivables	其中：應收賬款	134,601,849.59	37,726,150.31	(30,853,390.65)	25,926.62	141,500,535.87
Other receivables	其他應收款	18,900,600.00	21,185,601.59	(6,454,751.92)	—	33,631,449.67
II. Provisions for inventory impairment	二、存貨跌價準備	46,500,597.16	—	—	(46,500,597.16)	—
III. Impairment provisions for available-for-sale financial assets	三、可供出售金融資產減值準備	—	—	—	—	—
IV. Impairment provisions for held-fo- maturity investments	四、持有至到期投資減值準備	—	—	—	—	—
V. Impairment provisions for long-term equity investments	五、長期股權投資減值準備	1,998,538.07	—	—	—	1,998,538.07
VI. Impairment provisions for investment properties	六、投資性房地產減值準備	—	—	—	—	—
VII. Impairment provisions for fixed assets	七、固定資產減值準備	—	—	—	—	—
VIII. Impairment provisions for project materials	八、工程物資減值準備	—	—	—	—	—
IX. Impairment provisions for construction in progress	九、在建工程減值準備	—	—	—	—	—

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

18. Provision for impairment of assets (Cont'd)

The Company (Cont'd)

五、財務報表項目附註(續)

18. 資產減值準備(續)

本公司(續)

RMB
人民幣元

Items 項目	Opening balance 期初賬面餘額	Additions 本期增加	Deductions 本期減少		Closing balance 期末賬面餘額	
			Reversals 轉回	Write-offs 轉銷		
X. Impairment provisions for productive biological assets	十、生產性生物資產減值準備	—	—	—	—	
Of which: impairment provisions for mature productive biological assets	其中： 成熟生產性生物資產減值準備	—	—	—	—	
XI. Impairment provisions for oil gas assets	十一、油氣資產減值準備	—	—	—	—	
XII. Impairment provisions for intangible assets	十二、無形資產減值準備	—	—	—	—	
XIII. Impairment provisions for goodwill	十三、商譽減值準備	—	—	—	—	
XIV. Others	十四、其他	142,210.00	—	—	142,210.00	
Total	合計	202,143,794.82	58,911,751.90	(37,308,142.57)	(46,474,670.54)	177,272,733.61

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

19. Short-term borrowings The Group

五、財務報表項目附註(續)

19. 短期借款 本集團

RMB
人民幣元

Items 項目		Closing balance 期末數	Opening balance 期初數
Secured borrowings	質押借款	39,093,574.20	3,178,705.32
Discounted bills	票據貼現	2,091,067,806.59	401,110,381.77
Guarantee loans (Note 1)	保證借款(註1)	40,000,000.00	57,086,500.00
Credit loans	信用借款	932,992,447.39	1,055,569,455.58
Total	合計	3,103,153,828.18	1,516,945,042.67

Note 1: Guarantee loans were mainly guarantees provided by the Company to its subsidiaries for their long-term and short-term borrowings. For details please see Note VI.(3)(e).

註1：主要系本公司為子公司提供的擔保借款，具體情況參見附註六、(3)(e)。

The Company

本公司

RMB
人民幣元

Items 項目		Closing balance 期末數	Opening balance 期初數
Discounted bills	票據貼現	1,771,325,998.80	217,370,008.75
Credit loans	信用借款	866,588,968.74	926,698,296.93
Total	合計	2,637,914,967.54	1,144,068,305.68

As at 31 December 2009, none of the short-term borrowings of the Group and the Company were overdue.

本集團及本公司2009年12月31日的短期借款中無逾期借款。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

20. Financial assets (liabilities) held for trading The Group

五、財務報表項目附註(續)

20. 交易性金融資產(負債) 本集團

		RMB 人民幣元	
Items 項目		Closing balance of fair value 期末公允價值	Opening balance of fair value 期初公允價值
Financial liabilities held for trading – foreign currency forward contracts	交易性金融負債 — 遠期結售匯	(6,450,000.00)	(198,900.00)
Total	合計	(6,450,000.00)	(198,900.00)

		RMB 人民幣元	
Items 項目		Closing balance of fair value 期末公允價值	Opening balance of fair value 期初公允價值
Financial assets held for trading – foreign currency forward contracts	交易性金融資產 — 遠期結售匯	14,900,000.00	—
Total	合計	14,900,000.00	—

The Company

本公司

		RMB 人民幣元	
Items 項目		Closing balance of fair value 期末公允價值	Opening balance of fair value 期初公允價值
Financial liabilities held for trading – foreign currency forward contracts	交易性金融負債 — 遠期結售匯	(6,450,000.00)	—
Total	合計	(6,450,000.00)	—

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

21. Bills payable The Group

Type 種類		Closing balance 期末數	Opening balance 期初數
Bank acceptance	銀行承兌匯票	544,532,508.19	367,627,562.14
Total	合計	544,532,508.19	367,627,562.14

Amount to be due in the next account period amounted to RMB 544,532,508.19.

下一會計期間將到期的金額為人民幣544,532,508.19元。

The Company

Type 種類		Closing balance 期末數	Opening balance 期初數
Bank acceptance	銀行承兌匯票	456,914,277.59	210,151,045.59
Total	合計	456,914,277.59	210,151,045.59

Amount to be due in the next account period amounted to RMB 456,914,277.59.

下一會計期間將到期的金額為人民幣456,914,277.59元。

As at 31 December 2009, the balance of the bills payable of the Group and the Company was not due to any shareholders holding over 5% (5% inclusive) of the Company's shares.

2009年12月31日本集團及本公司應付票據餘額中無應付持有公司5% (含5%) 以上股份的股東的款項。

22. Accounts payable

The Group

Breakdown of accounts payable is set out as follows:

項目		Closing balance 期末數	Opening balance 期初數
Within 1 year	1年以內	1,885,379,043.87	2,493,702,616.41
1-2 years	1至2年	155,633,581.77	98,420,284.82
2-3 years	2至3年	52,665,733.96	17,647,797.85
Over 3 years	3年以上	29,182,532.98	32,537,486.82
Total	合計	2,122,860,892.58	2,642,308,185.90

22. 應付賬款

本集團

應付賬款明細如下：

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

22. Accounts payable (Cont'd)

The Group (Cont'd)

At the end of the current period, the balance of the accounts payable of the Group and the Company was not due to any shareholders holding over 5% (5% inclusive) of the Company's shares.

As at 31 December 2009, the accounts payable of the Group and the Company aged over three years were insignificant. There was no significant payable amounts aged over three years.

Explanation on the significant trade payables aged over one year:

A single trade payable over RMB5,000,000 and aged over one year of the Group was RMB 14,379,295.86. Such amount remained unpaid as the creditors had not called for repayment. As at the date when these financial statements were approved, RMB1,300,000.00 had been repaid.

The Company

Breakdown of accounts payable is set out as follows:

項目		Closing balance 期末數	Opening balance 期初數
Within 1 year	1年以內	1,314,318,223.36	1,675,493,370.59
1-2 years	1至2年	15,805,938.91	17,223,583.36
2-3 years	2至3年	8,311,992.33	7,450,362.04
Over 3 years	3年以上	11,192,901.19	15,864,479.18
Total	合計	1,349,629,055.79	1,716,031,795.17

五、財務報表項目附註(續)

22. 應付賬款(續)

本集團(續)

本集團及本公司本期末應付賬款餘額中無應付持有公司5%(含5%)以上股份的股東的款項。

2009年12月31日,本集團及本公司應付賬款中三年以上的為結算尾款,無賬齡超過三年的大額應付款項。

賬齡超過1年的大額應付賬款情況的說明:

本集團賬齡超過1年、單筆金額超過人民幣500萬元的大額應付賬款金額為人民幣14,379,295.86元,由於債權人未予催收,故該等款項尚未支付。截止本財務報表批准日,該等款項已支付人民幣1,300,000.00元。

本公司

應付賬款明細如下:

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

23. Advance receipts

The Group

Breakdown of advance receipts is set out as follows:

Items 項目		Closing balance 期末數	Opening balance 期初數
Within 1 year	1年以內	226,597,505.20	97,372,384.90
Over 1 year	1年以上	6,526,185.91	4,321,193.67
Total	合計	233,123,691.11	101,693,578.57

RMB
人民幣元

The Company

Breakdown of advance receipts is set out as follows:

Items 項目		Closing balance 期末數	Opening balance 期初數
Within 1 year	1年以內	167,105,086.92	65,671,850.62
Over 1 year	1年以上	1,773,809.46	347,607.25
Total	合計	168,878,896.38	66,019,457.87

RMB
人民幣元

At the end of the current period, the advance receipts of the Group and the Company were not received from any shareholders holding over 5% (5% inclusive) of the Company's shares.

At the end of the current period, the advance receipts of the Group and the Company aged over one year were insignificant. There were no significant advance receipts aged over one year.

本集團及本公司本期末預收款項中無預收持有公司5% (含5%) 以上股份的股東的款項。

本集團及本公司本期末預收款項中一年以上為零星款項，無賬齡超過一年的大額預收款項。

五、財務報表項目附註 (續)

23. 預收款項

本集團

預收款項明細如下：

項目	期末數	期初數
1年以內	226,597,505.20	97,372,384.90
1年以上	6,526,185.91	4,321,193.67
合計	233,123,691.11	101,693,578.57

RMB
人民幣元

本公司

預收款項明細如下：

項目	期末數	期初數
1年以內	167,105,086.92	65,671,850.62
1年以上	1,773,809.46	347,607.25
合計	168,878,896.38	66,019,457.87

RMB
人民幣元

At the end of the current period, the advance receipts of the Group and the Company were not received from any shareholders holding over 5% (5% inclusive) of the Company's shares.

At the end of the current period, the advance receipts of the Group and the Company aged over one year were insignificant. There were no significant advance receipts aged over one year.

本集團及本公司本期末預收款項中無預收持有公司5% (含5%) 以上股份的股東的款項。

本集團及本公司本期末預收款項中一年以上為零星款項，無賬齡超過一年的大額預收款項。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

24. Employee benefits payable The Group

24. 應付職工薪酬 本集團

		RMB 人民幣元			
Items 項目		Opening balance 期初賬面餘額	Accrued during the period 本期增加	Paid during the period 本期減少	Closing balance 期末賬面餘額
I. Salaries, bonuses, allowance and subsidies	一、工資、獎金、 津貼和補貼	116,988,177.41	446,082,395.45	(389,777,773.37)	173,292,799.49
II. Staff welfare	二、職工福利費	1,862,768.28	36,330,857.01	(36,130,748.81)	2,062,876.48
III. Social insurance premiums	三、社會保險費	19,723,816.99	107,078,273.12	(107,794,462.15)	19,007,627.96
Of which:	其中：				
1. Medical insurance premium	1. 醫療保險費	12,380,155.40	22,419,105.63	(23,210,956.45)	11,588,304.58
2. Pension insurance premium	2. 基本養老保險費	4,828,680.73	72,376,130.47	(72,391,053.16)	4,813,758.04
3. Unemployment insurance premium	3. 失業保險費	241,174.38	6,671,309.04	(6,580,873.03)	331,610.39
4. Work-related injury insurance premium	4. 工傷保險費	16,064.03	3,254,972.28	(3,222,501.28)	48,535.03
5. Maternity insurance premium	5. 生育保險費	2,257,742.45	2,356,755.70	(2,389,078.23)	2,225,419.92
IV. Housing provident funds	四、住房公積金	11,304,105.17	38,427,752.43	(40,559,262.59)	9,172,595.01
V. Lay-off welfare	五、辭退福利	—	—	—	—
VI. Others	六、其他	19,682,534.62	273,888.90	(237,011.81)	19,719,411.71
Of which: housing subsidies for Chinese employees	其中：中方 住房補助基金	18,722,869.49	—	—	18,722,869.49
VII. Union operation costs and employee education costs	七、工會經費和 職工教育經費	20,647,664.66	10,966,895.84	(9,368,590.11)	22,245,970.39
Total	合計	190,209,067.13	639,160,062.75	(583,867,848.84)	245,501,281.04

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

24. Employee benefits payable (Cont'd)

24. 應付職工薪酬(續)

The Company

本公司

RMB
人民幣元

Items		Opening balance	Accrued during the period	Paid during the period	Closing balance
項目		期初賬面餘額	本期增加	本期減少	期末賬面餘額
I. Salaries, bonuses, allowance and subsidies	一、工資、獎金、津貼和補貼	70,985,190.59	196,797,103.99	(161,025,020.67)	106,757,273.91
II. Staff welfare	二、職工福利費	—	13,965,613.74	(13,965,613.74)	—
III. Social insurance premiums	三、社會保險費	—	37,167,831.21	(37,167,831.21)	—
Of which:	其中：				
1. Medical insurance premium	1. 醫療保險費	—	7,499,945.32	(7,499,945.32)	—
2. Pension insurance premium	2. 基本養老保險費	—	24,403,700.97	(24,403,700.97)	—
3. Unemployment insurance premium	3. 失業保險費	—	2,829,231.63	(2,829,231.63)	—
4. Work-related injury insurance premium	4. 工傷保險費	—	1,217,474.91	(1,217,474.91)	—
5. Maternity insurance premium	5. 生育保險費	—	1,217,478.38	(1,217,478.38)	—
IV. Housing provident funds	四、住房公積金	1,338,130.84	14,896,585.36	(16,234,716.20)	—
V. Lay-off welfare	五、辭退福利	—	—	—	—
VI. Others	六、其他	18,722,869.49	—	—	18,722,869.49
Of which: housing subsidies for Chinese employees	其中：中方住房補助基金	18,722,869.49	—	—	18,722,869.49
VII. Union operation costs and employee education costs	七、工會經費和職工教育經費	7,842,168.68	3,689,071.12	(3,480,448.58)	8,050,791.22
Total	合計	98,888,359.60	266,516,205.42	(231,873,630.40)	133,530,934.62

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

25. Tax payables The Group

五、財務報表項目附註(續)

25. 應交稅費 本集團

RMB
人民幣元

Items 項目		Closing balance 期末數	Opening balance 期初數
Value added tax	增值稅	66,671,372.07	10,700,714.79
Business tax	營業稅	7,355,951.33	8,328,952.19
Urban maintenance and construction tax	城市建設維護稅	1,142,128.84	310,202.69
Enterprise income tax	企業所得稅	39,908,712.66	9,374,319.26
Individual income tax	個人所得稅	1,386,280.36	663,205.18
Property tax	房產稅	6,765,846.63	4,889,784.09
Stamp duty	印花稅	4,011,290.96	4,259,535.24
Land use tax	土地使用稅	9,183,246.64	10,025,255.88
Educational surcharges and others	教育費附加及其他	1,066,275.19	1,414,013.02
Total	合計	137,491,104.68	49,965,982.34

The Company

本公司

RMB
人民幣元

Items 項目		Closing balance 期末數	Opening balance 期初數
Value added tax	增值稅	39,797,434.73	—
Business tax	營業稅	6,377,500.65	7,376,897.19
Enterprise income tax	企業所得稅	16,779,258.16	—
Individual income tax	個人所得稅	967,038.93	415,724.04
Property tax	房產稅	1,780,764.90	1,797,106.29
Stamp duty	印花稅	1,904,954.52	2,834,609.11
Land use tax	土地使用稅	2,459,130.84	3,731,843.88
Total	合計	70,066,082.73	16,156,180.51

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

26. Dividends payable The Group and The Company

		RMB 人民幣元	
Name 單位名稱		Closing balance 期末數	Opening balance 期初數
Legal person shares	法人股	78,807.71	36,089.31
Total	合計	78,807.71	36,089.31

27. Other payables The Group Breakdown of other payables is set out as follows:

		RMB 人民幣元	
Items 項目		Closing balance 期末數	Opening balance 期初數
Within 1 year	1年以內	122,415,639.41	205,978,354.37
1-2 years	1至2年	114,863,418.12	23,880,416.86
2-3years	2至3年	25,071,672.83	80,003,356.68
Over 3 years	3年以上	58,869,849.25	36,364,114.15
Total	合計	321,220,579.61	346,226,242.06

The acquisition of Shandong Lin Dun Woods Co. Ltd. by Shandong Chenming Panels. Co. Ltd. resulted in an increase of RMB 3,078,352.99 of the balance of payables with aging of between two to three years.

五、財務報表項目附註(續)

26. 應付股利 本集團及本公司

		RMB 人民幣元	
Name 單位名稱		Closing balance 期末數	Opening balance 期初數
Legal person shares	法人股	78,807.71	36,089.31
Total	合計	78,807.71	36,089.31

27. 其他應付款 本集團 其他應付款明細如下：

		RMB 人民幣元	
Items 項目		Closing balance 期末數	Opening balance 期初數
Within 1 year	1年以內	122,415,639.41	205,978,354.37
1-2 years	1至2年	114,863,418.12	23,880,416.86
2-3years	2至3年	25,071,672.83	80,003,356.68
Over 3 years	3年以上	58,869,849.25	36,364,114.15
Total	合計	321,220,579.61	346,226,242.06

本期山東晨鳴板材有限責任公司收購山東林盾木業股份有限公司，導致其他應付款2至3年賬齡的餘額增加人民幣3,078,352.99元。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

27. Other payables (Cont'd)

The Group (Cont'd)

The other payables of the Group and the Company at the end of the year were not due to any shareholders who holding over 5% (5% inclusive) of the Company's shares.

Explanation on the significant other payables aged over one year:

Name 單位名稱		Amount 金額	Nature 性質
Employees of the Group	集團職工	59,805,987.16	Staff incentive fund 職工激勵基金
Unit I	單位一	8,800,000.00	Current accounts 往來款
Total	合計	68,605,987.16	—

Explanation on the significant other payables:

Name 單位名稱		Amount 金額	Nature 性質
Employees of the Group	集團職工	59,992,093.26	Staff incentive fund 職工激勵基金
Unit I	單位一	22,848,000.00	Dividends payable to its subsidiaries minority interests 應付子公司 少數股東股利
Unit II	單位二	19,147,819.41	Current accounts 往來款
Unit III	單位三	13,489,534.17	Dividends payable to its subsidiaries minority interests 應付子公司 少數股東股利
Total	合計	115,477,446.84	—

五、財務報表項目附註(續)

27. 其他應付款(續)

本集團(續)

本集團及本公司本期末其他應付款中無應付持有公司5%(含5%)以上股份的股東的款項。

賬齡超過1年的大額其他應付款情況的說明：

RMB
人民幣元

金額較大的其他應付款說明：

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

27. Other payables (Cont'd)

The Company

The breakdown of other payables is as follows:

Items 項目		Closing balance 期末數	Opening balance 期初數
Within 1 year	1年以內	116,599,406.85	151,374,567.79
1 to 2 years	1至2年	67,329,510.18	27,036,339.92
2 to 3 years	2至3年	14,923,088.56	91,357,173.17
Over 3 years	3年以上	27,107,340.00	13,331,160.98
Total	合計	225,959,345.59	283,099,241.86

RMB
人民幣元

Explanation on the significant other payables aged over one year:

賬齡超過1年的大額其他應付款情況的說明：

Name 單位名稱		Amount 金額	Nature 性質
Employees of the Company	公司職工	38,774,284.78	Staff incentive fund 職工激勵基金
Unit I	單位一	8,800,000.00	Current accounts 往來款
Total	合計	47,574,284.78	—

RMB
人民幣元

Explanation on the significant other payables:

金額較大的其他應付款說明：

Name 單位名稱		Amount 金額	Nature 性質
Employees of the Company	公司職工	38,774,284.78	Staff incentive fund 職工激勵基金
Total	合計	38,774,284.78	—

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

28. Non-current liabilities due within one year

(1) Non-current liabilities due within one year is as follows

The Group

		RMB 人民幣元	
Items 項目		Closing balance 期末數	Opening balance 期初數
Long-term borrowings due within one year	一年內到期的長期借款	345,353,527.87	1,038,125,240.62
Total	合計	345,353,527.87	1,038,125,240.62

The Company

		RMB 人民幣元	
Items 項目		Closing balance 期末數	Opening balance 期初數
Long-term borrowings due within one year	一年內到期的長期借款	252,423,000.00	883,602,600.00
Total	合計	252,423,000.00	883,602,600.00

五、財務報表項目附註(續)

28. 一年內到期的非流動負債

(1) 一年內到期的非流動負債明細如下：

本集團

		RMB 人民幣元	
Items 項目		Closing balance 期末數	Opening balance 期初數
Long-term borrowings due within one year	一年內到期的長期借款	345,353,527.87	1,038,125,240.62
Total	合計	345,353,527.87	1,038,125,240.62

本公司

		RMB 人民幣元	
Items 項目		Closing balance 期末數	Opening balance 期初數
Long-term borrowings due within one year	一年內到期的長期借款	252,423,000.00	883,602,600.00
Total	合計	252,423,000.00	883,602,600.00

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

28. Non-current liabilities due within one year (Cont'd)

(2) Long-term borrowings due within one year

i. Long-term borrowings due within one year

The Group

Items 項目		Closing balance 期末數	Opening balance 期初數
Secured borrowings (Note 2)	抵押借款(註2)	91,223,477.87	84,475,340.62
Guarantee loans (Note 1)	保證借款(註1)	1,707,050.00	70,047,300.00
Credit loans	信用借款	252,423,000.00	883,602,600.00
Total	合計	345,353,527.87	1,038,125,240.62

The Company

Items 項目		Closing balance 期末數	Opening balance 期初數
Credit loans	信用借款	252,423,000.00	883,602,600.00
Total	合計	252,423,000.00	883,602,600.00

Note 1: Guarantee loans were guarantees provided by the Company to its subsidiaries. For specific amount please see Note VI. (3)e.

Note 2: For the category and amount of secured assets under secured borrowings, please see Note V.11.

註1：系由本公司為子公司提供的擔保借款，具體金額參見附註六、(3)e。

註2：抵押借款的抵押資產類別以及金額，參見附註五.11。

五、財務報表項目附註(續)

28. 一年內到期的非流動負債(續)

(2) 一年內到期的長期借款

i. 一年內到期的長期借款

本集團

RMB
人民幣元

本公司

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

28. Non-current liabilities due within one year (Cont'd)

(2) Long-term borrowings due within one year (Cont'd)

ii. Top five long-term borrowings due within one year are as follows:

The Group

Borrowing units 貸款單位	Starting date 借款起始日	Expiry date 借款終止日	Currency 幣種	Interest rate(%) 利率(%)	Foreign currency 外幣金額	Closing balance 期末數		Opening balance 期初數	
						Functional currency 本幣金額	Foreign currency 外幣金額	Functional currency 本幣金額	Foreign currency 外幣金額
Bank I 銀行一	27 February 2008 2008年2月27日	27 December 2010 2010年12月27日	RMB	4.86	—	150,000,000.00	—	200,000,000.00	—
Bank II 銀行二	11 May 2009 2009年5月11日	10 November 2010 2010年11月10日	USD	1.15	10,000,000.00	68,282,000.00	—	—	—
Bank III 銀行三	29 November 2006 2006年11月29日	15 December 2010 2010年12月15日	USD	1.45	7,000,000.00	47,797,400.00	7,000,000.00	47,842,200.00	—
Bank IV 銀行四	28 February 2005 2005年2月28日	15 December 2010 2010年12月15日	USD	2.20	5,333,334.00	36,417,071.22	5,333,334.00	36,451,204.56	—
Bank V 銀行五	19 March 2009 2009年3月19日	18 September 2010 2010年9月18日	USD	1.15	5,000,000.00	34,141,000.00	—	—	—
Total 合計					27,333,334.00	336,637,471.22	12,333,334.00	284,293,404.56	—

RMB
人民幣元

五、財務報表項目附註(續)

28. 一年內到期的非流動負債(續)

(2) 一年內到期的長期借款(續)

ii. 金額前五名的一年內到期的長期借款

本集團

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

28. Non-current liabilities due within one year (Cont'd)

(2) Long-term borrowings due within one year (Cont'd)

- ii. Top five long-term borrowings due within one year are as follows:
(Cont'd)

The Company

Borrowing units 貸款單位	Starting date 借款起始日	Expiry date 借款終止日	Currency 幣種	Interest rate(%) 利率(%)	Foreign currency 外幣金額	Closing balance	Opening balance
						Functional currency 本幣金額	Foreign currency 外幣金額
Bank I 銀行一	27 February 2008 2008年2月27日	27 December 2010 2010年12月27日	RMB	4.86	—	150,000,000.00	—
Bank II 銀行二	11 May 2009 2009年5月11日	10 November 2010 2010年11月10日	USD	1.15	10,000,000.00	68,282,000.00	—
Bank III 銀行三	19 March 2009 2009年3月19日	18 September 2010 2010年9月18日	USD	1.15	5,000,000.00	34,141,000.00	—
Total 合計					15,000,000.00	252,423,000.00	—

29. Other current liabilities

The Group

Items 項目	Closing balance 期末數	Opening balance
		期初數
Short-term debentures 短期融資券	—	1,941,874,444.43
Total 合計	—	1,941,874,444.43

The Company

Items 項目	Closing balance 期末數	Opening balance
		期初數
Short-term debentures 短期融資券	—	1,941,874,444.43
Total 合計	—	1,941,874,444.43

五、財務報表項目附註(續)

28. 一年內到期的非流動負債(續)

(2) 一年內到期的長期借款(續)

- ii. 金額前五名的一年內到期的長期借款(續)

本公司

RMB
人民幣元

29. 其他流動負債

本集團

RMB
人民幣元

Items 項目	Closing balance 期末數	Opening balance
		期初數
Short-term debentures 短期融資券	—	1,941,874,444.43
Total 合計	—	1,941,874,444.43

本公司

RMB
人民幣元

Items 項目	Closing balance 期末數	Opening balance
		期初數
Short-term debentures 短期融資券	—	1,941,874,444.43
Total 合計	—	1,941,874,444.43

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

29. Other current liabilities (Cont'd)

The Group (Cont'd)

The Company was approved, by a circular issued by the People's Bank of China (Yinfa [2007] No.427), to issue short-term debentures maturing in one year with aggregated par values of RMB700,000,000.00 and RMB1,200,000,000.00 on 10 June 2008 and 29 August 2008 respectively. The debentures are unsecured, bearing interest rate of 5.20% per annum. As at 31 December 2009, the principal of the debentures were repaid on maturity with one-off interest payment.

30. Long-term borrowings

(1) Types of long-term borrowings

The Group

Items		Closing balance	Opening balance
項目		期末數	期初數
Guarantee loans (Note 1)	保證借款(註1)	1,452,357,300.00	656,960,550.00
Secured borrowings (Note 2)	抵押借款(註2)	205,341,955.16	298,214,237.92
Credit loans	信用借款	3,429,724,927.10	3,064,076,035.94
Total	合計	5,087,424,182.26	4,019,250,823.86

The above borrowings have maturities between 2011 and 2023, include floating-rate and fixed-rate borrowings at interest rates ranging from 1.09% to 5.47% per annum.

Note 1: Guarantee loans were guarantees provided by the Company to its subsidiaries, for specific amounts please see Note VI.(3)(e).

Note 2: For the category and amount of secured assets under secured borrowings, please see Note V.II.

五、財務報表項目附註(續)

29. 其他流動負債(續)

本集團(續)

本公司經中國人民銀行文件銀髮[2007]427號文件批准，於2008年6月10日及2008年8月29日分別發行了一年期面值總額為人民幣700,000,000.00元及人民幣1,200,000,000.00元的短期融資券，該融資券不設立擔保，年利率為5.20%，截至2009年12月31日已到期並一次性還本付息。

30. 長期借款

(1) 長期借款分類

本集團

RMB
人民幣元

上述借款的償還期限為2011至2023年，包括浮動利率借款及固定利率借款，借款年利率為1.09%到5.47%。

註1：系由本公司為子公司的借款提供擔保，具體金額參見附註六、(3)(e)。

註2：抵押借款的抵押資產類別以及金額，參見附註五、11。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

30. Long-term borrowings (Cont'd)

(i) Types of long-term borrowings (Cont'd)

The Company

Items 項目		Closing balance 期末數	Opening balance 期初數
Secured borrowings	抵押借款	—	—
Guarantee loans	保證借款	—	—
Credit loans	信用借款	3,418,358,035.94	3,064,076,035.94
Total	合計	3,418,358,035.94	3,064,076,035.94

The above borrowings have maturities between 2011 and 2013, include floating-rate and fixed-rate borrowings at interest rates ranging from 1.09% to 5.35% per annum.

上述借款的償還期限為2011年至2013年，包括浮動利率借款及固定利率借款，借款年利率為1.09%到5.35%。

(2) Top five long-term borrowings

The Group

Borrowing units 貸款單位	Starting date 借款起始日	Expiry date 借款終止日	Currency 幣種	Interest rate(%) 利率(%)	Foreign currency 外幣金額	Functional currency 本幣金額	Foreign currency 外幣金額	Functional currency 本幣金額
Bank I	銀行一 25 March 2008 2008年3月25日	24 March 2023 2023年3月24日	USD	2.96	76,500,000.00	522,357,300.00	1,000,000.00	6,834,600.00
Bank II	銀行二 10 December 2009 2009年12月10日	10 December 2012 2012年12月10日	RMB	3.81	—	450,000,000.00	—	—
Bank III	銀行三 23 December 2008 2008年12月23日	22 December 2011 2011年12月22日	RMB	4.86	—	400,000,000.00	—	400,000,000.00
Bank IV	銀行四 23 December 2008 2008年12月23日	22 November 2011 2011年11月22日	RMB	4.86	—	300,000,000.00	—	300,000,000.00
Bank V	銀行五 28 September 2009 2009年9月28日	27 September 2012 2012年9月27日	RMB	3.51	—	280,000,000.00	—	—
Total	合計				76,500,000.00	1,952,357,300.00	1,000,000.00	706,834,600.00

五、財務報表項目附註(續)

30. 長期借款(續)

(1) 長期借款分類(續)

本公司

RMB
人民幣元

(2) 金額前五名的長期借款

本集團

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

30. Long-term borrowings (Cont'd)

(2) Top five long-term borrowings (Cont'd)

The Company

Borrowing units 貸款單位	Starting date 借款起始日	Expiry date 借款終止日	Currency 幣種	Interest rate(%) 利率(%)	Foreign currency 外幣金額	Closing balance 期末數		Opening balance 期初數	
						Functional currency 本幣金額	Foreign currency 外幣金額	Functional currency 本幣金額	Foreign currency 外幣金額
Bank I	銀行一 23 December 2008 2008年12月23日	22 December 2011 2011年12月22日	RMB	4.86	—	400,000,000.00	—	400,000,000.00	—
Bank II	銀行二 23 December 2008 2008年12月23日	22 November 2011 2011年11月22日	RMB	4.86	—	300,000,000.00	—	300,000,000.00	—
Bank III	銀行三 28 September 2009 2009年9月28日	27 September 2012 2012年9月27日	RMB	3.51	—	280,000,000.00	—	—	—
Bank IV	銀行四 28 December 2009 2009年12月28日	28 December 2011 2011年12月28日	USD	1.20	30,000,000.00	204,846,000.00	—	—	—
Bank V	銀行五 20 October 2009 2009年10月20日	19 October 2011 2011年10月19日	USD	1.38	30,000,000.00	204,846,000.00	—	—	—
Total	合計				60,000,000.00	1,389,692,000.00	—	700,000,000.00	—

RMB
人民幣元

五、財務報表項目附註(續)

30. 長期借款(續)

(2) 金額前五名的長期借款(續)

本公司

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

31. Deferred income

31. 遞延收益

The Group

本集團

Type 類別		Opening balance 期初數	Increase for the period 本期增加	Decrease for the period 本期減少	Closing balance 期末數
					RMB 人民幣元
Funds for three projects in connection with technology allocated by the local financial authority	財政局 科技 三項費用	80,000.00	—	—	80,000.00
Special subsidy funds for environmental protection (1)	環境保護專項 資金補助(1)	13,416,500.00	26,540,000.00	1,178,956.90	38,777,543.10
Project fund for National technological support scheme (2)	國家科技支撐 計劃課題 經費(2)	1,731,203.33	1,503,100.00	37,674.42	3,196,628.91
Special subsidy fund for Songhuajiang environmental protection project (3)	松花江環保項目 專項經費(3)	30,852,083.28	2,900,000.00	2,053,750.13	31,698,333.15
Modification of alkaline recycling system	城回收系統改造	1,456,250.00	—	75,000.00	1,381,250.00
Atmospheric pollution prevention and treatment subsidy fund	大氣污染防治 補助資金	1,000,000.00	—	—	1,000,000.00
Sewage treatment and water conservation reconfiguration project	污水處理及 節水改造項目	4,700,000.00	—	335,714.29	4,364,285.71
Financial grants for technological modification project	技改項目 財政補助	2,500,000.00	—	167,857.11	2,332,142.89
Zhejiang pulp project and construction project of eucalyptus forest (4)	湛江木漿項目和 桉樹林建設 項目(4)	—	37,996,000.00	—	37,996,000.00
Others	其他	1,092,338.62	—	27,906.46	1,064,432.16
Total	合計	56,828,375.23	68,939,100.00	3,876,859.31	121,890,615.92

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31. Deferred income (Cont'd)

The Company

Type 類別		Opening balance 期初數	Increase for the period 本期增加	Decrease for the period 本期減少	Closing balance 期末數
Special subsidy funds for environmental protection (1)	環境保護專項 資金補助(1)	2,714,000.00	4,620,000.00	372,778.33	6,961,221.67
Project fund for National technological support scheme (2)	國家科技支撐 計劃課題經費(2)	1,731,203.33	1,503,100.00	37,674.42	3,196,628.91
Others	其他	1,092,338.62	-	27,906.46	1,064,432.16
Total	合計	5,537,541.95	6,123,100.00	438,359.21	11,222,282.74

(1) Pursuant to the "Notice Regarding Payment of 2009 Municipal Industrial Energy Conservation Special Fund" by Financial Bureau and Economic Committee of the City" (《市財政局、市經委關於撥付2009年市工業節能專項資金的通知》) issued by the Financial Bureau of Wuhan City and the Economic Committee of Wuhan City, Wuhan Chenming Hanyang Paper Holdings Co. Ltd., a subsidiary of the Company, received a special fund of RMB1,000,000.00 in 2009 for energy conservation and technical reform.

Pursuant to the "Notice Regarding Government Grant Budget Indicators for 2009 Ten Key Energy Conservation Projects, Recycle Economy and Resources Saving Major Demonstration Projects and Key Industrial Pollution Treatment Works to Boost Domestic Demand" (《關於下達2009年十大重點節能工程循環經濟和資源節約重大示範項目及重點工業污染治理工程建設擴大內需國家補助預算指標的通知》) issued by the Financial Bureau of Dezhou City, Shandong Chenming Paper Group Qihe Paperboard Co., Ltd., a subsidiary of the Company, received a special fund of RMB6,700,000.00 in 2009 for 4400 energy conservation and emission reduction modification.

Pursuant to the "Notice Regarding Advance Allocation of 2008 Energy Conservation Technical Reform Financial Incentive Fund (First Batch) by the Ministry of Finance" (《財政部關於預撥2008年節能技術改造財政獎勵資金(第一批)的通知》) issued by the Ministry of Finance, Jilin Chenming Paper Co., Ltd., a subsidiary of the Company, received a special fund of RMB4,140,000.00 in 2009 for DIP workshop and No. 10 paper machine energy conservation reform. Pursuant to the "Notice Regarding Financial Incentive Fund Budget Indicators for 2007 and 2008 Energy Conservation Technical Reform" (《關於下達2007年和2008年節能技術改造財政獎勵資金清算指標的通知》) issued by the Finance Department of Jilin Province, Jilin Chenming Paper Co., Ltd., a subsidiary of the Company, received a special fund of RMB2,730,000.00 in 2009 for DIP workshop and No. 10 paper machine energy conservation reform.

五、財務報表項目附註(續)

31. 遞延收益(續)

本公司

RMB
人民幣元

(1) 根據武漢市財政局及武漢市經濟委員會《市財政局、市經委關於撥付2009年市工業節能專項資金的通知》，本公司子公司武漢晨鳴漢陽紙業股份有限公司於2009年收到節能技術改造專項資金人民幣1,000,000.00元。

根據德州市財政局《關於下達2009年十大重點節能工程循環經濟和資源節約重大示範項目及重點工業污染治理工程建設擴大內需國家補助預算指標的通知》，本公司子公司山東晨鳴紙業集團齊河板紙有限責任公司於2009年收到4400節能減排改造專項資金人民幣6,700,000.00元。

根據財政部《財政部關於預撥2008年節能技術改造財政獎勵資金(第一批)的通知》，本公司子公司吉林晨鳴紙業有限責任公司於2009年收到DIP車間和10號紙機節能改造專項資金人民幣4,140,000.00元；根據吉林省財政廳《關於下達2007年和2008年節能技術改造財政獎勵資金清算指標的通知》，本公司子公司吉林晨鳴紙業有限責任公司於2009年收到DIP車間和10號紙機節能改造專項資金人民幣2,730,000.00元。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31. Deferred income (Cont'd)

Pursuant to the "Notice Regarding Central Government and Autonomous Region Budget on Environmental Protection Project Fund" (《關於下達2009年中央和自治區環境保護專項資金項目預算的通知》) issued by the Financial Bureau of Hulun Buir, Hailaer Chenming Paper Co., Ltd., a subsidiary of the Company, received a special fund of RMB1,000,000.00 in 2009 for environmental protection projects.

Pursuant to "Notice Regarding Advance Allocation of 2008 Energy Conservation Technical Reform Financial Incentive Fund (First Batch) by Provincial Financial Bureau" (《省財政廳關於預撥2008年節能技術改造財政獎勵資金(第一批)的通知》) of the Finance Department of Hubei Province, Chibi Chenming Paper Co., Ltd, a subsidiary of the Company, received an incentive grant of RMB2,000,000.00 in 2009 for energy conservation technical reform. Pursuant to "Notice Regarding Treasury Bond Investment Budget (Funding) for 2009 Key Industry Stimulus And Technical Reform (First Batch) Projects To Boost Domestic Demand by Provincial Financial Bureau" (《省財政廳關於下達2009重點產業振興和技術改造(第一批)項目建設擴大內需國債投資預算(撥款)的通知》) of the Finance Department of Hubei Province, Chibi Chenming Paper Co., Ltd, a subsidiary of the Company, received a technical reform grant of RMB3,800,000.00.

Pursuant to the "Notice Regarding Payment of Energy Conservation technical reform Financial Incentive Fund" (《關於撥付節能技術改造財政獎勵資金的通知》) issued by the Financial Bureau of Shouguang City, the Company received a special fund of RMB1,620,000.00 in 2009 for biogas desulfurization power generation. Pursuant to the "Notice Regarding Payment of Provincial Environmental Subsidy Fund" (《關於撥付省級生態補償資金的通知》) issued by the Financial Bureau of Shouguang City, the Company received a special fund of RMB3,000,000.00 in 2009 for papermaking waste water advanced treatment and recycling

Pursuant to the "Notice Regarding 2009 Autonomous Prefecture Level Environmental Pollution Treatment Fund" (《關於2009年州本級環境污染治理資金的通知》) issued by Financial Bureau of Yanbian Korean Autonomous Prefecture, Yanbian Chenming Paper Co. Ltd., a subsidiary of the Company, received a special fund of RMB550,000.00 in 2009. Such fund was primarily used in the construction of major demonstration projects for recycle economy and resources conservation.

- (2) Pursuant to the "Notice Regarding Budget Indicators for Distribution of 2007 National Technological Support Scheme Project Funds (Second Batch)" (《關於下達2007年度國家科技支撐計劃課題(第二批)預算指標的通知》) issued by the Finance Department of Shandong Province and the Science and Technology Department of Shandong Province, the Company received a National Technological Support Scheme project fund of RMB1,503,100.00 in 2009.

五、財務報表項目附註(續)

31. 遞延收益(續)

根據呼倫貝爾市財政局《關於下達2009年中央和自治區環境保護專項資金項目預算的通知》，本公司子公司海拉爾晨鳴紙業有限公司於2009年收到環境保護專項工程專項資金人民幣1,000,000.00元。

根據湖北省財政廳《省財政廳關於預撥2008年節能技術改造財政獎勵資金(第一批)的通知》，本公司子公司赤壁晨鳴紙業有限公司於2009年收到節能技改獎勵補助人民幣2,000,000.00元；根據湖北省財政廳《省財政廳關於下達2009年重點產業振興和技術改造(第一批)項目建設擴大內需國債投資預算(撥款)的通知》，本公司子公司赤壁晨鳴紙業有限公司於2009年收到技改補助人民幣3,800,000.00元。

根據壽光市財政局《關於撥付節能技術改造財政獎勵資金的通知》，本公司於2009年收到沼氣脫硫發電項目專用資金人民幣1,620,000.00元；根據壽光市財政局《關於撥付省級生態補償資金的通知》，本公司於2009年收到造紙廢水深度處理回用項目專用資金人民幣3,000,000.00元。

根據延邊朝鮮族自治州財政局《關於2009年州本級環境污染治理資金的通知》，本公司之子公司延邊晨鳴紙業有限公司於2009年收到專項資金人民幣550,000.00元，該專項資金主要用於循環經濟和資源節約重大示範項目建設。

- (2) 根據山東省財政廳及山東省科學技術廳《關於下達2007年度國家科技支撐計劃課題(第二批)預算指標的通知》，本公司於2009年收到國家科技支撐計劃課題經費人民幣1,503,100.00元。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31. Deferred income (Cont'd)

The Company (Cont'd)

- (3) Pursuant to the "Notice Regarding Financial Project Fund Budget for 2008 Three Rivers, Three Lakes and Songhuajiang River Water Pollution Control" (《關於下達 2008 年三河三湖及松花江流域水污染防治財政專項資金預算的通知》) issued by the Finance Department of Jilin Province, Jilin Chenming Paper Co., Ltd, a subsidiary of the Company, received a special fund of RMB900,000.00 in 2009 for silt treatment reform works. Pursuant to the "Implementation of "Replacing Remedies With Incentives" In Relation To the Industry Treatment Project on Songhuajiang River Water Pollution Control Planning (2006-2010)" (《<松花江流域水污染防治規劃(2006-2010年)>工業治理項目實行「以獎代補」》) issued by the planning department of the Finance Department of Heilongjiang Province, Fuyu Chenming Paper Co., Ltd., a subsidiary of the Company, received a special fund of RMB2,000,000.00 in 2009 for industrial treatment.
- (4) Pursuant to the "Notice Regarding Treasury Bond Investment Budget (Funding) for 2009 Key Industry Stimulus And Technical Reform (First Batch) Projects To Boost Domestic Demand" (《關於下達 2009 年重點產業振興和技術改造(第一批)項目建設擴大內需國債投資預算(撥款)的通知》) issued by the Financial Bureau of Zhanjiang City, Zhanjiang Chenming Paper Pulp Co., Ltd., a subsidiary of the Company, received a special fund of RMB35,000,000.00 in 2009 for the construction of the Zhanjiang 700,000-tonne pulp project. Pursuant to the "Notice Regarding 2009 Central Government and Provincial Forestry Discount Loan Project Fund" (《關於下達 2009 年度中央及省級林業貼息貸款項目資金的通知》) issued by the Finance Department of Guangdong Province, Zhanjiang Chenming Arboriculture Co., Ltd., a subsidiary of the Company, received a special fund of RMB2,996,000.00 in 2009 for the construction of Zhanjiang 750,000 mu fast growing and high yield plantation.

五、財務報表項目附註(續)

31. 遞延收益(續)

本公司(續)

- (3) 根據吉林省財政廳《關於下達 2008 年三河三湖及松花江流域水污染防治財政專項資金預算的通知》，本公司子公司吉林晨鳴紙業有限責任公司於 2009 年收到污水處理改造工程專項資金人民幣 900,000.00 元；根據黑龍江省財政廳規劃廳《<松花江流域水污染防治規劃(2006-2010 年)>工業治理項目實行「以獎代補」》，本公司子公司富裕晨鳴紙業有限責任公司於 2009 年收到工業治理項目專項資金人民幣 2,000,000.00 元。
- (4) 根據湛江市財政局《關於下達 2009 年重點產業振興和技術改造(第一批)項目建設擴大內需國債投資預算(撥款)的通知》，本公司子公司湛江晨鳴漿紙有限公司於 2009 年收到人民幣 35,000,000.00 元，用於建設湛江 70 萬噸木漿項目；根據廣東省財政廳《關於下達 2009 年度中央及省級林業貼息貸款項目資金的通知》，本公司子公司湛江晨鳴林業發展有限公司於 2009 年收到人民幣 2,996,000.00 元，用於建設湛江 75 萬畝按樹速生豐產林。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

32. Other non-current liabilities The Group and the Company

五、財務報表項目附註(續)

32. 其他非流動負債 本集團及本公司

人民幣元

Name of debentures 債券名稱	Face value 面值	Issue date 發行日期	Term 期限	Issue amount 發行金額	Interest payable at the beginning of the period 期初應付利息	Accrued interest during the period 本期應計利息	Interest paid during the period 本期已付利息	Interest payable at the end of the period 期末應付利息	Closing balance 期末餘額
Medium-term debentures 中期票據	1,200,000,000.00	2 December 2009 2009年12月2日	3 years 三年期	1,189,200,000.00	—	5,334,415.60	—	(5,050,000.00)	1,189,484,415.60

According to the "Notice of Receiving Registration" issued by National Association of Financial Market Institutional Investors ([2009] No. MTN 102 (中市協註[2009]MTN 102號)), the Company issued a medium-term debentures with total face value of RMB1,200,000,000.00 and interest rate at 5.05% per annum for a term of 3 years on 2 December 2009. The note paid interest on 2 December once a year and repaid principle at maturity. The Company received net subscription amount of approximately RMB 1,189,200,000.00 with effective interest rate of 5.38%.

根據中國銀行間市場交易商協會《接受註冊通知書》(中市協註[2009]MTN102號)，本公司於2009年12月2日發行了三年期面值總額為人民幣1,200,000,000.00元的中期票據，年利率為5.05%，每年12月2日付息一次，到期還本。本公司實際收到的認購款淨額約為人民幣1,189,200,000.00元，實際利率為5.38%。

On 31 December 2009, the interest payable of the medium-term debentures mentioned above was RMB5,050,000.00.

於2009年12月31日，上述中期票據應付利息為人民幣5,050,000.00元。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

33. Share capital

The registered and paid-in share capital of the Company of RMB1 each amounted to RMB2,062,045,941.00 in total. The types and structure of shares are as follows:

五、財務報表項目附註(續)

33. 股本

本公司註冊及實收股本共計人民幣2,062,045,941.00元，每股面值1元，股份種類及其結構如下：

				Change for the period 本期變動					Closing balance 期末數	
		Opening balance 期初數	New issue 發行新股	Bonus shares 送股	Shares transfer from reserve 公積金轉股	Others 其他	Sub-total 小計			
2009:		2009 年度:								
I.	Restricted shares outstanding	一、有限售條件股份								
1.	State-owned legal person shares	293,003,657.00	—	—	—	—	—	293,003,657.00		
2.	Other domestic shares	10,983,469.00	—	—	—	(688,321.00)	(688,321.00)	10,295,148.00		
Total number of restricted shares outstanding		303,987,126.00	—	—	—	(688,321.00)	(688,321.00)	303,298,805.00		
II.	Non-restricted shares	二、無限售條件股份								
1.	RMB ordinary shares	809,291,330.00	—	—	—	688,321.00	688,321.00	809,979,651.00		
2.	Domestic listed foreign shares	557,497,485.00	—	—	—	—	—	557,497,485.00		
3.	Overseas listed foreign shares	391,270,000.00	—	—	—	—	—	391,270,000.00		
Total number of non-restricted shares		1,758,058,815.00	—	—	—	688,321.00	688,321.00	1,758,747,136.00		
III.	Total shares	2,062,045,941.00	—	—	—	—	—	2,062,045,941.00		
2008:		2008 年度:								
I.	Restricted shares	一、有限售條件股份								
1.	State-owned legal person shares	328,573,657.00	—	—	—	(35,570,000.00)	(35,570,000.00)	293,003,657.00		
2.	Other domestic shares	10,926,796.00	—	—	—	56,673.00	56,673.00	10,983,469.00		
Total number of restricted shares		339,500,453.00	—	—	—	(35,513,327.00)	(35,513,327.00)	303,987,126.00		

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

33. Share capital (Cont'd)

五、財務報表項目附註(續)

33. 股本(續)

人民幣元

			Opening balance 期初數	New issue 發行新股	Change for the period 本期變動			Sub-total 小計	Closing balance 期末數
					Bonus shares 送股	Shares transfer from reserve 公積金轉股	Others 其他		
II.	Non-restricted shares	二、 無限售條件股份							
	1. RMB ordinary shares	1. 人民幣普通股	809,348,003.00	—	—	—	(56,673.00)	809,291,330.00	
	2. Domestic listed foreign shares	2. 境內上市外資股	557,497,485.00	—	—	—	—	557,497,485.00	
	3. Overseas listed foreign shares	3. 境外上市外資股	—	355,700,000.00	—	—	35,570,000.00	391,270,000.00	
	Total number of non-restricted shares	無限售條件股份合計	1,366,845,488.00	355,700,000.00	—	—	35,513,327.00	1,758,058,815.00	
III.	Total	三、 股份總數	1,706,345,941.00	355,700,000.00	—	—	—	2,062,045,941.00	

Note 1: As approved by the Stock Exchange of Hong Kong Limited, the Company publicly issued 355,700,000 H shares in June 2008.

註1：經香港聯合交易所有限公司核准，本公司於2008年6月公開發行355,700,000股H股。

Note 2: The shares transferred to the NSSF Council in connection with the reduction of holdings in state owned shares by the relevant holders of state-owned shares of the Company were converted into 35,570,000 overseas listed foreign shares (H shares).

註2：本公司相關國有股東為進行國有股減持而劃撥給全國社會保障基金理事會並轉為境外上市外資股(H股)35,570,000股。

Increase in share capital in connection with the issuance of new shares mentioned above was reviewed by China Rightson Certified Public Accountants. A capital review report named as Zhong Rui Yue Hua Yan Zi No. [2008] 2189 (中瑞岳華驗字[2008]第2189號) was published for the certification of the review.

上述發行新股所新增股本已經中瑞岳華會計師事務所驗證，並出具了編號為中瑞岳華驗字【2008】第2189號的驗資報告。

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五、財務報表項目附註(續)

34. Capital reserves

34. 資本公積

The Group

本集團

				RMB 人民幣元
		Opening balance 期初數	Increase for the period 本期增加	Closing balance 期末數
2009:	2009年度:			
Capital premium	資本溢價			
Of which: Capital contribution from investors	其中: 投資者投入的資本	4,110,278,083.64	—	4,110,278,083.64
Exercise of conversion rights in convertible bonds of the Company	可轉換公司債券行使轉換權	2,018,215,301.98	—	2,018,215,301.98
Shares issued by way of capitalization of capital reserves	資本公積轉增股本	(737,021,418.15)	—	(737,021,418.15)
Other capital reserves	其他資本公積			
Of which: Transfer from capital reserves under the original system	其中: 原制度資本公積轉入	463,813,228.85	—	463,813,228.85
Long-term equity investments provision	長期股權投資準備	237,198,605.60	—	237,198,605.60
Others	其他	1,000,000.00	—	1,000,000.00
Total	合計	6,093,483,801.92	—	6,093,483,801.92

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

34. Capital reserves (Cont'd)

The Group (Cont'd)

五、財務報表項目附註(續)

34. 資本公積(續)

本集團(續)

		RMB 人民幣元		
		Opening balance 期初數	Increase for the period 本期增加	Closing balance 期末數
2008:	2008年度:			
Capital premium	資本溢價			
Of which: Capital contribution from investors	其中: 投資者投入的資本	1,754,786,187.93	2,355,491,895.71	4,110,278,083.64
Exercise of conversion rights in convertible bonds of the Company	可轉換公司債券行使轉換權	2,018,215,301.98	—	2,018,215,301.98
Shares issued by way of capitalization of capital reserves	資本公積轉增股本	(737,021,418.15)	—	(737,021,418.15)
Other capital reserves	其他資本公積			
Of which: Transfer from capital reserves under the original system	其中: 原制度下資本公積轉入	463,813,228.85	—	463,813,228.85
Long-term equity investments provision	長期股權投資準備	237,198,605.60	—	237,198,605.60
Others	其他	1,000,000.00	—	1,000,000.00
Total	合計	3,737,991,906.21	2,355,491,895.71	6,093,483,801.92

Increase in premium of share capital during the previous period was due to the increase of capital reserves of the Company by RMB2,355,491,895.71 through addition of proceeds of H share issuance after deducting issuing fees and share capital.

股本溢價上期增加數主要系公司發行H股所收到的募集資金扣除發行費用及股本後，增加本公司資本公積人民幣2,355,491,895.71元。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

34. Capital reserves (Cont'd)
 The Company

五、財務報表項目附註(續)

34. 資本公積(續)
 本公司

		Opening balance 期初數	Increase for the period 本期增加	Decrease for the period 本期減少	RMB 人民幣元 Closing balance 期末數
2009:	2009年度				
Capital premium	資本溢價				
Of which: Capital contribution from investors	其中：投資者投入的資本	4,110,278,083.64	—	—	4,110,278,083.64
Exercise of conversion rights in convertible bonds of the Company	可轉換公司債券 行使轉換權	2,018,215,301.98	—	—	2,018,215,301.98
Shares issued by way of capitalization of capital reserves	資本公積轉增股本	(737,021,418.15)	—	—	(737,021,418.15)
Other capital reserves	其他資本公積				
Of which: Transfer from capital reserves under the original system	其中：原制度資本公積轉入	778,727,767.93	—	—	778,727,767.93
Others	其他	14,016,253.37	—	—	14,016,253.37
Total	合計	6,184,215,988.77	—	—	6,184,215,988.77

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34. Capital reserves (Cont'd)

The Company (Cont'd)

五、財務報表項目附註(續)

34. 資本公積(續)

本公司(續)

		Opening balance 期初數	Increase for the period 本期增加	Decrease for the period 本期減少	RMB 人民幣元 Closing balance 期末數
2008	2008年度				
Capital premium	資本溢價				
Of which: Capital contribution from investors	其中：投資者投入的資本	1,754,786,187.93	2,355,491,895.71	—	4,110,278,083.64
Exercise of conversion rights in convertible bonds of the Company	可轉換公司債券 行使轉換權	2,018,215,301.98	—	—	2,018,215,301.98
Shares issued by way of capitalization of capital reserves	資本公積轉增股本	(737,021,418.15)	—	—	(737,021,418.15)
Other capital reserves	其他資本公積				
Of which: Transfer from capital reserves under the original system	其中：原制度資本公積轉入	778,727,767.93	—	—	778,727,767.93
Others	其他	12,670,520.05	7,797,733.32	(6,452,000.00)	14,016,253.37
Total	合計	3,827,378,359.74	2,363,289,629.03	(6,452,000.00)	6,184,215,988.77

Other reductions during the previous period in other capital reserves were attributable to the cancellation of subsidiary of the Company Xiangfan Chenming Copperplate Pater Co., Ltd during the year; therefore, investments in such entity in prior years in the form of license rights which caused increase of RMB6,452,000.00 was transferred out of other capital reserves. Increase during the previous period was attributable to loan extended to a subsidiary of the Group with terms over one year; the interests component of which was included in capital reserves.

其他資本公積其他上期減少數系本公司之子公司襄樊晨鳴銅版紙有限責任公司已於上年註銷，則以前年度公司以商標使用權對其投資而增加的人民幣6,452,000.00元由其他資本公積轉出；上期增加數系集團內子公司借款超過一年期銀行存款利息部分計入資本公積金額。

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五、財務報表項目附註(續)

35. Surplus reserve The Group

35. 盈餘公積 本集團

RMB
人民幣元

Items 項目		Opening balance 期初餘額	Accruals of the period 本期計提	Closing balance 期末餘額
2009:	2009年度：			
Statutory surplus reserve	法定盈餘公積金	825,476,850.53	81,452,196.96	906,929,047.49
Total	合計	825,476,850.53	81,452,196.96	906,929,047.49
2008:	2008年度：			
Statutory surplus reserve	法定盈餘公積金	723,742,920.58	101,733,929.95	825,476,850.53
Total	合計	723,742,920.58	101,733,929.95	825,476,850.53

The Company

本公司

RMB
人民幣元

Items 項目		Opening balance 期初餘額	Accruals of the period 本期計提	Closing balance 期末餘額
2009:	2009年度：			
Statutory surplus reserve	法定盈餘公積金	813,287,268.62	81,452,196.96	894,739,465.58
Total	合計	813,287,268.62	81,452,196.96	894,739,465.58
2008:	2008年度：			
Statutory surplus reserve	法定盈餘公積金	711,553,338.67	101,733,929.95	813,287,268.62
Total	合計	711,553,338.67	101,733,929.95	813,287,268.62

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36. Undistributed profits The Group

五、財務報表項目附註(續)

36. 未分配利潤 本集團

		Amount 金額	RMB 人民幣元 Proportion of appropriation or allocation 提取或分配比例
2009:	2009年度：		
Undistributed profits at the beginning of the year	年初未分配利潤	3,277,192,810.40	
Add: Net profits of the year	加：本年淨利潤	835,947,981.16	
Less: Appropriation of statutory surplus reserves	減：提取法定盈餘公積	(81,452,196.96)	(1)
Ordinary shares dividend payable	應付普通股股利	(103,102,297.05)	(2)
Undistributed profits at the end of the year	年末未分配利潤	3,928,586,297.55	

2008:	2008年度：		
Undistributed profits at the beginning of the year	年初未分配利潤	2,576,650,349.38	
Add: Net profits of the year	加：本年淨利潤	1,075,291,741.53	
Less: Appropriation of statutory surplus reserves	減：提取法定盈餘公積	(101,733,929.95)	(1)
Ordinary shares dividend payable	應付普通股股利	(273,015,350.56)	(2)
Undistributed profits at the end of the year	年末未分配利潤	3,277,192,810.40	

The Company

本公司

		Amount 金額	RMB 人民幣元 Proportion of appropriation or allocation 提取或分配比例
2009:	2009年度：		
Undistributed profits at the beginning of the year	年初未分配利潤	2,152,346,247.34	
Add: Net profits of the year	加：本年淨利潤	814,521,969.57	
Less: Appropriation of statutory surplus reserves	減：提取法定盈餘公積	(81,452,196.96)	(1)
Ordinary shares dividend payable	應付普通股股利	(103,102,297.05)	(2)
Undistributed profits at the end of the year	年末未分配利潤	2,782,313,722.90	
2008:	2008年度：		
Undistributed profits at the beginning of the year	年初未分配利潤	1,509,756,228.39	
Add: Net profits of the year	加：本年淨利潤	1,017,339,299.46	
Less: Appropriation of statutory surplus reserves	減：提取法定盈餘公積	(101,733,929.95)	(1)
Ordinary shares dividend payable	應付普通股股利	(273,015,350.56)	(2)
Undistributed profits at the end of the year	年末未分配利潤	2,152,346,247.34	

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36. Undistributed profits (Cont'd)

(1) Appropriation of statutory surplus reserves

Pursuant to the Articles, statutory surplus reserves are appropriated as 10% of net profits, subject to a cap of accumulated statutory surplus reserves not exceeding 50% of the registered capital of the Company.

(2) Cash dividends for the year approved on the general shareholders' meeting

Based on 2,062,045,941 shares of RMB1 each in issued capital of the Company, cash dividends of RMB0.5 (before tax) for every 10 shares was distributed to all shareholders in 2008.

(3) Distribution of profits resolved after the reporting date

Pursuant to the proposal of the Board, based on 2,062,045,941 shares of RMB1 each issued in 2009, it was proposed to distribute cash bonus of RMB3.0 (before tax) for every 10 share to all shareholders. The above proposal of bonus distribution is pending approval of the general shareholders' meeting.

(4) Surplus reserves appropriated by subsidiaries

On 31 December 2009, the balance of undistributed profits of the Group comprised surplus reserves appropriated by subsidiaries amounting to RMB337,881,355.98 (31 December 2008: RMB310,216,818.12).

五、財務報表項目附註(續)

36. 未分配利潤(續)

(1) 提取法定盈餘公積

根據公司章程規定，法定盈餘公積金按淨利潤之10%提取。公司法定盈餘公積金累計額為公司註冊資本50%以上的，可不再提取。

(2) 本年度股東大會已批准的現金股利

2008年度公司按已發行之股份2,062,045,941股(每股面值人民幣1元)計算，以每10股向全體股東派發現金紅利人民幣0.5元(含稅)。

(3) 資本負債表日後決議的利潤分配情況

根據董事會的提議，2009年度擬按已發行之股份2,062,045,941股(每股面值人民幣1元)計算，每10股向全體股東派發現金紅利人民幣3.0元(含稅)。上述股利分配方案尚待股東大會批准。

(4) 子公司已提取的盈餘公積

截止2009年12月31日，本集團未分配利潤餘額中包括子公司已提取的盈餘公積為人民幣337,881,355.98元(2008年12月31日：人民幣310,216,818.12元)。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

37. Operating Revenue The Group

五、財務報表項目附註(續)

37. 營業收入 本集團

Items 項目		Incurring during the current period 本期發生額	RMB 人民幣元 Incurred during the previous period 上期發生額
Principal operating revenue	主營業務收入		
Including: Machine-made paper	其中：機製紙	14,083,887,907.78	14,573,920,950.63
Electricity and steam supply	電及汽	238,892,641.07	235,551,601.42
Building materials	建築材料	340,100,005.22	512,594,168.67
Papermaking chemicals	造紙化工用品	31,390,145.44	88,639,870.79
Hotel income	酒店收入	40,925,941.35	24,148,863.00
Others	其他	18,922,378.15	8,637,234.46
Other business revenue	其他業務收入		
Including: Sales of raw materials and semi-finished products	其中：原材料、 半成品銷售	110,997,444.12	67,340,417.99
Installation engineering and machine repair workshop	安裝工程及 機修車間	1,516,647.62	5,178,594.13
Rental income	租金收入	5,888,411.26	4,523,895.02
Others	其他	12,107,827.49	9,057,839.66
Total	合計	14,884,629,349.50	15,529,593,435.77

(1) The following table sets forth the breakdown of the revenue from principal operations of paper products by geographical segments:

(1) 主營業務收入中紙製品分地區情況如下：

Regions 地區名稱		Incurring during the current period 本期發生額	RMB 人民幣元 Incurred during the previous period 上期發生額
PRC	中國大陸	12,297,186,133.31	12,632,916,470.61
United States	美國	157,117,644.23	49,658,043.08
Hong Kong	中國香港	374,478,230.81	207,129,713.98
Japan	日本	308,298,475.22	146,670,066.70
South Africa	南非	128,115,404.52	236,460,387.56
Other overseas countries	境外其他	818,692,019.69	1,301,086,268.70
Total	合計	14,083,887,907.78	14,573,920,950.63

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

37. Operating Revenue (Cont'd)

The Group (Cont'd)

(2) Top 5 revenue from sales as a percentage of the total sales revenue:

Name of customer 客戶名稱		Operating revenue 營業收入	Percentage of the total operating revenue of the Company (%) 佔公司 全部營業收入 的比例(%)
Customer I	客戶一	273,621,072.39	1.84
Customer II	客戶二	210,208,620.86	1.41
Customer III	客戶三	154,452,967.65	1.04
Customer IV	客戶四	131,356,211.78	0.88
Customer V	客戶五	115,144,426.97	0.77
Total	合計	884,783,299.65	5.94

The Company

本公司

Items 項目		Incurring during the current period 本期發生額	Incurring during the previous period 上期發生額
Principal operating revenue	主營業務收入		
Including: machine-made paper	其中：機製紙	12,608,435,463.26	13,094,562,909.82
Electricity and steam supply	電及汽	230,585,534.91	174,746,161.71
Other operations revenue	其他業務收入		
Including: Sales of raw materials and semi-finished products	其中：原材料、 半成品銷售	514,662,428.53	280,625,675.72
Others	其他	4,294,785.90	7,847,527.15
Total	合計	13,357,978,212.60	13,557,782,274.40

五、財務報表項目附註(續)

37. 營業收入(續)

本集團(續)

(2) 前五名客戶銷售的收入佔全部銷售收入的比例情況如下：

RMB
人民幣元

Percentage of the
total operating
revenue of the
Company (%)
佔公司
全部營業收入
的比例(%)

RMB
人民幣元

Incurring
during the
current period
本期發生額

Incurring
during the
previous period
上期發生額

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

38. Cost of operations

The Group

五、財務報表項目附註(續)

38. 營業成本

本集團

Items 項目		RMB 人民幣元	
		Incurring during the current period 本期發生額	Incurring during the previous period 上期發生額
Principal operations	主營業務		
Including: Machine-made paper	其中：機製紙	11,545,540,911.31	11,814,955,646.90
Electricity and steam supply	電及汽	144,143,760.11	199,485,256.28
Construction materials	建築材料	267,499,944.43	444,273,179.83
Papermaking chemicals	造紙化工用品	15,027,019.84	36,970,588.86
Hotel costs	酒店成本	11,672,673.72	8,356,343.20
Others	其他	5,626,390.51	3,679,523.24
Other operations	其他業務		
Including: Raw materials and semi-finished products	其中：原材料、 半成品	65,139,911.30	44,323,831.54
Installation engineering and machine repair workshop	安裝工程及 機修車間	—	3,087,541.74
Rental expenses	租金支出	55,983.19	61,605.68
Others	其他	2,709,267.01	1,568,823.53
Total	合計	12,057,415,861.42	12,556,762,340.80

The Company

本公司

Items 項目		RMB 人民幣元	
		Incurring during the current period 本期發生額	Incurring during the previous period 上期發生額
Principal operations	主營業務		
Including: machine-made paper	其中：機製紙	11,000,256,296.99	11,534,107,290.70
Electricity and steam supply	電及汽	138,527,287.10	143,771,971.54
Other operations	其他業務		
Including: Raw materials and semi-finished products	其中：原材料、 半成品	480,950,981.72	269,069,303.09
Others	其他	—	2,974,132.70
Total	合計	11,619,734,565.81	11,949,922,698.03

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

39. Tax and levies on operations

39. 營業稅金及附加

The Group

本集團

RMB
人民幣元

Items 項目		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額	Standard 計繳標準
Business tax	營業稅	7,133,927.79	3,036,742.52	Note (1) 註(1)
Urban maintenances and construction tax	城市維護建設稅	5,539,020.33	5,661,963.50	Note (1) 註(1)
Educational surcharges	教育費附加	3,595,858.69	3,883,648.29	Note (1) 註(1)
Total	合計	16,268,806.81	12,582,354.31	—

Note 1: For the provision criteria of above business tax and levy, please refer to Note III.

註1：上述營業稅金及附加的計提標準參見附註三。

The Company

本公司

RMB
人民幣元

Items 項目		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額	Standard 計繳標準
Business tax	營業稅	452,585.56	306,581.16	Note (1) 註(1)

Note 1: For the provision criteria of above business tax and levy, please refer to Note III.

註1：上述營業稅金及附加的計提標準參見附註三。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

40. Loss on impairment of assets The Group

Items 項目		Incurred during the current period 本期發生額	RMB 人民幣元
			Incurred during the previous period 上期發生額
Provision of bad debt	壞賬損失	35,447,564.77	(43,734,984.55)
Provision of allowance for inventory	存貨跌價損失	(22,676,605.03)	127,748,848.59
Provision of impairment on equity investment	股權投資減值損失	—	548,538.07
Provision of impairment on fixed assets	固定資產減值損失	4,506,016.14	8,562,932.76
Total	合計	17,276,975.88	93,125,334.87

The Company

Items 項目		Incurred during the current period 本期發生額	RMB 人民幣元
			Incurred during the previous period 上期發生額
Provision of bad debt	壞賬損失	21,603,609.33	(29,002,386.79)
Provision of allowance for inventory	存貨跌價損失	—	40,386,319.31
Provision of impairment on equity investment	股權投資減值損失	—	548,538.07
Total	合計	21,603,609.33	11,932,470.59

五、財務報表項目附註(續)

40. 資產減值損失 本集團

Items 項目		Incurred during the current period 本期發生額	RMB 人民幣元
			Incurred during the previous period 上期發生額
Provision of bad debt	壞賬損失	35,447,564.77	(43,734,984.55)
Provision of allowance for inventory	存貨跌價損失	(22,676,605.03)	127,748,848.59
Provision of impairment on equity investment	股權投資減值損失	—	548,538.07
Provision of impairment on fixed assets	固定資產減值損失	4,506,016.14	8,562,932.76
Total	合計	17,276,975.88	93,125,334.87

本公司

Items 項目		Incurred during the current period 本期發生額	RMB 人民幣元
			Incurred during the previous period 上期發生額
Provision of bad debt	壞賬損失	21,603,609.33	(29,002,386.79)
Provision of allowance for inventory	存貨跌價損失	—	40,386,319.31
Provision of impairment on equity investment	股權投資減值損失	—	548,538.07
Total	合計	21,603,609.33	11,932,470.59

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

41. Profit or loss on changes in fair value

41. 公允價值變動損益

The Group

本集團

		RMB 人民幣元	
		Incurred during the current period	Incurred during the previous period
Source of profit and loss on changes in fair value		本期發生額	上期發生額
產生公允價值變動損益的來源			
Biological assets measured at fair value	按公允價值計量的生物資產	9,868,745.48	918,451.60
Derivative financial instruments at fair value	按公允價值計量的 衍生金融工具	8,443,100.00	1,738,200.00
Total	合計	18,311,845.48	2,656,651.60

The Company

本公司

		RMB 人民幣元	
		Incurred during the current period	Incurred during the previous period
Source of profit or loss on changes in fair value		本期發生額	上期發生額
產生公允價值變動損益的來源			
Derivative financial instruments at fair value	按公允價值計量的 衍生金融工具	(6,450,000.00)	—

42. Investment income

42. 投資收益

The Group

本集團

Breakdown of investment income

投資收益明細情況

		RMB 人民幣元	
		Incurred during this period	Incurred during the previous period
Items		本期發生額	上期發生額
項目			
Gain from long-term equity investments accounted for using the cost method	成本法核算的 長期股權投資收益	—	85,876.96
Gain from long-term equity investments accounted for using the equity method	權益法核算的 長期股權投資收益	(15,689,081.65)	(23,167,629.22)
Total	合計	(15,689,081.65)	(23,081,752.26)

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

42. Investment income (Cont'd)

The Group (Cont'd)

Gains on long-term equity investment accounted for using cost method

Investee 被投資單位		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額	Reason for increase or decrease in the current period as compared to the previous period 本期比上期增減 變動的原因
Weifang Venture Capital Co., Ltd.	濰坊創業投資有限公司	—	85,876.96	—
Total	合計	—	85,876.96	—

Gains on long-term equity investment accounted for using equity method

Investee 被投資單位		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額	Reason for increase or decrease in the current period as compared to the previous period 本期比上期增減 變動的原因
Arjo Wiggins Chenming Specialty Paper Co., Ltd.	阿爾諾維根斯晨鳴 特種紙有限公司	(15,868,038.28)	(22,643,889.73)	Decrease in the loss of the investee 被投資方 虧損減少
Jiangxi Jiangbao Media Colour Printing Co. Ltd.	江西江報傳媒彩印有限公司	(304,351.57)	—	Incurring a loss 新增虧損
Shouguang Liben Paper Making Co., Ltd.	壽光麗奔製紙有限公司	483,308.20	(523,739.49)	A turnaround made by the investee 被投資方 虧損轉盈利
Total	合計	(15,689,081.65)	(23,167,629.22)	

五、財務報表項目附註(續)

42. 投資收益(續)

本集團(續)

按成本法核算的長期股權投資收益

RMB

人民幣元

按權益法核算的長期股權投資收益

RMB

人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

42. Investment income (Cont'd)

The Company

Breakdown of investment income

Items 項目		RMB 人民幣元	
		Incurr'd during the current period 本期發生額	Incurr'd during the previous period 上期發生額
Gain from long-term equity investments accounted for using the cost method	成本法核算的 長期股權投資收益	116,988,000.00	168,201,020.17
Investment gain on disposal of long-term equity investments	處置長期股權投資 產生的投資收益	—	(3,552,717.43)
Gain from long-term equity investments accounted for using the equity method	權益法核算的 長期股權投資收益	(15,689,081.65)	(23,167,629.22)
Gain from entrusted loans	委託貸款收益	91,520,754.27	161,487,208.39
Total	合計	192,819,672.62	302,967,881.91

There are no significant restrictions on remittance of investment gains back to the Company.

公司的投資收益匯回不存在重大限制。

五、財務報表項目附註(續)

42. 投資收益(續)

本公司

投資收益明細情況

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

42. Investment income (Cont'd)

The Company (Cont'd)

Gain on long-term equity investments accounted for using the cost method

五、財務報表項目附註(續)

42. 投資收益(續)

本公司(續)

按成本法核算的長期股權投資收益

Investee 被投資單位	Incurred the during current period 本期發生額	Incurred during the pervious period 上期發生額	Reason of change from the previous period to the current period 本期比上期 增減變動的原因	RMB 人民幣元
Wuhan Chenming Hanyang Paper Holdings Co., Ltd. 武漢晨鳴漢陽紙業股份有限公司	81,488,000.00	81,488,000.00	—	
Shandong Chenming Power Supply Holdings Co., Ltd. 山東晨鳴熱電股份有限公司	—	56,111,289.65	Dividend unallocated in this year 本年未分配股利	
Chibi Chenming Paper Co., Ltd. 赤壁晨鳴紙業有限公司	10,000,000.00	19,200,000.00	Dividend decreased in this year 本年分配股利減少	
Yanbian Chenming Paper Co., Ltd. 延邊晨鳴紙業有限公司	—	11,315,853.56	Dividend unallocated in this year 本年未分配股利	
Jiangxi Chenming Paper Co., Ltd. 江西晨鳴紙業有限責任公司	25,500,000.00	—	Dividend unallocated in this year 上年未分配股利	
Weifang Venture Capital Co., Ltd. 濰坊創業投資有限公司	—	85,876.96	—	
Total 合計	116,988,000.00	168,201,020.17		

Gain on long-term equity investments of the Company accounted for using equity method is consistent with the Group.

本公司按權益法核算的長期股權投資收益與本集團一致。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

43. Non-operating income

- (1) Breakdown of non - operating income is set out as follows:
The Group

Items 項目		Incurred during the current period 本期發生額	RMB 人民幣元 Incurred during the previous period 上期發生額
Total income on disposal of non-current assets	非流動資產處置利得合計	12,345,492.47	3,788,007.38
Of which: Income on disposal of fixed assets	其中：固定資產處置利得	12,345,492.47	3,788,007.38
Income on disposal of intangible assets	無形資產處置利得	—	—
Insurance claims	保險賠款	4,733,608.90	12,888,742.85
Income from default penalty and fine	違約金及罰款收入	17,027.94	8,733,073.48
Income from debt reconstructing	債務重組收益	329,236.08	103,365.66
Unpaid debts	無法支付的債務	11,627,066.18	7,188,103.61
Profit or loss arising from investment costs for acquisition of minority interests by the corporation being less than its share of fair value of identifiable net assets of the invested entity on acquisition	企業取得少數股權的 投資成本小於取得投資時 應享有被投資單位可辨認 淨資產公允價值產生的損益	—	28,209,117.78
Profit or loss arising from investment costs for acquisition of a subsidiary by the corporation being less than its share of fair value of identifiable net assets of the invested entity on acquisition (Note V. 55)	企業取得子公司的投資成本 小於取得投資時應享有 被投資單位可辨認淨資產 公允價值產生的損益 (附註五、55)	10,490,441.40	60,519.78
Government grants	政府補助	159,814,323.91	211,936,111.85
Others	其他	2,381,209.92	1,459,182.43
Total	合計	201,738,406.80	274,366,224.82

五、財務報表項目附註(續)

43. 營業外收入

- (1) 營業外收入明細如下：
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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

43. Non-operating income (Cont'd)

- (1) Breakdown of non - operating income is set out as follows: (Cont'd)
The Company

Items 項目		Incurred during the current period 本期發生額	RMB 人民幣元 Incurred during the previous period 上期發生額
Total income on disposal of non-current assets	非流動資產處置利得合計	10,913,787.81	1,966,033.29
Of which: Income on disposal of fixed assets	其中：固定資產處置利得	10,913,787.81	1,966,033.29
Income on disposal of intangible assets	無形資產處置利得	—	—
Income from default penalty and fine	違約金及罰款收入	9,527.00	8,257,156.10
Unpaid debts	無法支付的債務	4,286,716.52	6,453,734.07
Gains from debt reconstruction	債務重組收益	217,735.12	—
Government grants	政府補助	81,953,875.21	125,334,696.67
Others	其他	1,564,189.97	681,773.53
Total	合計	98,945,831.63	142,693,393.66

五、財務報表項目附註(續)

43. 營業外收入(續)

- (1) 營業外收入明細如下：(續)
本公司

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

43. Non-operating income (Cont'd)

(2) The breakdown of government grants

- 1 According to the "Notice Regarding Payment of Special Fund" (Shou Cai Yu Zhi Zi [2009] No.595 and 596) issued by the Financial Bureau of Shouguang City, the Company received financial support funds of RMB35,000,000.00 and RMB5,000,000.00 in 2009.

According to the "Notice Regarding Chenming Paper Financial Support Fund" (Shou Cai Yu Zhi Zi [2009] No.535 and 118) issued by the Financial Bureau of Shouguang City, the Company received financial support funds of RMB20,000,000.00 and RMB5,109,600.00 in 2009.

According to the "Notice Regarding Payment of Chenming Paper Project Incentive Fund" (Shou Cai Yu Zhi Zi [2009] No.152) and "Notice Regarding Payment of Chenming Paper Technology Innovation Fund" (Shou Cai Qi [2009] No.49) issued by the Financial Bureau of Shouguang City, the Company received financial support funds of RMB12,900,000.00 and RMB3,000,000.00 in 2009.

- 2 According to "Written Reply on Consent to Partial Financial Support Fund Payment to Shandong Chenming Paper Group Qihe Paperboard Co., Ltd." (Qi Zheng Zi [2010] No. 4) issued by the Qihe County People's government, Shandong Chenming Paper Group Qihe Paperboard Co., Ltd., a subsidiary of the Company, received a financial support fund of RMB19,389,750.00 in 2009.

五、財務報表項目附註(續)

43. 營業外收入(續)

(2) 政府補助明細

- 1 根據壽光市財政局《關於撥付專項資金的通知》(壽財預指字[2009]595號和596號)，本公司於2009年收到財政扶持金人民幣35,000,000.00元和人民幣5,000,000.00元。

根據壽光市財政局《關於下達晨鳴紙業財政扶持資金的通知》(壽財預指字[2009]535號和118號)，本公司於2009年收到財政扶持金人民幣20,000,000.00元和人民幣5,109,600.00元。

根據壽光市財政局《關於撥付晨鳴紙業項目獎勵資金的通知》(壽財預指字[2009]152號)和《關於撥付晨鳴紙業科技創新資金的通知》(壽財企[2009]49號)，本公司於2009年收到財政扶持金人民幣12,900,000.00元和人民幣3,000,000.00元。

- 2 根據齊河縣人民政府《關於同意撥付山東晨鳴紙業集團齊河板紙有限責任公司部分財政扶持金的批覆》(齊政字[2010]4號)，公司之子公司山東晨鳴紙業集團齊河板紙有限責任公司於2009年收到財政扶持金人民幣19,389,750.00元。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

43. Non-operating income (Cont'd)

(2) The breakdown of government grants (Cont'd)

- 3 According to "Written Reply on Consent to Financial Support Fund Payment to Jiangxi Chenming Paper Co., Ltd." Issued by the Financial Bureau of Nanchang City, Jiangxi Chenming Paper Co., Ltd., a subsidiary of the Company, received a financial support fund of RMB15,000,000.00 in 2009.

According to "Notice Regarding the Plan for the Second Batch of 2008 City Level Environmental Protection Special Fund Project" issued by the Environmental Protection Bureau of Nanchang City and the Financial Bureau of Nanchang City, Jiangxi Chenming Paper Co., Ltd., a subsidiary of the Company, received a financial support fund of RMB2,800,000.00 in 2009.

- 4 According to "Letter confirming the entitlement of 吉林晨鳴亞松漿紙有限公司 to preferential tax policy by Yanbian Korean Autonomous Prefecture Local Tax Bureau" ([2001] No. 37 and [2001] No. 99) issued by the Financial Bureau of Yanbian Korean Autonomous Prefecture, Yanbian Chenming Paper Co., Ltd., a subsidiary of the Company, received a financial support fund of RMB4,487,000.00 in 2009.

- 5 According to Cai Shui [2006] No. 102 promulgated by the State Administration of Taxation in August 2006, the value-added tax levied on products of the subsidiaries of the Company primarily made of the three remains and shoddy wood subject to the value-added tax benefit of levy-first-refund-immediately of RMB19,523,996.24.

- 6 Current deferred income amortization of RMB 3,876,859.31 is detailed in Note V.31.

- 7 Others are the financial incentive fund and other support fund granted by the local governments to support the development of the Company and its subsidiaries.

五、財務報表項目附註(續)

43. 營業外收入(續)

(2) 政府補助明細(續)

- 3 根據南昌市財政局《關於同意撥付江西晨鳴紙業有限責任公司財政扶持資金的批覆》，公司之子公司江西晨鳴紙業有限責任公司2009年收到財政扶持金人民幣15,000,000.00元。

根據南昌市環保局和南昌市財政局《關於下達2008年度第二批市級環保專項資金項目計劃的通知》，公司之子公司江西晨鳴紙業有限責任公司2009年收到財政扶持金人民幣2,800,000.00元。

- 4 根據延邊州財政局《延邊州地方稅務局關於吉林晨鳴亞松漿紙有限公司享受稅收優惠政策承諾的函》([2001]37號和[2001]99號)，公司之子公司延邊晨鳴紙業有限公司收到財政扶持金人民幣4,487,000.00元。

- 5 根據2006年8月國家稅務總局頒佈的財稅[2006]102號文，本公司之子公司以三剩物和次小薪材作為主要原料繳納的增值稅享受即徵即退人民幣19,523,996.24元。

- 6 當期遞延收益攤銷人民幣3,876,859.31元，詳見附註五、31。

- 7 其他系當地人民政府為支持本公司及子公司發展而給予的財政獎勵資金及其他扶持金。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

44. Non-operating expenses

44. 營業外支出

The Group

本集團

Items 項目		RMB 人民幣元	
		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額
Total loss on disposal of non-current assets	非流動資產處置損失合計	10,496,542.97	5,007,364.04
Of which: Loss on disposal of fixed assets	其中：固定資產處置損失	10,496,542.97	5,007,364.04
Loss on disposal of intangible assets	無形資產處置損失	—	—
Donation expenses	捐贈支出	303,100.00	5,629,166.60
Fine payments	罰款支出	—	70,630.86
Others	其他	581,961.09	1,091,450.14
Total	合計	11,381,604.06	11,798,611.64

The Company

本公司

Items 項目		RMB 人民幣元	
		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額
Total loss on disposal of non-current assets	非流動資產處置損失合計	4,933,009.36	1,388,338.83
Of which: Loss on disposal of fixed assets	其中：固定資產處置損失	4,933,009.36	1,388,338.83
Loss on disposal of intangible assets	無形資產處置損失	—	—
Fine payments	罰款支出	—	8,923.91
Donation expenses	捐贈支出	219,300.00	4,586,626.60
Others	其他	42,048.81	—
Total	合計	5,194,358.17	5,983,889.34

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

45. Income tax expenses

The Group

五、財務報表項目附註(續)

45. 所得稅費用

本集團

Items 項目		RMB 人民幣元	
		Incurring during the current period 本期發生額	Incurring during the previous period 上期發生額
Income tax for the current period calculated according to tax laws and relevant rules	按稅法及相關規定計算的當期所得稅	217,930,242.47	319,575,675.05
Adjustment on deferred income tax	遞延所得稅調整	1,080,958.54	(23,777,818.63)
Total	合計	219,011,201.01	295,797,856.42

Reconciliation between income tax expenses and accounting profits is set out as follows:

所得稅費用與會計利潤的調節表如下：

		RMB 人民幣元	
		Incurring during the current period 本期發生額	Incurring during the previous period 上期發生額
Accounting profit	會計利潤	1,172,922,631.23	1,555,339,310.69
Income tax calculated at tax rate of 15% (Last year: 25%) on the Company	按本公司15%稅率計算的所得稅(上年度：25%)	175,938,394.68	388,834,827.67
Tax deductions from purchase of domestic-manufactured equipment	購買國產設備減稅	(14,870,796.70)	(38,356,600.64)
Effect of non-taxable income	免稅收入的納稅影響	(2,318,891.20)	(434,550.00)
Effect of non-deductible expenses	不可抵扣費用的納稅影響	21,482,258.59	18,427,803.09
Effect of unrecognized deductible loss and deductible temporary differences	未確認可抵扣虧損和可抵扣暫時性差異的納稅影響	17,640,217.41	13,066,243.68
Effect of waiver on extraordinary taxation items	特殊稅收豁免影響	(10,215,281.10)	(65,397,167.80)
Effect of non-consistent tax rates among branch companies of subsidiaries	子分公司稅率不一致的影響	36,691,193.38	(8,887,432.67)
Effect of utilization of unrecognized deductible loss and deductible temporary differences from previous year	利用以前年度未確認可抵扣虧損和可抵扣暫時性差異的納稅影響	(8,528,031.38)	(11,668,667.20)
Under-provision of income tax during the previous year	上年度少提所得稅	(6,202,793.54)	213,400.29
Changes on balance of deferred income tax assets at the beginning of the year caused by adjustment of tax rate	稅率調整導致年初遞延所得稅資產餘額的變化	9,394,930.87	—
Total	合計	219,011,201.01	295,797,856.42

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

45. Income tax expenses (Cont'd) The Company

Items 項目		Incurred during the current period 本期發生額	RMB 人民幣元 Incurred during the previous period 上期發生額
Income tax for the current period calculated according to tax laws and relevant rules	按稅法及相關規定計算的當期所得稅	166,408,492.13	277,468,037.20
Adjustment on deferred income tax	遞延所得稅調整	5,126,271.74	(6,089,292.08)
Total	合計	171,534,763.87	271,378,745.12

Reconciliation between income tax expenses and accounting profits is set out as follows:

所得稅費用與會計利潤的調節表如下：

		Incurred during the current period 本期發生額	RMB 人民幣元 Incurred during the previous period 上期發生額
Accounting profit	會計利潤	986,056,733.44	1,288,718,044.58
Income tax calculated at tax rate of 15% (last year: 25%) on the Company	按本公司15%稅率計算的所得稅(上年度：25%)	147,908,510.02	322,179,511.15
Tax deductions from purchase of domestic-manufactured equipment	購買國產設備減稅	—	(26,945,499.64)
Effect of non-taxable income	免稅收入的納稅影響	(15,194,837.75)	(36,420,014.73)
Effect of non-deductible expenses	不可抵扣費用的納稅影響	3,959,497.71	12,564,748.34
Changes on balance of deferred income tax assets at the beginning of the year caused by adjustment of tax rate	稅率調整導致年初遞延所得稅資產餘額的變化	16,421,112.00	—
Effect of different tax rates of branch companies	分公司不同稅率差異影響	18,440,481.89	—
Total	合計	171,534,763.87	271,378,745.12

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46. Earnings per share

Net profits for the period attributable to ordinary shareholders for the purpose of calculating earnings per share are as follows:

		RMB 人民幣元	RMB 人民幣元
		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額
Net profits for the period attributable to ordinary shareholders	歸屬於普通股股東的 當期淨利潤	835,947,981.16	1,075,291,741.53
Of which: net profits attributable to going concern	其中：歸屬於持續經營 的淨利潤	835,947,981.16	1,075,291,741.53
net profits attributable to discontinued operation	歸屬於終止經營 的淨利潤	—	—

For the purpose of calculating earnings per share, the denominator is the weighted average of outstanding ordinary shares. The calculation is as follows:

計算基本每股收益時，分母為發行在外普通股加權平均數，計算過程如下：

		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額
Number of outstanding ordinary shares at the beginning of the year	年初發行在外的 普通股股數	2,062,045,941.00	1,706,345,941.00
Add: number of weighted ordinary shares issued during the period	加：本期發行的普通股 加權數	—	191,456,010.93
Less: number of weighted ordinary shares repurchased during the period	減：本期回購的普通股 加權數	—	—
Number of outstanding weighted ordinary shares at the end of the year	年末發行在外的普通股 加權數	2,062,045,941.00	1,897,801,951.93

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

46. Earnings per share (Cont'd)

Earnings per share

		RMB 人民幣元	
		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額
Calculated based on net profits attributable to the equity holders of the Company:	按歸屬於母公司股東的淨利潤計算：		
Basic earnings per share	基本每股收益	0.41	0.57
Diluted earnings per share	稀釋每股收益	N/A	N/A
Calculated based on net profits attributable to equity holders of the Company on the going concern basis	按歸屬於母公司股東的持續經營淨利潤計算：		
Basic earnings per share	基本每股收益	0.41	0.57
Diluted earnings per share	稀釋每股收益	N/A	N/A
Calculated based on net profits attributable to discontinued operation of equity holders of the Company	按歸屬於母公司股東的終止經營淨利潤計算：		
Basic earnings per share	基本每股收益	—	—
Diluted earnings per share	稀釋每股收益	N/A	N/A

47. Other comprehensive income The Group

47. 其他綜合收益 本集團

		RMB 人民幣元	
Items 項目		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額
Translation difference of financial statements denominated in foreign currency	外幣財務報表折算差額	(20,264.42)	575,603.46

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

48. Cash and cash equivalents

The Group

			RMB 人民幣元
		Closing balance 期末數	Opening balance 期初數
Cash	現金	2,367,334,202.50	2,687,579,159.85
Of which: Treasury cash	其中：庫存現金	1,905,043.24	1,341,632.42
Bank deposits repayable on demand	可隨時用於支付 的銀行存款	2,365,429,159.26	2,686,237,527.43
Balance of cash and cash equivalents	現金及現金等價物餘額	2,367,334,202.50	2,687,579,159.85

The Company

本公司

			RMB 人民幣元
		Closing balance 期末數	Opening balance 期初數
Cash	現金	1,586,045,998.83	2,080,005,634.40
Of which: Treasury cash	其中：庫存現金	247,185.92	30,527.86
Bank deposits repayable on demand	可隨時用於支付 的銀行存款	1,585,798,812.91	2,079,975,106.54
Balance of cash and cash equivalents	現金及現金等價物餘額	1,586,045,998.83	2,080,005,634.40

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49. Supplementary information on cash flow statements

(1) Supplementary information on cash flow statements The Group

五、財務報表項目附註(續)

49. 現金流量表補充資料

(1) 現金流量表補充資料 本集團

Supplementary Information 補充資料		RMB 人民幣元	
		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額
I. Reconciliation of net profits as cash flows from operating activities	1、將淨利潤調節為經營活動現金流量		
Net profits	淨利潤	953,911,430.22	1,259,541,454.27
Add: Provision for impairment of assets	加：計提的資產減值準備	17,276,975.88	93,125,334.87
Depreciation of fixed assets	固定資產折舊	1,201,878,896.30	1,123,298,624.07
Depreciation of real estate held for investment	投資性房地產折舊	1,738,256.04	1,738,256.04
Intangible assets amortized	無形資產攤銷	32,772,748.83	24,785,007.19
Amortisation of long-term expenses to be amortized	長期待攤費用攤銷	19,276,067.41	10,479,070.22
Investment losses	投資損失	15,689,081.65	23,081,752.26
Net losses (gains) from disposal of fixed assets	處置固定資產淨損失(收益)	(1,848,949.50)	1,219,356.66
Financial expenses	財務費用	384,814,680.61	289,644,850.83
Decrease in stock (minus: increase)	存貨的減少(減：增加)	1,120,251,944.17	(1,971,610,816.00)
Decrease in consumable biological assets (minus: increase)	消耗性生物資產減少(減：增加)	(168,077,594.10)	(205,255,558.95)
Losses from change in fair value (minus: gains)	公允價值變動損失(減：收益)	(18,311,845.48)	(2,656,651.60)
Decrease in deferred income tax assets (minus: increase)	遞延所得稅資產減少(減：增加)	(3,509,615.52)	(24,105,514.34)

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

49. Supplementary information on cash flow statements (Cont'd)

(1) Supplementary information on cash flow statements (Cont'd) The Group (Cont'd)

五、財務報表項目附註(續)

49. 現金流量表補充資料(續)

(1) 現金流量表補充資料(續) 本集團(續)

Supplementary Information 補充資料		Incurred during the current period 本期發生額	RMB 人民幣元 Incurred during the previous period 上期發生額
Increase in deferred income tax debt (minus: decrease)	遞延所得稅負債增加 (減：減少)	4,590,574.06	327,695.71
The shortfall of the consideration for the acquisition of minority interests in comparison with the attributable book value of the identifiable net assets of the acquire	購買少數股權 支付的對價 小於應享有 被購買方可辨認 淨資產賬面價值	—	(28,209,426.61)
The shortfall of the consideration for the acquisition of subsidiaries in comparison with the attributable book value of the identifiable net assets of the acquire	購買子公司支付的 對價小於應享有 被購買方 可辨認淨資產 賬面價值	(10,490,441.40)	(60,519.78)
Decrease in operating receivables (minus: increase)	經營性應收項目的減少 (減：增加)	(1,964,023,762.78)	631,971,826.80
Increase in operating payables (minus: decrease)	經營性應付項目的增加 (減：減少)	53,095,813.60	706,826,061.40
Net cash flows from operating activities	經營活動產生的現金淨流量	1,639,034,259.99	1,934,140,803.04
2. Net change in cash and cash equivalents	2、現金及現金等價物淨變動情況		
Cash balance at the end of the year	現金的年末餘額	2,367,334,202.50	2,687,579,159.85
Less: cash balance at the beginning of the year	減：現金的年初餘額	2,687,579,159.85	613,826,456.62
Net increase in cash and cash equivalents	現金及現金等價物淨增加額	(320,244,957.35)	2,073,752,703.23

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

49. Supplementary information on cash flow statements (Cont'd)

(1) Supplementary information on cash flow statements (Cont'd)

The Company

五、財務報表項目附註(續)

49. 現金流量表補充資料(續)

(1) 現金流量表補充資料(續)

本公司

Supplementing Information 補充資料		RMB 人民幣元	
		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額
I.	Reconciliation of net profits as cash flows from operating activities	1、將淨利潤調節為經營活動現金流量	
	Net profits	淨利潤	814,521,969.57
	Add: Provision of impaired assets	加：計提的資產減值準備	21,603,609.33
	Depreciation of fixed assets	固定資產折舊	642,062,125.76
	Depreciation of real estate held for investment	投資性房地產折舊	1,738,256.04
	Intangible assets amortized	無形資產攤銷	9,162,240.14
	Amortization of long-term deferred expenses	長期待攤費用攤銷	—
	Investment gains	投資收益	(192,819,672.62)
	Net losses (gains) from disposal of fixed assets	處置固定資產淨損失(收益)	(5,980,778.45)
	Financial expenses	財務費用	337,805,310.28
	Accounted for the interest expenses in capital reserves	記入資本公積的利息收入	—
	Decrease in stock (minus: increase)	存貨的減少(減：增加)	770,881,606.07
	Losses from change of fair value (minus: gains)	公允價值變動損失(減：收益)	6,450,000.00
	Decrease in deferred income tax assets (minus: increase)	遞延所得稅資產減少(減：增加)	5,126,271.74
	Increase in deferred income tax liabilities (minus: decrease)	遞延所得稅負債增加(減：減少)	—

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

49. Supplementary information on cash flow statements (Cont'd)

(1) Supplementary information on cash flow statements (Cont'd)

The Company (Cont'd)

五、財務報表項目附註(續)

49. 現金流量表補充資料(續)

(1) 現金流量表補充資料(續)

本公司(續)

Supplementing Information 補充資料		Incurred during the current period 本期發生額	RMB 人民幣元 Incurred during the previous period 上期發生額
The shortfall of the consideration for the acquisition of minority interests in comparison with the attributable book value of the identifiable net assets of the acquire	購買少數股權支付的對價小於應享有被購買方可辨認淨資產賬面價值	—	—
Decrease in operating receivables (minus: increase)	經營性應收項目的減少(減:增加)	(2,354,401,149.66)	(331,577,867.42)
Increase in operating payables (minus: decrease)	經營性應付項目的增加(減:減少)	112,207,917.98	418,589,550.86
Net cash flows from operating activities	經營活動產生的現金淨流量	168,357,706.18	561,471,196.63
2. Net change in cash and cash equivalents	2、現金及現金等價物淨變動情況		
Cash balance at the end of the year	現金的年末餘額	1,586,045,998.83	2,080,005,634.40
Less: cash balance at the beginning of the year	減:現金的年初餘額	2,080,005,634.40	235,957,551.29
Net increase in cash and cash equivalents	現金及現金等價物淨增加額	(493,959,635.57)	1,844,048,083.11

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

49. Supplementary information on cash flow statements (Cont'd)

- (2) Relevant information with respect to acquisition or disposal of subsidiaries and other operating units during the current period
The Group

五、財務報表項目附註(續)

49. 現金流量表補充資料(續)

- (2) 本期取得或處置子公司及其他營業單位的相關信息
本集團

Items 項目			RMB 人民幣元	
			Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額
1.	Relevant information with respect to acquisition of subsidiaries and other operating units:	一、取得子公司及其他營業單位的有關信息：		
1	Consideration for acquisition of subsidiaries and other operating units	1·取得子公司及其他營業單位的價格	10,600,000.00	1,000,000.00
2	Cash and cash equivalents paid on acquisition of subsidiaries and other operating units	2·取得子公司及其他營業單位支付的現金和現金等價物	11,600,000.00	—
	Less: cash and cash equivalents held by subsidiaries and other operating units	減：子公司及其他營業單位持有的現金和現金等價物	4,468,175.53	505,574.07
3	Net cash paid on acquisition of subsidiaries and other operating units	3·取得子公司及其他營業單位支付的現金淨額	7,131,824.47	(505,574.07)
4	Net assets of subsidiaries acquired	4·取得子公司的淨資產		
	Current assets	流動資產	47,781,786.69	20,086,539.98
	Non-current assets	非流動資產	42,409,749.47	458,779.80
	Current liabilities	流動負債	(61,176,381.52)	19,484,800.00
	Non-current liabilities	非流動負債	(1,386,498.28)	—

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

49. Supplementary information on cash flow statements (Cont'd)

(2) Relevant information with respect to acquisition or disposal of subsidiaries and other operating units during the current period (Cont'd)

The Group (Cont'd)

五、財務報表項目附註(續)

49. 現金流量表補充資料(續)

(2) 本期取得或處置子公司及其他營業單位的相關信息(續)

本集團(續)

Items 項目		RMB 人民幣元	
		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額
II. Relevant information with respect to disposal of subsidiaries and other operating units:	二、處置子公司及其他營業單位的有關信息：	—	—
1 Consideration for disposal of subsidiaries and other operating units	1· 處置子公司及其他營業單位的價格	—	—
2 Cash and cash equivalents received on disposal of subsidiaries and other operating units	2· 處置子公司及其他營業單位收到的現金和現金等價物	—	—
Less: cash and cash equivalents held by subsidiaries and other operating units	減：子公司及其他營業單位持有的現金和現金等價物	—	—
3 Net cash received on disposal of subsidiaries and other operating units	3· 處置子公司及其他營業單位收到的現金淨額	—	—
4 Net assets of subsidiaries disposed of	4· 處置子公司的淨資產	—	—
Current assets	流動資產	—	—
Non-current assets	非流動資產	—	—
Current liabilities	流動負債	—	—
Non-current liabilities	非流動負債	—	—

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

50 Cash received relating to other operating activities The Group

Items 項目		RMB 人民幣元	
		Incurring during the current period 本期發生額	Incurring during the previous period 上期發生額
Finance support fund	財政扶持金	136,413,468.36	176,259,321.68
Interest income	利息收入	85,355,112.41	37,757,767.79
Income on default penalty and fine	違約金及罰款收入	17,027.94	8,733,073.48
Other income	其他收入	51,068,941.97	14,347,616.45
Total	合計	272,854,550.68	237,097,779.40

The Company

Items 項目		RMB 人民幣元	
		Incurring during the current period 本期發生額	Incurring during the previous period 上期發生額
Finance support fund	財政扶持金	81,515,516.00	125,229,000.00
Interest income	利息收入	78,850,073.05	21,454,509.81
Repayments from subsidiaries	收到的子公司還款	22,500,000.00	—
Income on default penalty and fine	違約金及罰款收入	9,527.00	8,257,156.10
Other income	其他收入	50,071,859.50	8,481,240.92
Total	合計	232,946,975.55	163,421,906.83

五、財務報表項目附註(續)

50. 收到的其他與經營活動有關的現金 本集團

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

51. Cash paid relating to other operating activities The Group

五、財務報表項目附註(續)

51. 支付的其他與經營活動有關的現金 本集團

Items 項目		Incurred during the current period 本期發生額	RMB 人民幣元
			Incurred during the previous period 上期發生額
Transportation expense	運輸費	580,416,679.11	544,627,054.10
Hospitality expense	招待費	52,915,456.77	49,202,638.95
Rental expense	租賃費	19,467,795.74	13,671,142.45
Travel expense	差旅費	28,791,771.42	25,301,977.30
Office expense	辦公費	17,829,066.30	12,761,302.18
Waste disposal expense	排污費	20,918,366.63	36,129,966.97
Insurance premium	保險費	18,857,842.45	23,239,270.90
Water and electricity expense	水電費	17,169,140.88	10,939,864.29
Repair expense	修理費	15,273,508.25	14,261,254.87
Advertising expense	廣告費	896,896.57	2,112,057.69
Intermediary service expense	中介機構服務費	12,948,286.58	14,835,125.30
Quality compensation	質量賠償金	3,250,273.70	2,773,156.98
Financial institutions charge	金融機構手續費	16,055,808.00	19,692,699.37
Others	其他	80,405,802.48	18,553,893.90
Total	合計	885,196,694.88	788,101,405.25

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

51. Cash paid relating to other operating activities (Cont'd)

The Company

Items		Incurring	RMB
項目		during the	人民幣元
		current period	Incurring
		本期發生額	during the
			previous period
			上期發生額
Transportation expense	運輸費	340,624,083.89	248,702,474.08
Hospitality expense	招待費	50,170,723.97	31,582,129.33
Rental expense	租賃費	2,365,814.02	2,851,015.68
Travel expense	差旅費	21,619,874.83	19,203,629.01
Office expense	辦公費	7,533,842.00	8,896,573.46
Waste disposal expense	排污費	11,752,576.02	11,570,374.63
Insurance premium	保險費	12,032,309.43	13,395,430.47
Water and electricity expense	水電費	115,230.17	1,652,643.85
Repair expense	修理費	4,401,834.68	4,177,890.34
Advertising expense	廣告費	240,000.00	313,230.54
Intermediary service expense	中介機構服務費	6,666,101.00	12,186,981.90
Quality compensation	質量賠償金	157,340.35	2,476,371.23
Payments to subsidiaries	支付給子公司的資金	1,161,492,669.15	131,773,856.61
Financial institutions charge	金融機構手續費	6,940,000.10	10,118,999.39
Others	其他	41,824,018.12	12,304,004.90
Total	合計	1,667,936,417.73	511,205,605.42

五、財務報表項目附註(續)

51. 支付的其他與經營活動有關的現金(續)

本公司

RMB

人民幣元

Incurring
during the

current period

本期發生額

Incurring
during the

previous period

上期發生額

Transportation expense	運輸費	340,624,083.89	248,702,474.08
Hospitality expense	招待費	50,170,723.97	31,582,129.33
Rental expense	租賃費	2,365,814.02	2,851,015.68
Travel expense	差旅費	21,619,874.83	19,203,629.01
Office expense	辦公費	7,533,842.00	8,896,573.46
Waste disposal expense	排污費	11,752,576.02	11,570,374.63
Insurance premium	保險費	12,032,309.43	13,395,430.47
Water and electricity expense	水電費	115,230.17	1,652,643.85
Repair expense	修理費	4,401,834.68	4,177,890.34
Advertising expense	廣告費	240,000.00	313,230.54
Intermediary service expense	中介機構服務費	6,666,101.00	12,186,981.90
Quality compensation	質量賠償金	157,340.35	2,476,371.23
Payments to subsidiaries	支付給子公司的資金	1,161,492,669.15	131,773,856.61
Financial institutions charge	金融機構手續費	6,940,000.10	10,118,999.39
Others	其他	41,824,018.12	12,304,004.90
Total	合計	1,667,936,417.73	511,205,605.42

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

52. Cash received relating to other investment activities The Group

Items 項目		Incurring during the current period 本期發生額	Incurring during the previous period 上期發生額
Special subsidy funds received	收到專項資金	68,939,100.00	57,823,238.62

The Company

項目 Items		Incurring during the current period 本期發生額	Incurring during the previous period 上期發生額
Special subsidy funds received	收到專項資金	6,123,100.00	5,643,238.62

53. Cash received relating to other financing activities The Company

Items 項目		Incurring during the current period 本期發生額	Incurring during the previous period 上期發生額
Decrease in restricted bank deposits during the period	限制性銀行存款 本期減少	—	50,557,068.28

五、財務報表項目附註(續)

52. 收到的其他與投資活動有關的現金 本集團

		Incurring during the current period 本期發生額	Incurring during the previous period 上期發生額
Special subsidy funds received	收到專項資金	68,939,100.00	57,823,238.62

本公司

項目 Items		Incurring during the current period 本期發生額	Incurring during the previous period 上期發生額
Special subsidy funds received	收到專項資金	6,123,100.00	5,643,238.62

53. 收到的其他與籌資活動有關的現金 本公司

		Incurring during the current period 本期發生額	Incurring during the previous period 上期發生額
Decrease in restricted bank deposits during the period	限制性銀行存款 本期減少	—	50,557,068.28

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

54. Cash paid relating to other financing activities The Group

Items 項目		RMB 人民幣元	
		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額
Increase in restricted bank deposits during the period	限制性銀行存款 本期增加	359,750,075.21	39,043,580.93
Issuance expenses of medium-term debentures	中期票據發行費	10,800,000.00	—
Payments of bank balances	償還往來款	60,000,000.00	—
Total	合計	430,550,075.21	39,043,580.93

The Company

Items 項目		RMB 人民幣元	
		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額
Increase in restricted bank deposits during the period	限制性銀行存款 本期增加	389,450,158.46	—
Issuance expenses of medium-term debentures	中期票據發行費	10,800,000.00	—
Payments of bank balances	償還往來款	60,000,000.00	—
Total	合計	460,250,158.46	—

五、財務報表項目附註(續)

54. 支付的其他與籌資活動有關的現金 本集團

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

55. Merger of entities

The Group as a party in merger of non-jointly controlled entities:

In 2009, the overview mergers of non-jointly controlled entities of the Group are set out below:

(1) 壽光虹宜包裝裝飾有限公司 (Shouguang Hongyi Decorative Packaging Co.,Ltd.)

(a) Overview of the acquired entity:

During the reporting period, 壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.), a subsidiary of the Company, acquired 100% of equity interests in 壽光虹宜包裝裝飾有限公司 (Shouguang Hongyi Decorative Packaging Co.,Ltd.) for a consideration of RMB1, 700,000.00.

五、財務報表項目附註(續)

55. 企業合併

本集團作為非同一控制下的企業合併的合併方：

2009年度，本集團發生非同一控制的企業合併的基本情況如下：

(1) 壽光虹宜包裝裝飾有限公司

(a) 被合併方基本情況：

報告期內本公司子公司壽光晨鳴現代物流有限公司以人民幣1,700,000.00元作為對價收購壽光虹宜包裝裝飾有限公司100%股權。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

55. Merger of entities (Cont'd)

(1) 壽光虹宜包裝裝飾有限公司 (Shouguang Hongyi Decorative Packaging Co.,Ltd) (Cont'd)

(b) Important financial information of the acquired entity:

五、財務報表項目附註(續)

55. 企業合併(續)

(1) 壽光虹宜包裝裝飾有限公司(續)

(b) 被合併方主要財務信息：

		Acquisition date 購買日		31 December 2009 2009年12月31日	
		Book value 賬面價值	Fair value 公允價值	Book value 賬面價值	Fair value 公允價值
Identifiable assets	可辨認資產：				
Current assets	流動資產	15,883,011.87	15,883,011.87	19,913,302.28	19,913,302.28
Non-current assets	非流動資產	3,193,429.18	3,193,429.18	3,274,110.01	3,274,110.01
Sub-total	小計	19,076,441.05	19,076,441.05	23,187,412.29	23,187,412.29
Identifiable liabilities	可辨認負債：				
Current liabilities	流動負債	17,278,556.09	17,278,556.09	15,074,883.70	15,074,883.70
Non-current liabilities	非流動負債	—	—	—	—
Sub-total	小計	17,278,556.09	17,278,556.09	15,074,883.70	15,074,883.70
Total net assets	淨資產合計	1,797,884.96	1,797,884.96	8,112,528.59	8,112,528.59
Less: minority interest	減：少數股東權益	—	—	—	—
Interest attributable to the shareholders of the company	歸屬於本公司股東的權益	—	—	—	—
Less: consideration of acquisition	減：收購對價		1,700,000.00		
Discount on acquisition	購買折價		97,884.96		

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

55. Merger of entities (Cont'd)

(1) 壽光虹宜包裝裝飾有限公司(Shouguang Hongyi Decorative Packaging Co.,Ltd.) (Cont'd)

(b) Important financial information of the acquired entity: (Cont'd)

The Company paid cash as consideration of the merger.

五、財務報表項目附註(續)

55. 企業合併(續)

(1) 壽光虹宜包裝裝飾有限公司(續)

(b) 被合併方主要財務信息:(續)

本公司以支付現金為合併對價。

RMB
人民幣元
Amount
金額

Cash and cash equivalents used as consideration of merger	作為合併對價的現金和現金等價物	1,700,000.00
Less: cash and cash equivalents held by the merged subsidiary and other operating units	減: 被合併子公司及其他營業單位持有的現金和現金等價物	930,134.89
Acquired cash and cash equivalents paid by the subsidiary and other operating units	取得子公司及其他營業單位支付的現金和現金等價物	769,865.11

The acquisition date refers to the date the purchaser obtained actual control of the subject being purchased, i.e. the date the net assets and the control on the operating and business decision of the subject being purchased is transferred to the purchaser.

購買日為購買方實際取得被購買方控制權的日期, 即被購買方的淨資產和生產經營決策的控制權轉移給購買方的日期。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

55. Merger of entities (Cont'd)

(1) 壽光虹宜包裝裝飾有限公司(Shouguang Hongyi Decorative Packaging Co.,Ltd.) (Cont'd)

(c) Operating results and net cash flow of the acquired entity from acquisition date to the end of consolidated period

Operating revenue	營業收入	32,686,955.68
Operating costs and expenses	營業成本及費用	26,363,291.95
Total profit	利潤總額	6,323,663.73
Net profit	淨利潤	6,314,643.63
Net cash flows from operating activities	經營活動現金淨流量	748,009.51
Net cash flows from investing activities	投資活動現金淨流量	(1,682,888.00)
Net cash flows from financing activities	籌資活動現金淨流量	1,000,700.00
Net increase in cash and cash equivalents	現金及現金等價物淨增加額	65,821.51

(2) 壽光市新源煤炭有限公司(Shouguang Xinyuan Coal Company Limited)

(a) Overview of the acquired entity:

During the reporting period, 壽光晨鳴現代物流有限公司(Shouguang Chenming Modern Logistic Co., Ltd.), a subsidiary of the Company, acquired 50% of equity interests in 壽光市新源煤炭有限公司(Shouguang Xinyuan Coal Co., Limited) for a consideration of RMB1,200,000.00. 壽光維遠物流有限公司(Shouguang Wei Yuan Logistics Co., Limited), a wholly-owned subsidiary of 壽光晨鳴現代物流有限公司(Shouguang Chenming Modern Logistic Co., Ltd.), holds 50% of equity interests in 壽光市新源煤炭有限公司(Shouguang Xinyuan Coal Co., Limited). Therefore, 壽光晨鳴現代物流有限公司(Shouguang Chenming Modern Logistic Co., Ltd.), a subsidiary of the Company, holds 100% of equity interests in 壽光市新源煤炭有限公司(Shouguang Xinyuan Coal Co., Limited) in aggregate.

五、財務報表項目附註(續)

55. 企業合併(續)

(1) 壽光虹宜包裝裝飾有限公司(續)

(c) 被合併方自購買日至合併當期末的經營成果及現金淨流量

RMB
人民幣元

From acquisition
date to the end of
consolidated period
購買日至合併當期末

(2) 壽光市新源煤炭有限公司

(a) 被合併方基本情況：

報告期內本公司子公司 壽光晨鳴現代物流有限公司以人民幣1,200,000.00元作為對價收購壽光市新源煤炭有限公司50%股權，壽光晨鳴現代物流有限公司全資子公司壽光維遠物流有限公司持有壽光市新源煤炭有限公司50%股權，本公司子公司壽光晨鳴現代物流有限公司合計持有100%股權。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

55. Merger of entities (Cont'd)

(2) 壽光市新源煤炭有限公司(Shouguang Xinyuan Coal Company Limited) (Cont'd)

(b) Important financial information of the acquired entity:

五、財務報表項目附註(續)

55. 企業合併(續)

(2) 壽光市新源煤炭有限公司(續)

(b) 被合併方主要財務信息：

		Acquisition date 購買日		31 December 2009 2009年12月31日	
		Book value 賬面價值	Fair value 公允價值	Book value 賬面價值	Fair value 公允價值
Identifiable assets:	可辨認資產：				
Current assets	流動資產	2,114,354.76	2,114,354.76	2,377,265.62	2,377,265.62
Non-current assets	非流動資產	134,965.92	134,965.92	118,273.44	118,273.44
Sub-total	小計	2,249,320.68	2,249,320.68	2,495,539.06	2,495,539.06
Identifiable liabilities:	可辨認負債：				
Current liabilities	流動負債	9,928.30	9,928.30	298,219.04	298,219.04
Non-current liabilities	非流動負債	—	—	—	—
Sub-total	小計	9,928.30	9,928.30	298,219.04	298,219.04
Total net assets	淨資產合計	2,239,392.38	2,239,392.38	2,197,320.02	2,197,320.02
Less: minority interest	減：少數股東權益	—	—	—	—
Interest attributable to the shareholders of the Company	歸屬於本公司股東的權益	—	—	—	—
Less: consideration of acquisition	減：收購對價		1,200,000.00		
Goodwill	商譽		(80,303.81)		

Note: The Group did not recognize the goodwill as its amount was relatively small, and directly accounted for in profit or loss in this period.

註：由於該商譽金額較小，本集團未予確認，直接計入當期損益。

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

55. Merger of entities (Cont'd)

(2) 壽光市新源煤炭有限公司(Shouguang Xinyuan Coal Company Limited) (Cont'd)

(b) Important financial information of the acquired entity: (Cont'd)

The Company paid cash as consideration of the merger.

五、財務報表項目附註(續)

55. 企業合併(續)

(2) 壽光市新源煤炭有限公司(續)

(b) 被合併方主要財務信息:(續)

本公司以支付現金為合併對價。

RMB
人民幣元
Amount
金額

Cash and cash equivalents used as consideration of merger	作為合併對價的現金和現金等價物	1,200,000.00
Less: cash and cash equivalents held by the merged subsidiary and other operating units	減: 被合併子公司及其他營業單位持有的現金和現金等價物	534,803.82
Acquired cash and cash equivalents paid by the subsidiary and other operating units	取得子公司及其他營業單位支付的現金和現金等價物	665,196.18

The acquisition date refers to the date the purchaser obtained actual control of the subject being purchased, that is the date the net assets and the control on the operating and business decision of the subject being purchased is transferred to the purchaser.

購買日為購買方實際取得被購買方控制權的日期，即被購買方的淨資產和生產經營決策的控制權轉移給購買方的日期。

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55. Merger of entities (Cont'd)

(2) 壽光市新源煤炭有限公司(Shouguang Xinyuan Coal Company Limited) (Cont'd)

(c) Operating results and net cash flow of the acquired entity from acquisition date to the end of consolidated period

五、財務報表項目附註(續)

55. 企業合併(續)

(2) 壽光市新源煤炭有限公司(續)

(c) 被合併方自購買日至合併當期末的經營成果及現金淨流量

		RMB 人民幣元
		From acquisition date to the end of consolidated period 購買日至合併當期末
Operating revenue	營業收入	9,453,415.59
Operating costs and expenses	營業成本及費用	9,495,487.95
Total profit	利潤總額	(42,072.36)
Net profit	淨利潤	(42,072.36)
Net cash flows from operating activities	經營活動現金淨流量	(1,657,120.79)
Net cash flows from investing activities	投資活動現金淨流量	—
Net cash flows from financing activities	籌資活動現金淨流量	1,175,844.88
Net increase in cash and cash equivalents	現金及現金等價物淨增加額	(481,275.91)

(3) 壽光維遠物流有限公司(Shouguang Wei Yuan Logistics Co., Limited)

(a) Overview of the acquired entity :

During the reporting period,壽光晨鳴現代物流有限公司(Shouguang Chenming Modern Logistic Co., Ltd.), a subsidiary of the Company, acquired 100% of equity interests in壽光維遠物流有限公司(Shouguang Wei Yuan Logistics Co., Limited) for a consideration of RMB4,000,000.00.

(3) 壽光維遠物流有限公司

(a) 被合併方基本情況：

報告期內本公司子公司壽光晨鳴現代物流有限公司以人民幣4,000,000.00元作為對價收購壽光維遠物流有限公司100%股權。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

55. Merger of entities (Cont'd)

(3) 壽光維遠物流有限公司(Shouguang Wei Yuan Logistics Company Limited) (Cont'd)

(b) Important financial information about the acquired entity:

五、財務報表項目附註(續)

55. 企業合併(續)

(3) 壽光維遠物流有限公司(續)

(b) 被合併方主要財務信息：

		Acquisition date		31 December 2009	
		購買日		2009年12月31日	
		Book value	Fair value	Book value	Fair value
		賬面價值	公允價值	賬面價值	公允價值
Identifiable assets:	可辨認資產：				
Current assets	流動資產	3,258,588.83	3,258,588.83	4,673,816.16	4,673,816.16
Non-current assets	非流動資產	8,669,524.08	10,415,167.17	7,535,701.85	9,248,094.59
Sub-total	小計	11,928,112.91	13,673,756.00	12,209,518.01	13,921,910.75
Identifiable liabilities:	可辨認負債：				
Current liabilities	流動負債	6,745,475.69	6,745,475.69	4,236,279.90	4,236,279.90
Non-current liabilities	非流動負債	—	—	—	—
Sub-total	小計	6,745,475.69	6,745,475.69	4,236,279.90	4,236,279.90
Total net assets	淨資產合計	5,182,637.22	6,928,280.31	7,973,238.11	9,685,630.85
Less: minority interest	減：少數股東權益	—	—	—	—
Interest attributable to the shareholders of the Company	歸屬於本公司股東的權益	—	—	—	—
Less: consideration of acquisition	減：收購對價		4,000,000.00		
Discount on acquisition	購買折價		2,928,280.31		

The Company paid cash as consideration of the merger.

本公司以支付現金為合併對價。

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

55. Merger of entities (Cont'd)

(3) 壽光維遠物流有限公司(Shouguang Wei Yuan Logistics Company Limited) (Cont'd)

(b) Important financial information about the acquired entity: (Cont'd)

五、財務報表項目附註(續)

55. 企業合併(續)

(3) 壽光維遠物流有限公司(續)

(b) 被合併方主要財務信息:(續)

		RMB 人民幣元 Amount 金額
Cash and cash equivalents used as consideration of merge	作為合併對價的現金和現金等價物	4,000,000.00
Less: Cash and cash equivalents held by the merged subsidiary and other operating entities	減: 被合併子公司及其他營業單位持有的現金和現金等價物	729,299.57
Cash and cash equivalents paid on acquiring the subsidiary and other operating units	取得子公司及其他營業單位支付的現金和現金等價物	3,270,700.43

The acquisition date refers to the date the purchaser obtained actual control of the subject being purchased, that is the date the net assets and the control on the operating and business decision of the subject being purchased is transferred to the purchaser.

購買日為購買方實際取得被購買方控制權的日期，即被購買方的淨資產和生產經營決策的控制權轉移給購買方的日期。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

55. Merger of entities (Cont'd)

(3) 壽光維遠物流有限公司(Shouguang Wei Yuan Logistics Company Limited) (Cont'd)

(c) Operating results and net cash flow of the acquired entity from acquisition date to the end of consolidated period

五、財務報表項目附註(續)

55. 企業合併(續)

(3) 壽光維遠物流有限公司(續)

(c) 被合併方自購買日至合併當期末的經營成果及現金淨流量

		RMB 人民幣元
		From acquisition date to the end of consolidated period 購買日至合併當期末
Operating revenue	營業收入	11,042,656.69
Operating costs and expenses	營業成本及費用	8,138,107.59
Total profit	利潤總額	2,904,549.10
Net profit	淨利潤	2,904,549.10
Net cash flows from operating activities	經營活動現金淨流量	(93,601.72)
Net cash flows from investing activities	投資活動現金淨流量	—
Net cash flows from financing activities	籌資活動現金淨流量	—
Net increase in cash and cash equivalents	現金及現金等價物淨增加額	(93,601.72)

(4) 山東林盾木業有限公司(Shandong Lin Dun Wood Industry Co., Ltd.)

(a) Overview of the acquired entity :

During the reporting period, 山東晨鳴板材有限責任公司(Shandong Chenming Panels Co., Ltd.), a subsidiary of the Company, acquired 67% of equity interests in 山東林盾木業有限公司(Shandong Lin Dun Wood Industry Co., Ltd.) for a consideration of RMB3,700,000.00.

(4) 山東林盾木業有限公司

(a) 被合併方基本情況：

報告期內本公司子公司山東晨鳴板材有限責任公司以人民幣3,700,000.00元作為對價收購山東林盾木業股份有限公司67%股權。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

55. Merger of entities (Cont'd)

(4) 山東林盾木業有限公司(Shandong Lin Dun Wood Industry Co., Ltd.) (Cont'd)

(b) Important financial information about the acquired entity:

五、財務報表項目附註(續)

55. 企業合併(續)

(4) 山東林盾木業有限公司(續)

(b) 被合併方主要財務信息：

		Acquisition date 購買日		31 December 2009 2009年12月31日	
		Book value 賬面價值	Fair value 公允價值	Book value 賬面價值	Fair value 公允價值
Identifiable assets:	可辨認資產：				
Current assets	流動資產	26,525,831.23	26,525,831.23	26,396,567.06	26,396,567.06
Non-current assets	非流動資產	23,120,194.07	28,666,187.20	21,514,115.41	26,998,486.40
Sub-total	小計	49,646,025.30	55,192,018.43	47,910,682.47	53,395,053.46
Identifiable liabilities:	可辨認負債：				
Current liabilities	流動負債	37,142,421.44	37,142,421.44	33,215,253.65	33,215,253.65
Non-current liabilities	非流動負債	—	1,386,498.28	—	1,371,092.75
Sub-total	小計	37,142,421.44	38,528,919.72	33,215,253.65	34,586,346.40
Total net assets	淨資產合計	12,503,603.86	16,663,098.71	14,695,428.82	18,808,707.06
Less: minority interest	減：少數股東權益	—	—	—	—
Interest attributable to the shareholders of the Company	歸屬於本公司股東的權益	—	—	—	—
Less: consideration of acquisition	減：收購對價		3,700,000.00		
Discount on acquisition	購買折價		7,464,276.13		

The Company paid cash as consideration of the merger.

本公司以支付現金為合併對價。

RMB
人民幣元

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

55. Merger of entities (Cont'd)

(4) 山東林盾木業有限公司(Shandong Lin Dun Wood Industry Co., Ltd.) (Cont'd)

(b) Important financial information about the acquired entity: (Cont'd)

五、財務報表項目附註(續)

55. 企業合併(續)

(4) 山東林盾木業有限公司(續)

(b) 被合併方主要財務信息:(續)

		RMB 人民幣元 Amount 金額
Cash and cash equivalents used as consideration of merge	作為合併對價的現金和現金等價物	3,700,000.00
Less: Cash and cash equivalents held by the merged subsidiary and other operating units	減: 被合併子公司及其他營業單位持有的現金和現金等價物	2,273,937.25
Cash and cash equivalents paid on acquiring the subsidiary and other operating units	取得子公司及其他營業單位支付的現金和現金等價物	1,426,062.75

The acquisition date refers to the date the purchaser obtained actual control of the subject being purchased, that is the date the net assets and the control on the operating and business decision of the subject being purchased is transferred to the purchaser.

購買日為購買方實際取得被購買方控制權的日期。即被購買方的淨資產和生產經營決策的控制權轉移給購買方的日期。

(c) Operating results and net cash flow of the acquired entity from acquisition date to the end of consolidated period

(c) 被合併方自購買日至合併當期末的經營成果及現金淨流量

		RMB 人民幣元 From acquisition date to the end of consolidated period 購買日至合併當期末
Operating revenue	營業收入	35,064,664.04
Operating costs and expenses	營業成本及費用	32,872,839.08
Total profit	利潤總額	2,191,824.96
Net profit	淨利潤	2,191,824.96
Net cash flows from operating activities	經營活動現金淨流量	(6,826,059.50)
Net cash flows from investing activities	投資活動現金淨流量	(111,814.50)
Net cash flows from financing activities	籌資活動現金淨流量	7,154,318.92
Net increase in cash and cash equivalents	現金及現金等價物淨增加額	216,444.92

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

56. Asset and liabilities measured at fair value

五、財務報表項目附註(續)

56. 以公允價值計量的資產和負債

		RMB 人民幣元				
Items 項目		Opening balance 期初金額	Profit or loss from change of fair value 本期公允價值 變動損益	Accumulated change of fair value accounted for equity 計入權益的累計 公允價值變動	Provision of impairment in this period 本期計提的 減值	Closing balance 期末金額
Financial assets	金融資產					
1. Financial liabilities measured at fair value and its change accounted for profit or loss in the current period (excluding derivative financial assets)	1. 以公允價值 計量且其 變動計入 當期損益 的金融資產 (不含衍生 金融資產)	—	—	—	—	—
2. Derivative financial assets	2. 衍生金融資產	—	14,900,000.00	—	—	14,900,000.00
3. Available-for-sale financial assets	3. 可供出售 金融資產	—	—	—	—	—
Sub-total of financial assets	金融資產小計	—	14,900,000.00	—	—	14,900,000.00
Investment properties	投資性房地產	—	—	—	—	—
Consumable biological assets	消耗性生物資產	301,212,691.14	9,868,745.48	—	—	496,724,974.94
Other	其他	—	—	—	—	—
Total amount of above items	上述合計	301,212,691.14	24,768,745.48	—	—	511,624,974.94
Financial liabilities	金融負債					
Derivative financial liabilities	衍生金融負債	(198,900.00)	(6,456,900.00)	—	—	(6,450,000.00)
Sub-total of financial liabilities	金融負債小計	(198,900.00)	(6,456,900.00)	—	—	(6,450,000.00)

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

57. Financial assets and financial liabilities denominated in foreign currency

57. 外幣金融資產和外幣金融負債

RMB
人民幣元

Items 項目		Opening balance 期初金額	Profit or loss from change of fair value 本期公允價值 變動損益	Accumulated change of fair value accounted for equity 計入權益的累計 公允價值變動	Provision of impairment in this period 本期計提的 減值	Closing balance 期末金額
Financial assets	金融資產					
1. Cash and cash equivalents	1. 現金及現金等價物	155,483,989.33	-	-	-	443,439,915.62
2. Derivative financial assets	2. 衍生金融資產	-	14,900,000.00	-	-	14,900,000.00
3. Loans and trade receivables	3. 貸款和應收款	386,327,220.84	-	-	-	301,347,523.52
4. Other bank balances and cash	4. 其他貨幣資金	3,127,711.98	-	-	-	1,220,459.88
Sub-total of financial assets	金融資產小計	544,938,922.15	14,900,000.00	-	-	760,907,899.02
Financial liabilities	金融負債					
1. Derivative financial liabilities	1. 衍生金融負債	(198,900.00)	(6,456,900.00)	-	-	(6,450,000.00)
2. Trade payable	2. 應付賬款	(455,527,551.13)	-	-	-	(676,817,535.78)
3. Short-term loan	3. 短期借款	(58,773,955.58)	-	-	-	(406,862,542.94)
4. Long-term loan due within 1 year	4. 一年內到期的長期借款	(638,077,940.62)	-	-	-	(195,353,527.87)
5. Long-term loan	5. 長期借款	(583,558,787.92)	-	-	-	(1,615,365,255.16)
Sub-total of financial liabilities	金融負債小計	(1,736,137,135.25)	(6,456,900.00)	-	-	(2,900,848,861.75)

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

58. Finance costs

Items 項目		Incurred during the current period 本期發生額	RMB 人民幣元
			Incurred during the previous period 上期發生額
Interest expenses	利息支出	403,545,987.55	486,656,748.38
Less : Capitalized interest expenses	減：已資本化的利息費用	(19,522,907.59)	(24,043,281.70)
Less : interest income	減：利息收入	(85,355,112.41)	(37,757,767.79)
Foreign exchange differences	匯兌差額	(2,036,771.53)	(157,411,894.21)
Less: Capitalized foreign exchange differences	減：已資本化的 匯兌差額	—	—
Others	其他	16,055,808.00	19,692,699.37
Total	合計	312,687,004.02	287,136,504.05

59. Borrowing expenses

Items 項目		Capitalized borrowing expenses during the current period 當期資本化的 借款費用金額	RMB 人民幣元
			Capitalized ratio (%) 資本化率(%)
Consumable biological assets	消耗性生物資產	10,940,206.82	5.30
Construction in progress	在建工程	8,582,700.77	4.22
Sub-total of capitalized borrowing expenses during the current period	當期資本化借款 費用小計	19,522,907.59	—
Borrowing expenses accounted for the profit or loss during the current period	計入當期損益的 借款費用	384,023,079.96	—
Total borrowing expenses during the current period	當期借款費用 合計	403,545,987.55	—

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60. Segment reporting

The Group determined the reporting segments and disclosed the segments information according to the requirements of China Accounting Standards Explanatory Notice No.3 in 2009, and the Group no longer adopted the requirements of China Accounting Standards Explanatory Notice No.35 which was related to the determination of the geographical segment and business segments, and the requirements of disclosure of segment information of the primary reporting format and the secondary reporting format.

According to the internal organization structure, the requirement of management and the internal reporting system of the Group, the operating businesses of the Group is categorized into 4 reporting segments, such reporting segments is based on its primary product categories. The management of the Group evaluates the financial results of such reporting segments in regular basis, in order to allocate the resources and evaluate its result. The primary products or services provided by each reporting segments of the Group are machine-made paper, construction materials, electricity and steam supply and others.

The segment reporting information disclosed according to the accounting standards and the measurements basis which reported from each segments to the management, such measurement basis is consistent with accounting and measurement basis of the preparation of the financial statements.

五、財務報表項目附註(續)

60. 分部報告

本集團於2009年按《企業會計準則解釋第3號》的規定確定報告分部並披露分部信息，不再執行《企業會計準則第35號-分部報告》關於確定地區分部和業務分部以及按照主要報告形式、次要報告形式披露分部信息的規定。

根據本集團的內部組織結構、管理要求及內部報告制度，本集團的經營業務劃分為4個報告分部，這些報告分部是以主要產品類型為基礎確定的。集團的管理層定期評價這些報告分部的經營成果，以決定向其分配資源及評價其業績。本集團各個報告分部提供的主要產品及勞務分別為機製紙、建築材料、電及汽及其他。

分部報告信息根據各分部向管理層報告時採用的會計政策及計量標準披露，這些計量基礎與編製財務報表時的會計與計量基礎保持一致。

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

60. Segment reporting (Cont'd)

60. 分部報告(續)

(1) Segment revenue

(1) 分部收益

	Machine-made paper 機製紙		Construction materials 建築材料		Electricity and steam 電及汽		Others 其他		Eliminations among each segment 分部間相互抵銷		Total 合計	
	This year 本年	Previous year 上年	This year 本年	Previous year 上年	This year 本年	Previous year 上年	This year 本年	Previous year 上年	This year 本年	Previous year 上年	This year 本年	Previous year 上年
營業收入：												
對外交易收入	14,214,398,238.27	14,660,021,697.43	340,100,005.22	512,594,188.67	238,892,641.07	235,551,601.42	91,238,464.94	121,425,868.25	—	—	14,884,629,349.50	15,529,593,435.77
分部間交易收入	—	—	46,457,600.37	46,457,600.37	229,301,248.88	239,944,574.02	347,016,651.42	111,242,323.68	(622,775,500.67)	(397,644,498.07)	—	—
Total segment operating revenue	14,214,398,238.27	14,660,021,697.43	386,557,605.59	559,051,769.04	468,193,889.95	475,496,175.44	438,255,116.36	232,668,291.93	(622,775,500.67)	(397,644,498.07)	14,884,629,349.50	15,529,593,435.77
調整項目：												
按權責發生制 確認收入												
(Note: adjusted for the total income only)												
Total operating revenue of statements											14,884,629,349.50	15,529,593,435.77
營業成本	12,476,579,528.30	12,487,426,496.05	387,799,695.20	544,722,010.76	383,130,644.77	444,156,827.52	439,694,559.68	215,049,732.91	(622,775,500.67)	(397,644,498.07)	13,064,428,927.28	13,293,710,569.17
Segment operating profit (loss)	1,737,818,709.97	2,172,595,201.38	(1,242,089.61)	14,329,758.28	85,063,245.18	31,339,347.92	(1,439,443.32)	17,618,559.02	—	—	1,820,200,422.22	2,235,882,866.60
調整項目：												
按權責發生制 確認成本												
(Note: adjusted for the total income only)												
Operating profit (loss) of statements											1,820,200,422.22	2,235,882,866.60
調整項目：												
管理費用											265,877,474.86	197,419,111.61
財務費用											384,023,079.96	462,613,466.68
公允價值 變動損益											(18,311,845.48)	(2,656,651.60)
投資收益											15,689,081.65	23,167,629.22
Total profit before income tax											1,172,972,631.23	1,555,339,310.69
Income tax											219,011,201.01	295,797,856.42
Net profit											953,961,430.22	1,259,541,454.27

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

五、財務報表項目附註(續)

60. Segment reporting (Cont'd)

60. 分部報告(續)

(2) Segment assets and liabilities

(2) 分部資產及負債

	Machine-made paper 機製紙		Construction materials 建築材料		Electricity and steam 電及汽		Others 其他		Eliminations among each segment 分部間相互抵銷		Total 合計	
	This year 本年	Previous year 上年	This year 本年	Previous year 上年	This year 本年	Previous year 上年	This year 本年	Previous year 上年	This year 本年	Previous year 上年	This year 本年	Previous year 上年
Total segment assets	25,076,472,321.17	23,135,123,939.78	640,860,306.91	465,410,073.86	2,673,684,896.58	2,762,311,834.11	453,886,625.93	445,899,128.82	(631,819,586.57)	(509,249,261.56)	282,130,848,755.02	26,299,495,745.01
Adjustment items	—	—	—	—	—	—	—	—	—	—	—	—
Total assets of statements	(13,114,012,183.45)	(11,834,993,120.83)	(397,773,206.93)	(310,957,160.39)	(242,000,194.44)	(328,867,340.09)	(354,058,054.62)	(312,152,720.30)	631,819,586.57	509,249,261.56	(13,476,024,052.87)	(12,277,721,080.05)
Total segment liabilities	—	—	—	—	—	—	—	—	—	—	—	—
Adjustment items	—	—	—	—	—	—	—	—	—	—	—	—
Total liabilities of statements	—	—	—	—	—	—	—	—	—	—	(13,476,024,052.87)	(12,277,721,080.05)
Supplementary information:												
Depreciation and amortization expenses	1,143,025,768.35	1,069,773,426.79	511,821,620.87	484,974,441.25	32,732,640.42	28,296,282.37	28,724,938.94	13,783,807.11	—	—	1,255,665,968.58	1,160,300,957.52
Impairment losses recognized during this period	7,897,228.32	91,680,075.23	8,441,880.95	2,260,287.38	476,633.46	(21,260.23)	461,233.15	(693,767.51)	—	—	17,276,975.88	93,125,334.87
Capital expenditure	2,050,388,166.18	1,280,151,133.92	262,254.54	2,927,410.75	11,930,349.33	104,383,502.03	21,278,306.68	782,844,566.35	—	—	2,083,859,076.73	1,465,747,202.05
Of which: constructions in progress expenses	82,415,612.25	165,558,162.28	805,153.72	1,414,218.25	974,099.70	1,320,500.00	3,438,094.79	16,685,109.6	—	—	87,632,960.46	184,978,695.49
Expenses of purchase of fixed assets	54,305,174.92	483,136,480.78	—	—	—	—	8,030,000.00	297,450.00	—	—	62,335,174.92	483,433,930.78
Expenses of purchase of intangible assets	—	—	—	—	—	—	—	—	—	—	—	—
Non-cash costs other than depreciation and amortization	—	—	—	—	—	—	—	—	—	—	—	—

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V. NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

60. Segment reporting (Cont'd)

(3) Breakdown of external transaction sales by source of revenue and non-current assets by location of non-current assets

		RMB 人民幣元	
Items 項目		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額
External transaction sales from PRC	來源於本國的對外交易收入	13,097,927,575.03	13,588,588,955.75
External transaction sales from other countries	來源於其他國家的對外交易收入	1,786,701,774.47	1,941,004,480.02
Sub-total	小計	14,884,629,349.50	15,529,593,435.77

		RMB 人民幣元	
Items 項目		Incurred during the current period 本期發生額	Incurred during the previous period 上期發生額
Non-current assets located in PRC	位於本國的非流動資產	17,672,151,839.40	16,571,456,551.40
Non-current assets located in other countries	位於其他國家的非流動資產	—	—
Sub-total	小計	17,672,151,839.40	16,571,456,551.40

Inter-segment transactions are measured based on the actual transaction price. Segment income and segment expenses are determined based on the actual income and expenses of each segment.

分部間轉移交易以實際交易價格為基礎計量。分部收入和分部費用按各分部的實際收入和費用確定。

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VI. RELATED PARTY RELATIONS AND TRANSACTIONS 六、關聯方關係及其交易

- (1) Save for subsidiaries set out in Note IV, information on the largest shareholder is set out as follows
(1) 除附註四所述的子公司外，公司第一大股東相關情況

RMB in ten thousands
人民幣萬元

The largest shareholder 第一大股東名稱	Relationship 關聯關係	Type of corporation 企業類型	Place of registration 註冊地	Legal representative 法人代表	Type of business 業務性質	Registered capital 註冊資本	The largest shareholder's shareholding in the Company (%) 第一大股東對本企業的持股比例(%)	Voting rights of the largest shareholder in the Company (%) 第一大股東對本企業的表決權比例(%)	Ultimate controller of the Company 本企業最終控制方	Organization code 組織機構代碼
Shouguang Chenming Holdings Co., Ltd 壽光晨鳴控股有限公司	The largest shareholder 第一大股東	Limited liability company 有限責任公司	Shouguang City 壽光市	Chen Hongguo 陳洪國	Investments in papermaking power and steam; forestry projects 對造紙、電力、熱力、林業項目投資	168,542	14.21	14.21	State-owned Assets Supervision and Administration Commission of Shouguang City 壽光市國有資產管理局	78348518-9

Description of the largest shareholder of the Company
本企業的第一大股東情況的說明：

Shouguang Chenming Holdings Co., Ltd (hereafter referred to as "Shouguang Chenming Holdings") was established on 30 December 2005 by State-owned Assets Supervision and Administration Commission of Shouguang City which contributed its state-owned shares to set up the Company. The China Securities Regulatory Commission finally approved the change in the holder of state-owned Shares of Chenming Paper and the change in nature of its equity interests arising from the establishment of Shouguang Chenming Holdings on 14 August 2006 (Guo Zi Chan Quan [2005] No. 1539). Since then, the largest shareholder of the Company was changed from State-owned Assets Supervision and Administration Commission of Shouguang City to Shouguang Chenming Holdings 壽光晨鳴控股有限公司(以下簡稱「晨鳴控股」)成立於2005年12月30日，系壽光市國資局以其所持有的本公司國家股作為出資組建。2006年8月14日中國證券監督管理委員會最終批准了由於設立晨鳴控股引發的晨鳴紙業國有股持股單位及股權性質變更(國資產權[2005]1539號)，至此公司第一大股東由壽光市國有資產管理局變更為晨鳴控股。

- (2) Details of other related parties without control relations are set out in Note V.9.
(2) 不存在控制關係的其他關聯方情況詳見附註五、9。

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VI. RELATED PARTY RELATIONS AND TRANSACTIONS (Cont'd)

- (3) Major transactions entered into between the Company and related parties during the year are as follows
(3) 公司與關聯方在本年度發生了如下重大關聯交易
- (a) Related party transactions involving purchase and sales of goods and provision and receipt of services
(a) 購銷商品、提供和接受勞務的關聯交易

Related party 關聯方	Type of related transaction 關聯交易類型	Details of related transaction 關聯交易內容	Pricing method and decision process of related transaction 關聯交易定價 方式及決策程序	During the current period 本期發生額		During the previous period 上期發生額	
				Amount 金額	As a percentage of the amount of similar transactions (%) 佔同類 交易金額 的比例(%)	Amount 金額	As a percentage of the amount of similar transactions (%) 佔同類 交易金額 的比例(%)
Subsidiaries of the Company 公司之子公司	Sale 銷售	Raw materials, electricity, steam 原材料、電、汽	At prices negotiated between both parties 按雙方協商的價格	1,101,064,163.59	8.24	1,001,223,140.56	7.38
Associated corporations of the Company 公司之聯營企業	Sale 銷售	Raw materials, electricity, steam 原材料、電、汽	At prices negotiated between both parties 按雙方協商的價格	8,212,268.25	0.06	42,959,570.88	0.32
Subsidiaries of the Company 公司之子公司	Purchase 採購	Raw materials 原材料	At prices negotiated between both parties 按雙方協商的價格	5,932,321,490.85	37.62	6,581,078,483.39	36.78

The Company sells and purchases to and from related parties at prices negotiated between both parties.
公司向關聯方銷售及採購價格按雙方協商的價格執行。

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VI. RELATED PARTY RELATIONS AND TRANSACTIONS (Cont'd)

(3) Major related party transactions entered into between the Company and related parties during the year are as follows (Cont'd)

(b) Lending and borrowing

Current year:

Related party 關聯方		Amount of lending and borrowing 拆借金額 拆出金額	Starting 起始日	Ending 到期日	Balance at the end of the current period 本期末餘額	Remarks 說明
Heze Chenming Panels Co., Ltd.	菏澤晨鳴板材 有限責任公司	10,000,000.00	23 March 2009 2009年3月23日	22 March 2010 2010年3月22日	10,000,000.00	Entrusted loan 委托貸款
Heze Chenming Panels Co., Ltd.	菏澤晨鳴板材 有限責任公司	15,000,000.00	8 January 2009 2009年1月8日	7 January 2010 2010年1月7日	15,000,000.00	Entrusted loan 委托貸款
Heze Chenming Panels Co., Ltd.	菏澤晨鳴板材 有限責任公司	20,000,000.00	28 September 2009 2009年9月28日	27 September 2010 2010年9月27日	20,000,000.00	Entrusted loan 委托貸款
Heze Chenming Panels Co., Ltd.	菏澤晨鳴板材 有限責任公司	31,000,000.00	14 December 2009 2009年12月14日	13 December 2010 2010年12月13日	31,000,000.00	Entrusted loan 委托貸款
Qihe Chenming Panels Co., Ltd.	齊河晨鳴板材 有限公司	15,000,000.00	3 December 2009 2009年12月3日	2 December 2010 2010年12月2日	15,000,000.00	Entrusted loan 委托貸款
Juancheng Chenming Panels Co., Ltd.	鄆城晨鳴板材 有限公司	20,000,000.00	3 December 2009 2009年12月3日	2 December 2010 2010年12月2日	20,000,000.00	Entrusted loan 委托貸款
Shandong Chenming Panels Co., Ltd.	山東晨鳴板材 有限責任公司	40,000,000.00	3 December 2009 2009年12月3日	2 December 2010 2010年12月2日	37,000,000.00	Entrusted loan 委托貸款
Wuhan Chenming Qianneng Electric Power Co., Ltd.	武漢晨鳴乾能熱電 有限責任公司	55,000,000.00	15 January 2009 2009年1月15日	14 January 2010 2010年1月14日	55,000,000.00	Entrusted loan 委托貸款
Shandong Chenming Paper Group Qihe Paperboard Co., Ltd.	山東晨鳴紙業集團 齊河板紙有限責任公司	90,000,000.00	3 December 2009 2009年12月3日	2 December 2010 2010年12月2日	90,000,000.00	Entrusted loan 委托貸款
Jiangxi Chenming Paper Co., Ltd.	江西晨鳴紙業 有限責任公司	95,000,000.00	22 April 2009 2009年4月22日	21 April 2010 2010年4月21日	—	Entrusted loan 委托貸款
Jiangxi Chenming Paper Co., Ltd.	江西晨鳴紙業 有限責任公司	95,000,000.00	11 May 2009 2009年5月11日	10 May 2012 2012年5月10日	95,000,000.00	Entrusted loan 委托貸款
Fuyu Chenming Paper Co., Ltd.	富裕晨鳴紙業有限責任公司	100,000,000.00	16 December 2009 2009年12月16日	15 December 2010 2010年12月15日	100,000,000.00	Entrusted loan 委托貸款

六、關聯方關係及其交易(續)

(3) 公司與關聯方在本年度發生了如下重大關聯交易(續)

(b) 關聯方資金拆借

本年度：

RMB
人民幣元

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VI. RELATED PARTY RELATIONS AND TRANSACTIONS (Cont'd)

(3) Major related party transactions entered into between the Company and related parties during the year are as follows (Cont'd)

(b) Lending and borrowing (Cont'd)

Current year: (Cont'd)

六、關聯方關係及其交易(續)

(3) 公司與關聯方在本年度發生了如下重大關聯交易(續)

(b) 關聯方資金拆借(續)

本年度：(續)

Related party 關聯方		Amount of lending and borrowing 拆借金額 拆出金額	Starting 起始日	Ending 到期日	Balance at the end of the current period 本期末餘額	Remarks 說明
Wuhan Chenming Hanyang Paper Holdings Co., Ltd.	武漢晨鳴漢陽紙業 股份有限公司	130,000,000.00	6 January 2009 2009年1月6日	5 January 2010 2010年1月5日	—	Entrusted loan 委托貸款
Wuhan Chenming Hanyang Paper Holdings Co., Ltd.	武漢晨鳴漢陽紙業 股份有限公司	130,000,000.00	14 December 2009 2009年12月14日	13 December 2010 2010年12月13日	130,000,000.00	Entrusted loan 委托貸款
Wuhan Chenming Hanyang Paper Holdings Co., Ltd.	武漢晨鳴漢陽紙業 股份有限公司	380,000,000.00	3 December 2009 2009年12月3日	2 December 2010 2010年12月2日	380,000,000.00	Entrusted loan 委托貸款
Shouguang Chenming Art Paper Co., Ltd.	壽光晨鳴美術紙 有限公司	600,000,000.00	3 December 2009 2009年12月3日	2 December 2010 2010年12月2日	600,000,000.00	Entrusted loan 委托貸款
Heze Chenming Panels Co., Ltd.	菏澤晨鳴板材 有限責任公司	—	4 September 2008 2008年9月4日	3 September 2010 2010年9月3日	15,000,000.00	Entrusted loan 委托貸款
Qihe Chenming Panels Co., Ltd.	鄒城晨鳴板材 有限公司	—	24 September 2008 2008年9月24日	24 September 2010 2010年9月24日	20,000,000.00	Entrusted loan 委托貸款
Shandong Grand View Hotel Co., Ltd.	山東晨鳴御景大酒店 有限公司	—	20 May 2008 2008年5月20日	20 May 2010 2010年5月20日	110,000,000.00	Entrusted loan 委托貸款
Wuhan Chenming Hanyang Paper Holdings Co., Ltd.	武漢晨鳴漢陽紙業 股份有限公司	—	4 September 2008 2008年9月4日	3 September 2010 2010年9月3日	40,000,000.00	Entrusted loan 委托貸款
Jiangxi Chenming Paper Co., Ltd.	江西晨鳴紙業 有限責任公司	—	25 May 2007 2007年5月25日	25 May 2017 2017年5月25日	110,000,000.00	Entrusted loan 委托貸款
Jiangxi Chenming Paper Co., Ltd.	江西晨鳴紙業 有限責任公司	—	24 May 2007 2007年5月24日	24 May 2017 2017年5月24日	190,000,000.00	Entrusted loan 委托貸款

RMB
人民幣元

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VI. RELATED PARTY RELATIONS AND TRANSACTIONS (Cont'd)

(3) Major related party transactions entered into between the Company and related parties during the year are as follows (Cont'd)

(b) Lending and borrowing (Cont'd)

Previous year:

六、關聯方關係及其交易(續)

(3) 公司與關聯方在本年度發生了如下重大關聯交易(續)

(b) 關聯方資金拆借(續)

上年度：

RMB
人民幣元

Related party 關聯方		Amount of lending and borrowing 拆借金額 拆出金額	Starting 起始日	Ending 到期日	Balance at the end of the previous period 上期末餘額	Remarks 說明
Fuyu Chenming Paper Co., Ltd.	富裕晨鳴紙業有限責任公司	30,000,000.00	20 February 2008 2008年2月20日	19 February 2009 2009年2月19日	—	Entrusted loan 委托貸款
Hailaer Chenming Paper Co., Ltd.	海拉爾晨鳴紙業 有限責任公司	19,000,000.00	24 December 2008 2008年12月24日	23 December 2009 2009年12月23日	19,000,000.00	Entrusted loan 委托貸款
Heze Chenming Panels Co., Ltd.	菏澤晨鳴板材 有限責任公司	31,000,000.00	24 December 2008 2008年12月24日	23 December 2009 2009年12月23日	31,000,000.00	Entrusted loan 委托貸款
Heze Chenming Panels Co., Ltd.	菏澤晨鳴板材 有限責任公司	15,000,000.00	4 September 2008 2008年9月4日	3 September 2010 2010年9月3日	15,000,000.00	Entrusted loan 委托貸款
Jilin Chenming Paper Co., Ltd.	吉林晨鳴紙業 有限責任公司	180,000,000.00	14 February 2008 2008年2月14日	14 February 2010 2010年2月14日	80,000,000.00	Entrusted loan 委托貸款
Jiangxi Chenming Paper Co., Ltd.	江西晨鳴紙業 有限責任公司	50,000,000.00	8 September 2008 2008年9月8日	7 September 2010 2010年9月7日	50,000,000.00	Entrusted loan 委托貸款
Jiangxi Chenming Paper Co., Ltd.	江西晨鳴紙業 有限責任公司	100,000,000.00	8 September 2008 2008年9月8日	7 September 2010 2010年9月7日	100,000,000.00	Entrusted loan 委托貸款
Jiangxi Chenming Paper Co., Ltd.	江西晨鳴紙業 有限責任公司	250,000,000.00	8 September 2008 2008年9月8日	7 September 2010 2010年9月7日	250,000,000.00	Entrusted loan 委托貸款
Juancheng Chenming Panels Co., Ltd.	鄆城晨鳴板材有限公司	20,000,000.00	3 December 2008 2008年12月3日	2 December 2009 2009年12月2日	20,000,000.00	Entrusted loan 委托貸款
Juancheng Chenming Panels Co., Ltd.	鄆城晨鳴板材有限公司	20,000,000.00	24 September 2008 2008年9月24日	24 September 2010 2010年9月24日	20,000,000.00	Entrusted loan 委托貸款
Qihe Chenming Paper Co., Ltd.	齊河晨鳴板材有限公司	15,000,000.00	1 December 2008 2008年12月1日	30 November 2009 2009年11月30日	15,000,000.00	Entrusted loan 委托貸款

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VI. RELATED PARTY RELATIONS AND TRANSACTIONS (Cont'd)

(3) Major related party transactions entered into between the Company and related parties during the year are as follows (Cont'd)

(b) Lending and borrowing (Cont'd)

Previous year: (Cont'd)

六、關聯方關係及其交易(續)

(3) 公司與關聯方在本年度發生了如下重大關聯交易(續)

(b) 關聯方資金拆借(續)

上年度:(續)

RMB
人民幣元

Related party 關聯方		Amount of lending and borrowing 拆借金額 拆出金額	Starting 起始日	Ending 到期日	Balance at the end of the previous period 上期末餘額	Remarks 說明
Shandong Chenming Panels Co., Ltd.	山東晨鳴板材 有限責任公司	37,000,000.00	1 December 2008 2008年12月1日	30 November 2009 2009年11月30日	37,000,000.00	Entrusted loan 委托貸款
Shandong Chenming Grand View Hotel Co., Ltd.	山東晨鳴御景大酒店 有限公司	110,000,000.00	20 May 2008 2008年5月20日	20 May 2010 2010年5月20日	110,000,000.00	Entrusted loan 委托貸款
Shouguang Chenming Art Paper Co., Ltd.	壽光晨鳴美術紙 有限公司	140,000,000.00	20 February 2008 2008年2月20日	19 February 2009 2009年2月19日	140,000,000.00	Entrusted loan 委托貸款
Shouguang Chenming Art Paper Co., Ltd.	壽光晨鳴美術紙 有限公司	150,000,000.00	28 April 2008 2008年4月28日	27 April 2009 2009年4月27日	150,000,000.00	Entrusted loan 委托貸款
Wuhan Chenming Hanyang Paper Holdings Co., Ltd.	武漢晨鳴漢陽紙業 股份有限公司	100,000,000.00	4 December 2008 2008年12月4日	3 December 2009 2009年12月3日	100,000,000.00	Entrusted loan 委托貸款
Wuhan Chenming Hanyang Paper Holdings Co., Ltd.	武漢晨鳴漢陽紙業 股份有限公司	80,000,000.00	5 December 2008 2008年12月5日	4 December 2009 2009年12月4日	80,000,000.00	Entrusted loan 委托貸款
Wuhan Chenming Hanyang Paper Holdings Co., Ltd.	武漢晨鳴漢陽紙業 股份有限公司	100,000,000.00	25 December 2008 2008年12月25日	24 December 2009 2009年12月24日	100,000,000.00	Entrusted loan 委托貸款
Wuhan Chenming Hanyang Paper Holdings Co., Ltd.	武漢晨鳴漢陽紙業 股份有限公司	100,000,000.00	26 December 2008 2008年12月26日	25 December 2009 2009年12月25日	100,000,000.00	Entrusted loan 委托貸款
Wuhan Chenming Hanyang Paper Holdings Co., Ltd.	武漢晨鳴漢陽紙業 股份有限公司	40,000,000.00	4 September 2008 2008年9月4日	3 September 2010 2010年9月3日	40,000,000.00	Entrusted loan 委托貸款
Yangjiang Chenming Arboriculture Co., Ltd.	陽江晨鳴林業發展 有限公司	42,000,000.00	13 March 2008 2008年3月13日	12 March 2009 2009年3月12日	—	Entrusted loan 委托貸款
Zhanjiang Chenming Paper Pulp Co., Ltd.	湛江晨鳴漿紙 有限公司	61,000,000.00	13 March 2008 2008年3月13日	12 March 2009 2009年3月12日	—	Entrusted loan 委托貸款
Zhanjiang Chenming Arboriculture Co., Ltd.	湛江晨鳴林業發展 有限公司	100,000,000.00	13 March 2008 2008年3月13日	12 March 2009 2009年3月12日	—	Entrusted loan 委托貸款

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VI. RELATED PARTY RELATIONS AND TRANSACTIONS (Cont'd)

(3) Major related party transactions entered into between the Company and related parties during the year are as follows (Cont'd)

(b) Lending and borrowing (Cont'd)

Previous year: (Cont'd)

Related party 關聯方		Amount of lending and borrowing 拆借金額 拆出金額		Starting 起始日	Ending 到期日	Balance at the end of the previous period 上期末餘額	Remarks 說明
Wuhan Chenming Hanyang Paper Holdings Co., Ltd.	武漢晨鳴漢陽紙業股份有限公司	—		20 October 2006 2006年10月20日	20 January 2009 2009年1月20日	130,000,000.00	Entrusted loan 委托貸款
Wuhan Chenming Qianneng Electric Power Co., Ltd.	武漢晨鳴乾能熱電有限公司	—		16 October 2006 2006年10月16日	16 January 2009 2009年1月16日	35,000,000.00	Entrusted loan 委托貸款
Jiangxi Chenming Paper Co., Ltd.	江西晨鳴紙業有限公司	—		24 May 2007 2007年5月24日	24 May 2017 2017年5月24日	190,000,000.00	Entrusted loan 委托貸款
Jiangxi Chenming Paper Co., Ltd.	江西晨鳴紙業有限公司	—		25 May 2007 2007年5月25日	25 May 2017 2017年5月25日	110,000,000.00	Entrusted loan 委托貸款
Heze Chenming Panels Co., Ltd.	菏澤晨鳴板材有限公司	—		29 March 2007 2007年3月29日	29 March 2009 2009年3月29日	10,000,000.00	Entrusted loan 委托貸款
Heze Chenming Panels Co., Ltd.	菏澤晨鳴板材有限公司	—		8 January 2007 2007年1月8日	8 January 2009 2009年1月8日	15,000,000.00	Entrusted loan 委托貸款

(c) Receivables and payables of related parties

Name of items 項目名稱	Related party 關聯方	Closing balance 期末金額	Opening balance 期初金額
Trade receivables 應收賬款	Subsidiaries of the Company 公司之子公司	189,413,764.27	525,597,011.45
Trade receivables 應收賬款	Associated corporations of the Company 公司之聯營企業	—	10,744,498.96
Total 合計		189,413,764.27	536,341,510.41

六、關聯方關係及其交易 (續)

(3) 公司與關聯方在本年度發生了如下重大關聯交易 (續)

(b) 關聯方資金拆借 (續)

上年度：(續)

RMB
人民幣元

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VI. RELATED PARTY RELATIONS AND TRANSACTIONS (Cont'd)

(3) Major related party transactions entered into between the Company and related parties during the year are as follows (Cont'd)

(c) Receivables and payables of related parties (Cont'd)

六、關聯方關係及其交易(續)

(3) 公司與關聯方在本年度發生了如下重大關聯交易(續)

(c) 關聯方應收應付款項(續)

		RMB 人民幣元	
Name of items 項目名稱	Related party 關聯方	Closing balance 期末金額	Opening balance 期初金額
Other receivables 其他應收款	Subsidiaries of the Company 公司之子公司	2,002,356,020.69	840,005,604.20
Other receivables 其他應收款	Associated corporations of the Company 公司之聯營企業	1,290,901.12	14,678,824.86
Total 合計		2,003,646,921.81	854,684,429.06
Prepayments 預付款項	Subsidiaries of the Company 公司之子公司	250,936,854.04	270,455,992.44
Total 合計		250,936,854.04	270,455,992.44
Trade payables 應付賬款	Subsidiaries of the Company 公司之子公司	731,664,282.10	826,483,624.07
Total 合計		731,664,282.10	826,483,624.07
Other payables 其他應付款	Subsidiaries of the Company 公司之子公司	92,721,799.72	109,518,990.30
Total 合計		92,721,799.72	109,518,990.30
Dividends receivable 應收股利	Subsidiaries of the Company 公司之子公司	188,362,997.10	164,874,997.10
Total 合計		188,362,997.10	164,874,997.10
Bills payable 應付票據	Subsidiaries of the Company 公司之子公司	50,894,161.72	3,260,000.00
Total		50,894,161.72	3,260,000.00

(d) Key executive's remuneration

(d) 關鍵管理人員報酬

RMB in thousands
人民幣千元

Item 項目名稱		Accrued during the current period 本期發生額	Accrued during the previous period 上期發生額
Key executive's remuneration	關鍵管理人員報酬	15,687.80	7,989.20

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VI. RELATED PARTY RELATIONS AND TRANSACTIONS (Cont'd)

六、關聯方關係及其交易 (續)

- (3) Major related party transactions entered into between the Company and related parties during the year are as follows (Cont'd)
- (3) 公司與關聯方在本年度發生了如下重大關聯交易 (續)

- (e) Guarantees provided for related parties
- (e) 關聯方擔保情況

As at 31 December 2009, guarantees provided for subsidiaries by the Company to secure lending were as follows:
截止2009年12月31日本公司為子公司提供借款擔保情況如下：

Guarantor 擔保方	Party being guaranteed 被擔保方	Amount under guarantee 擔保金額	Starting date of guarantee 擔保起始日	Expiry date of guarantee 擔保到期日	Performance of guarantee is completed 擔保是否 已經履行完畢
Shandong Chenming Paper Holdings Limited 山東晨鳴紙業集團股份有限公司	Jiangxi Chenming Paper Co., Ltd. 江西晨鳴紙業有限責任公司	250,000,000.00	22 April 2009 2009年4月22日	21 April 2012 2012年4月21日	No 否
Shandong Chenming Paper Holdings Limited 山東晨鳴紙業集團股份有限公司	Jiangxi Chenming Paper Co., Ltd. 江西晨鳴紙業有限責任公司	450,000,000.00	10 December 2009 2009年12月10日	10 December 2012 2012年12月10日	No 否
Shandong Chenming Paper Holdings Limited 山東晨鳴紙業集團股份有限公司	Jilin Chenming Paper Co., Ltd. 吉林晨鳴紙業有限責任公司	1,707,050.00	23 February 2007 2007年2月23日	23 March 2010 2010年3月23日	No 否
Shandong Chenming Paper Holdings Limited 山東晨鳴紙業集團股份有限公司	Wuhan Chenming Hanyang Paper Holdings Co., Ltd. 武漢晨鳴漢陽紙業股份有限公司	20,000,000.00	10 March 2009 2009年3月10日	9 March 2010 2010年3月9日	No 否
Shandong Chenming Paper Holdings Limited 山東晨鳴紙業集團股份有限公司	Wuhan Chenming Hanyang Paper Holdings Co., Ltd. 武漢晨鳴漢陽紙業股份有限公司	20,000,000.00	11 March 2009 2009年3月11日	10 March 2010 2010年3月10日	No 否
Shandong Chenming Paper Holdings Limited 山東晨鳴紙業集團股份有限公司	Zhejiang Chenming Paper Pulp Co., Ltd. 浙江晨鳴漿紙有限公司	682,357,300.00	25 March 2008 2008年3月25日	24 March 2023 2023年3月24日	No 否
Shandong Chenming Paper Holdings Limited 山東晨鳴紙業集團股份有限公司	Huanggang Chenming Arboriculture Co., Ltd. 黃岡晨鳴林業發展有限公司	50,000,000.00	2 June 2009 2009年6月2日	1 June 2012 2012年6月1日	No 否

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VII. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Major financial instruments of the Group include borrowings, receivables, payables, financial assets held for trading, financial liabilities held for trading, etc. Detailed descriptions of these financial instruments are set out in Note V. Below are the risks associated with such financial instruments and the risk management policies adopted by the Group to mitigate such risks. The management of the Group manages and monitors such risk exposures to ensure such risks are contained within a prescribed scope.

I. Objective and policies of risk management

The Group engages in risk management with the aim of achieving an appropriate balance between risk and return, where the negative effects of risks against the Group's operating results are minimized, in order to maximize the benefits of shareholders and other stakeholders. Based on such objective in risk management, the underlying strategy of the Group's risk management is to ascertain and analyze all types of risks exposures of the Group, establish appropriate risk tolerance thresholds, carry out risk management procedures and perform risk monitoring on all kinds of risks in a timely and reliable manner, thus containing risk exposures within a prescribed scope.

1.1 Market risks

1.1.1 Foreign exchange risk

Foreign exchange risk represents risks of loss incurred as a result of changes in exchange rate. The Group is mainly exposed to foreign exchange risks in connection with USD; except for certain subsidiaries of the Company which effect purchases and sales in USD, all the business activities of the remaining principal operations of the Group are settled with RMB. On 31 December 2009, except for the USD balances in assets and liabilities, odd monies in EUR and balances in HKD as set out below, all the balances of assets and liabilities of the Group were denominated in RMB. The foreign exchange risk arising from assets and liabilities in such USD balances may affect the operating results of the Group.

七、金融工具及風險管理

本集團的主要金融工具包括借款、應收款項、應付款項、交易性金融資產、交易性金融負債等，各項金融工具的詳細情況說明見附註五。與這些金融工具有關的風險，以及本集團為降低這些風險所採取的風險管理政策如下所述。本集團管理層對這些風險敞口進行管理和監控以確保將上述風險控制在限定的範圍之內。

1. 風險管理目標和政策

本集團從事風險管理的目標是在風險和收益之間取得適當的平衡，將風險對本集團經營業績的負面影響降低到最低水平，使股東及其他權益投資者的利益最大化。基於該風險管理目標，本集團風險管理的基本策略是確定和分析本集團所面臨的各種風險，建立適當的風險承受底線和進行風險管理，並及時可靠地對各種風險進行監督，將風險控制在限定的範圍之內。

1.1 市場風險

1.1.1 外匯風險

外匯風險指因匯率變動產生損失的風險。本集團承受外匯風險主要與美元有關，除本集團的幾個下屬子公司以美元進行採購和銷售外，本集團的其他主要業務活動以人民幣計價結算。於2009年12月31日，除下表所述資產及負債的美元餘額和零星的歐元及港幣餘額外，本集團的資產及負債均為人民幣餘額。該等美元餘額的資產和負債產生的外匯風險可能對本集團的經營業績產生影響。

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VII. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Cont'd)

I. Objective and measures of risk management (Cont'd)

1.1 Market risks (Cont'd)

1.1.1 Foreign exchange risk (Cont'd)

七、金融工具及風險管理 (續)

1. 風險管理目標和政策 (續)

1.1 市場風險 (續)

1.1.1 外匯風險 (續)

RMB
人民幣元

Item 項目		Closing balance 期末數	Opening balance 期初數
Cash and cash equivalents	現金及現金等價物	434,453,671.14	151,424,949.93
Other bank balances and cash	其他貨幣資金	1,214,747.97	3,127,711.98
Accounts receivable	應收賬款	301,347,523.52	383,790,184.17
Other receivables	其他應收款	—	2,537,036.67
Accounts payable	應付賬款	(674,122,734.29)	(451,290,912.64)
Short-term borrowings	短期借款	(406,862,542.94)	(58,773,955.58)
Long-term borrowings			
due within one year	一年內到期的長期借款	(195,353,527.87)	(638,077,940.62)
Long-term borrowings	長期借款	(1,615,365,255.16)	(583,558,787.92)
Total	合計	(2,154,688,117.63)	(1,190,821,714.01)

The Group closely monitors changes in foreign exchange rates as to their effects to the Group's exposure in foreign exchange risk. Currently, the Group has not adopted other policies to circumvent foreign exchange risks.

本集團密切關注匯率變動對本集團外匯風險的影響，本集團目前並未採取其他措施規避外匯風險。

1.1.2 Interest rate risk - risk in change in cash flow

The risk that changes in interest rate lead to changes in cash flow of the financial instruments of the Group is mainly associated with floating-rate bank borrowings (details set out in Note V.19, Note V.28, Note V.30). The Group's policy is to maintain these borrowings in floating rates, so as to eliminate fair value risks arising from changes in interest rate.

1.1.2 利率風險 - 現金流量變動風險

本集團因利率變動引起金融工具現金流量變動的風險主要與浮動利率銀行借款(詳見附註五、19、附註五、28、附註五、30)有關。本集團的政策是保持這些借款的浮動利率，以消除利率變動的公允價值風險。

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VII. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Cont'd)

I. Objective and measures of risk management (Cont'd)

1.2 Credit risk

On 31 December 2009, the most significant credit risk exposure that might incur financial losses on the Group was mainly attributable to a contractual counterparty's failure to perform its obligations, the effects of which could lead to losses in financial assets of the Group and financial guarantee undertaken by the Group, specific details are set out as follows:

- The carrying amount of financial assets recognized in the combined balance sheet: in respect of financial instruments carried at fair value, the carrying amount reflects the risk exposure; however, such amount does not represent the maximum credit exposure which changes in line with future changes in fair value.

In order to mitigate credit risk, the Group established a committee to be responsible for determining credit limits, approving credit applications and carrying out other monitoring procedures to ensure necessary actions are taken to collect overdue debts. Besides, the Group reassesses the collectability of each amount receivable on an individual basis at each balance sheet date, in order to ensure sufficient provision is allocated for amounts that are not recoverable. As such, the management of the Group believes the credit risk assumed by the Group has been significantly reduced.

The Group places its bank balances and cash in banks with relatively higher credit ratings; therefore, the credit risk with respect to liquid funds is low.

Since the Group's risk exposures are distributed among various contractual parties and various customers, the Group has no significant concentration risk.

七、金融工具及風險管理(續)

1. 風險管理目標和政策(續)

1.2 信用風險

2009年12月31日，可能引起本集團財務損失的最大信用風險敞口主要來自於合同另一方未能履行義務而導致本集團金融資產產生的損失以及本集團承擔的財務擔保，具體包括：

- 合併資產負債表中已確認的金融資產的賬面金額；對於以公允價值計量的金融工具而言，賬面價值反映了其風險敞口，但並非最大風險敞口，其最大風險敞口將隨著未來公允價值的變化而改變。

為降低信用風險，本集團成立了一個小組負責確定信用額度、進行信用審批，並執行其他監控程序以確保採取必要的措施回收過期債權。此外，本集團於每個資產負債表日審核每一單項應收款的回收情況，以確保就無法回收的款項計提充分的壞賬準備。因此，本集團管理層認為本集團所承擔的信用風險已經大為降低。

本集團的流動資金存放在信用評級較高的銀行，故流動資金的信用風險較低。

由於本集團的風險敞口分佈在多個合同方和多個客戶，因此本集團沒有重大的信用集中風險。

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VII. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Cont'd)

I. Objective and measures of risk management (Cont'd)

1.3 Liquidity risk

In managing liquidity risk, the Group maintains cash and cash equivalent at a level deemed sufficient by the management and carry out monitoring, in order to satisfy the operating needs of the Group and lower the effects of fluctuations in cash flows. The management of the Group monitors the utilization of bank borrowings and makes sure the related borrowing agreements are complied with.

The primary source of funding for the Group is bank borrowings. On 31 December 2009, the Group had outstanding bank facilities of RMB19,895,390,000. (On 31 December 2008, the Group had unutilized bank facilities of RMB 13,854,080,000.)

Maturity analysis of financial assets and financial liabilities of the Group at undiscounted remaining contractual obligations are set out as follows:

		RMB 人民幣元			
		1 to 3 months 1-3個月	3 to 12 months 3-12個月	1 to 5 years 1-5年	Over 5 years 5年以上
Bank balances and cash	貨幣資金	2,439,694,682.36	453,228,563.57	—	—
Financial assets held for trading	交易性金融資產	—	14,900,000.00	—	—
Bills receivable	應收票據	1,575,380,874.40	1,129,418,199.62	—	—
Accounts receivable	應收賬款	1,385,017,612.37	143,973,885.32	—	—
Other receivables	其他應收款	19,655,425.52	61,555,218.42	—	—
Debts	借款	(1,860,940,941.37)	(1,794,827,466.09)	(4,688,590,544.09)	(882,012,128.22)
Financial liabilities held for trading	交易性金融負債	—	(6,450,000.00)	—	—
Bills payable	應付票據	(200,000,000.00)	(344,532,508.19)	—	—
Accounts payable	應付賬款	(1,623,793,147.43)	(499,067,745.15)	—	—
Other payables	其他應付款	(227,470,651.07)	(93,749,928.54)	—	—
Medium-term debentures payable	應付中期票據	—	(55,550,000.00)	(1,321,200,000.00)	—
Dividends payable	應付股利	(78,807.70)	—	—	—
Interests payable	應付利息	—	(5,050,000.00)	—	—
Employee benefits payable	應付職工薪酬	(245,501,281.04)	—	—	—
Total	合計	1,261,963,766.04	(996,151,781.04)	(6,009,790,544.09)	(882,012,128.22)

七、金融工具及風險管理 (續)

1. 風險管理目標和政策 (續)

1.3 流動風險

管理流動風險時，本集團保持管理層認為充分的現金及現金等價物並對其進行監控，以滿足本集團經營需要，並降低現金流量波動的影響。本集團管理層對銀行借款的使用情況進行監控並確保遵守借款協議。

集團將銀行借款作為主要資金來源。2009年12月31日，集團尚未使用的銀行借款額度為人民幣1,989,539萬元。(2008年12月31日，集團尚未使用的銀行借款額度為人民幣1,385,408萬元。)

本集團持有的金融資產和金融負債按未折現剩餘合同義務的到期期限分析如下：

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VII. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Cont'd)

2. Fair value

The value of financial assets and financial liabilities are determined using the following method:

- the fair values of financial assets and financial liabilities with standard terms and conditions and traded in an active market are determined by the prevailing bid price and prevailing ask price at the respective active market;
- the fair values of other financial assets and financial liabilities (excluding derivative instruments) are determined based on a common pricing model using discounted future cash flow method or determined using the prevailing observable market trading price;
- the fair values of derivative instrument are determined based on the publicly quoted price in an active market.

3. Sensitivity analysis

The Group adopts sensitivity analysis techniques to analyze the possible effects of rational and probable changes in risk variables to profit and loss for the current period or to the beneficial interests. Since risk variables seldom change on a stand-alone basis, while the correlation between variables has significant influence to the ultimate amount of change effected by the change in a single risk variable; therefore, the below analysis is based on the assumption that the changes in each variable occurred separately.

七、金融工具及風險管理 (續)

2. 公允價值

金融資產和金融負債的公允價值按照下述方法確定：

- 具有標準條款及條件並存在活躍市場的金融資產及金融負債的公允價值分別參照相應的活躍市場現行出價及現行要價確定；
- 其他金融資產及金融負債(不包括衍生工具)的公允價值按照未來現金流量折現法為基礎的通用定價模型確定或採用可觀察的現行市場交易價格確認；
- 衍生工具的公允價值採用活躍市場的公開報價確定。

3. 敏感性分析

本集團採用敏感性分析技術分析風險變量的合理、可能變化對當期損益或所有者權益可能產生的影響。由於任何風險變量很少孤立的發生變化，而變量之間存在的相關性對某一風險變量的變化的最終影響金額將產生重大作用，因此下述內容是在假設每一變量的變化是獨立的情況下進行的。

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VII. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Cont'd)

3. Sensitivity analysis (Cont'd)

3.1 Foreign exchange risk

3.1.1 Assumption of foreign exchange risk sensitivity analysis: all overseas operating net investment hedging and cash flow hedging are highly efficient.

3.1.2 Based on the above basis, holding all other variables constant, the effects of probable and rational changes in exchange rate to the profit and loss for the current period and after-tax consequences of interests are set out below:

七、金融工具及風險管理 (續)

3. 敏感性分析 (續)

3.1 外匯風險

3.1.1 外匯風險敏感性分析假設：所有境外經營淨投資套期及現金流量套期均高度有效。

3.1.2 在上述假設的基礎上，在其他變量不變的情況下，匯率可能發生的合理變動對當期損益和權益的稅後影響如下：

RMB
人民幣元

Item 項目	Change in exchange rate 匯率變動	Current year 本年度		Previous year 上年度	
		Effects on net profit 對淨利潤 的影響	Effects on owner's equity 對所有者 權益的影響	Effects on net profit 對淨利潤 的影響	Effects on owner's equity 對所有者 權益的影響
USD 美元	Appreciate 5% relative to RMB 對人民幣升值5%	(75,943,152.69)	(75,943,152.69)	(49,344,678.00)	(49,344,678.00)
USD 美元	Depreciate 5% relative to RMB 對人民幣貶值5%	75,943,152.69	75,943,152.69	49,344,678.00	49,344,678.00

The possible occurrence of rational changes in exchange rates of Hong Kong dollar and Euro has relatively small influence on profit and loss for the current period and after-tax consequences of interests.

港元以及歐元匯率可能發生的合理變動對當期損益和權益的稅後影響較小。

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VII. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Cont'd)

3. Sensitivity analysis (Cont'd)

3.2 Sensitivity analysis of interest rate risk

3.2.1 Sensitivity analysis of interest rate risk is based on the below assumptions:

- Changes in market rate affects the interest income or expense of floating-rate financial instruments;
- Change in fair value of financial assets held for trading and other financial assets and liabilities are calculated using discounted cash flow method at market rate at reporting date.

3.2.2 Based on the above assumptions, holding all other variables constant, the effect of possible occurrence of rational changes in interest rate to the profit and loss for the period and after-tax consequences of interests are set out below:

七、金融工具及風險管理(續)

3. 敏感性分析(續)

3.2 利率風險敏感性分析

3.2.1 利率風險敏感性分析基於下述假設：

- 市場利率變化影響可變利率金融工具的利息收入或費用；
- 以資產負債表日市場利率採用現金流量折現法計算衍生金融工具及其他金融資產和負債的公允價值變化。

3.2.2 在上述假設的基礎上，在其他變量不變的情況下，利率可能發生的合理變動對當期損益和權益的稅後影響如下：

RMB
人民幣元

Item 項目	Change in interest rate 利率變動	Current year 本年度		Previous year 上年度	
		Effects on net profit 對淨利潤 的影響	Effects on owner's equity 對所有者 權益的影響	Effects on net profit 對淨利潤 的影響	Effects on owner's equity 對所有者 權益的影響
Floating-rate borrowings 浮動利率借款	Increased by 1% 增加1%	(47,369,420.02)	(47,369,420.02)	(38,720,240.75)	(38,720,240.75)
Floating-rate borrowings 浮動利率借款	Decreased by 1% 減少1%	47,369,420.02	47,369,420.02	38,720,240.75	38,720,240.75

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VIII. COMMITMENTS

(1) Capital commitments

		RMB 人民幣元	
		Closing balance 期末數	Opening balance 期初數
Contracted but not yet recognized in the financial statements	已簽約但尚未於財務報表中確認的		
– Commitments in relation to acquisition and construction of long-term assets	– 購建長期資產承諾	5,553,397,880.88	291,332,151.32
Total	合計	5,553,397,880.88	291,332,151.32

(2) Operating lease commitments

As at the balance sheet date, the Group entered into irrevocable operating lease contracts with non-group companies as follows:

(2) 經營租賃承諾

至資產負債表日止，本集團對外簽訂的不可撤銷的經營租賃合約情況如下：

		RMB 人民幣元	
		Closing balance 期末數	Opening balance 期初數
Minimum lease payments under irrevocable operating leases:	不可撤銷經營租賃的最低租賃付款額：		
The first year after balance sheet date	資產負債表日後第1年	43,349,747.30	49,278,297.28
The second year after balance sheet date	資產負債表日後第2年	31,564,538.27	10,635,682.82
The third year after balance sheet date	資產負債表日後第3年	30,774,546.27	9,773,865.66
In the years there after	以後年度	1,081,173,531.06	63,135,597.73
Total	合計	1,186,862,362.90	132,823,443.49

IX. NON-ADJUSTMENT MATTERS INCLUDED IN POST BALANCE SHEET EVENTS

On 12 April 2010, the eighteenth meeting of the fifth session of the Board of the Company approved the profit distribution proposal for 2009. It is proposed that based on 2,062,045,941 shares in total at the end of the 2009, RMB3.0 cash bonus per 10 shares (before tax) will be distributed to all shareholders out of undistributed profit, in total amounting to RMB 618,613,782.30 of profit distribution.

The above proposals are pending for approval at the general meeting of the Company.

九、資產負債表日後事項中非調整事項

2010年4月12日，本公司第五屆董事會第十八次會議決議通過了2009年度的利潤分配預案，擬以2009年底的總股份2,062,045,941股為基數，以未分配利潤向全體股東每10股派發人民幣3.0元現金紅利（含稅），共計分配利潤人民幣618,613,782.30元。

以上預案尚需本公司股東大會批准。

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X. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements were approved by the Board of Directors of the Company on 12 April 2010.

十、財務報表之批准

本財務報表於2010年4月12日經公司董事會批准報出。

SUPPLEMENTARY INFORMATION PROVIDED BY THE MANAGEMENT FOR 2009

2009年度 管理層提供的補充信息

I. SUPPLEMENTARY INFORMATION

1. Breakdown of extraordinary gains and losses

一、補充資料

1. 非經常性損益明細表

Item 項目		Amount 金額	RMB 人民幣元 Remarks 說明
Profit or loss from disposal of non-current assets	非流動資產處置損益	1,848,949.50	Net gain from disposal of fixed asset 處置固定資產淨收益
Government grants accounted for in profit and loss account of the current period (except for government grants closely related to the corporate business that were given under at a fixed standard amount or quantity as stipulated by the State)	計入當期損益的政府補助(與企業業務密切相關,按照國家統一標準定額或定量享受的政府補助除外)	140,290,327.67	
Profit or loss arising from investment costs for acquisition of subsidiary, associated corporation and joint-venture by the corporation being less than its share of fair value of identifiable net assets of the invested entity on acquisition	企業取得子公司、聯營企業及合營企業的投資成本小於取得投資時應享有被投資單位可辨認淨資產公允價值產生的收益	10,490,441.40	
Net gains and losses from debt restructuring	債務重組損益	329,236.08	
Except for effective hedging business conducted over the course of ordinary operation of the Company, profit or loss arising from fair value change in financial assets held for trading and financial liabilities held for trading, as well as investment gains from disposal of financial assets held for trading and financial liabilities held for trading and available-for-sale financial assets	除同公司正常經營業務相關的有效套期保值業務外,持有交易性金融資產、交易性金融負債產生的公允價值變動損益,以及處置交易性金融資產、交易性金融負債和可供出售金融資產取得的投資收益	8,443,100.00	

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I. SUPPLEMENTARY INFORMATION (Cont'd)

1. Breakdown of extraordinary gains and losses (Cont'd)

Item 項目		Amount 金額	Remarks 說明
Reversal of impairment provision on receivables tested for impairment on individual basis	單獨進行減值測試的應收款項減值準備轉回	1,085,771.23	
Gains or losses arising from change in fair value of consumable biological assets	消耗性生物資產公允價值變動產生的損益	9,868,745.48	
Non-operating gains and losses other than the above items	除上述各項之外的其他營業外收入和支出	17,948,671.99	
Effect of income tax	所得稅影響額	(53,698,195.03)	
Effect of minority interests (after tax)	少數股東權益影響額(稅後)	(15,762,110.00)	
Total	合計	120,844,938.32	

2. Differences in accounting data between domestic and overseas accounting standards

This reconciliation of differences between the financial statements prepared domestically and overseas was prepared by Shandong Chenming Paper Holdings Limited in accordance with the relevant requirements of the "Compilation Rules for Information Disclosures by Companies that Offer Securities to the Public (No. 15) - General Requirements for Financial Reports" (as amended in 2007) issued by the China Securities Regulatory Commission.

一、補充資料(續)

1. 非經常性損益明細表(續)

RMB
人民幣元

2. 境內外會計準則下會計數據差異

本境內外財務報表差異調節表是山東晨鳴紙業集團股份有限公司按照中國證券監督管理委員會頒佈的《公開發行證券公司信息披露編報規則第15號-財務報告的一般規定》(2007年修訂)的有關規定而編製的。

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I. SUPPLEMENTARY INFORMATION (Cont'd)

2. Differences in accounting data between domestic and overseas accounting standards (Cont'd)

The financial statements of the Group for 2009 were prepared in accordance with the PRC Accounting Standards of Business Enterprises (ASBEs) which set out net profit and net assets of RMB953,911,430.22 and RMB14,737,060,822.15 respectively. These figures are different from those reported in the financial statements prepared in accordance with the International Financial Reporting Standards in the following material aspects:

一、補充資料(續)

2. 境內外會計準則下會計數據差異(續)

本集團按中國企業會計準則編製的2009年度財務報表的淨利潤為人民幣953,911,430.22元及淨資產為人民幣14,737,060,822.15元，其與按國際財務報告準則編製的財務報表列報的淨利潤和淨資產的重要差異如下：

RMB
人民幣元

		Net profit 淨利潤		Net assets 淨資產	
		Amount in current period 本期數	Amount in previous period 上期數	Closing balance 期末數	Opening balance 期初數
Per China Accounting Standards	按中國會計準則	953,911,430.22	1,259,541,454.27	14,737,060,822.15	14,021,774,664.96
Item and amount adjusted per IFRS:	按國際會計準則調整的 項目及金額：				
Special fund for treasury bond received and special accounts payable	收到國債專項資金 及專項應付款	32,492,567.06	32,490,567.06	(312,455,678.83)	(344,948,245.89)
Capitalization of foreign exchange gains and losses on project loans	專項借款匯兌損益資本化	2,966,916.01	2,966,916.01	(16,890,600.82)	(19,857,516.83)
Per IFRS	按國際會計準則	989,370,913.29	1,294,998,937.34	14,407,714,542.50	13,656,968,902.24

The reason of such differences is as follows:

In years prior to 2006, according to the principles of the PRC Accounting Standards of Business Enterprises (ASBEs), the Group will receive special fund for treasury bond received and special accounts payable related to construction of relevant fixed assets which are included in capital reserve. However, according to IAS, the Group will account for special fund for treasury bond received and special accounts payable under deferred income and be amortized by installments over the useful lives of fixed assets.

差異產生的原因如下：

集團在2006年以前年度，按照中國企業會計準則，集團將收到的與固定資產構建相關的國債專項資金及專項應付款計入資本公積中；而按照國際會計準則，集團則將收到的該等國債專項資金及專項應付款計入遞延收益，並按固定資產使用期限分期攤銷。

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I. SUPPLEMENTARY INFORMATION (Cont'd)

2. Differences in accounting data between domestic and overseas accounting standards (Cont'd)

The above differences were all incurred in years prior to 2006; the management believes such differences in accounting principles will gradually be eliminated in future years.

3. Return on net assets and earnings per share

This calculation of return on net assets and earnings per share was prepared by Shandong Chenming Paper Holdings Limited (hereinafter referred to as the "Company") in accordance with the relevant requirements of the spare "Compilation Rules for Information Disclosures by Companies that Offer Securities to the Public (No. 09) - Calculations and disclosures for the return on net assets and earnings per share" (as amended in 2010) issued by the China Securities Regulatory Commission.

一、補充資料(續)

2. 境內外會計準則下會計數據差異(續)

上述差異全部系2006年以前年度產生，管理層認為該等準則差異將在未來年度內逐步消除。

3. 淨資產收益率及每股收益

本淨資產收益率和每股收益計算表是山東晨鳴紙業集團股份有限公司(以下簡稱「公司」)按照中國證券監督管理委員會頒佈的《公開發行證券公司信息披露編報規則第09號 - 淨資產收益率和每股收益的計算及披露》(2010年修訂)的有關規定而編製的。

RMB
人民幣元

Profit during the reporting period 報告期利潤	Weighted average return on assets (%) 加權平均淨資產收益率(%)	Earnings per share 每股收益		
		Basic 基本每股收益	Diluted 稀釋每股收益	
Net profit attributable to holders of ordinary shares of the Company	歸屬於公司普通股股東 的淨利潤	6.63	0.41	N/A
Net profit attributable to holders of ordinary shares of the Company, after deducting extraordinary gains and losses	扣除非經常性損益後歸屬 於公司普通股股東 的淨利潤	5.67	0.35	N/A

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I. SUPPLEMENTARY INFORMATION (Cont'd)

一、補充資料(續)

4. Irregular movements in major items of the accounting statements of the Company and explanation on their reasons

4. 公司主要會計報表項目的異常情況及原因的說明

RMB
人民幣元

Items in statements 報表項目		Year 2009 2009年度	Year 2008 2008年度	Range of change (%) 變動幅度(%)	Reason for the difference 差異原因
Bank balances and cash	貨幣資金	2,892,923,245.93	2,853,418,128.07	1	(1)
Financial assets held for trading	交易性金融資產	14,900,000.00	—	100	(2)
Bills receivable	應收票據	2,704,799,074.02	974,009,788.24	178	(3)
Trade receivable	應收賬款	1,528,991,497.69	1,752,409,349.17	(13)	(4)
Inventories	存貨	2,226,579,492.59	3,397,792,930.38	(34)	(5)
Other current assets	其他流動資產	90,756,205.60	151,993,045.95	(40)	(14)
Fixed assets	固定資產	13,529,590,915.63	14,213,441,758.08	(5)	(6)
Construction in progress	在建工程	1,997,961,262.18	431,379,272.50	363	(6)
Intangible assets	無形資產	1,313,428,867.12	1,277,076,588.53	3	(7)
Long-term expenses to be amortized	長期待攤費用	32,411,932.85	37,227,730.36	(13)	(8)
Other non-current assets	其他非流動資產	496,724,974.94	301,212,691.14	65	(9)
Short-term borrowings	短期借款	3,103,153,828.18	1,516,945,042.67	105	(10)
Bills payable	應付票據	544,532,508.19	367,627,562.14	48	(11)
Trade payable	應付賬款	2,122,860,892.58	2,642,308,185.90	(20)	(12)
Advance from customers	預收款項	233,123,691.11	101,693,578.57	129	(13)
Tax payables	應交稅費	137,491,104.68	49,965,982.34	175	(14)
Non-current liabilities due within one year	一年內到期的 非流動負債	345,353,527.87	1,038,125,240.62	(67)	(15)
Other current liabilities	其他流動負債	—	1,941,874,444.43	(100)	(16)
Long-term borrowings	長期借款	5,087,424,182.26	4,019,250,823.86	27	(17)
Deferred income	遞延收益	121,890,615.92	56,828,375.23	114	(18)
Share capital	股本	2,062,045,941.00	2,062,045,941.00	—	—
Capital reserves	資本公積	6,093,483,801.92	6,093,483,801.92	—	—

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I. SUPPLEMENTARY INFORMATION (Cont'd)

4. Irregular movements in major items of the accounting statements of the Company and explanation on their reasons (Cont'd)

一、補充資料(續)

4. 公司主要會計報表項目的異常情況及原因的說明(續)

RMB
人民幣元

Items in statements 報表項目		Year 2009 2009年度	Year 2008 2008年度	Range of change (%) 變動幅度(%)	Reason for the differences 差異原因
Operating revenue	營業收入	14,884,629,349.50	15,529,593,435.77	(4)	(19)
Operating costs	營業成本	12,057,415,861.42	12,556,762,340.80	(4)	(20)
Tax and added tax on principal operations	主營業務稅金及附加	16,268,806.81	12,582,354.31	29	—
Selling expenses	銷售費用	774,685,975.04	705,595,565.95	10	(21)
Administrative expenses	管理費用	726,351,661.67	561,194,537.62	29	(22)
Finance expenses	財務費用	312,687,004.02	287,136,504.05	9	(23)
Losses from impairment of assets	資產減值損失	17,276,975.88	93,125,334.87	(81)	(24)
Investment gains	投資收益	(15,689,081.65)	(23,081,752.26)	(32)	(25)
Non-operating income	營業外收入	201,738,406.80	274,366,224.82	(26)	(26)

- (1) Bank balances and cash of the Group as at 31 December 2009 increased by 1% over 31 December 2008, mainly due to satisfactory market conditions in the second half of the year 2009 and stable operating cashflow.
- (1) 集團2009年12月31日貨幣資金比2008年12月31日增加了1%，主要系集團2009年下半年市場情況良好，經營現金流穩定所致。
- (2) Financial assets held for trading for the year increased by RMB14,900,000, due to the future pooling foreign exchange contracts entered into by Chenming (HK) Limited, a subsidiary of the Group.
- (2) 本年交易性金融資產增加了人民幣14,900,000元，系集團之子公司晨鳴(香港)有限公司簽訂的遠期結售匯合約所致。
- (3) Bills receivable for the year increased by 178%, mainly due to better market conditions and increased sales in the paper products marketing during the second half of the year 2009; and the proportion of settlement by way of bills receivable increased significantly.
- (3) 本年應收票據增加了178%，主要系2009年下半年紙產品市場行情良好，銷售量增加，此外結算方式中應收票據比例大幅上升導致。
- (4) Accounts receivable for the year decreased by 13%, mainly because the demand for paper products sharply increased in the second half year of 2009, which led to shortage in supply of paper products as there was not enough supply to meet the demands; therefore, many customers made prepayments in order to ensure they can receive the goods in a timely manner. The Group adopted a stringent credit policy to control the age of accounts receivable at around 60 days. The more timely repayment from customers and the increase in proportion of settlement by bills resulted in satisfactory recovery of accounts receivable.
- (4) 本年應收賬款減少了13%，主要系2009年下半年市場好轉，市場對紙製品需求猛增，紙製品供應相對短缺，產品供不應求，很多客戶採用預付款的方式以確保能夠及時採購到貨物。集團實行了嚴格的信用政策，將應收賬款賬齡控制在60天左右，客戶回款更加及時，且採用票據結算比例增加使應收賬款收回情況良好。

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I. SUPPLEMENTARY INFORMATION (Cont'd)

4. Irregular movements in major items of the accounting statements of the Company and explanation on their reasons (Cont'd)

- (5) Inventories for the year decreased by 34%, mainly because the paper product market improved in the second half year of 2009, while the market price of paper products increased and there was buoyant demand for such products. Under substantially unchanged production capacity, the increase in sales volume resulted in a drop in inventories.
- (6) Fixed assets decreased by 5% and projects under construction increased by 363% during the year, mainly because: a. the successive completion of projects under construction, such as oxygen delignification of pulp project and some minor technological reform projects of the Company and culture paper modification project of Fuyu Chenming Paper Co., Ltd., which were then capitalized; after accounting for the aggregate effect of accumulated depreciation, the reduction in net fixed assets was 5%; b. the commencement of construction of the 800,000-tonne copperplate paper project, 98,000-tonne tissue paper project and the 700,000-tonne pulp production line project of Shouguang Meilun Paper Co. Ltd. and Zhanjiang Chenming Paper Pulp Co., Ltd. which increased construction in progress.
- (7) Intangible assets increased by 3% during the year, mainly because subsidiaries Zhanjiang Chenming Paper Arboriculture Co., Ltd., Huanggang Chenming Arboriculture Co., Ltd. and Nanchang Chenming Arboriculture Co., Ltd. increased the planting area of forestry and the increase in land use rights.
- (8) Long-term expenses to be amortized reduced by 13% during the year, mainly due to normal amortization.
- (9) Other non-current assets (biological assets) increased by 65% during the year, mainly due to purchase, growing and fair value change of forestry by subsidiaries of the Company, i.e. Zhanjiang Chenming Arboriculture Co., Ltd., Yangjiang Chenming Arboriculture Co., Ltd., Nanchang Chenming Arboriculture Co., Ltd. and Huanggang Chenming Arboriculture Co., Ltd.

一、補充資料(續)

4. 公司主要會計報表項目的異常情況及原因的說明(續)

- (5) 本年存貨減少了34%，主要系2009年下半年紙製品市場好轉，紙製品市場價格回升且需求旺盛，產能無重大變化之情況下，銷量的上升導致存貨餘額下降。
- (6) 本年固定資產減少了5%，在建工程增加了363%，主要是：a. 本公司氧脫木素項目及一些小型技改項目，富裕晨鳴紙業有限責任公司文化紙改造項目等在建工程項目相繼完工轉固，綜合累計折舊的影響後，固定資產淨值減少5%。b. 壽光美倫紙業有限責任公司和湛江晨鳴漿紙有限公司的80萬噸銅版紙項目、9.8萬噸生活用紙項目、70萬噸木漿生產線等項目開始開工建設導致在建工程增加。
- (7) 本年無形資產增加了3%，主要系子公司湛江晨鳴林業發展有限公司、黃岡晨鳴林業發展有限責任公司、南昌晨鳴林業發展有限公司增加林木種植面積，增加土地使用權所致。
- (8) 本年長期待攤費用減少了13%，主要系正常攤銷導致。
- (9) 本年其他非流動資產(消耗性生物資產)增加了65%，主要系子公司湛江晨鳴林業發展有限公司、陽江晨鳴林業發展有限公司、南昌晨鳴林業發展有限公司及黃岡晨鳴林業發展有限責任公司的林木購買、繁育及公允價值變動所致。

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I. SUPPLEMENTARY INFORMATION (Cont'd)

4. Irregular movements in major items of the accounting statements of the Company and explanation on their reasons (Cont'd)

- (10) Short-term borrowings increased by 105% during the year, mainly because discounted but not matured bills resulted in an increase in short-term borrowings.
- (11) Bills payable increased by 48% during the year, mainly because the Group expanded the usage of bills payable instruments in 2009, where an increased number of bills payable were used to settle purchases of raw materials and equipments.
- (12) Accounts payable decreased by 20% during the year, mainly because the Company was required to prepay for raw materials as the price of raw materials surged rapidly in the second half year of 2009, and this led to a decrease in accounts payable.
- (13) Advance from customers for the year increased by 129%, mainly because the paper product market improved in the second half year of 2009. Therefore customers adopted the paypayment method in view of the shortage in supply of paper products. This significantly increased our balance of advanced from customers.
- (14) Tax payables increased by 175% and other current assets decreased by 40% during the year, mainly because market began to improve in the second half year of 2009, resulting in a larger balance in the value-added tax and income tax at the end of the year. Other current assets are mainly attributable to certain subsidiaries of the Company which paid income tax in advance and thus created income tax credit balance.
- (15) Non-current liabilities due within one year decreased by 67% during the year, mainly because most of the non-current liabilities due within one year were due and repaid during the year.
- (16) Short-term debentures payable decreased by 100% during the year, mainly because the Group issued RMB1.9 billion short term debentures in 2008 and repaid them in 2009 as they matured.

一、補充資料(續)

4. 公司主要會計報表項目的異常情況及原因的說明(續)

- (10) 本年短期借款增加了105%，主要原因係已貼現未到期應收票據造成短期借款增加導致。
- (11) 本年應付票據增加了48%，主要係集團在2009年加大了應付票據工具的利用，更多使用應付票據支付原料採購款和設備款。
- (12) 本年應付賬款減少了20%，主要係2009年下半年原材料價格上漲迅猛，公司被迫大量採用預付方式採購，導致應付賬款減少。
- (13) 本年預收賬款增加了129%，主要係2009年下半年紙製品市場好轉，紙製品供不應求，客戶多採用預付款的方式採購，導致公司預收賬款餘額大幅增加。
- (14) 本年應交稅費增加了175%，其他流動資產減少了40%。主要係2009年下半年開始市場好轉，年底應交的增值稅及所得稅餘額較大。其他流動資產主要係本集團之部分子公司預繳所得稅而形成所得稅借方餘額。
- (15) 本年一年內到期的非流動負債減少了67%，主要係一年內到期的非流動負債本年大部分到期償還所致。
- (16) 本年應付短期融資券減少了100%。主要係集團於2008年發行了人民幣19億元短期融資券，2009年已到期償還。

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I. SUPPLEMENTARY INFORMATION (Cont'd)

4. Irregular movements in major items of the accounting statements of the Company and explanation on their reasons (Cont'd)

- (17) Long-term borrowings increased by 27% during the year, mainly due to the investments made in the construction of the 800,000-tonne copperplate paper project, the 98,000-tonne tissue paper project of Meilun Paper and the 700,000-tonne pulp production line project of Zhanjiang Chenming, Pulp Co., Ltd. etc. These projects required a large sum of auxiliary long-term fund. Therefore, the Company increased long-term borrowings to reduce financial risks and improve financing structure.
- (18) Deferred income increased by 114% during the year, mainly because the Group received substantial grants from the government with respect to its assets during the year.
- (19) Operating revenue decreased by 4% during the year, mainly because the average sales price dropped during the year.
- (20) Operating costs decreased by 4% during the year, mainly because the average price of raw materials decreased due to the repercussion of the financial crisis during the first half year. Although the price of raw materials showed an upturn in the second half year, the average procurement price of raw materials dropped compared to last year; this drop in cost per unit resulted in decreased operating costs.
- (21) Sales expenses increased by 10% during the year, mainly because the rise in sales volume led to an increase in transportation costs.
- (22) Administrative expenses increased by 29% during the year, mainly because certain pulp and panel production lines suspended production in the first half year of 2009 due to the financial crisis, and this incurred production interruption losses.
- (23) Finance expenses increased by 9% during the year, mainly because the exchange rate of the USD was relatively stable and therefore less exchange gains were recorded compared to the corresponding period of last year.
- (24) Losses from impairment of assets decreased by 81% during the year, mainly because the allowance for inventories reduced as a result of the rally in product prices of the Group in the second half year.
- (25) Investment losses decreased by 32% during the year, mainly because the losses in associated corporations reduced during the year.

一、補充資料(續)

4. 公司主要會計報表項目的異常情況及原因的說明(續)

- (17) 本年長期借款增加了27%，主要系集團投資興建美倫紙業80萬噸銅版紙項目和9.8萬噸生活用紙項目，以及湛江漿紙70萬噸漿線項目等，需大量項目配套長期資金，為了減小財務風險，公司增加長期借款，改善融資結構。
- (18) 本年遞延收益增加了114%，主要系本年集團獲得大量與資產相關的政府補助。
- (19) 本年營業收入減少了4%，主要系全年平均銷售價格下降所致。
- (20) 本年營業成本減少了4%，主要由於上半年受經濟危機影響，原材料價格大幅下降，雖然下半年有所上升，但本年原材料平均仍較上年採購價格下降，平均單位成本有所下降導致營業成本減少。
- (21) 本年銷售費用增加了10%，主要系銷量增加使運費上升導致。
- (22) 本年管理費用增加了29%，主要是2009年上半年受到金融危機的影響，部分漿線和板材生產線暫時停產，產生停工損失所致。
- (23) 本年財務費用增加了9%，主要系對美元匯率較為穩定，匯兌收益較去年同期減少導致。
- (24) 本年資產減值損失減少了81%，主要系集團下半年產品價格回升，存貨跌價準備減少所致。
- (25) 本年投資虧損減少了32%，主要系聯營公司本年虧損減少所致。

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I. SUPPLEMENTARY INFORMATION (Cont'd)

4. Irregular movements in major items of the accounting statements of the Company and explanation on their reasons (Cont'd)

- (26) Non-operating income decreased by 26% during the year, mainly because the reduction in revenue-related government grants received.

The supplementary information provided by the management was signed by the responsible personnel of Shandong Chenming Paper Holdings Limited as shown below on 12 April 2010:

Legal Representative:

Chief Financial Officer:

Head of finance section:

12 April 2010

一、補充資料(續)

4. 公司主要會計報表項目的異常情況及原因的說明(續)

- (26) 本年營業外收入減少了26%，主要系本年收到收益相關的政府補助減少所致。

管理層提供的補充信息2010年4月12日由山東晨鳴紙業集團股份有限公司下列負責人簽署：

法定代表人：

主管會計工作負責人：

會計機構負責人：

2010年4月12日

XII Independent Auditors' Report and Financial Statements and Notes thereto

Prepared in Accordance with International Financial Reporting Standard

第十二節 獨立核數師報告及按照國際財務報告準則編製的財務報表及附註

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF SHANDONG CHENMING PAPER HOLDINGS LIMITED

山東晨鳴紙業集團股份有限公司
(established in the People's Republic of China with limited liability)

We have audited the consolidated financial statements of Shandong Chenming Paper Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 382 to 463, which comprise the consolidated statement of financial position as at 31 December 2009, and the consolidated statement of comprehensive income, 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 notes.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with the International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

獨立核數報告

致山東晨鳴紙業集團股份有限公司股東：

(於中華人民共和國註冊成立之有限公司)

我們已經審閱了列載於第382頁至第463頁的山東晨鳴紙業集團股份有限公司(「本公司」)及其子公司(統稱為「本集團」)之綜合財務報表，包括於二零零九年十二月三十一日之綜合財務狀況表與截至該日止年度的相關綜合全面收益表、綜合權益變動表及綜合現金流量表、主要會計政策概要，以及其他解釋附註。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際財務報告準則及香港公司條例之披露規定，編製及真實而公平地呈列該等綜合財務報表。這責任包括：設計、實施及維護與編製及真實而公平地呈列綜合財務報表相關的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；及按情況作出合理的會計估計。

核數師的責任

我們之責任是根據我們之審核對該等綜合財務報表作出意見，而非作其他用途。我們不會就本報告內容向任何其他人士承擔任何責任及債務。我們已根據國際審計準則進行審核工作。此等準則要求我們遵守道德規範，並規劃及執行審核，藉以合理確定此等綜合財務報表是否存有任何重大錯誤陳述。

XII Independent Auditors' Report and Financial Statements and Notes thereto Prepared in Accordance with International Financial Reporting Standard 第十二節 獨立核數師報告及按照國際財務報告準則編製的財務報表及附註

TO THE SHAREHOLDERS OF SHANDONG CHENMING PAPER HOLDINGS LIMITED

山東晨鳴紙業集團股份有限公司

(established in the People's Republic of China with limited liability) (Cont'd)

AUDITOR'S RESPONSIBILITY (Cont'd)

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 and true and fair presentation of the consolidated financial statements 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 Group as at 31 December 2009 and of the Group's profit and cash flows for the year then ended in accordance with the International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

12 April 2010

致山東晨鳴紙業集團股份有限公司股東：

(於中華人民共和國註冊成立之有限公司) (續)

核數師的責任(續)

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定的程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該實體編製及真實而公平地呈列綜合財務報表相關之內部監控，以設計適當之審核程序，但並非為對機構之內部監控之效能發表意見。審核亦包括評價董事所採用之會計政策合適性及所作出的會計估計合理性，以及評價綜合財務報表之整體呈列方式。

我們相信，我們所獲得之審核憑證乃充足及適當為我們之審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據國際財務報告準則真實而公平反映 貴集團於二零零九年十二月三十一日之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露規定而妥善編製。

德勤•關黃陳方會計師行

執業會計師

香港

二零一零年四月十二日



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CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2009

綜合全面收益表

截至二零零九年十二月三十一日止年度

		NOTES 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Revenue	收入	6	14,815,253	15,430,910
Cost of sales	銷售成本		(11,998,392)	(12,472,911)
Gross profit	毛利		2,816,861	2,957,999
Other income	其他收入	7	306,642	500,511
Share of results of associates	佔聯營公司業績		(15,689)	(23,168)
Distribution expenses	分銷費用		(774,686)	(705,596)
Administrative expenses	行政費用		(637,615)	(542,680)
Other expenses	其他費用	8	(139,591)	—
Gain on change in fair value of derivative financial instruments	衍生金融工具公平值變動之收益		8,443	1,738
Gain on change in fair value less estimated point-of-sale cost of biological assets	來自生物資產公平值之變動減去預計銷售成本之收益		9,869	918
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	15	(4,506)	(8,563)
Reversal of allowance for (allowance for) inventories	存貨(撥備)撥備撥回		22,677	(127,749)
Finance costs	財務成本	9	(384,023)	(462,613)
Profit before tax	稅前利潤	10	1,208,382	1,590,797
Income tax expense	所得稅開支	12	(219,011)	(295,798)
Profit for the year	年內利潤		989,371	1,294,999
Other comprehensive income, representing exchange differences arising on translation of foreign operations	其他全面收入，即境外業務產生之滙兌差額		(21)	576
Total comprehensive income for the year	年內全面收入總額		989,350	1,295,575
Profit for the year attributable to:	年內應佔利潤：			
Owners of the Company	本公司擁有人		862,946	1,102,288
Minority interests	少數股東權益		126,425	192,711
			989,371	1,294,999
Total comprehensive income for the year attributable to:	年內應佔全面收入總額：			
Owners of the Company	本公司擁有人		862,925	1,102,864
Minority interests	少數股東權益		126,425	192,711
			989,350	1,295,575
Earnings per share – Basic	每股盈利 – 基本	14	RMB 人民幣 0.42	RMB 人民幣 0.58

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2009

綜合財務狀況表

於二零零九年十二月三十一日

		NOTES 附註	2009 於二零零九年 RMB'000 人民幣千元	2008 於二零零八年 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	15	15,514,870	14,641,475
Prepaid lease payments - non-current portion	預付租金－非流動部分	16	1,275,915	1,225,356
Investment properties	投資物業	17	26,427	28,165
Interests in associates	於聯營公司之權益	18	57,133	66,822
Available-for-sale investments	可供出售之投資	19	23,851	25,851
Goodwill	商譽	20	20,284	20,284
Biological assets	生物資產	21	496,725	301,213
Deferred tax assets	遞延稅項資產	30	131,426	127,916
			17,546,631	16,437,082
Current assets	流動資產			
Inventories	存貨	22	2,226,579	3,397,793
Trade and other receivables	應收賬款及其他應收款	23	5,380,105	3,449,740
Prepaid lease payments - current portion	預付租金－流動部分	16	38,571	42,209
Derivative financial instruments	衍生金融工具	24	14,900	—
Income tax recoverable	收回所得稅		26,425	27,088
Restricted bank deposits	受限制銀行存款	25	525,589	165,839
Bank balances and cash	銀行存款與現金	25	2,367,334	2,687,579
			10,579,503	9,770,248
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款	26	3,570,370	3,670,671
Borrowings - amount due within one year	一年內到期之借款	27	3,448,507	2,555,070
Debentures	融資券	28	—	1,941,874
Provision	撥備		—	17,987
Income tax payable	應付所得稅		39,410	9,374
Dividend payable	應付股息		79	36
Deferred income - current portion	遞延收益－流動部分	29	24,349	21,598
Derivative financial instruments	衍生金融工具	24	6,450	199
			7,089,165	8,216,809
Net current assets	淨流動資產		3,490,338	1,553,439
Total assets less current liabilities	總資產減流動負債		21,036,969	17,990,521
Non-current liabilities	非流動負債			
Borrowings - amount due after one year	一年後到期之借款	27	5,087,424	4,019,251
Deferred income - non-current portion	遞延收益－非流動部分	29	339,938	307,869
Deferred tax liabilities	遞延稅項負債	30	12,409	6,432
Debenture	融資券	28	1,189,484	—
			6,629,255	4,333,552

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		NOTES 附註	2009 於二零零九年 RMB'000 人民幣千元	2008 於二零零八年 RMB'000 人民幣千元
Net assets	資產淨值		14,407,714	13,656,969
Capital and reserves	資本與儲備			
Share capital	股本	31	2,062,046	2,062,046
Reserves	儲備		10,609,969	9,850,146
Equity attributable to owners of the Company	公司擁有人 應佔權益		12,672,015	11,912,192
Minority interests	少數股東權益		1,735,699	1,744,777
Total equity	總權益		14,407,714	13,656,969

The consolidated financial statements on pages 382 to 463 were approved and authorised for issue by the Board of Directors on 12 April 2010 and are signed on its behalf by:

第382至463頁所載綜合財務報表已於二零一零年四月十二日獲董事批准及授權刊發，並由以下董事代表簽署：

DIRECTOR
董事

DIRECTOR
董事

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Year ended 31 December 2009

綜合權益變動表

截至二零零九年十二月三十一日止年度

	Attributable to equity holders of the Company 歸屬於本公司所有者權益								
	Share capital 股本	Capital reserve 資本公積	Statutory Discretionary surplus reserve 法定盈餘公積			Translation reserve 匯兌儲備	Retained earnings 留存收益	Total 合計	Minority interests 少數股東權益
			RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元				
At 1 January 2008	1,706,346	3,392,242	723,626	117	304	2,548,516	8,371,151	1,809,145	10,180,296
Other comprehensive income, representing exchange differences arising on translation of foreign operation Profit for the year	—	—	—	—	576	—	576	—	576
Total comprehensive income for the year	—	—	—	—	576	1,102,288	1,102,288	192,711	1,294,999
Total comprehensive income for the year	—	—	—	—	576	1,102,288	1,102,864	192,711	1,295,575
Issue of shares by way of placing and public offering (note 31)	355,700	2,355,492	—	—	—	—	2,711,192	—	2,711,192
Dividends recognised as distribution	—	—	—	—	—	(273,015)	(273,015)	—	(273,015)
Transfer of reserves	—	—	101,734	—	—	(101,734)	—	—	—
Transfer of reserve upon recognition of deferred income (note c)	—	18,061	—	—	—	(18,061)	—	—	—
Distributions made by subsidiaries to minority interests	—	—	—	—	—	—	—	(142,484)	(142,484)
Decrease in minority interests as a result of increase in interest in subsidiaries	—	—	—	—	—	—	—	(114,595)	(114,595)
At 31 December 2008	2,062,046	5,765,795	825,360	117	880	3,257,994	11,912,192	1,744,777	13,656,969

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年報

Attributable to equity holders of the Company 歸屬於本公司所有者權益

	Share capital		Capital reserve		Statutory Discretionary surplus reserve		Translation reserve		Retained earnings		Minority interests	
	RMB'000	人民幣千元	RMB'000	人民幣千元	RMB'000	人民幣千元	RMB'000	人民幣千元	RMB'000	人民幣千元	RMB'000	人民幣千元
Other comprehensive income, representing exchange differences arising on translation of foreign operation Profit for the year	—	—	—	—	—	—	(21)	—	—	(21)	—	(21)
Total comprehensive income for the year	—	—	—	—	—	—	(21)	862,946	862,946	862,946	126,425	989,371
Dividends recognised as distribution	—	—	—	—	—	—	—	(103,102)	(103,102)	—	—	(103,102)
Transfer of reserves	—	—	—	81,452	—	—	—	(81,452)	—	—	—	—
Transfer of reserve upon recognition of deferred income (note c)	—	—	—	—	—	—	—	(18,061)	(18,061)	—	—	—
Distributions made by subsidiaries to minority interests	—	—	—	—	—	—	—	—	—	—	(141,002)	(141,002)
Acquisition of subsidiaries (note 36)	—	—	—	—	—	—	—	—	—	—	5,499	5,499
At 31 December 2009	2,062,046	2,062,046	5,783,856	906,812	117	859	3,918,325	12,672,015	1,735,699	14,407,714		

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Notes:

- a. Capital reserve mainly includes surplus between the fair value of the net assets and the nominal value of shares issued when the Company was converted from a state-owned enterprise to a joint stock limited company, premium of shares issued, transfers from convertible loan notes equity reserve upon exercise and redemption of convertible loan notes, transfers from accumulated profits for those government grants recognised in the statement of comprehensive income under International Financial Reporting Standards but are not distributable in accordance with the legal requirement in the People's Republic of China (the "PRC"). The capital reserve can only be used for conversion into share capital.
- b. In accordance with the relevant PRC Company Laws and regulations and the Articles of Association of the Company and other PRC group entities, the Company and other PRC group entities are required to appropriate 10% of their profit after taxation reported in their statutory financial statements prepared under the PRC General Accepted Accounting Principle to the statutory surplus reserve. The appropriation to statutory surplus reserve may cease if the balance of the statutory surplus reserve has reached 50% of the registered capital of the Company and other PRC group entities.
- Both surplus reserves can be used to make up prior year losses, if any, and can be applied for conversion into capital by means of capitalisation issue. However, when converting the statutory surplus reserve of the Company and other group entities into share capital, the balance of such reserve remaining unconverted must not be less than 25% of the registered capital of the relevant PRC entity.
- c. The Group obtained government grants in relation to the construction of property, plant and equipment of the Group from the local municipal governments. The grants were recorded as deferred income in the consolidated statement of financial position and credited to the consolidated statement of comprehensive income on a straight-line basis over the expected useful lives of the related assets. In accordance with the terms of the grants, the relevant amounts were transferred from retained earnings to capital reserve during the year as it cannot be distributed before winding up.

附註：

- a. 資本公積主要包括淨資產公平值和已發行股份面值(當本公司由國有企業轉為股份有限公司時)之盈餘、已發行股份溢價、行使及贖回可換股貸款票據時轉出之可換股債券票據股本儲備、留存收益轉入(根據國際財務報告準則在全面損益表確認之政府補助但根據中華人民共和國(「中國」)法律規定不可分配)。資本公積僅可用於轉增股本。
- b. 根據中國公司法及其相關規定、本公司及其他中國集團實體之公司章程，本公司及其他中國集團實體必須從法定財務報表(根據「中國會計準則」編製)列報之稅後利潤提取10%法定盈餘公積。當法定盈餘公積之結餘達到本公司及其他中國集團實體註冊資本之50%時，可停止提取法定盈餘公積。
- 兩個盈餘公積均可用於彌補去年之虧損或轉換為股本(如有)。然而，將本公司及其他集團實體之法定盈餘公積轉為股本時，公積中未轉增股本之結餘不可少於相關中國註冊資本之25%。
- c. 本集團獲取之政府補助，乃來自當地政府之有關本集團物業、廠房及設備建設之補貼。補助乃於綜合財務狀況表列為遞延收益，另於資產的估計可使用期內以直線法平均攤銷計入綜合全面收益表。根據補助之條款，有關款項於年內從留存收益轉入資本公積，原因是有關補助不可於清盤前分配。

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CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Year ended 31 December 2009

綜合現金流量表

截至二零零九年十二月三十一日止年度

		2009	2008
		二零零九年	二零零八年
	NOTE	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
Operating activities	經營活動		
Profit before tax	稅前利潤	1,208,382	1,590,797
Adjustments for:	就下列各項作出調整：		
Share of results of associates	佔聯營公司業績	15,689	23,168
Interest income	利息收入	(85,355)	(37,758)
Finance costs	財務成本	384,023	462,613
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,212,428	1,118,083
Depreciation of investment properties	投資物業折舊	1,738	1,738
Release of lease payment charge	預付租金支出攤銷	29,657	20,379
Release of government grants	政府補助	(34,119)	(32,068)
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備 (收益) 虧損	(1,848)	1,219
Impairment loss on property, plant and equipment	物業、廠房及設備 減值虧損	4,506	8,563
Allowances for (reversal of allowance for) bad and doubtful debts	呆壞賬撥備 (撥回)	35,448	(43,735)
(Reversal of) allowances for inventories	存貨(撥回)撥備	(22,677)	127,749
Impairment of available-for-sale investments	可供出售投資減值	—	549
Dividend income from available-for-sale investment	可供出售投資 股息收益	—	(86)
Gain on change in fair value of derivative financial instruments	衍生金融工具公平值 之變動之盈利	(8,443)	(1,738)
Gain on change in fair value less estimated point-of-sale cost of biological assets	來自生物資產公平值之變動 減去預計銷售成本之盈利	(9,869)	(918)
Net exchange loss (gain)	淨外匯虧損(收益)	791	(172,969)
Discount on acquisition of additional interests in subsidiaries	收購子公司額外 權益之折讓	—	(28,209)
Discount on acquisition of interests in subsidiaries	收購子公司 權益之折讓	(10,490)	(61)
Operating cash flows before movements in working capital	營運資金變動前 經營現金流量	2,719,861	3,037,316
Decrease (increase) in inventories	存貨減少(增加)	1,120,253	(1,971,611)
Increase in biological assets	生物資產增加	(168,077)	(205,256)
Increase (decrease) in trade and other receivables	應收賬款及其他 應收款增加(減少)	(1,941,563)	631,972
(Decrease) increase in trade and other payables	應付賬款及其他 應付款(減少)增加	10,434	837,080
Cash generated from operations	經營活動所產生之現金	1,740,908	2,329,501
Income tax paid	已付所得稅	(187,231)	(433,118)
Interest received	已收利息	85,355	37,758
Net cash from operating activities	經營活動所得淨現金	1,639,032	1,934,141

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		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
	NOTE 附註		
Investing activities	投資活動		
Purchase of property, plant and equipment	購置物業、廠房及設備	(1,993,032)	(1,064,904)
Increase in prepaid lease payments	預付租金增加	(239,637)	(477,895)
Acquisition of additional interests in subsidiaries from minority shareholders of subsidiaries	向子公司少數股東收購子公司之額外權益	—	(10)
Investment in associates	於聯營公司之投資	(6,000)	(20,100)
Proceeds on disposal of available-for-sale investments	出售可供出售投資款項	2,000	—
Increase in restricted bank deposits	受限制銀行存款增加	(359,750)	(39,044)
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備款項	34,083	604
Proceeds on disposal of prepaid lease payment	出售預付租金款項	6,335	—
Government grants received	已收政府補助	68,939	57,823
Dividend income received from available-for-sale investments	已收可供出售投資股息收入	—	86
Net cash (outflow) inflow arising from acquisition of subsidiaries	收購子公司產生之淨現金（流出）流入	36 (7,132)	546
Net cash used in investing activities	用於投資活動之淨現金	(2,494,194)	(1,542,894)
Financing activities	融資活動		
Net proceeds on issuance of new shares	發行股份所得款項淨額	—	2,711,192
New borrowings raised	新增借貸	11,232,280	6,002,052
Borrowings repaid	已償還借貸	(9,335,174)	(7,546,631)
Proceeds from issuance of debentures	發行融資券所得款項	1,200,000	1,900,000
Expense incurred in connection with the issuance of debentures	發行融資券所涉及之開支	(10,800)	(7,600)
Repayment of debentures	償還融資券	(1,900,000)	(500,000)
Interest paid	已付利息	(440,086)	(443,404)
Dividends paid	已付股息	(103,059)	(273,015)
Dividends paid to minority interests of subsidiaries	子公司向其少數股東支付股息	(105,780)	(142,484)
Net cash from financing activities	融資活動所得淨現金	537,381	1,700,110
Net (decrease) increase in cash and cash equivalents	現金及現金等價物淨（減少）增加	(317,781)	2,091,357
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物	2,687,579	613,826
Effect of exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等價物之影響	(2,464)	(17,604)
Cash and cash equivalents at 31 December, represented by bank balances and cash	於十二月三十一日之現金及現金等價物，呈列銀行結餘及現金	2,367,334	2,687,579

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Year ended 31 December 2009

I. GENERAL

Shandong Chenming Paper Holdings Limited (the "Company") is a joint stock company established in the PRC in May 1993. The Company's B Shares and A Shares have been listed on the Shenzhen Stock Exchange since 1997 and 2000 respectively, and its H shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since June 2008. Its registered office is located at No. 595 Shengcheng Road, Shouguang City, Shandong Province, the PRC.

The ultimate holding company of the Company is State-owned Assets Supervision and Administration Commission of Shouguang City (壽光市國有資產管理局) and the parent company of the Company is Shouguang Chenming Holdings Co., Ltd., which is also established in the PRC.

The consolidated financial statements are presented in Renminbi ("RMB"), which is also the functional currency of the Company and its major group entities.

The Company and its subsidiaries (collectively referred to as the "Group") are principally engaged in manufacture and sale of paper products, construction materials, chemical products, sale of electricity and steam. The activities of principal subsidiaries are set out in note 37.

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

In the current year, the Group has applied a number of new and revised Standards, Amendments and Interpretations ("new and revised IFRSs").

Except as described below, the adoption of the new and revised IFRSs has had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods.

IAS 1 (Revised 2007) Presentation of Financial Statements

IAS 1 (Revised 2007) has introduced terminology changes (including revised titles for the financial statements) and changes in the format and content of the financial statements.

綜合財務報表附註

截至二零零九年十二月三十一日止年度

1. 基本情況

山東晨鳴紙業集團股份有限公司(「本公司」)乃於一九九三年五月在中國成立之股份公司。本公司之B股及A股分別在一九九七年及二零零零年在深圳證券交易所上市，而H股則自二零零八年六月起在香港聯合交易所有限公司(「聯交所」)主板上市。其註冊地址為中國山東省壽光市聖城街595號。

本公司之最終控股公司(壽光市國有資產管理局)及母公司壽光晨鳴控股有限公司，同是在中國註冊成立。

本綜合財務報表以人民幣(「人民幣」)呈列，亦為本公司及其主要集團實體之功能貨幣。

本公司及其子公司(統稱為「本集團」)之主要從事生產及銷售紙製品、建築材料、化工用品及銷售電力及蒸汽。主要子公司業務載於附註37。

2. 採納新及經修訂國際財務報告準則(「國際財務報告準則」)

於本年度，本集團已採納多項新及經修訂準則、修訂及詮釋(「新及經修訂國際財務報告準則」)。

除下文所述者外，採納該等新及經修訂國際財務報告準則對本集團於本會計期間及過往會計期間之綜合財務報表並無重大影響。

國際會計準則第1號(經二零零七年修訂)財務報表的呈列

國際會計準則第1號(經二零零七年修訂)引入多項詞彙變動(包括修訂財務報表的標題)及多項財務報表的格式及內容的變動。

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2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Cont'd)

IFRS 8 Operating Segments

IFRS 8 is a disclosure standard that has not resulted in a redesignation of the Group's reportable segments (see note 35) and changes in the basis of measurement of segment profit or loss, segment assets and segment liabilities.

Improving Disclosure about Financial Instruments

(Amendments to IFRS 7 Financial Instruments: Disclosure)

The amendments to IFRS 7 expand the disclosure required in relation to fair value measurements in respect of financial instruments which are measured at fair value. The amendments also expand and amend the disclosures required in relation to liquidity risk. The Group has not provided comparatives information for the expanded disclosures in accordance with the transitional provision set out in the amendments.

The Group has not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective:

IFRSs (Amendments)	Amendment to IFRS 5 as part of Improvements to IFRSs 2008 ¹
IFRSs (Amendments)	Improvements to IFRS 2009 ²
IAS 24 (Revised)	Related Party Disclosures ⁶
IAS 27 (Revised)	Consolidated and Separate Financial Statements ¹
IAS 32 (Amendment)	Classification of Rights Issues ⁴
IAS 39 (Amendment)	Eligible Hedged Items ¹
IFRS 1 (Amendment)	Addition Exemptions for First-time Adopters ³
IFRS 1 (Amendment)	Limited Exemption from Comparative IFRS 7 Disclosures for First-time Adopters ⁵
IFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions ³
IFRS 3 (Revised)	Business Combinations ¹
IFRS 9	Financial Instrument ⁷

2. 採納新及經修訂國際財務報告準則 (「國際財務報告準則」) (續)

國際財務報告準則第8號經營分部

國際財務報告準則第8號不會導致本集團的可呈報分部須重新劃分(見附註35)及更改分部溢利或虧損、分部資產及分部負債的計量基準的披露準則。

金融工具披露的改進

(國際財務報告準則第7號修訂金融工具：披露)

國際財務報告準則第7號修訂擴大以公平值計量的金融工具公平值計量所需的披露。該等修訂亦擴大及修訂流動資金風險所需披露。根據該等修訂所載的過渡條文，本集團並無提供經擴大披露事項的比較資料。

本集團尚未提早採納下列已頒布，惟尚未生效之新及經修訂準則、修訂或詮釋：

國際財務報告準則(修訂)	國際財務報告準則第5號的修訂(作為二零零八年國際財務報告準則的改進的一部分) ¹
國際財務報告準則(修訂)	二零零九年國際財務報告準則的改進 ²
國際會計準則第24號(經修訂)	關連人士披露 ⁶
國際會計準則第27號(經修訂)	綜合及獨立財務報告 ¹
國際會計準則第32號(修訂)	供股份類 ⁴
國際會計準則第39號(修訂)	合資格對沖項目 ¹
國際財務報告準則第1號(修訂)	首次採納者的額外豁免 ³
國際財務報告準則第1號(修訂)	國際財務報告準則第7號首次採納者披露比較數字的有限豁免 ⁵
國際財務報告準則第2號(修訂)	集團以現金結算的股份付款交易 ³
國際財務報告準則第3號(經修訂)	業務合併 ¹
國際財務報告準則第9號	金融工具 ⁷

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2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Cont'd)

IFRIC 14 (Amendment)	Repayments of a Minimum Funding Requirement ⁶
IFRIC 17	Distributions of Non-cash Assets to Owners ¹
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments ⁵

¹ Effective for annual periods beginning on or after 1 July 2009

² Amendments that are effective for annual periods beginning on or after 1 July 2009 and 1 January 2010 as appropriate

³ Effective for annual periods beginning on or after 1 January 2010

⁴ Effective for annual periods beginning on or after 1 February 2010

⁵ Effective for annual periods beginning on or after 1 July 2010

⁶ Effective for annual periods beginning on or after 1 January 2011

⁷ Effective for annual periods beginning on or after 1 January 2013

The adoption of IFRS 3 (Revised) may affect the Group's accounting for business combination for which the acquisition date is on or after 1 January 2010. IAS 27 (Revised) will affect the accounting treatment for changes in the Group's ownership interest in a subsidiary that do not result in a loss of control, which will be accounted for as equity transactions.

IFRS 9 *Financial Instruments* introduce new requirements for the classification and measurement of financial assets and will be effective from 1 January 2013, with earlier application permitted. The standard requires all recognised financial assets that are within the scope of IAS 39 *Financial instruments: Recognising and Measurement* to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. The application of IFRS 9 might affect the classification and measurement of the Group's financial assets.

2. 採納新及經修訂國際財務報告準則 (「國際財務報告準則」) (續)

國際財務報告準則 詮釋委員會 第14號(修訂)	最低資金規定的 預付款項 ⁶
國際財務報告準則 詮釋委員會 第17號	向擁有人派發非 現金資產 ¹
國際財務報告準則 詮釋委員會 第19號	以股本工具清償 金融負債 ⁵

- ¹ 於二零零九年七月一日或之後開始的年度期間生效。
- ² 於二零零九年七月一日及二零一零年一月一日(如適用)或之後開始的年度期間生效之修訂。
- ³ 於二零一零年一月一日或之後開始的年度期間生效。
- ⁴ 於二零一零年二月一日或之後開始的年度期間生效。
- ⁵ 於二零一零年七月一日或之後開始的年度期間生效。
- ⁶ 於二零一一年一月一日或之後開始的年度期間生效。
- ⁷ 於二零一三年一月一日或之後開始的年度期間生效。

採納國際財務報告準則第3號(經修訂)對於企業合併(其收購日期是在始於二零一零年一月一日或之後)之本集團會計可能構成影響。國際會計準則第27號(經修訂)對於將被視為股權交易的更改在子公司之本集團擁有權益(並無導致失去控制權)會計處理會構成影響。

國際財務報告準則第9號金融工具引入金融資產分類及計量的新規定，將由二零一三年一月一日起生效，並允許提早應用。準則規定國際會計準則第39號金融工具：確認及計量範圍內的所有已確認金融資產按攤銷成本或公平值計量，尤其是(i)就收取合約現金流目的以業務模式持有的債務投資，及(ii)擁有合約現金的債務投資，且有關現金純粹為支付本金，而未償還本金的利息則一般按攤銷成本計量。所有其他債務投資及股本投資按公平值計量。應用國際財務報告準則第9號可能影響本集團金融資產的分類及計量。

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2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Cont'd)

The directors of the Company anticipate that the application of the other new and revised standards, Amendments or Interpretations will have no material impact on the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments and biological assets, which are measured at fair values, as explained in the accounting policies set out below.

The consolidated financial statements have been prepared in accordance with IFRSs. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

2. 採納新及經修訂國際財務報告準則 (「國際財務報告準則」) (續)

本公司董事預期採納其他新增及經修訂準則，修訂或詮釋不會對綜合財務報表造成嚴重不良影響。

3. 重要會計政策

綜合財務報表乃以歷史成本為基礎並根據下文說明之國際財務報告準則編製(除了若干金融工具及生物資產以公平值計量)。

綜合財務報表乃根據國際財務報告準則編製。此外，綜合財務報表包括符合聯交所之證券上市監管規則及香港公司條例所規定之適當披露。

綜合基礎

綜合財務報表包括本公司及受其控制之公司(其子公司)之財務報表。所謂控制，是指本公司有權管理及決定一家公司之財務及經營政策，並由此可從其業務中獲益。

年內被收購或出售之子公司，其納入綜合全面收益表之業績視情況由收購生效之日起計或計至出售生效之日。

在必要時，子公司之財務報表會加以調整，以使其會計政策與本集團其他成員公司所採用之會計政策保持一致。

集團內各公司之間之交易、結餘、收支均於編製綜合報表時予以抵銷。

列入綜合範圍之子公司，其資產淨值中由少數股東所享有之權益，與本集團所佔之權益加以分別體現。少數股東對資產淨值之權益包括自有業務合併當日原有之權益和合併當日起少數股東所佔股本變動之部分。凡有適用於少數股東但超出少數股東於子公司股本權益之虧損，均以本集團之權益分攤，除非少數股東在約束下有責任且有能力額外出資彌補虧損。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Business combinations

The acquisition of businesses is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 *Business Combinations* are recognised at their fair values at the acquisition date.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

Acquisition of additional interests in subsidiaries

Discount arising on acquisition of additional interest in subsidiaries, representing the excess of the carrying value of the net assets attributable to the additional interest in the subsidiaries over the cost of the acquisition, is recognised, after reassessment, immediately in profit or loss.

3. 重要會計政策 (續)

業務合併

收購業務使用收購法入賬。收購成本則按於交易當日所獲得資產、所產生或承擔的負債及本集團為控制被收購公司而已發行之股權工具的公平值總額，另加業務合併任何直接應佔成本計量。被收購公司之可識別資產、負債及或有負債若符合國際財務報告準則第3號業務合併之確認條件，則按收購日期之公平值確認。

商譽

因收購業務所產生之商譽乃獨立地列入綜合財務狀況表中以成本減去任何累計減值虧損入賬。

就減值測試而言，收購業務所產生之商譽分派到預期從收購之協同效應中獲利之收購所產生的各個賺取現金單位或賺取現金組別。獲分派商譽之賺取現金單位按年及當有跡象顯示單位可能出現減值時測試減值。於某個財政年度因收購產生之商譽，其所屬之賺取現金單位會於該財政年度完結前測試減值。當賺取現金單位之可收回金額少於單位之賬面值，則首先將減值虧損分派，扣減分派到該單位的任何商譽的賬面值，而其後則按單位內各資產之賬面值按比例分配至單位之其他資產。商譽之減值虧損均直接於損益表內確認。商譽之減值虧損於其後期間不予撥回。

出售相關現金產生單位時，釐定出售盈虧金額時亦計及應佔之資本化商譽金額。

收購子公司之額外權益

收購子公司額外權益所產生之折讓指屬於子公司額外權益部分之資產淨值之公平值超逾收購成本，於重新估值後隨即於損益表中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Interests in associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated statement of financial position at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the associates, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interest, that, in substance, form part of the Group's net investments in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associates.

Any excess of the cost of acquisition over the Group's share of the net fair value of identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is not tested for impairment separately. Instead, the entire carrying amount of the investment is tested for impairment as a single asset. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment in the associate. Any reversal of impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

3. 重要會計政策 (續)

於聯營公司之權益

聯營公司是指本集團可施加重大影響之實體，它既非子公司，亦非共同控制實體。重大影響是指對一個被投資單位的財務和經營政策有參與決策的權力，但並不能夠控制或者與其他方一起共同控制這些政策。

聯營公司之業績、資產及負債，均以權益法納入綜合財務報表。根據權益法，於聯營企業之投資乃於綜合財務狀況表中按成本值並就收購後本集團所佔聯營企業資產淨值之變動予以調整，並減去任何已識別之減值虧損。當本集團所佔聯營公司之虧損等於或大於其於聯營公司之權益(包括實質上構成本集團於聯營企業一部分淨投資之任何長期權益時)，本集團不會繼續確認更多之虧損。更多之損失及負債只會在本集團發生法定或推定之義務或代聯營企業付款時才予以確認。

收購成本超逾本集團於收購日期確認應佔該聯營公司的可識別資產、負債及或有負債中之公平淨值之任何金額，均會確認為商譽。商譽會計入投資之賬面值中，但毋須進行個別減值評估，相反，全部的投資賬面值要作為單獨資產進行減值評估，任何確認的減值虧損不會分配給任何資產，包括商譽在內投資於聯營公司的部分賬面值。任何減值虧損之撥回將會被確認，惟只限於所投資之可收回金額隨後之增加。

本集團於可識別資產、負債及或有負債的公平淨值的權益超逾收購成本的任何金額，均會於重新評估後確認為損益。

當集團某一實體與本集團之聯營企業進行交易，有關損益以本集團於相關聯營企業之權益為限予以抵銷。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

Revenue from sale of goods is recognised when goods are delivered and title has passed.

Revenue from sale of electricity are recognised when electricity are generated and transmitted to the power grid operated by the local electric power company.

Revenue from sale of steam is recorded based upon output delivered at rates specified under contract terms.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Hotel business income is recognised when services are provided.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Leasing

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

The Group as lessor

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

The Group as lessee

Operating leases payments are recognised as an expense on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

3. 重要會計政策 (續)

確認收入

收入按已收或應收債權之公平值計值，乃於日常業務過程中已售出提供產品及服務而應收之款額，當中已扣除折扣及與銷售有關之稅金。

產品銷售收入於產品交付及所有權轉移時確認。

電力銷售收入於電力產出並輸送到當地電力公司之電網時確認。

蒸汽銷售收入根據合約條款所約定之輸出量和費率入賬。

來自金融資產之利息收入按時間基礎參照未償還本金和適用實際利率累計，所謂適用實際利率就是將金融資產預期未來在有效期內之現金收入折現為資產於最初確認時之賬面淨值之利率。

於提供服務時確認酒店業務收入。

投資之股息收益於股東收款權確立時確認。

租賃

租賃於租賃條款實質地將所有權之一切風險及回報轉移承租人時歸類為融資租賃。其他一切租賃歸類為經營租賃。

本集團作為出租人

經營租賃所得出租收益以直線法按相關租期在損益表內確認。磋商及安排經營租約時所產生初步直接成本附加於租賃資產之賬面值，並按直線法於租期內確認為開支。

本集團作為承租人

經營租約款項以直線法按相關租期確認為開支。給予租賃方簽訂經營租約鼓勵之已收和應收之利益，已按直線法在租期內確認為租賃開支扣減。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. RMB) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the translation reserve).

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Government grants

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Government grants related to depreciable assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss over the useful lives of the related assets. Other government grants are recognised as revenue over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

3. 重要會計政策 (續)

外幣

個別集團實體編製財務報表時，以外幣（即並非實體之功能貨幣）進行之交易乃按交易當日之匯率折算記錄於各功能貨幣。於報告期末，以外幣計價之貨幣項目按該日匯率換算。按歷史成本以外幣計價之非貨幣項目並不換算。

結算或換算貨幣項目所產生之匯兌差額確認在出現當期之損益。

就列報綜合財務報表而言，本集團外國業務的資產和負債乃按報告期末之匯率換算為本集團之呈列貨幣（即人民幣），而收支則按年內之平均匯率換算。外幣折算差額（如有）在其他全面收入表內確認及在權益內累計（折算儲備）。

借貸成本

直接用作購買、建造或生產合資之資產（為需要一定時間以達到計劃之使用目的或出售之資產）之借貸成本，當該等資產實質上達到計劃之使用目的或出售時，添加到那些資產成本中。從專項借款的暫時性投資中賺取之以待用合格資產支出之投資收益，於合適資本之借貸成本中扣除。

其他借貸成本均於產生後確認為當期之損益。

政府補助

政府補助於各期間按系統基準在損益表內確認，本集團確認其為資助擬補償的成本開支。可折舊資產之相關政府補助於綜合財務狀況表確認為遞延收入，並按有關資產之使用期轉移至損益表。其他政府資助在各期間確認為收益，與有關按系統基準和資助擬補償的成本配合。用作補償本集團已產生支出或虧損或旨在為本集團提供即時財務資助（而無未來相關成本）之應收政府補助，乃於應收期間於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Retirement benefit costs

Payments to state-managed retirement benefit schemes are charged as an expense when employees have rendered service entitling them to the contribution.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are generally recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

3. 重要會計政策 (續)

退休福利成本

向國家管理之退休福利機構之付款乃於職工取得酬金後供款時計入支出。

稅項

所得稅支出是指當期應付之稅款及遞延稅款。

該年應付之稅款乃按該年應課稅利潤計算。應課稅利潤有別於綜合全面收益表所列報之利潤，因為其不包括其他年度應課稅或可扣減之收支項目，亦不包括從不應課稅或可扣減之項目。本集團當期之納稅責任乃以報告期末前已實施或實質上已實施之稅率計算。

遞延稅款確認為綜合財務報表中資產和負債之賬面值與計算應課稅利潤所使用之相應稅基之間之差額。遞延稅項負債一般就所有應課稅暫時性差額確認，而遞延稅項資產一般乃於可能有應課稅利潤可供扣減之暫時性差額利用時確認。假如暫時性差額乃因商譽或起初確認不影響應課稅利潤或會計利潤之交易中其他資產和負債(除業務綜合之情況外)而產生，則此等資產和負債不會被確認。

遞延稅項負債乃就於子公司及聯營企業之投資所產生之應課稅暫時性差額予以確認，除非本集團能控制暫時性差額之抵銷或者暫時性差額在可見之將來不會被抵銷。與該等投資及權益相關之可扣稅暫時性差額所產生之遞延稅項資產僅於可能有足夠之應課稅利潤可以使用暫時性差額之益處且預計在可見之將來被抵銷時確認。

遞延稅項資產之賬面值在每年底予以檢查，於不再可能有足夠之應課稅利潤可供收回全部或部分資產之情況時減值。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Taxation (Cont'd)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

Prepaid lease payments

Prepaid lease payments in respect of land use rights obtained in the PRC are measured initially at cost and released to the profit or loss on a straight-line basis over the respective lease terms.

Research and development expenditure

Expenditures 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 sale;
- 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 measured at cost less accumulated amortisation and accumulated impairment losses (if any).

3. 重要會計政策 (續)

稅項 (續)

遞延稅項資產及負債乃按預期適用於償付負債或變現資產之期內的稅率(以報告期末前已生效或實質上已生效之稅率(及稅法)為基準)計算。遞延稅項負債及資產的計算,反映了本集團在報告期末預期收回或清償其資產及負債賬面值的方式所產生的稅務結果。遞延稅款乃於損益表內確認,除非其與於其他全面收入內確認的項目或直接於權益中內確認的項目有關,在此情況下,遞延稅款亦分別於其他全面收入內確認或直接於權益內確認。

預付租金

對在中國取得的土地使用權作出的預付租金最初按成本計量,並於其各自的租賃期內按直線法轉入損益。

研發開支

研發活動之支出乃於發生後確認為當期之支出。

當且僅當以下所有各項得到證明時,開發(或內部項目的開發階段)產生的內部無形資產應予確認:

- 完成該無形資產以使其能使用或出售,在技術上可行;
- 有完成該無形資產並使用或出售該無形資產之意圖;
- 有能力使用或出售該無形資產;
- 該無形資產如何產生很可能的未來經濟利益;
- 有足夠的技術、財務資源及其他資源支持,以完成該無形資產的開發,並使用或出售該無形資產;以及
- 歸屬於該無形資產開發階段的支出能夠可靠地計量。

內部產生的無形資產的初步確認金額是自無形資產首次滿足上述確認標準後所發生的支出的總額。如果開發支出不能確認為內部產生的無形資產,開發支出應在其發生的當期計入損益賬。

在初步確認之後,內部產生的無形資產以成本減累計攤銷及累計減值虧損(如有)計量。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes other than construction in progress, are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of item of property, plant and equipment other than construction in progress over their estimated useful lives and, after taking into account of their estimated residual value, using the straight-line method.

Construction in progress includes property, plant and equipment in the course of construction or alteration for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the profit and loss in the period in which the item is derecognised.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is charged as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using straight-line method.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognised.

3. 重要會計政策 (續)

物業、廠房及設備

物業、廠房及設備中包括持有以用作生產或供應產品或服務用途或用作在建工程以外行政用途的樓宇，其按成本減其後的累計折舊及累計減值虧損列賬。

在建工程以外的物業、廠房及設備項目的成本，經考慮其預計剩餘價值後使用直線法於其預計可用年期內撇減折舊。

在建工程包括用以生產或自用之在建或改建物業、廠房及設備。在建工程按成本減去已確認減值虧損入賬。在建工程於完工並準備作擬定用途時分類於物業、廠房及設備之適當類別之中。此等資產之折舊無異於其他物業資產之基準，於該等資產可作擬定用途時開始折舊。

物業、廠房及設備項目於出售或倘預計日後經濟利益不會因持續使用該資產而產生時終止確認。終止確認資產產生之任何收益或虧損乃按資產之出售所得款項淨額與該項目之賬面值兩者之差額計算，並在項目終止確認期間計入損益表。

投資物業

投資物業指持有作賺取租金及／或資本增值之物業。

投資物業於初步確認時按成本入賬，包括任何直接相關開支。於初步確認以後，投資物業在估計可使用期內，扣除估計殘值後，以成本減去其後累計折舊及任何累計減值虧損入賬。折舊從投資物業成本中以直線折舊法撇除。

一項投資物業會於出售時，該物業將永久不被使用時及估計其出售不會帶來任何未來經濟收益時被終止確認。任何來自被終止確認資產之虧損或收益（按其淨出售收益與資產賬面值之差額計算）將算入該項目被終止確認期間之損益表中。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labor costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

Biological assets

Biological assets, which represent immature timber, are initially and subsequently measured at the end of the reporting period at their fair value less estimated point-of-sale costs at the point of harvest (costs to sell). All changes in fair value are recognised in profit or loss in the period in which they arise.

The fair values of biological assets are determined using the discounted value of the expected delivered market price for estimated timber volumes less cost of delivery and estimated maintenance costs up to when the timber becomes usable.

3. 重要會計政策 (續)

有形資產減值

於報告期末，本集團審查有形資產賬面價值，以決定有關資產是否有任何減值虧損之跡象。如存在資產減值跡象，則預估資產之可收回額，以決定有否減值虧損(如有)。假如資產之可收回額估計低於其本身之賬面值，則將資產之賬面值減至其可收回額。減值虧損隨即於損益表確認。

當減值虧損其後轉回時，資產的賬面值增至修改後之可收回額，但增加後之賬面值不應超過過往年度未確認資產減值前之賬面值。減值虧損之撥回隨即於損益表內確認。

存貨

存貨乃按成本值與可變現淨值孰低入賬。成本值包括直接投入材料與(如適用)直接勞務之費用以及為使存貨處於現時地點及狀況而涉及之間接成本。成本值以加權平均方法計算。可變現淨值乃指估計銷售價減去完成前各項估計費用以及營銷、銷售及分銷所涉及之費用。

生物資產

生產資產(代表未成材之林木)初步及其後於報告期末按其公平值減去預計收割時銷售成本(銷售成本)計算。所有公平值之變動均於發生時期之損益表中入賬。

生物資產之公平值以估計林木量減去運輸成本及林木可使用時之保養成本按預期交付市場價之折讓價值入賬。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Biological assets (Cont'd)

Cost of delivery includes all costs associated with getting the harvested agricultural produce to the market, being harvesting, loading, transport and allocated overheads.

During the planting period, the amortisation charge provided for the prepaid lease payments in respect of the leasehold land on which plantations are located is capitalised as part of the costs of the biological assets. Biological assets are generally felled at the optimum age when ready for intended use. At the time the tree is felled, it is taken out of biological assets (non-current assets) and accounted for as inventory (current assets).

Financial instruments

Financial assets and financial liabilities are recognised on the statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transactions costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables and available-for-sale investments. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

3. 重要會計政策 (續)

生物資產 (續)

運輸成本包括所有與收穫農產品送往市場作銷售相關之成本，包括收割、裝卸、運輸及已分攤固定成本。

於種植期間，租賃土地之預付租金攤銷費用被作為生物資產成本之一部分作資本化。生物資產通常於準備作擬定用途時之適當時期被砍伐。當樹木被砍伐時，將從生物資產(非流動資產)中剔除，並以存貨(流動資產)入賬。

金融工具

金融資產及金融負債乃於集團之實體成為工具約定條款一方後在財務狀況表予以確認。金融資產及金融負債於初始時按公平值計值。直接與購買或發行金融資產和金融負債(除卻公平值變動計入損益的金融資產和金融負債)有關交易費用乃在金融資產及金融負債最初確認公平值中加入或扣除，視情況適用而定。至於公平值變動計入損益之金融資產及金融負債，直接購買此類資產和負債有關之交易費用乃隨即確認於損益。

金融資產

本集團之金融資產歸入下列三個類別其中之一，包括按公平值計入損益表(「按公平值計入損益表」)之金融資產、借貸及應收款項及可供出售金融資產。以常規方式購買或出售金融資產全部按交易日基準確認及取消確認。以常規方式購買或出售，指須按市場規則或慣例設定之時間框架內交付資產之購買或銷售金融資產。

實際利率法

實際利率法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃於初步確認時將估計日後現金收入(包括所有支付或收取構成整體實際利率之費用及利率差價、交易成本及其他所有溢價或折價)按金融資產之預期使用年期，或較短期間(倘適用)實際折現至賬面淨值之利率。

債務工具利息收入以實際利率基準確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Financial assets at fair value through profit or loss

Financial assets at FVTPL include financial assets held for trading.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, restricted bank deposits, and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see the accounting policy on impairment loss on financial assets below).

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

按公平值計入損益表之金融資產

按公平值計入損益表之金融資產包括持
作交易性金融資產。

按公平值計入損益表之金融資產乃按公
平值計量，而重新計量產生之公平值變
動於產生期內直接於損益表內確認。於
損益表確認之收益或虧損淨額包括財務
資產賺取之任何股息或利息。

借貸及應收款項

借貸及應收款項乃附帶固定或可確定付
款並不會於活躍市場上報價之非衍生性
金融資產。經初步確認後，借貸及應收
款項(包括應收賬款及其他應收賬，限制
銀行存款，以及銀行結餘及現金)按有效
利率法計算之攤銷成本(扣除任何已識別
之減值虧損)入賬(金融資產減值虧損之
會計政策見下文)。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of the reporting period (see the accounting policy on impairment loss on financial assets below).

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of the reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

可供出售金融資產

可供出售金融資產為非衍生項目，其須指定或未歸類為按公平值計入損益之金融資產、貸款及應收款項或持有至到期投資。

就可供出售股本投資而言，如果可供出售股本投資在活躍市場並無報價，而其公平值又不能可靠地計量，則此類股本投資於報告期末按成本值減去任何已識別之減值虧損計值(金融資產減值虧損之會計政策見下文)。

金融資產減值

金融資產(按公平值計入損益表列賬者除外)乃於報告期末評定是否出現減值跡象。金融資產乃於有客觀證據(因一項或多項於初步確認金融資產後發生之事件產生)顯示金融資產之估計未來現金流遭受影響時作出減值。

就金融資產而言，客觀減值證據包括：

- 發行人或交易方出現重大財政困難；或
- 未能或無力支付利息或本金款項；或
- 借貸人極有可能宣佈破產或進行財務重組。

就以攤銷成本列賬之金融資產而言，倘有客觀證明資產已減值，則減值虧損按資產的賬面值與估計未來現金流現值(以初次實際利率折現)之間的差額計算，減值虧損則於損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

For financial assets carried at cost, the amount of 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 current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade and other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's financial liabilities are generally classified into financial liabilities at FVTPL and other financial liabilities.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

就以成本列賬之金融資產而言，減值虧損乃以資產賬面值與預期未來現金流按類似金融資產之現行市場利率貼現之現值間之差額計量。有關減值虧損不會於其後期間撥回。

就所有金融資產而言，金融資產賬面值會扣減直接減值虧損，惟應收賬款及其他應收款除外，其賬面值會透過撥備作出扣減。撥備之賬面值變動乃於損益內確認。倘應收賬款被視為不可收回，則會與撥備賬撇銷。於其後收回過往撇銷之金額將計入損益表內。

就以攤銷成本列賬之金融資產而言，倘於其後期間減值虧損之數額減少，而此項減少可客觀地與確認減值虧損後發生之某一事件聯繫，則先前確認的減值虧損於損益賬中予以撥回，惟於撥回減值當日之資產賬面值不得超逾假設未確認減值時原應有之已攤銷成本。

金融負債與股本工具

對於本集團所發行之金融負債與股本工具之分類，乃根據所訂立合約安排之實質以及對金融負債與股本工具之界定來決定。

股本工具是一種合約，證明本集團資產減去所有負債後之剩餘權益。本集團之金融負債一般分類為按公平值計入損益表之金融負債及其他負債。

實際利率法

實際利率法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入(包括所有支付或收取構成整體實際利率之費用及利率差價、交易成本及其他所有溢價或折價)按金融資產之預期使用年期，或較短期間(倘合適)實際折現之利率。

利息開支以實際利率基準確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Financial liabilities at fair value through profit or loss

Financial liabilities at FVTPL include financial liabilities held for trading.

Financial liabilities at FVTPL are measured at fair value, with changes in fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any interest paid on the financial liabilities.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

Other financial liabilities

Other financial liabilities including borrowings, debentures, trade and other payables and dividend payable are subsequently measured at amortised cost, using the effective interest method.

3. 重要會計政策 (續)

金融工具 (續)

金融負債與股本工具 (續)

按公平值計入損益表之金融負債

按公平值計入損益表之金融負債包括持作交易性金融負債。

按公平值計入損益表之金融負債按公平值計量，而重新計量產生之公平值變動於產生期內直接於損益表內確認。於損益表確認之收益或虧損淨額包括財務資產賺取之任何股息或利息。

衍生金融工具

衍生工具首次按於衍生工具合約訂立日之公平值確認，其後於報告期末以其公平值重新計量。所得收益或虧損即時於損益表確認。

其他金融負債

其他金融負債包括銀行及其他借貸、融資券、應付賬款及其他應付賬款以及應付利息，其他金融負債乃以實際利率方法按攤銷費用計算。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group and the Company has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss. If the Group retains substantially all the risks and rewards of ownership of transferred assets, the Group continues to recognise the financial assets and recognise a collateralised borrowing for proceeds received.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle present obligation, its carrying amount is the present values of those cash flows (where the effect is material).

3. 重要會計政策 (續)

金融工具 (續)

金融負債與股本工具 (續)

股本工具

本公司所發行之股本工具乃按所得收益減去直接發行成本後入賬。

終止確認

當從資產收取現金之權利過期時，或該金融資產被轉讓而本集團及本公司逐步轉讓金融資產的風險及回報之業權時，金融資產將被終止確認。於資產終止確認時，資產之賬面值與已收或應收代價總額及直接於其他全面收入表確認之累計收入或虧損之差額會被確認於損益之中。倘本集團保留所轉讓金融資產所有權的絕大部分風險及回報，則本集團會繼續確認該項金融資產，亦會確認所收取款項為抵押借貸。

當相關合約中的具體責任已被履行、取消或逾期，金融負債會被終止確認。終止確認之金融負債賬面值與已付或應付代價差額會被確認為盈利或虧損。

撥備

當本集團因過往事件而牽涉任何可能須履行之責任時，則會予以計提撥備。撥備的多少為董事計及有關責任的風險及不確定因素後，估計報告期末為履行現有責任而最多應承擔之代價，如果影響重大，撥備以預計履行現有責任之現金流量計量，則其賬面值為現金流量之現值。

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Critical judgments in applying the Group's accounting policies

In the application of the Group's accounting policies, which are described in note 3, management has made the following judgments that have the most significant effect on the amounts recognised in the consolidated financial statements.

Timing of transfer of constructions in progress to property, plant and equipment for its intended use

In determining the timing when the construction in progress, especially for large-scale paper manufacturing plant and machinery, is transferred to qualifying asset ready for its intended use requires the Group to determine whether substantially all the activities necessary to bring the qualifying asset to the condition ready for its intended use are completed and related direct expenditure are included in the cost of the qualifying asset. The determination requires the use of management's judgment and experience.

Key sources of estimation uncertainty

The Group makes estimates and assumptions concerning the future. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets in the next financial year are discussed below.

Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives, after taking into account the estimated residual value. The Group assesses annually the residual value and the useful life of the property, plant and equipment and if the expectation differs from the original estimates, such differences from the original estimates will impact the depreciation charges in the year in which the estimates change.

Impairment of property, plant and equipment

The Group assesses annually whether property, plant and equipment have any indication of impairment in accordance with the accounting policy. The recoverable amounts of property, plant and equipment have been determined based on the higher of value-in-use calculations and fair value less cost to sell. These calculations require the use of judgment and estimates. Where the actual future cash flows are less than expected, a material impairment loss may arise.

4. 重大會計判斷與關鍵會計估計因素之不確定性

本集團運用會計政策之重大判斷

管理層在運用本集團會計政策時(見附註3)運用以下之判斷，對綜合財務報表所確認之數額有極大影響。

在建工程轉為物業、廠房及設備擬定用途之時間

在判斷在建工程，尤其是大型造紙廠及機械工程轉為合格資產既定用途之時間性時，本集團應判斷是否實質上完成了一切所需之活動，使合格資產處於隨時可投入既定用途之狀況，而相關之直接支出是否已計入合格資產之成本值當中。有關決定要求管理層運用判斷及經驗。

關鍵會計估計不確定性影響因素

本集團對未來作出估算及假設，於下個財務年度可能會導致資產之賬面值受到重大調整之估算及假設詳見下文。

物業、廠房及設備之折舊

物業、廠房及設備乃於可使用期內以直線法折舊，事先還考慮到估計剩餘價值。本集團每年評估物業、廠房及設備之剩餘價值及可使用期，而如果不同於原先估計，該等來自原先估計之差異將會影響估算變動當年計入之折舊。

物業、廠房及設備之減值

本集團按照會計政策每年評估物業、廠房及設備是否有減值現象。物業、廠房及設備之可收回額乃按照使用價值或公平值(按較高者)減去銷售成本計算。此等計算要求運用判斷來估算。如果日後實際現金流量少於預算，則可能會出現重大減值。

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. Details of the recoverable amount calculation are disclosed in note 20.

Allowance for bad and doubtful debts

The Group makes allowances for bad and doubtful debts based on an assessment of the recoverability of trade and other receivables. Allowances are applied to trade and other receivables where events or changes in circumstances indicate that the balances may not be collectable. The identification of bad and doubtful debts requires the use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact carrying value of trade and other receivables and doubtful debts expenses in the year in which such estimate has been changed.

Allowance for inventories

The Group makes allowance for inventories based on an assessment of the net realisable value of inventories. Allowances are applied to inventories where events or changes in circumstances indicate that the net realisable value is lower than the cost of inventories. The identification of obsolete inventories requires the use of judgment and estimates on the conditions and usefulness of the inventories. Where the expectation is different from the original estimate, such difference will impact carrying value of inventories in the year in which such estimate has been changed.

Deferred tax assets

The Group assesses annually whether to recognise the deferred tax assets. Where it is probable that there are sufficient taxable profits or temporary differences available in the future, a deferred tax asset will be recognised. Where the expectation is different from the original estimate, such difference will impact carrying value of deferred tax assets in the year in which such estimate has been changed.

4. 重大會計判斷與關鍵會計估計因素之不確定性 (續)

關鍵會計估計不確定性影響因素 (續)

商譽減值

判斷商譽是否減值要求對獲分配商譽之現金產出單位估算其使用價值。使用價值之計算要求本集團估算預期現金產生單位未來可產生之現金流量以及計算現值之貼現率。如果日後實際現金流量少於預算，則可能會出現重大減值。計算可收回金額之詳情披露於附註20。

呆壞賬之撥備

本集團按照評估應收賬款及其他應收款可收回額之結果，對應收款項計提撥備。當有事件發生或情況有變，顯示餘額未必可收回時，對應收賬款及其他應收款計提備抵。計提呆壞賬要求運用判斷作出估計。如果預期不同於原先估計，該等差異將會影響該等估計變動當年應收賬款及其他應收款賬面值和呆賬支出。

存貨之撥備

本集團根據存貨之可變現淨值評估就存貨作出撥備。當有事件出現或情況有變，顯示可變現淨值低於存貨成本時，則於存貨應用撥備。識別陳舊存貨需要對存貨之狀況及可用性作出判斷及估計。如果預期不同於原先估計，該等差異將會影響該等估計變動當年存貨賬面值和呆賬支出。

遞延稅項資產

本集團每年評估是否確認遞延稅項資產。當於未來可能有足夠之應課稅利潤或暫時差異，遞延稅項資產將會予以確認。當預期與原來估計不同時，有關差異將會影響有關估計有變的年度內的遞延稅項資產賬面值。

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5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

a. Capital risk management

In order to maintain a strong credit rating and healthy capital ratios, the Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders and supporting its business through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in note 27, debentures in note 28 and equity attributable to equity holders of the Company, comprising issued capital, reserves and retained earnings.

The management of the Group reviews the capital structure on a quarterly basis. As a part of this review, the management considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, new borrowings, new share issues and the issue of debentures.

b. Financial risk management objectives and policies

Categories and fair value of financial instruments

The carrying amounts of each of the following categories of financial assets and financial liabilities at the the end of the reporting period are set out as follows:

5. 資本風險管理及金融工具

a. 資本風險管理

為維持強健信用等級及穩健資本比率，本集團管理其資本以確保本集團實體將能持續為股東賺取最高回報，並透過優化負債及權益之平衡以支援業務。

本集團之資本結構包括債項，當中包括於附註27中披露之借貸、附註28之融資券，以及本公司權益持有人之應佔權益，當中包括已發行資本、儲備及保留盈利。

本集團之管理層每季度審核資本結構一次。作為該審核之一部分，管理層考慮資本成本及每等級資本之相關風險。建基於管理層之建議，本集團將透過支付股息、新借貸、發行新股及融資券以平衡整體資本結構。

b. 金融風險管理目標及政策

金融工具公平值及類別

下列各類別之金融資產及金融負債於報告期末之賬面值載列如下：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Financial assets	金融資產		
Available-for-sale financial assets	可供出售金融資產	23,851	25,851
Loans and receivables	借貸及應收賬	7,272,256	5,840,632
Derivative financial instruments	衍生金融工具	14,900	—
Financial liabilities	金融負債		
Financial liabilities stated at amortised cost	按攤銷成本列值之金融負債	13,011,536	12,032,281
Derivative financial instruments	衍生金融工具	6,450	199

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5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

(Cont'd)

b. Financial risk management objectives and policies (Cont'd)

Categories and fair value of financial instruments (Cont'd)

The major financial instruments of the Group include available-for-sale investments, trade and other receivables, restricted bank deposits, bank balances and cash, derivative financial instruments, trade and other payables, borrowings, debentures and dividend payable. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments are set out below. The management managers and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. The functional currency of the Company and its major subsidiaries is RMB as the primary economic environment in which the Company and majority of other group entities operate is the PRC. However, certain borrowings, bank balances, trade receivables and payables of the Group are denominated in foreign currencies and the Group also entered into certain foreign exchange forward contracts involving USD, therefore, the Group is exposed to foreign currency risk.

Approximately 14% (2008: 13%) of the sales of the Group for the year are denominated in currencies other than the functional currency of the Company and other group entities making the sale.

Approximately 29% (2008: 22%) of the purchases of the Group for the year are denominated in currencies other than the functional currency of the Company and other group entities making the purchase.

5. 資本風險管理及金融工具 (續)

b. 金融風險管理目標及政策 (續)

金融工具公平值及類別 (續)

本集團之主要金融工具包括可供出售投資、應收賬款及其他應收賬、受限制銀行存款、銀行存款與現金、衍生金融工具、應付賬款及其他應付賬、借貸、融資券及應付股息。該等金融工具之詳情披露於各自之附註。有關該等金融工具之風險載列如下。管理層管理及監察面對之風險，確保以時及有效之方式實施合適之措施。

外匯風險

外匯風險乃指金融工具之價值將會因為匯率波動而有所改變。由於本公司及其他集團實體大部分在中國營運，主要經濟環境在中國，所以本公司及其主要子公司之功能性貨幣是人民幣，然而，本集團之若干借貸、銀行結餘、應收賬及應付賬均以外幣結算，本集團亦訂立涉及美元之若干外匯遠期合約，因此，本集團須面對外匯風險。

年內，本集團之銷售約14%（二零零八年：13%）以本公司及其他集團內公司銷售之功能貨幣以外之貨幣結算。

年內，本集團之購置約29%（二零零八年：22%）以本公司及其他集團內公司購置之功能貨幣以外之貨幣結算。

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5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

(Cont'd)

b. Financial risk management objectives and policies (Cont'd)

Currency risk (Cont'd)

The major amounts denominated in a currency other than the functional currency of the Group entities is USD and the monetary assets and liabilities of the Group denominated in USD as at the end of the reporting period are as follows:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Trade and other receivables	應收及其他應收款	301,348	386,327
Bank balances	銀行結餘	434,454	151,425
Restricted bank deposits	受限制銀行存款	1,215	3,128
Trade and other payables	應付及其他應付款	(674,123)	(451,291)
Borrowings	借貸	(2,217,581)	(1,280,411)

The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The following table demonstrates the sensitivity of the Group to a reasonably possible change in the RMB spot exchange rate against USD, with all other variables being held constant. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for the change in foreign currency rates:

		Possible change in exchange rate of 5% 匯率可能變動5%	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Increase (decrease) in profit after tax	稅後利潤增加(減少)		
– if RMB weaken against foreign currency	– 倘人民幣對 外匯貶值	(75,943)	(49,345)
– if RMB strengthen against foreign currency	– 倘人民幣對 外匯增值	75,943	49,345

5. 資本風險管理及金融工具(續)

b. 金融風險管理目標及政策(續)

外匯風險(續)

除集團實體之功能貨幣外，本集團之主要結算貨幣為美元，而本集團於報告期末之美元金融資產及負債如下：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Trade and other receivables	應收及其他應收款	301,348	386,327
Bank balances	銀行結餘	434,454	151,425
Restricted bank deposits	受限制銀行存款	1,215	3,128
Trade and other payables	應付及其他應付款	(674,123)	(451,291)
Borrowings	借貸	(2,217,581)	(1,280,411)

本集團現時並無任何外匯對沖政策。然而，管理層監控外匯風險，並考慮是否須要為大量外匯風險作對沖。

下表說明本集團對美元兌人民幣現貨匯率之合理可能變動之敏感度(假設其他可變因素保持不變)。敏感度分析僅包括未清償外幣結算貨幣項目及於報告期末日調整其匯兌之匯率變動。

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5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

(Cont'd)

b. Financial risk management objectives and policies (Cont'd)

Currency risk (Cont'd)

In addition, the Group was also exposed to currency risk in respect of foreign currency forward contracts as at 31 December 2008. The notional amount of outstanding foreign exchange forward contracts, which are not designated as cash flow hedges, committed by the Group as at 31 December 2008 was USD3,000,000. If RMB weaken against USD by 5% (RMB strengthens against USD by 5%), the profit for the year would decrease (increase) by RMB1,025,000 while all other variables were held constant. There is no currency risk exposure in respect of foreign currency forward contracts to the Group as at 31 December 2009 as the notional amount of foreign exchange forward contracts to buy and sell USD committed by the Group is the same and the impact has been offset.

Interest rate risk

Fair value interest rate risk

The fair value interest rate risk of the Group relates primarily to fixed-rate bank deposits, borrowings and debentures. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

Cash flow interest rate risk

The cash flow interest rate risk of the Group relates primarily to variable-rate bank borrowings and borrowings from International Finance Corporation ("IFC"), a minority shareholder of a subsidiary.

The following table demonstrates the sensitivity of the Group to a reasonably possible change in the interest rate of the variable-rate bank borrowings and borrowings from IFC, with all other variables in particular foreign currency rates, remain constant and assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. 100 basis points ("bp") is the sensitivity rate used when reporting cash flow interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

5. 資本風險管理及金融工具 (續)

b. 金融風險管理目標及政策 (續)

外匯風險 (續)

此外，於二零零八年十二月三十一日，本集團亦面對有關外匯遠期合約之外匯風險。本集團所承擔並非指定用以對沖現金流之尚未行使外匯遠期合約名目金額於二零零八年十二月三十一日為3,000,000美元。當其他可變因素保持不變，倘人民幣兌美元貶值5%（人民幣兌美元增值5%），年內溢利將會減少（增加）人民幣1,025,000元。於二零零九年十二月三十一日，本集團並無有關外匯遠期合約之外匯風險，因本集團所承擔買賣美元之外匯遠期合約名目金額相同，有關影響已被抵銷。

利率風險

公平值利率風險

本集團公平值利率風險主要與銀行定息存款、借貸及融資券有關。本集團及現時並無任何利率對沖政策。然而，管理層監控利率風險，並考慮是否須要為大量利率風險作對沖。

現金流量利率風險

本集團及之現金流量利率風險主要與浮動利率銀行借貸及其他來自一間子公司之少數股東國際金融公司（「IFC」），之借貸相關。

下表顯示本集團對浮息銀行借貸利率及來自IFC借貸之利率對合理可能變動之敏感度（假設其他可變因素，特別是匯率保持不變，並假設報告期末之未清償負債為全年未清償款項）。100基準點（「基點」）是用於向主要管理人員報告內部現金流量利率風險時之敏感度，並用於管理層對利率合理可能變動之評估。

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5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

(Cont'd)

b. Financial risk management objectives and policies (Cont'd)

Interest rate risk (Cont'd)

Cash flow interest rate risk (Cont'd)

5. 資本風險管理及金融工具 (續)

b. 金融風險管理目標及政策 (續)

外匯風險 (續)

現金流量利率風險 (續)

	100 bp increase 增加100基點		100 bp decrease 減少100基點	
	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
(Decrease) increase in profit for the year				
		年內利潤 (減少) 增加		
	(47,369)	(38,720)	47,369	38,720

Price risk

The Group is exposed to equity price risk through its investment in equity securities with carrying value of RMB 23,851,000 (2008: RMB25,851,000) as at 31 December 2009 which was classified as available-for-sale investments at the end of the reporting period. Sensitivity analysis for price risk is not presented as the available-for-sale financial assets as at 31 December 2009 and 2008 are made up of unlisted equity securities which are measured at cost less impairment.

價格風險

截至二零零九年十二月三十一日，本集團透過投資於股權證券面對股權價格風險之賬面值為人民幣23,851,000元(二零零八年：人民幣25,851,000元)，於報告期末分類為可供出售投資。由於於二零零九年及二零零八年十二月三十一日的可供出售金融資產由非上市股權證券組成，故價格風險之敏感度分析並未以可供出售金融資產呈列，而按成本減去減值計算。

Credit risk

The credit risk of the Group is primarily attributable to its trade and other receivables. At the end of the reporting period, the maximum exposure to credit risk of which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties or debtors is the carrying amount of the respective recognised financial assets stated in the consolidated statement of financial position.

信貸風險

本集團之信貸風險主要來自應收賬款及其他應收款。於報告期末，本集團對手方或債權人未能履行債務而造成財務上之損失，由此本集團承受最大的信貸風險是綜合財務狀況表所列已確認有關金融資產之賬面值。

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debts at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the credit risk of the Group is significantly reduced.

為盡量減低信貸風險，本集團之管理層已委派工作隊伍負責釐定信貸限額、信貸審批及其他監察程序，以確保採取後續行動追收逾期欠款。此外，本集團會逐一審查營業欠款，確定欠款在報告期末之可收回額，確保對不可收回額計提足夠的減值虧損準備。本公司之董事認為本集團之信貸風險因此而大大減少。

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5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

(Cont'd)

b. Financial risk management objectives and policies (Cont'd)

Credit risk (Cont'd)

No single customer accounted for more than 10% of the total revenue and trade receivable balance of the Group during the year, in this regard, the directors of the Company consider that the Group have no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

The directors of the Company consider that the Group has no significant concentration of credit risk on receivables as they are due from large number of counterparties.

The credit risk on liquid funds is limited because the counterparties are banks with high credit rating assigned by international credit-rating agencies.

Liquidity risk

The Group relies on bank borrowings and issuance of debentures as a significant source of liquidity. In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with the loan covenant throughout the year.

5. 資本風險管理及金融工具 (續)

b. 金融風險管理目標及政策 (續)

信貸風險 (續)

年內，並無單一客戶或子公司之收入及應收賬款結餘佔本集團總收入及應收賬款或向子公司貸款結餘10%以上，因此，本公司董事認為本集團風險分散於大量他方及客戶，信貸風險並不重大集中。

本公司董事認為，由於應收款應收自多個交易方，本集團的應收款並無重大集中的信貸風險。

流動資金的信貸風險有限，因為交易方為獲國際信貸評級機構給予高信貸評級的銀行。

流動資金風險

本集團依賴銀行借貸及發行融資券作為主要流動性資源。於管理流動資金風險方面，本集團監控並維持管理層視為對本集團營運融資充裕之現金及現金等價物，並減輕現金流量波動之影響。管理層監控銀行借貸之使用，並確保於年內符合貸款契約。

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5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

(Cont'd)

b. Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

The following tables detail the remaining contractual maturity for non-derivative financial liabilities of the Group. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

In addition, the following tables detail the Group's liquidity analysis for its derivative financial instruments. The tables have been drawn up based on the undiscounted contractual net cash (inflows) and outflows on derivative instruments that settle on a net basis and the undiscounted net (inflows) and outflows on those derivatives that require net settlement. The liquidity analysis for the Group's financial assets held for trading are prepared based on the contractual maturities as the management consider that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

5. 資本風險管理及金融工具 (續)

b. 金融風險管理目標及政策 (續)

流動資金風險 (續)

下表詳列本集團非衍生金融負債之餘下合約到期日，下表亦根據金融負債之未折現現金流動，按集團及本公司最早需要還款之日期制定。該表包括利息及本金之現金流動。

此外，下表詳列本集團的衍生金融工具之流動性分析。下表根據淨額結算的衍生工具的未折現合約現金淨額(流入)及流出，以及須要淨額結算的衍生工具未折現(流入)及流出淨額制定。本集團衍生金融工具的流動性分析按管理層視為理解衍生工具現金流量時間的合約到期日為必要時的合約到期日而編製。

		Weighted Average effective interest rate	6-12 months							Total undiscounted cash flows	Total carrying amount
			On demand	1-3 months	3-6 months	6-12 months	1-2 years	2-5 years	5 years		
			加權平均 實際利率	按要 求	一至三個月	三至六個月	十二個月	一至兩年	兩至五年		
		%	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
At 31 December 2009	於二零零九年十二月三十一日										
Non-derivative financial liabilities	非衍生金融負債										
Borrowings	借貸										
– fixed-rate	– 定息	4.35	20,076	1,593,666	701,690	48,151	23,376	580,719	—	2,967,678	2,899,151
– variable-rate	– 浮息	3.57	—	247,199	428,411	616,576	2,103,642	1,980,854	882,012	6,258,694	5,636,780
Debenture	融資券	5.05	—	—	—	60,600	60,600	1,260,600	—	1,381,800	1,189,484
Trade and other payables	應付賬款及其他應付款	—	526,214	1,868,632	703,229	187,967	—	—	—	3,286,042	3,286,042
Dividend payable	應付股息	—	79	—	—	—	—	—	—	79	79
Total	總計		546,369	3,709,497	1,833,330	913,294	2,187,618	3,822,173	882,012	13,894,293	13,011,536

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5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

(Cont'd)

b. Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

		Weighted Average effective interest rate								Total undiscounted cash flows	Total carrying amount										
		加權平均 實際利率 %	On demand 按要求 RMB'000 人民幣千元	1-3 months 一至三個月 RMB'000 人民幣千元	3-6 months 三至六個月 RMB'000 人民幣千元	6-12 months 六至十二個月 RMB'000 人民幣千元	1-2 years 一至兩年 RMB'000 人民幣千元	2-5 years 兩至五年 RMB'000 人民幣千元	More than 5 years 五年以上 RMB'000 人民幣千元	未貼現現金 金流總額 RMB'000 人民幣千元	賬面值 總額 RMB'000 人民幣千元										
												Average effective interest rate									
												6-12 months									
At 31 December 2008	於二零零八年十二月三十一日																				
Non-derivative financial liabilities	非衍生金融負債																				
Borrowings	借貸																				
– fixed-rate	– 定息	4.68	—	754,221	443,648	34,915	30,444	426,877	171,700	1,861,805	1,662,476										
– variable-rate	– 浮息	4.97	—	267,224	506,320	793,395	532,719	3,244,859	64,773	5,409,290	4,911,845										
Debentures	融資券	5.20	—	—	736,400	1,262,400	—	—	—	1,998,800	1,941,874										
Trade and other payables	應付賬款及其他應付款	—	246,404	2,400,575	666,463	202,608	—	—	—	3,516,050	3,516,050										
Dividend payable	應付股息	—	36	—	—	—	—	—	—	36	36										
Total	總計		246,440	3,422,020	2,352,831	2,293,318	563,163	3,671,736	236,473	12,785,981	12,032,281										

Note:

The contractual payments in respect of variable-rate bank and other loans are calculated based on the outstanding market rates as at the end of the reporting period.

Fair value

The fair value of financial assets and financial liabilities are determined as follows:

- The fair value of other financial assets and financial liabilities (excluding derivative financial instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis; and
- The fair value of derivative financial instruments, are calculated using quoted prices. Where such prices are not available, the fair value of the non-option derivative is estimated using discounted cash flow analysis and the applicable yield curve.

5. 資本風險管理及金融工具 (續)

b. 金融風險管理目標及政策 (續) 流動資金風險 (續)

附註：

有關浮息銀行及其他借貸之合同付款乃按報告期末之未清償市場利率計算。

公平值

金融資產及金融負債之公平值乃按下列釐定：

- 其他金融資產及金融負債(不包括衍生金融工具)之公平值乃根據貼現現金流量分析之一般獲接受之價格模式而定；及
- 衍生金融工具之公平值乃按報價計算。當未能提供該等價格時，非期權衍生工具之公平值則按貼現現金流量分析及適用之收益率曲線進行估計。

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5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

(Cont'd)

b. Financial risk management objectives and policies (Cont'd)

Fair value (Cont'd)

Fair value measurements recognised in the statement of financial position

The fair value measurement of the derivative financial instruments are derived from inputs other than quoted prices (unadjusted) in active market for identical assets or liabilities that are observable for assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of derivative financial assets and liabilities are RMB14,900,000 and RMB 6,450,000 as at 31 December 2009 (2008: RMB 199,000).

Except as detailed in the following table, the directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair values:

		2009		2008	
		二零零九年		二零零八年	
		Carrying value	Fair value	Carrying value	Fair value
		賬面值	公平值	賬面值	公平值
		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
Borrowings - fixed rate	借貸—定息	2,899,151	2,823,518	1,662,476	1,711,480
Debenture - fixed rate	融資券—定息	1,189,484	1,067,880	1,941,874	1,999,652

5. 資本風險管理及金融工具 (續)

b. 金融風險管理目標及政策 (續)

公平值 (續)

於綜合財務狀況表內確認的公平值計量

衍生金融工具之公平值計量來自輸入數據而非可觀察資產或負債(不論直接(即價格)或間接(即來自價格))相同資產或負債的活躍市場報價(未經調整)。衍生金融資產及負債於二零零九年十二月三十一日的公平值為人民幣14,900,000元及人民幣6,450,000元(二零零八年：人民幣199,000元)。

除下表所列詳情，本公司董事認為金融資產及金融負債之賬面值均記錄在財務報表內之攤餘成本，相約其公平值：

6. REVENUE

6. 收入

		2009	2008
		二零零九年	二零零八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sale of paper products	紙製品銷售收入	14,155,084	14,561,339
Sale of construction materials	建築材料銷售收入	337,518	512,594
Sale of electricity and steam	電力及蒸汽銷售收入	237,925	235,552
Sale of chemical products	化工用品銷售收入	31,390	88,640
Others	其他收入	53,336	32,785
		14,815,253	15,430,910

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7. OTHER INCOME

7. 其他收益

		2009	2008
		二零零九年	二零零八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Government grants:	政府補助：		
Expansion grants (note a)	發展資助（附註 a）	140,290	178,084
Value-added tax refund (note b)	增值稅退稅（附註 b）	19,524	33,852
		159,814	211,936
Interest income	利息收入	85,355	37,758
Net exchange gain	淨兌收益	2,037	157,412
Net gain from sales of scrap	銷售廢料的淨收益	13,995	21,798
Insurance compensation	保險賠償	4,734	12,889
Discount on acquisition of additional interests in subsidiaries (note c)	收購子公司額外權益之折讓（附註 c）	—	28,209
Discount on acquisition of subsidiaries (note 36)	收購子公司折讓（附註 36）	10,490	61
Payable write off	應付撇賬	11,627	7,188
Penalty income	罰金收益	17	8,733
Others	其他收入	18,573	14,527
		306,642	500,511

Notes:

- (a) The Group received government grants from the local municipal governments in relation to the encouragement of the development and advancement of the business of the Group. According to the relevant government grant documents, the grants are the general and unconditional subsidies for the business operations of the Group.
- (b) Pursuant to various circulars issued by the State Administration of Taxation and local government authorities, the Group is entitled to receive various types of refund on value-added tax as it has used certain designated materials in its production.
- (c) Pursuant to the transfer agreement dated 24 December 2007 entered into among the ultimate holding company of the Company, State-owned Assets Supervision and Administration Commission of Shouguang City (壽光國有資產管理局) and the People's Government of Shouguang City (壽光市人民政府), as vendors and the Company as purchaser, the Company agreed to acquire 35.71% equity interest of a then 51% owned subsidiary, Shandong Chenming Power Supply Holdings Co., Ltd., at a consideration of RMB86,376,000. The transaction was completed in January 2008. A discount on acquisition of equity interest amounted to approximately RMB28,204,000 was recognised, after reassessment, immediately in profit or loss for the year ended 31 December 2008.

附註：

- (a) 本集團獲當地政府補助以鼓勵本集團促進發展業務。根據有關政府之資助文件，資助為一般無條件對本集團經營業務之補貼。
- (b) 根據國家稅務總局及地方政府所發出之通知，本集團由於在生產中使用若干指定原料，有權獲得多項增值稅退稅。
- (c) 根據本公司之最終控股公司壽光市國有資產管理局及壽光市人民政府（作為賣方）與本公司（作為買方）訂立日期為二零零七年十二月二十四日之轉讓協議，本公司同意以人民幣86,376,000元之代價收購當時擁有51%之子公司（山東晨鳴熱電股份有限公司）35.71%之股權。交易已於二零零八年一月完成。於截至二零零八年十二月三十一日止年度，收購股權之折讓約人民幣28,204,000元於評估後已即時計入損益。

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7. OTHER INCOME (Cont'd)

Pursuant to the transfer agreement dated 4 April 2008 entered into between Zhang Bangji, the independent third party, as vendor and Jilin Chenming Paper Co., Ltd., a wholly-owned subsidiary of the Company ("Jilin Chenming"), as purchaser, Jilin Chenming agreed to acquire 1% equity interest of a then 99% owned subsidiary, Jilin Chenming Waste Collection Co., Ltd., a subsidiary of the Company at a cash consideration of RMB10,000. A discount on acquisition of equity interest amounted to approximately RMB5,000 was recognised, after reassessment, immediately in profit or loss for the year ended 31 December 2008.

8. OTHER EXPENSES

As a result of the financial crisis in the second half of 2008, the Group's pulp production and construction materials production business have been adversely affected and the Group has temporarily suspended certain production units during that year to reduce losses. The loss on suspension of production mainly includes depreciation of production facilities of RMB90,218,000 and staff cost of RMB20,710,000. The production line for the pulp has been resumed in 2009. Subsequent to 31 December 2009, except for the production lines for decorating materials of two subsidiaries, Qihe Chenming Panels Co., Ltd and Heze Chenming Panels Co., Ltd which are still suspended, the remaining production line for construction materials has been resumed.

9. FINANCE COSTS

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Interest on:	利息支出：		
Bank loans	銀行貸款		
– wholly repayable within five years	– 可於五年內全數清還	301,683	307,780
– not wholly repayable within five years	– 未能於五年內全數清還	9,286	74,334
Debentures	融資券	61,976	55,812
Other borrowings	其他借貸		
– wholly repayable within five years	– 可於五年內全數清還	30,601	33,806
– not wholly repayable within five years	– 未能於五年內全數清還	—	14,933
		403,546	486,665
Less: Amount capitalised under construction in progress	減：在建工程 資本化金額	(8,583)	(24,052)
Amount capitalised under biological assets	生物資產資本化金額	(10,940)	—
		384,023	462,613

Note: Borrowing costs capitalised during the year arose on the general borrowing pool and specific borrowings. Borrowing costs capitalised for general borrowing pool are calculated by using a capitalisation rate of 6.00% (2008: 6.72%) per annum to expenditure on qualifying assets.

7. 其他收益 (續)

根據獨立第三方張幫吉(作為賣方)與本公司之全資子公司吉林晨鳴紙業有限責任公司(「吉林晨鳴」)(作為買方)訂立日期為二零零八年四月四日之轉讓協議，吉林晨鳴同意以代價人民幣10,000元收購當時擁有99%之子公司吉林晨鳴廢舊物資回收有限公司1%之股權。於截至二零零八年十二月三十一日止年度，收購股權之折讓約人民幣5,000元於評估後已即時計入損益。

8. 其他開支

由於二零零八年下半年之金融危機，本集團之自製漿生產線及建築材料生產業務受到不利影響，而本集團在該年內暫停部分生產線以減少虧損。停產虧損主要包括生產設施折舊人民幣90,218,000元及員工成本人民幣20,710,000元。本集團之自製漿生產線於二零零九年復產。於二零零九年十二月三十一日後，除了齊河晨鳴板材有限公司及荷澤晨鳴板材有限責任公司這兩間附屬公司的裝飾物料生產線仍然停產外，餘下的建築材料生產線已經復產。

9. 財務成本

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Interest on:	利息支出：		
Bank loans	銀行貸款		
– wholly repayable within five years	– 可於五年內全數清還	301,683	307,780
– not wholly repayable within five years	– 未能於五年內全數清還	9,286	74,334
Debentures	融資券	61,976	55,812
Other borrowings	其他借貸		
– wholly repayable within five years	– 可於五年內全數清還	30,601	33,806
– not wholly repayable within five years	– 未能於五年內全數清還	—	14,933
		403,546	486,665
Less: Amount capitalised under construction in progress	減：在建工程 資本化金額	(8,583)	(24,052)
Amount capitalised under biological assets	生物資產資本化金額	(10,940)	—
		384,023	462,613

註：年內之資本化借貸成本因一般借貸總額及特定借款而產生。一般借貸總額之資本化借貸成本，每年按符合資本化條件資產開支6.00% (二零零八年：6.72%)的資本化比率計算。

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10. PROFIT BEFORE TAX

10. 稅前利潤

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Profit before tax has been arrived at after charging (crediting):	稅前利潤已扣除 (計入) 以下各項:		
Wages and salaries	工資及薪金	445,933	474,186
Staff welfare	員工福利	120,702	119,450
Retirement benefit scheme contribution	退休福利計劃供款	72,376	58,229
Discretionary performance bonus	根據表現所釐定的獎金	149	39
Total staff costs (including directors' emoluments)	總員工成本 (包括董事薪酬)	639,160	651,904
Gross rental income from investment properties	投資物業租金總收入	(2,484)	(2,484)
Less: Direct operating expenses from investment properties that generated rental income during the year	扣除: 年內產生租金收入之投資物業之直接營運開支	446	446
Net rental income from investment properties	投資物業租金淨收入	(2,038)	(2,038)
Allowance (reversal of allowance) for bad and doubtful debts	呆壞賬撥備 (撥回撥備)	35,448	(43,735)
(Reversal of) allowance for inventories (note)	存貨 (撥回) 撥備 (註)	(22,677)	127,749
Auditors' remuneration	核數師酬金	4,896	5,608
Cost of inventories recognised as an expenses	確認為支出之存貨成本	11,981,093	12,460,877
Release of lease payment charge	預付租金攤銷	29,657	20,379
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,212,428	1,118,083
Depreciation of investment properties	投資物業折舊	1,738	1,738
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	4,506	8,563
Impairment of available-for-sale investment	可供出售投資減值	—	549
(Gain) loss on disposal/write off of property, plant and equipment	出售/撤銷物業、廠房及設備之 (收益) 虧損	(1,848)	1,219
Minimum operating lease payment in respect of rented premises	租用物業經營租約最低租金	19,653	14,446
Repairs and maintenance expenditure on property, plant and equipment	物業、廠房及設備之保養及維修支出	285,611	256,701
Research and development costs	研發支出	73,062	11,830
Dividend income from available-for-sale investments	可供出售投資之股息收入	—	(86)

Note: In 2008, the Group had written-down inventories for paper products to net realisable value, as the selling price of paper products has increased during the year 2009, the write-down of inventories has been reversed during the year ended 31 December 2009.

註: 於二零零八年, 本集團撇減紙製品的存貨至可變現淨值, 而由於紙製品的售價於二零零九年上升, 已撇減的存貨於截至二零零九年十二月三十一日止年度已經撥回。

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II. REMUNERATION OF DIRECTORS AND EMPLOYEES

a. Directors' emoluments

Directors' emoluments paid to the directors of the Company for the year were as follows:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Independent non-executive directors	獨立非執行董事		
– Fees	– 董事費	260	260
Non-executive directors	非執行董事		
– Fees	– 董事費	120	120
Executive directors	執行董事		
– Fees	– 董事費		—
– Retirement benefits scheme contributions	– 退休福利 計劃供款	96	79
– Other emoluments	– 其他酬金		
Salaries	薪金	2,654	2,261
Performance related incentive payments	表現相關 激勵款	7,926	2,026
		11,056	4,746

Note: The performance related incentive payments is determined by reference to the performance of the Group and individual performance of the directors, and approved by the Remuneration Committee.

11. 董事與僱員薪酬

(a) 董事薪酬

本集團於年內向本公司董事支付之薪酬，詳情如下：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Independent non-executive directors	獨立非執行董事		
– Fees	– 董事費	260	260
Non-executive directors	非執行董事		
– Fees	– 董事費	120	120
Executive directors	執行董事		
– Fees	– 董事費		—
– Retirement benefits scheme contributions	– 退休福利 計劃供款	96	79
– Other emoluments	– 其他酬金		
Salaries	薪金	2,654	2,261
Performance related incentive payments	表現相關 激勵款	7,926	2,026
		11,056	4,746

附註：表現相關激勵款參照本集團表現，董事個人表現而釐定，並經薪酬委員會批准。

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Independent non-executive directors	獨立非執行董事		
Diao Yuntao	刁雲濤	40	40
Wang Zhihua	王志華	40	40
Zhou Chengjuan	周承娟	40	40
Lau Yingkit	劉英傑	100	100
Wang Yumei	王玉玫	40	40
		260	260
Non-executive directors	非執行董事		
Gan Zhihe	甘智和	40	40
Zhao Wei	趙偉	40	40
Cao Chunyu	曹春昱	40	40
		120	120

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I. REMUNERATION OF DIRECTORS AND EMPLOYEES (Cont'd)

a. Directors' emoluments (Cont'd)

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Executive directors	執行董事		
Chen Hongguo	陳洪國	2,994	1,458
Yin Tongyuan	尹同遠	2,014	973
Li Feng	李峰	1,213	605
Xing Fangtong	邢方同	—	210
Wu Bingyu	吳炳禹	—	288
Hou Huancai	侯煥才	1,113	551
Zhou Shaohua	周少華	1,116	281
Geng Guanglin	耿光林	1,013	—
Tan Daocheng	譚道誠	1,213	—
		10,676	4,366

b. Employees

All of the five highest paid individuals of the Group during the year are directors of the Company.

During the year, no emoluments were paid by the Group to the directors of the Company and the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived any emoluments during the year.

11. 董事與僱員薪酬 (續)

(a) 董事薪酬 (續)

2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
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(b) 僱員

本集團於年內之前五名最高薪酬僱員是本公司之董事。

年內，本集團並無向本公司董事及前五名最高薪酬個人支付任何吸引他們加入本集團之酬金，又或在他們加入本集團後支付酬金以作激勵，亦無因失去職位而支付他們補償金。年內並無董事放棄任何酬金。

12. INCOME TAX EXPENSE

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Income tax charge comprises:	所得稅支出計有：		
Current income tax	當期所得稅		
– charge for the year	一年內支出	224,133	319,362
– (over) underprovision in prior years	– 往年（超額準備）計提準備不足數	(6,203)	213
		217,930	319,575
Deferred tax charge (credit) (note 30)	遞延稅款支出（沖抵）（附註 30）	1,081	(23,777)
Charge for the year	年內支出	219,011	295,798

12. 所得稅開支

2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
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12. INCOME TAX EXPENSE (Cont'd)

PRC Enterprise Income Tax of the Group mainly comprises income tax of the Company and its subsidiaries which are calculated at rates applicable to the relevant companies for both years.

Pursuant to the notification document from the relevant government authorities in Shandong Province issued on 6 July 2009, the Company has been recognised as one of the advanced technology enterprises in Shandong Province in 2009 for a period of three years. According to the applicable laws and regulations in the PRC, the Company will be entitled to pay the enterprise income tax at a reduced tax rate of 15% for three years from 2009.

Pursuant to the approval of State Administration of Taxation and according to the related regulations in respect of preferential tax benefit for west development (西部大開發) issued by PRC Ministry of Foreign Trade and Economic Cooperation, for Hailaer Chenming Paper Co., Ltd. and Yanbian Chenming Paper Co., Ltd., subsidiaries of the Company, the applicable income tax rate is 15% from 2001 to 2010.

Pursuant to the approval of the local government in the year of 2002 and according to regulations issued by State of Council and State Administration of Taxation, which is applicable to foreign investment enterprise, the applicable income tax rate of Shandong Chenming Xinli Power Co., Ltd., a subsidiary of the Company, was 15% prior to 1 January 2008. On 26 December 2007, the State Council of the PRC issued Circular of the State Council on the Implementation of Transitional Preferential Policies for the New Law and the applicable tax rate for foreign investment enterprise is gradually phased in to the new tax rate of 25% during the five-year transitional period at a tax rate of 18%, 20%, 22%, 24% and 25% in year 2008, 2009, 2010, 2011 and 2012 respectively, therefore, the applicable tax rate for 2009 is 20% (2008: 18%).

Pursuant to the approval of the Wuhan State Tax Bureau, Wuhan Chenming Hanyang Paper Holdings Co., Ltd., a subsidiary of the Company, was changed to a foreign investment enterprise in April 2005, and is exempted from paying PRC income tax for two years starting from the first profit-making year followed by a 50% reduction in income tax rate in the following three years. The year 2005 is the first profit-making year of the subsidiary. On 26 December 2007, the State Council of the PRC issued Circular of the State Council on the Implementation of Transitional Preferential Policies for the New Law and the applicable tax rate for foreign investment enterprise is gradually phased in to the new tax rate of 25% during the five-year transitional period at a tax rate of 18%, 20%, 22%, 24% and 25% in year 2008, 2009, 2010, 2011 and 2012 respectively. The subsidiary entitles 50% reduction in income tax rate in 2009 and the applicable income tax rate is 10% (2008: 9%).

12. 所得稅開支 (續)

本集團之中國企業所得稅主要包括本公司及其子公司之所得稅，均按於年內適用於有關公司之稅率計算。

根據山東省相關政府機關於二零零九年七月六日出具之通知文件，本公司已獲認可為二零零九年山東省其中一家高科技企業，為期三年。按照中國之適用法例及法規，本公司在獲得相關稅務機關批准後，將有資格享有經減免之企業所得稅率15%，自二零零九年起為期三年。

根據國家稅務總局批准以及中國外經貿部頒佈之有關西部大開發之稅務優惠規定，由二零零一年至二零一零年，本公司子公司海拉爾晨鳴紙業有限責任公司及延邊晨鳴紙業有限公司適用之所得稅率為15%。

根據二零零二年度國家稅務總局之批准以及國務院及國家稅務總局頒佈之規定(適用於外商投資企業)，本公司子公司山東晨鳴新力熱電有限公司於二零零八年一月一日前之適用所得稅率為15%。於二零零七年十二月二十六日，中國國務院頒佈新稅法之《國務院關於實施企業所得稅過渡優惠政策的通知》，外商投資企業之適用稅率於二零零八年、二零零九年、二零一零年、二零一一年及二零一二年之五年過渡期內分階段分別增加至18%、20%、22%、24%及25%以逐步達致新稅率25%，因此，二零零九年之適用稅率為20% (二零零八年：18%)。

根據武漢稅務局批准，本公司子公司武漢晨鳴漢陽紙業股份有限公司於二零零五年四月轉為外商投資企業，由首個獲利年度起，豁免繳納中國所得稅兩年，其後三年減免50%所得稅。二零零五年為該子公司之第一個獲利年度。於二零零七年十二月二十六日，中國國務院頒佈新稅法之《國務院關於實施企業所得稅過渡優惠政策的通知》，外商投資企業之適用稅率於二零零八年、二零零九年、二零一零年、二零一一年及二零一二年之五年過渡期內分階段分別增加至18%、20%、22%、24%及25%以逐步達致新稅率25%。二零零九年子公司獲豁免50%之所得稅稅率後的適用所得稅稅率為10% (二零零八年：9%)。

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12. INCOME TAX EXPENSE (Cont'd)

Jiangxi Chenming Paper Co., Ltd. ("Jiangxi Chenming") is a foreign investment enterprise established in the PRC. Pursuant to the enterprise income tax laws applicable to foreign investment enterprise, Jiangxi Chenming is exempted from paying PRC income tax for two years starting from the first profit-making year followed by a 50% reduction in income tax rate in the following three years. The years of 2008 and 2009 are the second and third profit-making year of Jiangxi Chenming under the PRC income tax rule and accordingly, 50% of the income tax has been exempted for 2009, and the applicable income tax rate is 12.5% (2008: 100% exemption).

On 26 June 2008, the Hong Kong Legislative Council passed the Revenue Bill 2008 which reduced corporate profits tax rate from 17.5% to 16.5% effective from the year of assessment 2008/2009. Therefore, Hong Kong Profits Tax is calculated at 16.5% for both years.

12. 所得稅開支 (續)

江西晨鳴紙業有限責任公司(「江西晨鳴」)為於中國成立之外商投資企業。根據適用於外商投資企業之所得稅法例，江西晨鳴由首個獲利年度起，豁免繳納中國所得稅兩年，其後三年減免50%所得稅。二零零八年及二零零九年為江西晨鳴根據中國所得稅規則之第二個及第三個獲利年度，因而二零零九年獲豁免所得稅50%，而適用所得稅率為12.5% (二零零八年：全數豁免)。

於二零零八年六月二十六日，香港立法會通過2008年收入條例草案，當中公司所得稅由17.5%減少至16.5%，自2008/2009年度課稅年度起生效。因此，香港所得稅於兩個年度內之估計應評稅利潤按16.5%計算。

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Profit before tax	稅前利潤	1,208,382	1,590,797
Tax at the applicable income tax rate of 15% (2008: 25%)	稅率為適用所得稅率15% (二零零八年：25%)	181,257	397,699
Effect of tax incentives	有效稅務優惠影響	(14,871)	(38,357)
Tax effect of income not taxable	對未課稅收入之稅務影響	(7,637)	(9,298)
Tax effect of expenses not deductible	對不能扣減開支之稅務影響	21,482	18,428
Tax effect of tax losses not recognised	對未確認稅務虧損之稅務影響	16,964	13,066
Effect of tax exemptions granted to certain subsidiaries	授予若干子公司之稅務豁免之影響	(10,215)	(65,397)
Effect of different tax rates of certain subsidiaries	若干子公司之不同稅率之影響	36,691	(8,887)
Tax effect of utilisation of tax losses previously not recognised	使用較早前未確認之不同稅率之影響	(8,528)	(11,669)
(Over) underprovision in prior years	過往年度(超額準備)計提準備不足數	(6,203)	213
Decrease in opening deferred tax assets resulting from a decrease in applicable tax rate	適用稅率減少導致期初遞延稅項資產減少	9,395	—
Tax effect of deductible temporary differences not recognised	對未確認可扣減時差異之稅務影響	676	—
Income tax expense for the year	年度所得稅開支	219,011	295,798

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13. DIVIDENDS

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Dividend declared and paid during the year for:	年內宣派及支付之股息：		
- 2008 (RMB0.05 per share)	- 二零零八年 (每股人民幣 0.05 元)	103,102	—
- 2007 (RMB0.16 per share)	- 二零零七年 (每股人民幣 0.16 元)	—	273,015
		103,102	273,015

The final dividend in respect of the year ended 31 December 2009 of RMB0.30 (2008: RMB0.05) per share (equivalent to approximately RMB618,614,000 (2008: RMB103,102,000)) on 2,062,046,000 shares (2008: 2,062,046,000 shares) has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

董事建議於截至二零零九年十二月三十一日止年度就2,062,046,000股(二零零八年：2,062,046,000股)股份支付末期股息為每股人民幣0.30元(二零零八年：人民幣0.05元)(相等於約人民幣618,614,000元(二零零八年：人民幣103,102,000元)，須待股東於應屆股東週年大會上批准。

14. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the following data:

Earnings		盈利	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Earnings for the purpose of basic earnings per share (profit for the year attributable to owners of the Company)	用於計算每股基本盈利之盈利(本公司擁有人應佔年內利潤)	862,946	1,102,288
Number of shares	股份數目		
		2009 二零零九年 '000 千股	2008 二零零八年 '000 千股
Weighted average number of shares for the purpose of basic earnings per share	用於計算每股基本盈利之加權平均股數	2,062,046	1,897,802

The basic earnings per share is computed by dividing the profit for the year attributable to the owner of the Company by the number/weighted average number of shares in issue during the year.

每股基本盈利按本公司擁有人應佔年內利潤除以年內已發行股份數目/加權平均數計算。

No diluted earnings per share is presented as there was no potential ordinary shares outstanding during the current or prior year.

由於本年或往年內並無發行普通股潛在攤薄，故並無呈列每股攤薄盈利。

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Buildings 建築物 RMB'000 人民幣千元	Plant and machinery 廠房及 機器 RMB'000 人民幣千元	Furniture, fixtures and equipment 傢俬、配備 及設備 RMB'000 人民幣千元	Motor vehicles 機動車 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	成本值						
At 1 January 2008	於二零零八年一月一日	2,871,939	14,241,311	372,623	121,249	714,083	18,321,205
Value-added tax refund on domestically manufactured plant and machinery (note a)	國內製造的廠房及機械 的增值稅退稅 (附註 a)	—	(13,916)	—	—	—	(13,916)
Acquisition of a business (note 36)	收購業務 (附註 36)	—	—	10	—	—	10
Additions	增加	80,040	72,451	22,592	18,292	1,463,395	1,656,770
Transfers	轉入或轉出	410,304	1,388,700	132,346	7,772	(1,939,122)	—
Disposals/write offs	出售/撇賬	(21,964)	(31,658)	(2,281)	(11,028)	—	(66,931)
At 31 December 2008	於二零零八年 十二月三十一日	3,340,319	15,656,888	525,290	136,285	238,356	19,897,138
Value-added tax refund on domestically manufactured plant and machinery (note a)	國內製造的廠房及機械 的增值稅退稅 (附註 a)	—	(17,544)	—	—	—	(17,544)
Acquisition of businesses (note 36)	收購業務 (附註 36)	10,401	11,281	199	5,594	611	28,086
Additions	增加	12,511	63,350	8,882	20,814	2,006,465	2,112,022
Transfers from construction in progress/ to property, plant and equipment	自興建中轉出/ 轉入物業、 廠房及設備	96,225	410,183	10,407	462	(517,277)	—
Transfers (note b)	轉入或轉出 (附註 b)	—	(96,963)	(60)	—	77,616	(19,407)
Disposals/write offs	出售/撇賬	(20,084)	(24,229)	(7,804)	(9,450)	—	(61,567)
At 31 December 2009	於二零零九年 十二月三十一日	3,439,372	16,002,966	536,914	153,705	1,805,771	21,938,728
DEPRECIATION AND IMPAIRMENT	折舊與減值						
At 1 January 2008	於二零零八年一月一日	460,463	3,454,293	207,163	52,068	—	4,173,987
Provided for the year	年內撥備	105,937	984,276	18,985	8,885	—	1,118,083
Impairment for the year	年內減值	—	7,924	232	407	—	8,563
Eliminated on disposal/write off	出售/撇賬抵銷	(12,280)	(24,719)	(1,959)	(6,012)	—	(44,970)
At 31 December 2008	於二零零八年 十二月三十一日	554,120	4,421,774	224,421	55,348	—	5,255,663
Provided for the year	年內撥備	112,181	1,028,766	55,960	15,521	—	1,212,428
Transfers (note b)	轉入或轉出 (附註 b)	—	(19,398)	(9)	—	—	(19,407)
Eliminated on disposal/write off	出售/撇賬抵銷	(8,870)	(11,373)	(4,073)	(5,016)	—	(29,332)
Impairment for the year (note c)	年內減值 (附註 c)	—	4,506	—	—	—	4,506

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15. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

15. 物業、廠房及設備 (續)

		Buildings 建築物	Plant and machinery 廠房及 機器	Furniture, fixtures and equipment 傢俬、配備 及設備	Motor vehicles 機動車	Construction in progress 在建工程	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 31 December 2009	於二零零九年 十二月三十一日	657,431	5,424,275	276,299	65,853	—	6,423,858
CARRYING AMOUNTS	賬面值						
At 31 December 2008	於二零零八年 十二月三十一日	2,786,199	11,235,114	300,869	80,937	238,356	14,641,475
At 31 December 2009	於二零零九年 十二月三十一日	2,781,941	10,578,691	260,615	87,852	1,805,771	15,514,870

Notes:

附註：

- a. According to the No. [2006] 111 Regulation in respect of preferential VAT benefit for foreign-investment entities issued by State Administration of Taxation (國稅發[2006]111號《國家稅務總局國家發展和改革委員會關於印發《外商投資項目採購國產設備退稅管理試行辦法》的通知》), the Group received approximately RMB17,544,000 (2008: RMB13,916,000) value-added tax ("VAT") refund for purchasing machinery manufactured in the PRC during the year ended 31 December 2009.
- a. 根據國稅發[2006]111號《國家稅務總局國家發展和改革委員會關於印發《外商投資項目採購國產設備退稅管理試行辦法》的通知》，本集團於截至二零零九年十二月三十一日止年度就購買國產機器所收取的增值稅(「增值稅」)退稅約為人民幣17,544,000元(二零零八年：人民幣13,916,000元)。
- b. During the year ended 31 December 2009, certain paper production lines are transferred to construction in progress for alternation of production purpose, the depreciation of the relevant production lines is suspended since the date of transfer.
- b. 於截至二零零九年十二月三十一日止年度，若干紙製品生產線因改變生產用途而轉入在建工程，有關生產線折舊自轉入日期起中止。
- c. During the year ended 31 December 2009, the directors identified that certain production lines of the Group will not be used in coming future as its product quality is not up to standard, an impairment of approximately RMB4,506,000 (2008: RMB 8,563,000) was recognised for this product line based on recoverable amount determined using fair value less cost to sell.
- c. 於截至二零零九年十二月三十一日止年度，董事識別本集團若干條生產線於未來將因生產質素不及格而不會投產，故此生產線根據公平值減銷售成本釐定的可收回金額確認減值約人民幣4,506,000元(二零零八年：人民幣8,563,000元)。

The above items of property, plant and equipment, other than construction in progress, are depreciated over their estimated useful lives, after taking into account their estimated residual value, on a straight line basis:

除在建工程外，上述各項物業、廠房及設備均於計入彼等之估計剩餘價值後，於彼等之估計可使用期內以直線法折舊：

Buildings	20 - 40 years	建築物	20 - 40年
Plant and machinery	8 - 20 years	廠房及機器	8 - 20年
Furniture, fixtures and equipment	5 years	傢俬、配備及設備	5年
Motor vehicles	5 - 8 years	機動車	5 - 8年

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15. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

At the end of the reporting period, the Group has pledged plant and machinery and buildings having a carrying amount of approximately RMB1,083,390,000 (2008: RMB1,144,235,000) to secure the loan facilities granted to the Group by certain banks and IFC.

The Group has certain buildings with carrying amounts of approximately RMB321,504,000 (2008: RMB290,972,000), which have not yet obtained any title certificates as at the date of this report. The directors of the Company are of the opinion that the Group is not required to incur additional cost in obtaining the title certificates for these buildings in the PRC.

16. PREPAID LEASE PAYMENTS

Prepaid lease payments related to land use rights	預付租金，有關土地使用權		
Analysed for reporting purposes as:	為報告目的作出如下分析：		
Non-current portion	非流動部分	1,275,915	1,225,356
Current portion	流動部分	38,571	42,209
		1,314,486	1,267,565

At the end of the reporting period, the Group has pledged land use rights having carrying value of approximately RMB73,051,000 (2008: RMB74,654,000) to secure the loan facilities granted to the Group.

The Group has certain land use rights with carrying amount of approximately RMB152,021,000 (2008: RMB147,503,000), which has not yet obtained the land use rights certificates as at the date of this report. The lease payments for land use rights without certificates are amortised over a period from 40 to 50 years from the date of signing the relevant lease agreement. The directors of the Company are of the opinion that the Group is not required to incur additional cost in obtaining the land use rights certificates for these land use rights in the PRC. With reference to the lease term of other land use rights with similar usage, the directors of the Company are of the opinion that the amortisation basis is reasonable.

The lease terms of the land use rights held by the Group are between 40 and 50 years.

15. 物業、廠房及設備 (續)

於報告期末，本集團已向若干銀行及IFC抵押面值約為人民幣1,083,390,000元（二零零八年：人民幣1,144,235,000元）之廠房、機器及建築物，以獲取信貸額度。

本集團擁有若干於報告日期尚未獲得任何產權證明之房產，其賬面值約為人民幣321,504,000元（二零零八年：人民幣290,972,000元）。本公司董事認為本集團無須為取得該等在中國之樓宇之產權證明而招致額外成本。

16. 預付租金

2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
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於報告期末，本集團已抵押土地使用權之賬面值約為人民幣73,051,000元（二零零八年：人民幣74,654,000元）之土地使用權，以獲取信貸額度。

本集團擁有若干於報告日期尚未獲得任何產權證明之土地使用權，其賬面值約為人民幣152,021,000元（二零零八年：人民幣147,503,000元）。就未取得證明之土地使用權之租金按自有關租賃協議簽訂之日期起計40至50年期間攤銷。本公司董事認為本集團無須為取得該等在中國之土地使用權之權利證明而招致額外成本。本公司董事經參考其他類似用途土地之土地使用權之租賃條款後，認為攤銷基礎屬合理。

本集團所持土地使用權之租賃期限為40至50年之間。

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16. PREPAID LEASE PAYMENTS (Cont'd)

During the year ended 31 December 2009, prepaid lease payment with carrying amount of RMB6,626,000 (2008: RMB2,879,000) has been capitalized into biological assets.

16. 預付租金 (續)

於截至二零零九年十二月三十一日止年度，賬面值為人民幣6,626,000元（二零零八年：人民幣2,879,000元）之預付租金已資本化為生物資產。

17. INVESTMENT PROPERTIES

17. 投資物業

RMB'000
人民幣千元

COST		成本
At 31 December 2008	於二零零八年十二月三十一日	
and 31 December 2009	二零零九年十二月三十一日	38,292
DEPRECIATION		折舊
At 1 January 2008	於二零零八年一月一日	8,389
Provided for the year	年內撥備	1,738
At 31 December 2008	於二零零八年十二月三十一日	10,127
Provided for the year	年內撥備	1,738
At 31 December 2009	於二零零九年十二月三十一日	11,865
CARRYING AMOUNTS		賬面值
At 31 December 2009	於二零零九年十二月三十一日	26,427
At 31 December 2008	於二零零八年十二月三十一日	28,165

The fair value of the Group's investment properties at 31 December 2009 was RMB39,140,000 (2008: RMB38,884,000). The fair value has been determined by the directors of the Company and no valuation has been performed by independent qualified professional valuers. The valuation performed by the directors of the Company was arrived at by reference to recent market prices for similar properties in the same locations and conditions.

本集團投資物業於二零零九年十二月三十一日的公平值為人民幣39,140,000元（二零零八年：人民幣38,884,000元）。公平值乃由本公司董事釐定，未有由獨立合資格專業估值師進行估值。本公司董事進行的估值乃參考地區及狀況相同的類似物業的近期市價而得出。

The above investment properties are situated in the PRC, held under medium-term lease and depreciated on a straight-line basis over 20 years. The properties are leased out to independent third parties since 2007.

上述投資物業位於中國且以中期租約持有，並按20年年期以直線基準折舊。上述物業自二零零七年起租賃給獨立第三方。

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18. INTERESTS IN ASSOCIATES

18. 於聯營公司之權益

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Cost of unlisted investment	投資成本－非上市公司	106,190	100,190
Share of post-acquisition losses, net of dividend received	應佔收購後虧損， 已扣除所收股息	(48,517)	(32,828)
Less: Impairment	減：減值	(540)	(540)
		57,133	66,822

Details of the Group's associates as at the end of the reporting period are as follows:

於報告期末，本集團之聯營公司之詳情如下：

Name of company 公司名稱	Place of establishment/ operation 成立/ 營業地點	Proportion of nominal value of registered capital held by the Group 本集團所持有 註冊股本之 面值之所佔比例		Principal activities 主營業務
		2009 二零零九年	2008 二零零八年	
壽光麗奔製紙有限公司 (Shouguang Liben Paper Making Co., Ltd.)	PRC 中國	26.40%	26.40%	Manufacture of paper 造紙
青州市晨鳴變性澱粉有限責任公司 (Qingzhou Chenming Denaturation Amylum Co., Ltd.)	PRC 中國	30.00%	30.00%	Production of denaturated amyllum 生產變性澱粉
阿爾諾維根斯晨鳴特種紙有限公司 (Arjo Wiggins Chenming Specialty Paper Co., Ltd.)	PRC 中國	30.00%	30.00%	Manufacture of paper 造紙
江西江報傳媒彩印有限公司 (Jiangxi Jiangbao Media Colour Printing Co. Ltd.)	PRC 中國	21.15%	—	Printing 印刷

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18. INTERESTS IN ASSOCIATES (Cont'd)

The summarised financial information in respect of the Group's associates is set out below:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Total assets	總資產	503,191	618,885
Total liabilities	總負債	296,246	386,117
Net assets	資產淨值	206,945	232,768
Group's share of net assets of associates	本集團所佔聯營公司資產淨值	57,133	66,822
Revenue	收入	127,165	272,381
Loss for the year	年內虧損	(52,502)	(79,033)
Group's share of loss of associates for the year	本集團所佔聯營公司年內虧損	(15,689)	(23,168)

18. 於聯營公司之權益 (續)

本集團聯營公司的財務資料概述如下：

19. AVAILABLE-FOR-SALE INVESTMENTS

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Unlisted equity securities, at cost	非上市權益證券，按成本值	25,850	28,652
Less: Impairment	減：減值	(1,999)	(2,801)
Carrying value at the end of the reporting period	報告期末賬面值	23,851	25,851

Available-for-sale investments comprise unlisted equity investments in certain companies established in the PRC, in which the Group holds less than 20% of their paid-up capital. They are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

19. 可供出售之投資

可供出售的投資包括若干在中國成立之非上市股本之投資，本集團均持有彼等之已繳股本少於20%，該等投資以於報告期末按成本值減去減值計量。由於合理公平值的估計差距甚大，故本公司董事認為彼等之公平值不能可靠地計量。

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20. GOODWILL

The goodwill of the Group arose from the acquisition of the remaining equity interests held by minority shareholders of subsidiaries.

During the year ended 31 December 2009, the management of the Group assessed the recoverable amounts of goodwill to determine if there was any impairment of goodwill of the cash generating units ("CGUs") by reference to the CGUs' value in use.

The recoverable amounts of the CGUs are determined based on value in use calculations which uses cash flow projections derived from the financial budgets for the next five years prepared by the management using the discount rate of 5.33% (2008: 5.47%) per annum which reflect the current market assessment of the time value of money and the risks specific to the CGUs and using steady growth rates of 5% (2008: 5%) per annum. The growth rates are based on the industry growth forecast and do not exceed the average long-term growth rate for the relevant industry.

Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of goodwill.

21. BIOLOGICAL ASSETS

CARRYING AMOUNT	賬面值		
At beginning of the year	年初	301,213	92,160
Plantation expenditure incurred	產生種植支出	185,643	208,135
Gain on change in fair value less estimated point-of-sale cost of biological assets	來自生物資產公平值變動 減去預計銷售成本之盈利	9,869	918
At end of the year	年末	496,725	301,213

The biological assets of the Group represent immature trees (495,083 mu eucalyptus located in Zhanjiang, Yangjiang, Huizhou and 100,143 mu pines located in Huanggang and Nanchang). The Group manages the establishment, maintenance and harvesting of trees separately in each physical location and all the biological assets of the Group will be used as raw material in production when mature. It is expected that the eucalyptus and pines will mature in year 2011 and year 2020, respectively.

20. 商譽

本集團商譽因收購子公司的少數股東權益餘下權益而產生。

截至二零零九年十二月三十一日止年度內，本集團之管理層評估商譽之可回收金額，以釐定是否出現按現金產生單位之使用價值而計算之任何商譽減值。

現金產生單位之可回收價值乃按使用價值計算及釐定，即使用管理層制定之未來五年財政預算中之預期現金流量預算及每年5.33% (二零零八年：5.47%) 折現率計算 (折現率乃反映金額於現行市場情況下之時間值評估及現金產生單位之特定風險，並採用每年5% (二零零八年：5%) 之穩定增長率。增長率乃按預期行業增長而釐定，且不得超過相關行業之平均長遠增長率。

管理層相信任何該等假設之任何合理可能變動，將不會造成賬面總值超出商譽可回收總值。

21. 生物資產

2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
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本集團之生物資產乃指未成長樹木 (即位於湛江、陽江及惠州之495,083畝桉樹及位於黃岡及南昌之100,143畝松樹)。本集團於各地理位置分別負責設立、維持及收割樹木，而其所有生物資產於成熟時將會用作原材料。本集團預期桉樹及松樹將於二零一一年及二零二零年成熟。

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21. BIOLOGICAL ASSETS (Cont'd)

Included in the plantation expenditure incurred for the year ended 31 December 2009 is minimum lease payment in respect of rented lands for plantation amounting to RMB6,626,000 (2008: RMB2,879,000). The commitment in respect of the rental of lands for future plantation purpose is set out in note 33.

The biological assets are stated at their fair values less estimated point-of-sale costs. The fair value has been arrived at based on a valuation carried out by Jones Lang LaSalle Sallmanns. The valuation is determined using the discounted value of the expected market price for estimated timber volumes delivered less cost of delivery and estimated maintenance costs up to when the timber becomes usable. The discount rates used are 12.99% for eucalyptuses and 12.16% for pines. Gain on change in fair value less estimated point-of-sale cost of biological assets amounted to RMB9,869,000 (2008: RMB918,000) has been recognised and credited to the consolidated statement of comprehensive income for the year ended 31 December 2009.

21. 生物資產 (續)

截至二零零九年十二月三十一日止年度之種植支出，包括租賃種植土地之最低租金人民幣6,626,000元(二零零八年：人民幣2,879,000元)。關於租賃土地作未來種植用途之承諾載於附註33。

生物資產以其公平值減去預計銷售時成本入賬，公平值乃根據仲量聯行西門有限公司所作之估值而計算。該估值以估計已交付木材量之預期市價之折現值減去交付成本及預計直至木材可使用時之估計保養成本釐定。使用之折現率就桉樹為12.99%及就松樹為12.16%。因此，公平值變動收益減去生物資產預計銷售時成本之人民幣9,869,000元(二零零八年：人民幣918,000元)已被確認，並於截至二零零九年十二月三十一日止年度之綜合全面收益表中入賬。

22. INVENTORIES

22. 存貨

		2009	2008
		二零零九年	二零零八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Raw materials	原材料	1,465,013	1,579,741
Work in progress	在產品	54,431	73,197
Finished goods	產成品		
Paper products	紙品	672,590	1,632,059
Construction materials	建築材料	27,815	110,937
Chemical materials	化學材料	6,730	1,859
		2,226,579	3,397,793

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23. TRADE AND OTHER RECEIVABLES

23. 應收賬款及其他應收款

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Trade receivables	應收賬款	1,718,798	1,919,637
Less: Impairment	減：減值	(189,807)	(167,228)
		1,528,991	1,752,409
Other receivables	其他應收款	209,070	312,341
Less: Impairment	減：減值	(63,527)	(51,546)
		145,543	260,795
Bills receivable	應收票據	2,704,799	974,010
Advance to suppliers	預付供應商款項	730,494	348,401
Deposits and prepayments	按金及預付款	270,278	114,125
Total trade and other receivables	應收賬款及其他應收款合計	5,380,105	3,449,740

Trade receivables

The Group allows an average credit period of 90 days to its trade customers, except for certain customers with credit period more than 90 days. The following is an aged analysis of trade receivables based on invoice date, net of impairment, at the reporting date:

應收賬款

除了若干客戶獲授逾90日之授信期外，本集團授予貿易客戶平均90日之授信期。於報告日，根據發票日期之應收賬款扣除減值之賬齡分析如下：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
0 - 90 days	0 - 90 日	1,172,891	1,365,834
91 - 180 days	91 - 180 日	224,042	240,387
181 - 365 days	181-365 日	37,598	104,987
1 - 2 years	1-2 年	87,634	27,306
2 - 3 years	2-3 年	6,826	13,895
		1,528,991	1,752,409

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23. TRADE AND OTHER RECEIVABLES (Cont'd)

The following is an aged analysis of bills receivable at the report date:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
0 - 90 days	0-90 日	1,658,656	802,843
91 - 180 days	91-180 日	1,046,143	171,167
		2,704,799	974,010

Before accepting any new customer, the Group goes through internal credit assessment procedure to assess the potential customer's credit quality and defines credit limits by customer.

Aging of amounts past due but not impaired trade receivables:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
0 - 90 days	0-90 日	202,525	224,355
91 - 180 days	91-180 日	3,846	11,627
181 - 365 days	181-365 日	37,598	104,987
1 - 2 years	1-2 年	87,634	27,306
2 - 3 years	2-3 年	6,826	13,895
Total	總計	338,429	382,170

During the reporting period, the Group has provided full impairment on certain debtors with amounts of RMB14,130,000 (2008: RMB1,907,000), which are individually determined to be impaired. As the debtors have delayed payment on several occasions, the Group has provided full impairment of the amounts.

The Group has provided full impairment on certain receivables past due over 3 years based on past experience of which receivables that are past due beyond 3 years are generally not recoverable. Other than the recognised impairment losses, no allowance has been made to the remaining past due trade receivables as the Group is satisfied with the subsequent settlement from and the credit quality of these customers and the Group considers that these balances are not impaired. The directors of the Company are of the opinion that the credit quality of the trade receivable balances that are neither past due or impaired at the end of the reporting period is of good quality.

23. 應收賬款及其他應收款 (續)

於報告日，應收票據之賬齡分析如下：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
0 - 90 days	0-90 日	1,658,656	802,843
91 - 180 days	91-180 日	1,046,143	171,167
		2,704,799	974,010

接受新客戶之前，本集團會以內部信用評估程序評估準客戶之信用度並確定客戶之授信額度。

已逾期但並無減值之應收賬款之賬齡：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
0 - 90 days	0-90 日	202,525	224,355
91 - 180 days	91-180 日	3,846	11,627
181 - 365 days	181-365 日	37,598	104,987
1 - 2 years	1-2 年	87,634	27,306
2 - 3 years	2-3 年	6,826	13,895
Total	總計	338,429	382,170

於報告期內，本集團就金額為人民幣14,130,000元（二零零八年：人民幣1,907,000元）之若干應收賬款悉數計提減值，有關應收賬款已個別計提減值。由於有關應收賬款已多次延期付款，本集團就有關款項悉數計提減值。

由於根據過往逾期三年以上之欠款一般無法收回之經驗，故本集團已為逾期三年以上之若干應收賬款悉數計提減值。由於本集團滿意該等客戶以後之還款情況及信用度，故認為無須就餘下逾期應收賬款撥備，惟已確認之減值虧損除外。本公司之董事認為並無逾期或減值之應收賬款於報告期末之信用度屬良好。

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23. TRADE AND OTHER RECEIVABLES (Cont'd)

Other receivables

Other receivables are non-trade nature balances due from the independent third parties and they are unsecured, interest-free and repayable on demand. In the opinion of the directors of the Company, the amounts are recoverable in the next twelve months from the reporting date.

Movement in the impairment on trade receivables

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Balance at beginning of the year	年初結餘	167,228	219,306
Impairment losses recognised on receivables	於應收款確認之減值虧損	55,115	15,072
Amounts recovered during the year	年內已收回款項	(31,819)	(56,577)
Write off	撇銷	(717)	(10,573)
Balance at end of the year	年末結餘	189,807	167,228

Movement in the impairment on other receivables

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Balance at beginning of the year	年初結餘	51,546	59,406
Impairment losses recognised on receivables	於應收款確認之減值虧損	26,639	10,259
Amounts recovered during the year	年內已收回款項	(14,487)	(12,489)
Write off	撇銷	(171)	(5,630)
Balance at end of the year	年末結餘	63,527	51,546

Bills receivable

At 31 December 2009, the Group has discounted bills with recourse with an aggregate amount of RMB2,091,068,000 (2008: RMB401,110,000). The Group continues to recognise the full carrying amount of such bills receivable and has recognised the cash received on such discount as secured borrowings as set out in note 27.

23. 應收賬款及其他應收款 (續)

其他應收款

其他應收款為應收獨立第三方之非貿易性質結餘，為無抵押、免息及按要求償還。本公司董事認為，有關款項可於報告日期起未來十二個月內收回。

應收賬款之減值變動

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Balance at beginning of the year	年初結餘	167,228	219,306
Impairment losses recognised on receivables	於應收款確認之減值虧損	55,115	15,072
Amounts recovered during the year	年內已收回款項	(31,819)	(56,577)
Write off	撇銷	(717)	(10,573)
Balance at end of the year	年末結餘	189,807	167,228

其他應收款之減值變動

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Balance at beginning of the year	年初結餘	51,546	59,406
Impairment losses recognised on receivables	於應收款確認之減值虧損	26,639	10,259
Amounts recovered during the year	年內已收回款項	(14,487)	(12,489)
Write off	撇銷	(171)	(5,630)
Balance at end of the year	年末結餘	63,527	51,546

應收票據

於二零零九年十二月三十一日，本集團擁有總金額為人民幣2,091,068,000元（二零零八年：人民幣401,110,000元）之附追索權折現票據。本集團繼續確認該等應收票據之全數賬面值及已確認附註27內折現為質押借款已收的現金。

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24. DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments - foreign currency forward contracts

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Assets	資產	14,900	—
Liabilities	負債	(6,450)	(199)

At 31 December 2008 and 2009, the Group has entered into certain forward exchange contracts with financial institutions and the total notional amounts and details of these contracts committed by the Group are as follows:

24. 衍生金融工具

衍生金融工具－外匯遠期合同

於二零零八年及二零零九年十二月三十一日，本集團與金融機構訂立若干外匯遠期合同，本集團所訂立之外匯遠期合同之總名目金額及詳情如下：

Notional amount 名目金額	Maturity date 到期日	Exchange rates 匯率 RMB/USD 人民幣/美元	RMB'000 人民幣千元
2009			
二零零九年			
Buy US\$50,000,000 買入50,000,000美元	20 October 2010 二零一零年十月二十日	6.5780	328,900
Buy US\$100,000,000 買入100,000,000美元	26 May 2010 二零一零年五月二十六日	6.6990	669,900
Sell US\$50,000,000 出售50,000,000美元	20 October 2010 二零一零年十月二十日	6.6440	(332,200)
Sell US\$100,000,000 出售100,000,000美元	26 May 2010 二零一零年五月二十六日	6.7640	(676,400)
2008			
二零零八年			
Sell USD3,000,000 出售3,000,000美元	22 January 2009 二零零九年一月二十二日	6.7687	20,306

The total fair value of the Group's currency derivatives financial assets and liabilities as at 31 December 2009 are estimated to be approximately RMB 14,900,000 (2008: nil) and RMB 6,450,000 (2008: RMB199,000), which are based on fair value provided by counter parties which are financial institutions. The currency derivatives are not designated as cash flow hedges and the change in fair values amounting to RMB8,443,000(2008: RMB1,738,000) has been credited to the consolidated statement of comprehensive income for the year.

The above forward contracts are required to be settled net in cash on maturity date and were measured at fair value at each reporting date.

截至二零零九年十二月三十一日，根據作為對手方之金融機構所提供之公平值，本集團之貨幣衍生金融資產及負債之總公平值約為人民幣14,900,000元(二零零八年：無)及人民幣6,450,000元(二零零八年：人民幣199,000元)。由於貨幣衍生工具並非指定用以對沖現金流，故公平值變動人民幣8,443,000元(二零零八年：人民幣1,738,000元)已於年度綜合收益表中入賬。

上述遠期合約須於到期日以現金償付，並於各報告日以公平值計量。

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25. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH

Restricted bank deposits represent the bank deposits pledged to banks to secure certain bills facilities granted to the Group by certain banks amounting to RMB525,589,000 (2008: RMB165,839,000) and are therefore classified as current assets. The restricted bank deposits carry fixed interest rate of 0.36% (2008: 0.36%) per annum as at 31 December 2009. The pledged bank deposits will be released upon the settlement of relevant bill facilities.

Bank balances and cash held by the Group include bank balances and short-term deposits with an original maturity of three months to six months, which carry interests at market rates which ranging from 0.36% to 1.98% (2008: 0.36% to 3.33%) per annum as at 31 December 2009.

26. TRADE AND OTHER PAYABLES

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Trade payables aged:	應付賬款之賬齡：		
0 - 90 days	0 - 90 日	1,206,281	2,001,600
91 - 180 days	91 - 180 日	574,416	275,863
181 - 365 days	181 - 365 日	104,682	216,240
1 - 2 years	1 - 2 年	155,634	98,420
2 - 3 years	2 - 3 年	52,666	17,648
Over 3 years	3 年以上	29,182	32,537
Trade payables	應付賬款	2,122,861	2,642,308
Bills payable aged:	應付票據之賬齡：		
0 - 90 days	0 - 90 日	428,218	252,629
91 - 180 days	91 - 180 日	116,314	114,999
Bills payable	應付票據	544,532	367,628
Other payables	其他應付款	618,649	506,114
Advances received from customers	已收客戶預付款	233,124	101,694
Accrued charges	預提費用	51,204	52,927
		3,570,370	3,670,671

The average credit period on purchases of goods is 90 days.

25. 受限制銀行存款／銀行結餘及現金

受限制銀行存款指本集團向銀行抵押銀行存款以獲取若干銀行授予之若干票據信貸額度人民幣525,589,000元(二零零八年：人民幣165,839,000元)，故此受限制銀行存款被分類為流動資產。於二零零九年十二月三十一日，受限制銀行存款之固定年利率為0.36% (二零零八年：0.36%)。已抵押銀行存款將會於相關票據借貸信用額清償時解除抵押。

本集團持有之銀行結餘及現金包括銀行結餘及短期存款，其原來到期日為三個月至六個月，並於二零零九年十二月三十一日按市場年利率0.36%至1.98% (二零零八年：0.36%至3.33%)計息。

26. 應付賬款及其他應付款

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Trade payables aged:	應付賬款之賬齡：		
0 - 90 days	0 - 90 日	1,206,281	2,001,600
91 - 180 days	91 - 180 日	574,416	275,863
181 - 365 days	181 - 365 日	104,682	216,240
1 - 2 years	1 - 2 年	155,634	98,420
2 - 3 years	2 - 3 年	52,666	17,648
Over 3 years	3 年以上	29,182	32,537
Trade payables	應付賬款	2,122,861	2,642,308
Bills payable aged:	應付票據之賬齡：		
0 - 90 days	0 - 90 日	428,218	252,629
91 - 180 days	91 - 180 日	116,314	114,999
Bills payable	應付票據	544,532	367,628
Other payables	其他應付款	618,649	506,114
Advances received from customers	已收客戶預付款	233,124	101,694
Accrued charges	預提費用	51,204	52,927
		3,570,370	3,670,671

購置貨物之平均信貸期為90天。

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27. BORROWINGS

27. 借款

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Bank loans	銀行貸款		
Secured	有抵押	3,742,349	1,356,920
Unsecured	無抵押	4,516,320	4,703,656
		8,258,669	6,060,576
Other loans	其他貸款		
Secured, from IFC	有抵押，來自 IFC	178,442	214,153
Unsecured	無抵押	98,820	299,592
		277,262	513,745
		8,535,931	6,574,321
Bank and other loans are repayable:	應償還之銀行及其他貸款如下：		
Within one year	1 年內	3,448,507	2,555,070
In the second year	第 2 年	1,969,032	365,446
In the third to fifth year inclusive	第 3 年至第 5 年（首尾兩年在內）	2,435,124	3,502,164
More than five years	5 年後	683,268	151,641
		8,535,931	6,574,321
Less: Amount due within one year shown under current liabilities	減：一年內償還並於流動負債顯示之款項	(3,448,507)	(2,555,070)
Amount due after one year	一年後到期之借款額	5,087,424	4,019,251

Details of the terms of the Group's borrowings are set out below:

本集團之借款條款之詳情如下：

	Maturity date 到期日	Effective interest rate per annum 實際年利率		Carrying amount 賬面值	
		2009 二零零九年 %	2008 二零零八年 %	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Fixed-rate borrowings 固定利率借款	2010 to 2013 二零一零年至二零一三年	4.35	4.68	2,899,151	1,662,476
Floating-rate borrowings (note) 浮動利率借款(註)	2010 to 2023 二零一零年至二零二三年	3.57	4.97	5,636,780	4,911,845
Total borrowings 總借款				8,535,931	6,574,321

Note: The interest rate of floating-rate borrowings are linked to the interest rate announced by the People's Bank of China or London InterBank Offered Rate and the average interest rates ranges from 1.08% to 5.47% (2008: 2.32% to 7.05%).

註：浮動利率借款之利率與中國人民銀行所宣佈之利率或倫敦銀行同業拆息掛鉤，平均利率為 1.08% 至 5.47% (二零零八年：2.32% 至 7.05%)。

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28. DEBENTURES

Pursuant to a circular [2007] No. 427 issued by the People's Bank of China in 2007, the Company issued two debentures to the independent third party debenture holders with face value of RMB700,000,000 and RMB1,200,000,000 on 6 June 2008 and 29 August 2008 respectively. The debentures were unsecured, interest bearing at 5.2% per annum and repayable one year after the issue date. The debentures were fully repaid in 2009.

Pursuant to a "Notice of acceptance of registration" [2009] No. MTN102 issued by the National Association of Financial Market Institutional Investors, the Company issued a debenture to the independent third party debenture holders with face value of RMB1,200,000,000 on 2 December 2009. The debenture is unsecured, repayable three years after the issue date and interest bearing at 5.05% per annum.

29. DEFERRED INCOME

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
At beginning of the year	年初	329,467	303,712
Grants obtained	所獲得補助	68,939	57,823
Released to income	轉入收入	(34,119)	(32,068)
At end of the year	年末	364,287	329,467
Analysed for the reporting purpose as:	作報告用途而分析為：		
Current portion	流動部分	24,349	21,598
Non-current portion	非流動部分	339,938	307,869
Total	合計	364,287	329,467

Government grants obtained during the year are in relation to the construction of property, plant and equipment of the Group from the local municipal governments.

The grants are recorded as deferred income in the statement of financial position and credited to the statement of comprehensive income on a straight-line basis over the expected useful lives of the related assets.

In accordance with the terms of certain grants obtained in prior years, the amount attributable to the Group of approximately RMB18,061,000 (2008: RMB18,061,000) were transferred from retained earnings to capital reserve during the year as the relevant amount cannot be distributed before winding up.

28. 融資券

本公司經中國人民銀行於二零零七年發出的通函[2007] 427號檔批准，於二零零八年六月六日及二零零八年八月二十九日分別向獨立第三方融資券持有人發行了兩批面值為人民幣700,000,000元及人民幣1,200,000,000元的融資券。該融資券無抵押，年利率為5.2%，並須於發行日後一年償還。該融資券已於二零零九年悉數償付。

根據中國銀行間市場交易商協會《接受註冊通知書》(中市協註[2009]MTN102號)，本公司於二零零九年十二月二日向獨立第三方融資券持有人發行了面值為人民幣1,200,000,000元的融資券。該融資券為無抵押，年利率為5.05%，並須於發行日後三年償還。

29. 遞延收益

於年內，本集團獲取之政府補助乃來自當地政府之有關本集團物業、廠房及設備建設之補貼。

補助於財務狀況表列為遞延收益，另於相關資產的估計可使用期內以直線法計入全面收益表。

根據於過往年度授出之若干補助，本集團之應佔金額約人民幣18,061,000元(二零零八年：人民幣18,061,000元)於年內自留存收益轉入資本公積，此乃因有關補助不可於清盤前分配所致。

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30. DEFERRED TAXATION

The following are the major deferred tax assets (liabilities) recognised and movements thereon during the current and prior years:

		Impairment loss on assets 資產之 減值虧損 RMB'000 人民幣千元	Deferred income 遞延收益 RMB'000 人民幣千元	Salaries and wages accruals 薪金及 工資計提 RMB'000 人民幣千元	Tax losses 稅務虧損 RMB'000 人民幣千元	Biological assets 生物資產 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2008	於二零零八年一月一日	76,061	—	18,279	1,768	(6,104)	7,254	97,258
Acquisition of subsidiaries	收購子公司	449	—	—	—	—	—	449
Credit (charge) to income for the year	於年度收入計入 (扣除)	(3,477)	8,522	4,476	9,279	(328)	5,305	23,777
At 31 December 2008	於二零零八年十二月三十一日	73,033	8,522	22,755	11,047	(6,432)	12,559	121,484
Acquisition of subsidiaries (note 36)	收購子公司 (附註 36)	—	—	—	—	—	(1,386)	(1,386)
Credit (charge) to income for the year	於年度收入計入 (扣除)	(15,493)	6,547	8,082	(923)	(2,467)	12,568	8,314
Effect of change in tax rate	稅率變動之影響	(3,662)	498	(3,668)	—	—	(2,563)	(9,395)
At 31 December 2009	於二零零九年十二月三十一日	53,878	15,567	27,169	10,124	(8,899)	21,178	119,017

For the purpose of statement of financial position presentation, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	131,426	127,916
Deferred tax liabilities	遞延稅項負債	(12,409)	(6,432)
		119,017	121,484

At the end of the reporting period, the Group has unused tax losses of RMB249,391,000 (2008: RMB216,222,000) available for offset against future profits.

Deferred tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through the future taxable profits is probable. A deferred tax asset has been recognised in respect of RMB40,494,000 (2008: RMB44,188,000) of tax losses arising from PRC Enterprise Income Tax.

30. 遞延稅項

於本年及以往年度已確認之主要遞延稅項資產(負債)及其變動情況如下:

為了呈列於財務狀況表中，若干遞延稅項資產及負債已經抵銷。以下為用於財務報告中之遞延稅項結餘分析：

於報告期末，本集團之未動用稅務虧損人民幣249,391,000元(二零零八年：人民幣216,222,000元)可供用作抵銷未來溢利。

遞延稅項資產乃因於未來出現應課稅溢利時可變現為相關稅務利益而結轉並確認之稅務虧損。中國企業所得稅之稅務虧損人民幣40,494,000元(二零零八年：人民幣44,188,000元)已獲確認為遞延稅項資產。

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30. DEFERRED TAXATION (Cont'd)

The Group did not recognise deferred income tax assets in respect of the remaining tax losses amounting to RMB208,897,000 (2008: RMB172,034,000) as the future profit stream of the subsidiaries are uncertain. The tax losses arising from PRC Enterprise Income Tax can be carried forward to offset against future taxable income in year 2010 to 2014.

31. SHARE CAPITAL

		Number of shares 股數 '000 千股	Restricted A Shares 限售A股 '000 千股	Type of shares 股份類別			Total 合計 RMB'000 人民幣千元
				A Shares A股 '000 千股	B Shares B股 '000 千股	H Shares H股 '000 千股	
At 1 January 2008	於二零零八年一月一日	1,706,346	339,501	809,348	557,497	—	1,706,346
Issue of H Shares (note a)	發行H股(註a)	355,700	—	—	—	355,700	355,700
Transfer of A Shares to H shares (note b)	A股轉換為H股(註b)	—	(35,570)	—	—	35,570	—
Transfer of A shares held by directors, supervisors and senior management to restricted A Shares (note c)	董事、監事及高級管理層持有之A股轉換為限售A股(註c)	—	177	(177)	—	—	—
Transfer of restricted A Shares held by directors, supervisors and senior management to A Shares (note d)	董事、監事及高級管理層持有之限售A股轉換為A股(註d)	—	(120)	120	—	—	—
At 31 December 2008	於二零零八年十二月三十一日	2,062,046	303,988	809,291	557,497	391,270	2,062,046
Transfer of A shares held by directors, supervisors and senior management to restricted A Shares (note c)	董事、監事及高級管理層持有之A股轉換為限售A股(註c)	—	139	(139)	—	—	—
Transfer of restricted A Shares held by directors, supervisors and senior management to A Shares (note d)	董事、監事及高級管理層持有之限售A股轉換為A股(註d)	—	(827)	827	—	—	—
At 31 December 2009	於二零零九年十二月三十一日	2,062,046	303,300	809,979	557,497	391,270	2,062,046

30. 遞延稅項(續)

由於子公司所產生之未來利潤屬未知之數，故本集團並無就餘下稅務虧損人民幣208,897,000元(二零零八年：人民幣172,034,000元)確認遞延所得稅資產。中國企業所得稅之稅務虧損可以結轉以抵銷二零一零年至二零一四年之未來應課稅收入。

31. 股本

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31. SHARE CAPITAL (Cont'd)

Notes:

- (a) On 18 June 2008, 355,700,000 H Shares of the Company of RMB1.00 each were issued at HK\$9.00 per share for cash by way of an international offering and a public offering on the Stock Exchange.
- (b) In accordance with relevant approval document regarding the listing of shares of the company outside the PRC, Shouguang Chenming Holdings Co., Ltd., the parent company of the Company is required to transfer 35,570,000 A Shares to 中華人民共和國全國社會保障基金理事會 The National Social Security Fund Council of the PRC ("NSSF Council") upon the listing of H Shares of the Company on the Stock Exchange, and all the shares held by NSSF Council were converted into H Shares on an one-for-one basis.
- (c) During the year ended 31 December 2008 and 2009, the directors acquired 176,774 and 139,275 A Shares from the public. As the transfer of entity's shares held by the directors and key management of an entity are restricted under the relevant requirement of the Shenzhen Stock Exchange, these shares were reclassified from A Shares to Restricted A shares accordingly.
- (d) Lock-up period for certain restricted A Shares held by certain directors and key management of the Company was expired during the year, 120,000 and 827,596 Restricted A Shares were reclassified from Restricted A Shares to A Shares during 2008 and 2009 respectively.
- (e) Except for the difference in reporting obligations as set out in the Articles of Association of the Company, A, B and H Shares rank pari passu with each other in all other respects and, in particular, will rank equally for all dividends or distributions declared or paid.

32. CAPITAL COMMITMENTS

Authorised but not contracted for acquisition of property, plant and equipment	已授權但未訂約 支付購買物業、 廠房及設備
Contracted but not provided for acquisition of property, plant and equipment	已訂約但未支付 購買物業、 廠房及設備

31. 股本 (續)

註：

- (a) 於二零零八年六月十八日，本公司以每股9.00港元發行355,700,000股每股面值人民幣1.00元之H股，透過於聯交所國際發售及公開發售換取現金。
- (b) 根據有關公司股份境外上市之批文，本公司H股於聯交所上市後，本公司之母公司壽光晨鳴控股有限公司須轉移35,570,000股A股至中華人民共和國全國社會保障基金理事會（「全國社會保障基金理事會」）。全國社會保障基金理事會所持有之所有股份將會按1：1基準轉換為H股。
- (c) 截至二零零八年及二零零九年十二月三十一日止年度董事從公眾買入176,774股及139,275股A股，而由於轉讓董事及主要管理人層持有的該實體股份根據深圳證券交易所的相關規定受到限制，該等股份因而由A股重新分類為限售A股。
- (d) 年內，本公司若干董事及高級管理層持有之限售A股之鎖定期已逾期。120,000股及827,596股受限A股已分別於二零零八年及二零零九年重新分類為A股。
- (e) 除了本公司的章程細則所載之報告責任差異外，A、B及H股於全部各方面均享有相同權利，特別是已宣派或支付的所有股息或分派的級別均為相同。

32. 資本承諾

	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Authorised but not contracted for acquisition of property, plant and equipment	12,610,839	5,622,480
Contracted but not provided for acquisition of property, plant and equipment	5,553,398	291,332
	18,164,237	5,913,812

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33. LEASE COMMITMENTS

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	Rented premises 租賃物業 RMB'000 人民幣千元	Rented lands for plantation 種植租賃土地 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Year ended	截至二零零九年十二月		
31 December 2009	三十一日止年度		
Within one year	8,180	35,169	43,349
In the second to fifth year inclusive	19,308	98,363	117,671
Over five years	—	1,025,842	1,025,842
	27,488	1,159,374	1,186,862
Year ended	截至二零零八年十二月		
31 December 2008	三十一日止年度		
Within one year	10,567	38,710	49,277
In the second to fifth year inclusive	17,367	9,989	27,356
Over five years	39	56,151	56,190
	27,973	104,850	132,823

The minimum lease payment paid under operating lease in respect of rented premises and rented lands for plantation for the year ended 2008 and 2009 are set out in Notes 10 and 21 respectively.

The average term for leases of premises is less than five years and the leases for lands for plantation are generally fixed for fifty years, rentals are fixed at the date of signing of lease agreements.

The Group as lessor

The Group's investment properties are held for rental purposes. The properties are expected to generate rental yields of 9.89% (2008: 12.04%) on an ongoing basis. All of the properties held have committed tenants for an average term of two years.

33. 租賃承諾

本集團作為承租人

以下是本集團於報告期末根據不可取消經營租約在未來之最低租金：

截至二零零八年及二零零九年止年度，租賃物業及種植租賃土地經營租約已支付之最低租金已分別載列於附註10及21。

物業租約平均租期少於五年，而種植土地租約一般訂於五十年，租金於簽訂租約時釐定。

本集團作為出租人

本集團持有投資物業作租賃用途。就持續基準而言，物業租金回報預期為9.89%（二零零八年：12.04%）。本集團持有之所有物業已與租戶簽訂平均為期兩年之合同。

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33. LEASE COMMITMENTS (Cont'd)

The Group as lessor (Cont'd)

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Within one year	一年內	1,388	1,436
In the second to fifth year inclusive	2至5年（包括首尾兩年）	1,538	—
		2,926	1,436

34. RELATED PARTY TRANSACTIONS

(a) In addition to the acquisition of additional equity interest of Shandong Chenming Power Supply Holdings Co., Ltd. during the year ended 31 December 2008 as disclosed in note 7(c), the Group has entered into the following significant transactions with its related parties during the year:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
<i>Associates:</i>			
Electricity charges received	聯營公司： 收取電費	7,944	22,742
Utility charges received	收取公用事業服務費	—	10,312
Miscellaneous service charges received	收取其他服務費收取	268	9,755
Rental received	收取租金	—	150
<i>Minority shareholders of subsidiaries:</i>			
Sales of finished products	子公司少數股東： 出售成品	64,754	202,545
Technology consultancy fee paid	支付技術諮詢費	1,600	1,625
Interest paid	已付利息	7,306	14,933
Minimum operating lease payment in respect of property, plant and equipment	有關物業、廠房及設備經營租約最低租金	6,960	6,960

Other than the above transactions, the Group also made or received payments on behalf of certain related parties during the year and the unsettled balance is included in the balance with the respective related parties as at the end of the reporting period.

33. 租賃承諾 (續)

本集團作為出租人 (續)

於報告期末，本集團已與租戶就以下未來最低租金訂立合同：

34. 關聯方交易

(a) 於截至二零零八年十二月三十一日止年度，除了在附註7(c)披露的收購山東晨鳴熱電股份有限公司額外股權外，本集團於年內與關聯方訂立以下重大交易：

除上述交易外，年內，本集團亦代表若干相關方清還或收取款項，而未清償款項乃於報告期末於各關聯方之結餘中入賬。

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34. RELATED PARTY TRANSACTIONS (Cont'd)

- (b) Balances with related parties (included in respective items on the statement of financial position)

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
<i>Associates:</i>			
<i>聯營公司：</i>			
Other receivables	其他應收款	1,291	14,679
Trade receivables	應收賬款	—	10,744
<i>Minority shareholders of subsidiaries:</i>			
<i>子公司少數股東：</i>			
Trade receivables	應收賬款	31,980	18,354
Other loans from IFC	向 IFC 借入之其他貸款	178,442	214,153

All the amounts due from (to) associates and minority shareholders of subsidiaries are unsecured, interest-free and expected to be recovered/repaid within one year from the end of the reporting period, except for part of the loans from IFC, which are repayable after one year from the end of the reporting period.

- (c) Material transactions and balances with other stated-owned enterprises in the PRC

The Group operates in an economic environment currently predominated by enterprises directly or indirectly owned or controlled by the PRC government (hereinafter collectively referred to as "State-owned Enterprises"). During the year, the Group had material transactions with some of these State-owned Enterprises in its ordinary and usual course of business. In establishing its pricing strategies and approval process for its products, the Group does not differentiate whether the counter-party is a State-owned Enterprise or not. While the directors of the Company consider the State-owned Enterprises are independent third parties so far as the Group's business transactions with them are concerned, for the purpose of this report, the Group has identified the nature and quantified the amounts of its significant transactions with State-owned Enterprises during the year as follows:

- (i) Material transactions

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Sales	銷貨	5,068,821	5,098,665
Purchases	購貨	871,052	468,331
Construction works expenses paid	已付工程費用	102,224	18,354

34. 關聯方交易 (續)

- (b) 與關聯方之結餘(包括財務狀況表中個別項目)

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
<i>Associates:</i>			
<i>聯營公司：</i>			
Other receivables	其他應收款	1,291	14,679
Trade receivables	應收賬款	—	10,744
<i>Minority shareholders of subsidiaries:</i>			
<i>子公司少數股東：</i>			
Trade receivables	應收賬款	31,980	18,354
Other loans from IFC	向 IFC 借入之其他貸款	178,442	214,153

除了向IFC借入之部分貸款須於報告期末起一年後償還外，所有虧欠(或借予)聯營公司及子公司少數股東之金額均為無抵押、免息及預期於報告期末起一年內償還。

- (c) 與中國其他國有企業之重大交易及結餘

本集團目前之經營環境為中國政府直接或間接所有或控制的企業(以下統稱「國有企業」)主導。於年內，本集團在日常營業過程中與若干國有企業進行重大交易。在制定產品之定價策略及審批流程時，對於對手是否國有企業，本集團不加區別。儘管本公司董事在進行業務交易時一概將國有企業視作獨立第三方，但就本報告而言，本集團對於年內與國有企業進行之重大交易加以定性及定量列示如下：

- (i) 重大交易

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34. RELATED PARTY TRANSACTIONS (Cont'd)

- (c) Material transactions and balances with other stated-owned enterprises in the PRC (Cont'd)
 (ii) Material balances

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Bank balances and deposits	銀行結餘與存款	2,054,053	2,484,732
Trade and other receivables	應收賬款及其他應收款	1,244,943	823,004
Trade and other payables	應付賬款及其他應付款	469,813	552,004
Borrowings	借款	6,170,348	6,284,920

- (d) Compensation of key management personnel
 The remuneration of directors and other members of senior management during the year was as follows:

34. 關聯方交易 (續)

- (c) 與中國其他國有企業之重大交易及結餘 (續)
 (ii) 重大結餘

- (d) 關鍵管理人員之報酬
 本公司董事及其他主要管理人員於年內之薪酬如下：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Short-term employee benefits	短期員工福利		
– Directors	– 董事	10,960	4,667
– Other senior management	– 其他高級管理層	4,728	3,322
Subtotal	小計	15,688	7,989
Post-employment benefits	退休後福利		
– Directors	– 董事	96	79
– Other senior management	– 其他高級管理層	158	168
Subtotal	小計	254	247
Total	合計	15,942	8,236

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35. SEGMENT INFORMATION

The Group has adopted IFRS 8 *Operating Segments* with effect from 1 January 2009. IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group (which are prepared in accordance with China Accounting Standards hereinafter referred to as the "PRC GAAP") and regularly reviewed by the chief operating decision maker, the Company's Chief Executive Officer (the "CEO"), in order to allocate resources to the segment and to assess its performance. In contrast, the predecessor Standard (IAS 14 *Segment Reporting*) required an entity to identify two sets of segments (business and geographical), using a risks and rewards approach, with the entity's "system of internal financial reporting to key management personnel" serving only as the starting point for the identification of such segments.

Information reported to the CEO for the purposes of resource allocation and performance assessment among segments focuses specifically on different type of goods and services, namely, paper products, construction materials, electricity and steam and others. As this is also the basis of designation of the Group's reportable segments under IAS 14, the application of IFRS 8 has not resulted in a redesignation of the Group's reportable segments. However, other income such as exchange gain and interest income which were previously not allocated to segment results under IAS 14 is now allocated to segment result upon application of IFRS 8.

As the manufacture and sales of paper products accounted for a substantial part of the Group's operation, no analysis of individual business segment was presented for the prior period under IAS 14. In the current period, as individual operating segments are the measure reported to the CEO for the purpose of resource allocation and assessment of segment performance, the management has presented additional analysis for individual operating segments. Segment information reported for the prior period has been restated to conform with current period presentation.

The Group has four reportable segments: paper products, construction materials, electricity and steam and others. The paper products segment produces multiplex kinds of paper products (including light weight coated paper, duplex press paper, writing paper, copperplate paper, news press paper, paperboard and white paperboard) and sells these products to customers in PRC and other countries. The construction materials segment produces and sells construction materials in the PRC. The electricity and steam segment produces electricity and steam and provide it to third party customers and inter-group companies. The others segment including hotel business, transportation business and manufacturing and selling of paper making chemicals.

35. 分部資料

本集團已採納自二零零九年一月一日起生效之國際財務報告準則第8號經營分部。國際財務報告準則第8號要求按照中國會計準則(「中國公認會計準則」)編製之本集團不同營運部門之內部報告作為分辨營運分部之基準,並由主要營運決策者(即本公司之首席執行官)定期審閱。相反,過往之準則(國際會計準則第14號分部報告)則要求企業根據(向主要管理人員的內部財務呈報機制),並採用風險及回報方法分辨兩組分部(業務分部及地區分部)的初級分部方法。

就資源分配及評估表現而將各分部資料向首席執行官進行之匯報,主要集中於不同類別之產品及服務,即紙製品、建築材料、電力及蒸汽及其他業務。這亦是本集團根據國際會計準則第14號申報分部之準則,而採納國際財務報告準則第8號未有導致本集團重新制定作出申報之分部。然而,過往根據國際會計準則第14號並非分配到分部業務之其他收入(例如匯兌收益及利息收入),則在採納國際財務報告準則第8號之後分配到分部業績。

由於製造及銷售紙製品佔本集團營運之重大部分,故此根據國際會計準則第14號並無就過往期間呈列個別業務分部之分析。於本期間,由於向首席執行官匯報個別營運分部以進行資料分配及評估分部表現,管理層已就個別營運分部呈列額外分析。於過往期間申報之分部資料已經按照符合本期間之呈列方式重列。

本集團有四個報告分部:紙製品、建築材料、電力及蒸汽及其他。紙製品分部生產各類紙製品(包括輕塗紙、雙膠紙、書寫紙、銅版紙、新聞紙、箱板紙及白卡紙)並向中國及其他國家之客戶銷售該等產品。建築材料分部在中國生產及銷售建築材料。電力及蒸汽分部生產電力及蒸汽並向第三方客戶及集團內公司提供電力及蒸汽。其他分部包括酒店業務、運輸業務,以及製造及銷售造紙化工用品。

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35. SEGMENT INFORMATION (Cont'd)

The following is an analysis of the Group's revenue and results by operating segment for the periods under review:

For the year ended 31 December 2009

35. 分部資料 (續)

下文為回顧期內按經營分部分類之本集團收入及業績分析：

截至二零零九年十二月三十一日止年度

		Paper Products 紙製品 RMB'000 人民幣千元	Construction materials 建築材料 RMB'000 人民幣千元	Electricity and steam 電力及蒸汽 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
REVENUE	收入						
External sales	對外銷售	14,155,084	337,518	237,925	84,726	—	14,815,253
Inter-segment sales	分部間銷售	—	46,458	229,301	347,017	(622,776)	—
Total	合計	14,155,084	383,976	467,226	431,743	(622,776)	14,815,253
Segment results	分部業績	1,737,819	(1,242)	85,063	(1,440)	—	1,820,200
Unallocated corporate expenses	未分配公司開支						(265,877)
Share of results of associates	應佔聯營公司業績						(15,689)
Gain arising from changes in fair value less estimated point-of-sale costs of biological assets	來自生物資產 公平值之變動 減去預計銷售 點成本之盈利						9,869
Gain on change in fair value of derivative financial instruments	衍生金融工具 公平值變動 收益						8,443
Finance costs	財務成本						(384,023)
Difference between financial statements prepared in accordance with IFRS and PRC GAAP	根據國際財務報告準則 及中國公認會計準則 編製之財務報表間 之差異						35,459
Profit before tax	稅前利潤						1,208,382
Income tax expense	所得稅開支						(219,011)
Profit for the year	年內利潤						989,371

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35. SEGMENT INFORMATION (Cont'd)

For the year ended 31 December 2008

35. 分部資料 (續)

截至二零零八年十二月三十一日止年度

		Paper Products 紙製品 RMB'000 人民幣千元	Construction materials 建築材料 RMB'000 人民幣千元	Electricity and steam 電力及蒸汽 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
REVENUE	收入						
External sales	對外銷售	14,561,339	512,594	235,552	121,425	—	15,430,910
Inter-segment sales	分部間銷售	—	46,459	239,944	111,242	(397,645)	—
Total	合計	14,561,339	559,053	475,496	232,667	(397,645)	15,430,910
Segment results	分部業績	2,172,595	14,330	31,339	17,618	—	2,235,882
Unallocated corporate expenses	未分配公司開支						(197,419)
Share of results of associates	應佔聯營公司業績						(23,168)
Gain arising from changes in fair value less estimated point-of-sale costs of biological assets	來自生物資產 公平值之變動 減去預計銷售 點成本之盈利						918
Gain on change in fair value of derivative financial instruments	衍生金融工具 公平值變動 收益						1,738
Finance costs	財務成本						(462,613)
Difference between financial statements prepared in accordance with IFRS and PRC GAAP	根據國際財務報告準則 及中國公認會計準則 編製之財務報表間 之差異						35,459
Profit before tax	稅前利潤						1,590,797
Income tax expense	所得稅開支						(295,798)
Profit for the year	年內利潤						1,294,999

Other operations mainly include the production and sale of chemical products, goods transportation and hotel operation.

Segment results represents the profit (loss) of each segment without allocation of unallocated corporate expenses, share of results of associates, gain arising from changes in fair value less estimated point-of-sale costs of biological assets, gain on change in fair value of derivative financial instruments, finance costs and difference between financial statement prepared in accordance with IFRS and PRC GAAP. This is the measure reported to the Group's Chief Executive Officer for the purposes of resource allocation and assessment of segment performance.

其他業務主要包括生產及銷售化工用品、貨物運輸及經營酒店。

分部業績即各分部扣除未分配公司開支、應佔聯營公司業績、來自生物資產公平值之變動減去預計銷售點成本之盈利、衍生金融工具公平值變動收益、財務成本及根據國際財務報告準則及中國公認會計準則編製之財務報表間之差異之分配後之利潤(虧損)，以此方法向本集團之首席執行官申報，用作資源分配及評估分部表現。

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35. SEGMENT INFORMATION (Cont'd)

The following is an analysis of the Group's assets and liabilities by reportable segment:

Segment assets

		2009.12.31 二零零九年 十二月三十一日 RMB'000 人民幣千元	2008.12.31 二零零八年 十二月三十一日 RMB'000 人民幣千元
Paper products	紙製品	25,076,473	23,135,123
Construction materials	建築材料	640,860	465,410
Electricity and steam	電力及蒸汽	2,673,685	2,762,312
Other	其他	453,885	445,899
Eliminations	抵銷	(631,820)	(509,249)
Difference between financial statements prepared in accordance with IFRS and PRC GAAP	根據國際財務報告準則及中國公認會計準則編製之財務報表之差異	(86,949)	(92,165)
Total segment assets	分部資產總額	28,126,134	26,207,330

Segment liabilities

		2009.12.31 二零零九年 十二月三十一日 RMB'000 人民幣千元	2008.12.31 二零零八年 十二月三十一日 RMB'000 人民幣千元
Paper products	紙製品	13,114,012	11,834,992
Construction materials	建築材料	397,773	310,957
Electricity and steam	電力及蒸汽	242,000	328,867
Other	其他	354,058	312,153
Eliminations	抵銷	(631,820)	(509,249)
Difference between financial statements prepared in accordance with IFRS and PRC GAAP	根據國際財務報告準則及中國公認會計準則編製之財務報表之差異	242,397	272,641
Total segment liabilities	分部負債總額	13,718,420	12,550,361

For the purposes of monitoring segment performances and allocating resources between segments, all assets and liabilities are allocated to reportable segments. The assets and liabilities between segments are eliminated for the purposes of resource allocation and assessment of segment performance.

35. 分部資料 (續)

下文為按報告分部分析之本集團資產及負債：

分部資產

	2009.12.31 二零零九年 十二月三十一日 RMB'000 人民幣千元	2008.12.31 二零零八年 十二月三十一日 RMB'000 人民幣千元
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Paper products	25,076,473	23,135,123
Construction materials	640,860	465,410
Electricity and steam	2,673,685	2,762,312
Other	453,885	445,899
Eliminations	(631,820)	(509,249)
Difference between financial statements prepared in accordance with IFRS and PRC GAAP	(86,949)	(92,165)
Total segment assets	28,126,134	26,207,330

分部負債

	2009.12.31 二零零九年 十二月三十一日 RMB'000 人民幣千元	2008.12.31 二零零八年 十二月三十一日 RMB'000 人民幣千元
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Paper products	13,114,012	11,834,992
Construction materials	397,773	310,957
Electricity and steam	242,000	328,867
Other	354,058	312,153
Eliminations	(631,820)	(509,249)
Difference between financial statements prepared in accordance with IFRS and PRC GAAP	242,397	272,641
Total segment liabilities	13,718,420	12,550,361

為了監察分部表現及於分部間分配資源，所有資產及負債均分配至報告分部。分部間之資及負債為了進行資源分配及對分部表現進行評估而抵銷。

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35. SEGMENT INFORMATION (Cont'd)

Other segment information

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	Paper Products 紙製品 RMB'000 人民幣千元	Construction materials 建築材料 RMB'000 人民幣千元	Electricity and steam 電力及蒸汽 RMB'000 人民幣千元	Other 其他 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Addition to property, plant and equipment	物業、廠房及設備增加	2,073,333	1,067	12,904	24,718	2,112,022
Addition to prepaid lease payment	預付租賃付款增加	75,174	—	—	8,030	83,204
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,099,788	51,183	32,733	28,724	1,212,428
Depreciation of investment property	投資物業折舊	1,738	—	—	—	1,738
Release of lease payment charge	預付租金攤銷	29,657	—	—	—	29,657
Impairment loss on property, plant and equipment	物業、廠房及設備減值	—	4,506	—	—	4,506
Allowance on receivables and inventory	應收款及存貨撥備	7,897	3,936	477	461	12,771
Gain (loss) on disposal of property, plant and equipment	出售物業、廠房及設備之收益(虧損)	1,743	19	126	(40)	1,848

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	Paper Products 紙製品 RMB'000 人民幣千元	Construction materials 建築材料 RMB'000 人民幣千元	Electricity and steam 電力及蒸汽 RMB'000 人民幣千元	Other 其他 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Addition to property, plant and equipment	物業、廠房及設備增加	1,451,754	4,342	105,704	94,970	1,656,770
Addition to prepaid lease payment	預付租賃付款增加	463,969	—	—	297	464,266
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,030,062	47,528	27,072	13,421	1,118,083
Depreciation of investment property	投資物業折舊	1,738	—	—	—	1,738
Release of lease payment charge	預付租金攤銷	17,823	969	1,224	363	20,379
Impairment loss on property, plant and equipment	物業、廠房及設備減值	8,563	—	—	—	8,563
Allowance on loan receivables and inventory	應收款及存貨撥備	82,569	2,260	(121)	(694)	84,014
Gain (loss) on disposal of property, plant and equipment	出售物業、廠房及設備之收益(虧損)	(1,370)	43	109	(1)	(1,219)

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35. SEGMENT INFORMATION (Cont'd)

Revenue from major product and service

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

		2009	2008
		二零零九年	二零零八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sale of paper products	紙製品銷售收入		
Copperplate paper	銅版紙	3,087,038	2,611,188
White paper board	白卡紙	1,879,535	2,158,585
Duplex press paper	雙膠紙	2,101,256	2,060,399
News press paper	新聞紙	1,781,974	2,132,873
Light weight coated paper	輕塗紙	1,599,602	1,758,596
Paperboard	箱版紙	594,491	833,479
Writing paper	書寫紙	404,579	738,235
Other paper products	其他紙製品	2,706,609	2,267,984
		14,155,084	14,561,339
Sale of construction materials	銷售建築材料	337,518	512,594
Sale of chemical products	銷售化工用品	31,390	88,640
Sale of electricity and steam	銷售電力及蒸汽	237,925	235,552
Other	其他	53,336	32,785
		14,815,253	15,430,910

There is no revenue from single customer of the corresponding years contributing over 10% of the total sales of the Group.

35. 分部資料(續)

主要產品及服務收入

本集團持續經營業務中主要產品及服務收入分析如下：

		2009	2008
		二零零九年	二零零八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sale of paper products	紙製品銷售收入		
Copperplate paper	銅版紙	3,087,038	2,611,188
White paper board	白卡紙	1,879,535	2,158,585
Duplex press paper	雙膠紙	2,101,256	2,060,399
News press paper	新聞紙	1,781,974	2,132,873
Light weight coated paper	輕塗紙	1,599,602	1,758,596
Paperboard	箱版紙	594,491	833,479
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Other paper products	其他紙製品	2,706,609	2,267,984
		14,155,084	14,561,339
Sale of construction materials	銷售建築材料	337,518	512,594
Sale of chemical products	銷售化工用品	31,390	88,640
Sale of electricity and steam	銷售電力及蒸汽	237,925	235,552
Other	其他	53,336	32,785
		14,815,253	15,430,910

相應年度內，並無單一客戶之收入佔本集團總銷售10%以上。

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35. SEGMENT INFORMATION (Cont'd)

Geographical information

The Group's operations are located in the PRC only and sales are made to customers in the PRC and overseas. All the non-current assets of the Group are held in the PRC.

The following table provides an analysis of the Group's revenue by geographical market that are based on location of customers.

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
PRC	中國	13,028,552	13,502,030
South Africa	南非	128,115	236,460
Hong Kong	香港	374,478	207,130
Japan	日本	308,298	146,670
United States	美國	157,118	49,658
Others	其他	818,692	1,288,962
		14,815,253	15,430,910

36. ACQUISITION OF SUBSIDIARIES

a. Acquisition of businesses

In 2009, the Group acquired certain subsidiaries engaged in packaging, goods transportation and coal trading and manufacture of decorating materials from various independent third parties at an aggregate cash consideration of RMB10,600,000. The consideration was paid in 2009.

35. 分部資料 (續)

地區分部

本集團只在中國經營業務，銷售收入來自中國及海外之客戶。本集團所有非流動資產均於中國持有。

下表根據客戶所在位置按地區市場分析本集團收入。

36. 收購子公司

a. 收購業務

於二零零九年，本公司自多個獨立第三方收購從事包裝、貨品運輸、煤炭貿易及裝飾物料製造之若干子公司，總現金代價為人民幣10,600,000元，代價已於二零零九年支付。

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36. ACQUISITION OF SUBSIDIARIES (Cont'd)

a. Acquisition of businesses (Cont'd)

The fair value of assets and liabilities acquired is set out as follows:

		Carrying amount before combination 合併前賬面金額 RMB'000 人民幣千元	Fair value adjustment 公平值調整 RMB'000 人民幣千元	Fair value 公平值 RMB'000 人民幣千元
Net assets acquired:	所收購資產淨值：			
Property, plant and equipment	物業、廠房及設備	28,086	—	28,086
Prepaid lease payment	租賃預付款項	5,833	7,292	13,125
Inventories	存貨	19,225	—	19,225
Trade and other receivables	應收賬款及其他應收款	24,250	—	24,250
Cash and cash equivalents	現金及現金等價物	4,468	—	4,468
Trade and other payables	應付賬款及其他應付款	(55,229)	—	(55,229)
Borrowing	借貸	(5,950)	—	(5,950)
Deferred tax liabilities	遞延稅項負債	—	(1,386)	(1,386)
		20,683	5,906	26,589
Minority interests	少數股東權益			(5,499)
Discount on acquisition	收購時折讓			(10,490)
Total consideration, satisfied by cash	總代價，以現金支付			10,600
Net cash outflow arising on acquisition:	收購所產生之淨現金流出：			
Cash consideration paid	已付現金代價			(10,600)
Cash and cash equivalents acquired	已收購現金及現金等價物			4,468
				(6,132)

The businesses acquired contributed revenue and derived profit amounting to RMB47,643,000 and RMB7,289,000 respectively for the period between the date of acquisition and the end of the reporting period.

36. 收購子公司 (續)

a. 收購業務 (續)

所收購資產及負債之公平值載列如下：

所收購業務於收購日期至報告期末期間分別貢獻收益及所得利潤人民幣47,643,000元及人民幣7,289,000元。

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36. ACQUISITION OF SUBSIDIARIES (Cont'd)

a. Acquisition of businesses (Cont'd)

If the above acquisitions had been completed on 1 January 2009, the Group's revenue for 2009 would have been RMB14,840,469,000 and profit for 2009 would have been RMB990,304,000. The proforma information is for illustrative purposes only and is not necessarily an indicative revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2009, nor is it intended to be a projection of future results.

In December 2008, Shouguang Chenming Modern Logistic Co., Ltd., a subsidiary of the Company, which is engaged in goods transportation, acquired the assets and liabilities in relation to the business of reclamation of waste paper in Shouguang City from Shouguang Runsheng Waste Collection Co., Ltd at a cash consideration of RMB1,000,000, which has not yet been paid as at year ended 31 December 2008. The fair value of assets and liabilities acquired, the amounts of which are approximately to the carrying values immediate before acquisition, is set out as follows:

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	10
Deferred tax assets	遞延稅項資產	449
Inventories	存貨	2,113
Trade and other receivables	應收賬款及其他應收款	17,468
Cash and cash equivalents	現金及現金等價物	506
Trade and other payables	應付賬款及其他應付款	(19,485)
		1,061
Discount on acquisition	收購時折讓	(61)
Total consideration, satisfied by payable and included in other payables as at 31 December 2008 and settled in 2009		1,000
Net cash inflow arising on acquisition:		
Cash consideration paid	已付現金代價	—
Cash and cash equivalents acquired	已收購現金及現金等價物	506
		506

36. 收購子公司 (續)

(a) 收購業務 (續)

如上述收購於二零零九年一月一日完成，本集團二零零九年收益將為人民幣14,840,469,000元，而二零零九年利潤將為人民幣990,304,000元。備考資料僅供參考用途，並不足以作為假設收購於二零零九年一月一日完成時本集團可以錄得之收入及經營業績之參考資料，亦非擬作為未來業績之預測。

於二零零八年十二月，本公司從事運輸貨品之子公司壽光晨鳴現代物流有限公司，向壽光潤生廢紙回收有限責任公司收購有關壽光市之廢紙回收業務，代價為人民幣1,000,000元，以現金支付，惟於截至二零零八年十二月三十一日止年度尚未支付。資產及負債之公平值金額約為緊接收購前之賬面值，載列如下：

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36. ACQUISITION OF SUBSIDIARIES (Cont'd)

a. Acquisition of businesses (Cont'd)

The business acquired contributed a loss of RMB6,561,000 to the Group for the period between the date of acquisition and the end of the reporting period. No revenue was contributed to the Group during the period as its revenue solely comes from the Group before the acquisition.

If the above acquisitions had been completed on 1 January 2008, the group revenue for the year ended 31 December 2008 would have been RMB15,430,910,000 and profit for the year ended 31 December 2008 would have been by RMB1,289,149,000. The proforma information is for illustrative purposes only and is not necessarily an indicative revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2008, nor is it intended to be a projection of future results.

b. Acquisition of assets through acquisition of a subsidiary

In June 2008, Fuyu Chenming Paper Co., Ltd., a subsidiary of the Company, which is engaged in manufacture of paper, acquired the entire equity interest of Wuxi Songling Paper Co., Ltd., an entity which is engaged in the trading of paper in Wuxi City at nil consideration. The transaction is accounted for as assets acquisition through acquisition of a subsidiary. The assets and liabilities acquired are set out as follows:

36. 收購子公司 (續)

(a) 收購業務 (續)

於收購日至結算日期間，本集團所收購之業務帶來虧損人民幣6,561,000元。期內，本集團並無自該業務錄得任何收入，僅於收購前自該業務錄得收入。

倘上述收購於二零零八年一月一日完成，本集團於截至二零零八年十二月三十一日止年度之收入將會為人民幣15,430,910,000元，而截至二零零八年十二月三十一日止年度之溢利則為人民幣1,289,149,000元。備考資料僅供參考用途，並不足以作為假設收購於二零零八年一月一日完成時本集團可以錄得之收入及經營業績之參考資料，亦非擬作為未來業績之預測。

b. 通過收購一間子公司收購資產

於二零零八年六月，本公司之子公司富裕晨鳴紙業有限責任公司(從事造紙)無償收購無錫松嶺紙業有限公司(一間在無錫市經營紙張貿易之實體)之全部股權。交易以透過收購子公司收購資產入賬。所收購資產及負債載列如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	3,856
Prepaid lease payments	預付租金	1,368
Trade and other receivables	應收賬款及其他應收賬	3
Cash and cash equivalents	現金及現金等價物	40
Trade and other payables	應付賬款及其他應付賬	(5,267)
		—
Total consideration paid	已付代價總額	—
Net cash inflow arising on acquisition:	收購產生之現金流入淨額：	
Cash consideration paid	已付現金代價	—
Cash and cash equivalents acquired	收購之現金及現金等價物	40
		40

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37. PARTICULARS OF SUBSIDIARIES

37. 子公司詳情

Name of company 公司名稱	Place of incorporation/ registration and operation 註冊成立/ 註冊及經營地點	Issued and fully paid/ paid-in capital 已發行及 繳足/ 繳足股本	Attributable equity interest held by the Company at 31 December 2009 本公司 於二零零九年 十二月三十一日所佔股權				Principal activity 主營業務
			Directly held 直接持有		Indirectly held 間接持有		
			2009	2008	2009	2008	
			二零零九年	二零零八年	二零零九年	二零零八年	
山東晨鳴熱電股份有限公司 (Shandong Chenming Power Supply Holdings Co., Ltd.)	PRC 中國	RMB99,553,061 人民幣 99,553,061元	86.71%	86.71%	—	—	Investment holding 投資控股
武漢晨鳴漢陽紙業股份有限公司 (note) (Wuhan Chenming Hanyang Paper Holdings Co., Ltd.) (附註)	PRC 中國	RMB211,367,000 人民幣 211,367,000元	50.93%	50.93%	—	—	Manufacture of paper 造紙
海拉爾晨鳴紙業有限責任公司 (Hailaer Chenming Paper Co., Ltd.)	PRC 中國	RMB16,000,000 人民幣 16,000,000元	75.00%	75.00%	—	—	Manufacture of paper 造紙
山東晨鳴紙業集團齊河板紙有限責任公司 (Shandong Chenming Paper Group Qihe Paperboard Co., Ltd.)	PRC 中國	RMB376,200,000 人民幣 376,200,000元	100.00%	100.00%	—	—	Manufacture of paper 造紙
赤壁晨鳴紙業有限公司 (Chibi Chenming Paper Co., Ltd.)	PRC 中國	RMB177,419,400 人民幣 177,419,400元	20.00%	20.00%	31.00%	31.00%	Manufacture of paper 造紙
延邊晨鳴紙業有限公司 (Yanbian Chenming Paper Co., Ltd.)	PRC 中國	RMB81,633,000 人民幣 81,633,000元	76.73%	76.73%	—	—	Manufacture of paper pulp and chemical products 製造紙漿及化工用品
壽光市晨鳴天園林業有限公司 (Shouguang Chenming Tianyuan Arboriculture Co., Ltd.)	PRC 中國	RMB10,586,700 人民幣 10,586,700元	68.00%	68.00%	—	—	Arboriculture of tree 培植樹木
江西晨鳴紙業有限責任公司 (note) (Jiangxi Chenming Paper Co., Ltd.) (附註)	PRC 中國	USD172,000,000 172,000,000美元	51.00%	51.00%	—	—	Manufacture of paper 造紙

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37. PARTICULARS OF SUBSIDIARIES (Cont'd)

37. 子公司詳情 (續)

Name of company 公司名稱	Place of incorporation/ registration and operation 註冊成立/ 註冊及經營地點	Issued and fully paid/ paid-in capital 已發行及 繳足/ 繳足股本	Attributable equity interest held by the Company at 31 December 2009 本公司 於二零零九年 十二月三十一日所佔股權				Principal activity 主營業務
			Directly held 直接持有		Indirectly held 間接持有		
			2009	2008	2009	2008	
			二零零九年	二零零八年	二零零九年	二零零八年	
鄧城晨鳴板材有限公司 (Juancheng Chenming Panels Co., Ltd.)	PRC 中國	RMB15,000,000 人民幣 15,000,000元	100.00%	100.00%	—	—	Manufacture of paper 造紙
山東御景大酒店有限公司(note) (Shandong Grand View Hotel Co., Ltd.) (附註)	PRC 中國	USD13,905,700 13,905,700美元	70.00%	70.00%	—	—	Development of a hotel project 發展酒店項目
吉林晨鳴紙業有限責任公司 (Jilin Chenming Paper Co., Ltd.)	PRC 中國	RMB1,500,000,000 人民幣 1,500,000,000元	100.00%	100.00%	—	—	Manufacture of paper 造紙
湛江晨鳴漿紙有限公司 (Zhanjiang Chenming Paper Pulp Co., Ltd.)	PRC 中國	RMB500,000,000 人民幣 500,000,000元	100.00%	100.00%	—	—	Production of paper pulp 紙漿生產
晨鳴(香港)有限公司 (Chenming (HK) Limited)	Hong Kong 香港	USD100,000 100,000美元	100.00%	100.00%	—	—	Trading of paper 紙品貿易
壽光晨鳴現代物流有限公司 (Shouguang Chenming Modern Logistic Co., Ltd.)	PRC 中國	RMB10,000,000 人民幣 10,000,000元	100.00%	100.00%	—	—	Goods transportation 物流
富裕晨鳴紙業有限責任公司 (Fuyu Chenming Paper Co., Ltd.)	PRC 中國	RMB208,000,000 人民幣 208,000,000元	100.00%	100.00%	—	—	Manufacture of paper 造紙
壽光晨鳴美術紙有限公司 (note) (Shouguang Chenming Art Paper Co., Ltd.) (附註)	PRC 中國	USD20,000,000 20,000,000美元	75.00%	75.00%	—	—	Manufacture of paper 造紙
黃崗晨鳴林業發展有限責任公司 (Huanggang Chenming Arboriculture Co., Ltd.)	PRC 中國	RMB10,000,000 人民幣 10,000,000元	100.00%	100.00%	—	—	Arboriculture of tree 培植樹木
黃崗晨鳴漿紙有限公司 (Huanggang Chenming Paper Pulp Co., Ltd.)	PRC 中國	RMB20,000,000 人民幣 20,000,000元	100.00%	100.00%	—	—	Production of paper pulp 紙漿生產

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第十二節 獨立核數師報告及按照國際財務報告準則編製的財務報表及附註

37. PARTICULARS OF SUBSIDIARIES (Cont'd)

37. 子公司詳情 (續)

Name of company 公司名稱	Place of incorporation/ registration and operation 註冊成立/ 註冊及經營地點	Issued and fully paid/ paid-in capital 已發行及 繳足/ 繳足股本	Attributable equity interest held by the Company at 31 December 2009 本公司 於二零零九年 十二月三十一日所佔股權				Principal activity 主營業務
			Directly held 直接持有		Indirectly held 間接持有		
			2009	2008	2009	2008	
			二零零九年	二零零八年	二零零九年	二零零八年	
咸寧晨鳴林業發展有限責任公司 (Xianning Chenming Arboriculture Co., Ltd.)	PRC 中國	RMB10,000,000 人民幣 10,000,000元	100.00%	100.00%	—	—	Arboriculture of tree 培植樹木
壽光美倫紙業有限責任公司 (Shouguang Meilun Paper Co., Ltd.)	PRC 中國	RMB20,000,000 人民幣 20,000,000元	100.00%	—	—	—	Manufacture of paper 造紙
壽光順達報關有限責任公司 (Shouguang Shun Da Customs Declaration Co., Ltd.)	PRC 中國	RMB1,500,000 人民幣 1,500,000元	100.00%	—	—	—	Not yet commenced business 尚未投產
山東晨鳴新力熱電有限公司 (note) (Shandong Chenming Xinli Power Co., Ltd.) (附註)	PRC 中國	USD11,800,000 11,800,000美元	—	—	51.00%	51.00%	Generation of electricity 發電
武漢晨鳴乾能熱電有限責任公司 (Wuhan Chenming Qianneng Electric Power Co., Ltd.)	PRC 中國	RMB88,235,000 人民幣 88,235,000元	—	—	51.00%	51.00%	Generation of electricity 發電
壽光市晨鳴水泥有限公司 (Shouguan Chenming Cement Co., Ltd.)	PRC 中國	RMB7,000,000 人民幣 7,000,000元	—	—	100.00%	100.00%	Manufacture of cement 製造水泥
山東晨鳴板材有限責任公司 (Shandong Chenming Panels Co., Ltd.)	PRC 中國	RMB30,000,000 人民幣 30,000,000元	—	—	100.00%	100.00%	Manufacture of decorating materials 製造裝飾材料
武漢晨建新型牆體材料有限公司 (Wuhan Chenjian New-style Wall Materials Co., Ltd.)	PRC 中國	RMB10,000,000 人民幣 10,000,000元	—	—	51.00%	51.00%	Manufacture of construction materials 製造建材
齊河晨鳴廢舊物資收購有限公司 (Qihe Chenming Waste Collection Co., Ltd.)	PRC 中國	RMB500,000 人民幣 500,000元	—	—	98.00%	98.00%	Collection, processing and sale of waste paper and paper products 廢紙及紙品之收集、 處理及銷售

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37. PARTICULARS OF SUBSIDIARIES (Cont'd)

37. 子公司詳情 (續)

Name of company 公司名稱	Place of incorporation/ registration and operation 註冊成立/ 註冊及經營地點	Issued and fully paid/ paid-in capital 已發行及 繳足/ 繳足股本	Attributable equity interest held by the Company at 31 December 2009 本公司 於二零零九年 十二月三十一日所佔股權				Principal activity 主營業務
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荷澤晨鳴板材有限責任公司 (Heze Chenming Panels Co., Ltd.)	PRC 中國	RMB30,000,000 人民幣 30,000,000元	—	—	67.00%	67.00%	Manufacture of decorating materials 製造裝飾材料
齊河晨鳴板材有限公司 (Qihe Chenming Panels Co., Ltd.)	PRC 中國	RMB40,820,000 人民幣 40,820,000元	—	—	100.00%	100.00%	Manufacture of decorating materials 製造裝飾材料
壽光晨鳴地板有限責任公司 (Shouguang Chenming Floor Board Co., Ltd.)	PRC 中國	RMB500,000 人民幣 500,000元	—	—	100.00%	100.00%	Manufacture of floor board 製造地板
吉林晨鳴廢舊物資回收有限公司 (Jilin Chenming Waste Collection Co., Ltd.)	PRC 中國	RMB1,000,000 人民幣 1,000,000元	—	—	100.00%	100.00%	Collection of waste paper and paper products 收集廢紙及紙品
湛江晨鳴林業發展有限公司 (Zhanjiang Chenming Arboriculture Co., Ltd.)	PRC 中國	RMB1,000,000 人民幣 1,000,000元	—	—	100.00%	100.00%	Arboriculture of tree 培植樹木
陽江晨鳴林業發展有限公司 (Yangjiang Chenming Arboriculture Co., Ltd.)	PRC 中國	RMB1,000,000 人民幣 1,000,000元	—	—	100.00%	100.00%	Arboriculture of tree 培植樹木
吉林市晨鳴機械製造有限公司 (Jilin Chenming Machinery Manufacturing Co., Ltd.)	PRC 中國	RMB600,000 人民幣 600,000元	—	—	100.00%	100.00%	Machine maintenance 機械加工
南昌晨鳴林業發展有限公司 (Nanchang Chenming Arboriculture Co., Ltd.)	PRC 中國	RMB10,000,000 人民幣 10,000,000元	—	—	100.00%	100.00%	Arboriculture of tree 培植樹木
無錫松嶺紙業有限公司 (Wuxi Songling Paper Co., Ltd.)	PRC 中國	RMB5,010,000 人民幣 5,010,000元	—	—	100.00%	100.00%	Manufacture of paper 造紙

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37. PARTICULARS OF SUBSIDIARIES (Cont'd)

37. 子公司詳情 (續)

Name of company 公司名稱	Place of incorporation/ registration and operation 註冊成立/ 註冊及經營地點	Issued and fully paid/ paid-in capital 已發行及 繳足/ 繳足股本	Attributable equity interest held by the Company at 31 December 2009 本公司 於二零零九年 十二月三十一日所佔股權				Principal activity 主營業務
			Directly held 直接持有		Indirectly held 間接持有		
			2009	2008	2009	2008	
			二零零九年	二零零八年	二零零九年	二零零八年	
壽光潤生廢紙回收有限責任公司 (Shouguang Runsheng Waste Collection Co., Ltd.)	PRC 中國	RMB1,000,000 人民幣 1,000,000元	—	—	100.00%	100.00%	Reclamation of waste paper 再造廢紙
壽光虹宜包裝裝飾有限公司 (Shouguang Hongyi Decorative Packaging Co., Ltd.)	PRC 中國	RMB1,550,000 人民幣 1,550,000元	—	—	100.00%	—	Packaging 包裝
壽光維遠物流有限公司 (Shouguang Wei Yuan Logistics Company Limited.)	PRC 中國	RMB3,930,000 人民幣 3,930,000元	—	—	100.00%	—	Goods transportation 物流
壽光新源煤炭有限公司 (Shougang Xinyuan Coal Co., Ltd.)	PRC 中國	RMB2,000,000 人民幣 2,000,000元	—	—	100.00%	—	Trading of coal 煤炭貿易
山東林盾木業股份有限公司 (Shandong Lin Dun Wood Industry Co., Ltd.)	PRC 中國	RMB1,380,000 人民幣 1,380,000元	—	—	67.00%	—	Manufacture of decorating materials 製造裝飾材料
武漢晨鳴萬興置業有限公司 (Wuhan Chenming Wan Xing Real Estate Co., Ltd.)	PRC 中國	RMB20,000,000 人民幣 20,000,000元	—	—	100.00%	—	Not yet commenced business 尚未投產

Note: Except for these subsidiaries, which are Sino-foreign equity joint venture companies, all subsidiaries of the Company established in the PRC are PRC limited liability companies.

None of the subsidiaries had issued any debt securities at the year ended 31 December 2009 or at any time during the year.

附註：除了該等中外合資合營企業之子公司外，本公司之所有子公司均於中國設立，且為中國有限責任公司。

概無子公司於截至二零零九年十二月三十一日止年度或年內之任何時間已發行任何債務證券。

XIII Documents Available for Inspection

第十三節 備查文件

- I. They include the financial statements which is signed and sealed by the legal representative, financial controller and head of the financial department of the Company.
 - II. They include the original copy of the auditors' report which is sealed by the accounting firm and signed by the certified public accountant.
 - III. They include the original copies of all of the documents and announcements of the Company which have been disclosed in the designated newspaper and website as approved by China Securities Regulatory Commission during the reporting period.
- 一、載有法定代表人、財務總監、會計機構負責人簽名並蓋章的會計報表。
 - 二、載有會計師事務所蓋章、註冊會計師簽名並蓋章的審計報告原件。
 - 三、報告期內在中國證監會指定報紙及網站上公開披露過的所有公司文件的正本及公告原稿。

Shandong Chenming Paper Holdings Limited

12 April 2010

Full text of the 2009 Annual Report of Chenming Paper

山東晨鳴紙業集團股份有限公司

二〇一〇年四月十二日

晨鳴紙業2009年年度報告全文



山東晨鳴紙業集團股份有限公司
SHANDONG CHENMING PAPER HOLDINGS LIMITED*