

# 北京京客隆

商业集团股份有限公司  
BEIJING JINGKELONG COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China)  
(於中華人民共和國註冊成立的股份有限公司)

Stock Code 股份代號: 0814



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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Wei Tingzhan (*Chairman*)  
Mr. Li Jianwen  
Ms. Li Chunyan  
Mr. Liu Yuejin

#### Non-executive Directors

Mr. Gu Hanlin  
Mr. Li Shunxiang

#### Independent Non-executive Directors

Mr. Wang Liping  
Mr. Chen Liping  
Mr. Choi Onward, *CPA*

### AUDIT COMMITTEE

Mr. Choi Onward, *CPA* (*Chairman*)  
Mr. Wang Liping  
Mr. Chen Liping

### REMUNERATION COMMITTEE

Mr. Wang Liping (*Chairman*)  
Mr. Chen Liping  
Mr. Wei Tingzhan

### NOMINATION COMMITTEE

Mr. Chen Liping (*Chairman*)  
Mr. Wang Liping  
Mr. Wei Tingzhan

### STRATEGY COMMITTEE

Mr. Wei Tingzhan (*Chairman*)  
Mr. Li Jianwen  
Ms. Li Chunyan  
Mr. Wang Liping  
Mr. Chen Liping

### 董事會

#### 執行董事

衛停戰先生 (*董事長*)  
李建文先生  
李春燕女士  
劉躍進先生

#### 非執行董事

顧漢林先生  
李順祥先生

#### 獨立非執行董事

王利平先生  
陳立平先生  
蔡安活先生, *CPA*

### 審核委員會

蔡安活先生, *CPA* (*主席*)  
王利平先生  
陳立平先生

### 薪酬委員會

王利平先生 (*主席*)  
陳立平先生  
衛停戰先生

### 提名委員會

陳立平先生 (*主席*)  
王利平先生  
衛停戰先生

### 戰略委員會

衛停戰先生 (*主席*)  
李建文先生  
李春燕女士  
王利平先生  
陳立平先生

### SUPERVISORS

Ms. Liu Wenyu (*Chairman*)  
Ms. Wang Hong  
Ms. Yao Jie  
Mr. Chen Zhong  
Ms. Cheng Xianghong  
Mr. Yang Baoqun

### COMPANY SECRETARIES

Mr. Li Bo, *CPA*

### AUTHORISED REPRESENTATIVES

Ms. Li Chunyan  
Mr. Li Bo, *CPA*

### QUALIFIED ACCOUNTANT

Mr. Li Bo, *CPA*

### AUDITORS

Ernst & Young

### LEGAL ADVISERS

#### As to Hong Kong law:

Reed Smith Richards Butler

#### As to PRC law:

Beijing Jun Ze Jun Law Offices

### INVESTORS AND MEDIA RELATION CONSULTANT

iPR Ogilvy Ltd.

### PRINCIPAL BANKERS

#### Agricultural Bank of China

Guanghualu Branch  
No.4 Guanghua Road  
Chaoyang District  
Beijing PRC

### 監事

劉文瑜女士(主席)  
王虹女士  
姚婕女士  
陳鍾先生  
程向紅女士  
楊寶群先生

### 公司秘書

李博先生, *CPA*

### 授權代表

李春燕女士  
李博先生, *CPA*

### 合資格會計師

李博先生, *CPA*

### 核數師

安永會計師事務所

### 法律顧問

#### 香港法律:

禮德齊伯禮律師行

#### 中國法律:

北京市君澤君律師事務所

### 投資者及傳媒關係顧問

iPR奧美公關

### 主要往來銀行

#### 中國農業銀行

光華路支行  
中國北京市  
朝陽區  
光華路4號

### Bank of Beijing

Jiulongshan Branch  
117th Building  
Jinsong Dongkou Nongguang Lane  
Beijing PRC

### 北京銀行

九龍山支行  
中國北京市  
勁松東口農光里  
第117號樓

### HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wan Chai, Hong Kong

### 香港股份登記過戶處

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層

### REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Block No. 45  
Xinyuan Street  
Chaoyang District  
Beijing PRC

### 中國註冊辦公及主要辦公地點

中國  
北京市  
朝陽區  
新源街45號

### PLACE OF BUSINESS IN HONG KONG

20th Floor  
Alexandra House  
18 Chater Road, Central  
Hong Kong

### 香港營業地點

香港  
中環遮打道18號  
歷山大道  
20樓

### COMPANY WEBSITE

[www.jkl.com.cn](http://www.jkl.com.cn)

### 公司網址

[www.jkl.com.cn](http://www.jkl.com.cn)

### SHAREHOLDERS' ENQUIRIES CONTACT INFORMATION OF THE COMPANY

Department of Investor Relations  
Tel: 0086-10-64603046  
Fax: 0086-10-64611370

### 股東查詢公司聯絡資料

投資者關係部  
電話：0086-10-64603046  
傳真：0086-10-64611370

### STOCK CODE

814

### 股票代號

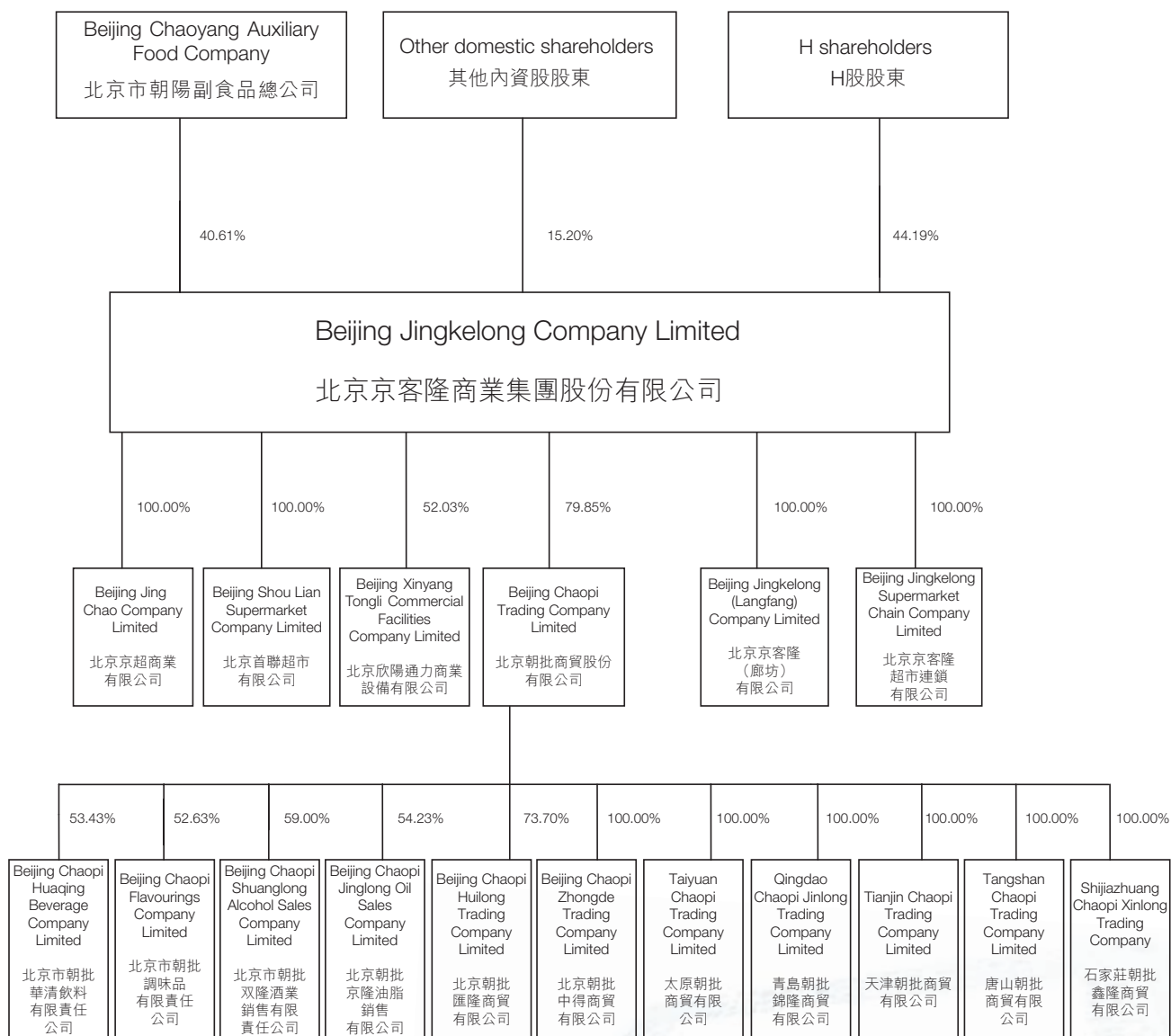
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# GROUP STRUCTURE

## 集團架構

As at the date of this report, the shareholders and subsidiaries of Beijing Jingkelong Company Limited were as follows:

於本報告日，北京京客隆商業集團股份有限公司之股東及附屬公司如下：



# CHAIRMAN'S STATEMENT

## 董事長報告

Dear shareholders,

On behalf of the board of directors (the "Board") of Beijing Jingkelong Company Limited (the "Company" or "Jingkelong"), I am delighted to present the annual results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2010 (the "Reporting Period").

### BUSINESS REVIEW

2010 has seen the Chinese economy gradually rebounding robustly out of the international financial crisis impact. Thanks to the stimulus package policies adopted by the Chinese government and the growth of the people's disposable income, Chinese consumers' confidence has regained momentum. The domestic consumer goods market has expanded quickly and steadily. Under this background, the Group has grasped opportunities and pushed forward both its wholesale and retail business, realizing stable sales growth in the report period.

In the retail business, the Group continued its tactics of regional expansion and built more outlets in Beijing and in the Langfang region of Hebei Province. It acquired the 100% equity interest of the Beijing Shou-Lian Supermarket Co., Ltd. in which operations were delegated to it. The acquisition has helped consolidate coverage advantage of the Group in Beijing and expanded its market share in the Langfang region. By renovating and upgrading some existing shops, the Group has improved the shop environment. Further, core competitiveness has been greatly promoted by the Group's efforts to optimize procurement, logistics and operational process management.

In the wholesale business, the Group made greater endeavors in brand development and network expansion, harvesting the growth of brands and channels, as well as expansion of the distribution network. While consolidating the market in the urban area of Beijing, the Group established subsidiaries or marketing departments in the suburban region, occupying the distribution market in the suburbs and exploring the potential of the wholesale market in rural areas. With these efforts, our brand influence is stretching further across all of the Beijing region.

各位尊敬的股東：

本人謹代表北京京客隆商業集團股份有限公司（「本公司」或「京客隆」）之董事會（「董事會」），欣然呈奉本公司及其附屬公司（合稱「本集團」）截至二零一零年十二月三十一日止年度（「報告期」）的業績報告。

### 業績回顧

二零一零年，中國經濟逐步擺脫國際金融危機的影響實現快速復蘇，中國政府轉變經濟結構拉動內需的各項政策以及居民可支配收入的穩步增加使中國消費者信心持續回升，國內消費品市場保持了平穩較快增長。在宏觀經濟和市場環境持續向好的背景下，報告期內，本集團充分把握市場形勢，緊緊抓住各種機遇，穩步推進零售和批發業務的協同發展，實現了業績的平穩增長。

零售業務方面，繼續堅持區域化拓展策略，在北京及河北廊坊地區加快店鋪拓展步伐，適時完成了托管經營的北京首聯超市有限公司（「首聯超市」）100%股權的收購，鞏固了在北京市場的區域優勢，擴大了在廊坊地區的市場佔有率；通過有計劃性地對部分成熟店鋪進行裝修改造，改善了店鋪的經營環境，增強了對顧客的吸引力；不斷加強商品採購、配送及營運管理，全面提升經營管理水平，增強了企業的核心競爭力。

批發業務方面，繼續加大品牌開發和網絡拓展力度，代理渠道和代理品牌穩中有升，分銷網絡逐步擴大；在立足北京城區的基礎上，在部分遠郊區縣設立子公司及市場經營部，有針對性地加強對郊區分銷市場的深耕細作，挖掘京郊農村批發市場的潛力，品牌影響力向北京市場縱深發展。

The Group achieved the following during the Reporting Period:

- Revenue was approximately RMB7,439,000,000, representing an increase of approximately 11.2% as compared to 2009;
- Gross profit was approximately RMB1,041,000,000, representing an increase of approximately 11.8% as compared to 2009;
- Gross profit margin was approximately 14.0%, representing a slight increase as compared to 13.9% in 2009;
- Profit attributable to equity holders was approximately RMB180,500,000, representing an increase of approximately 22.1% as compared to 2009;
- Basic earnings per share was approximately RMB43.8 cents (2009: RMB35.9 cents); and
- The proposed final dividend per share was RMB20 cents (tax inclusive, 2009: RMB18 cents).

報告期內，本集團主要取得了如下業績：

- 營業收入約人民幣7,439,000,000元，較二零零九年增長約11.2%；
- 毛利約人民幣1,041,000,000元，較二零零九年增長約11.8%；
- 毛利率約為14.0%，較二零零九年的13.9%略有提升；
- 股東應佔溢利約人民幣180,500,000元，較二零零九年增長22.1%；
- 每股基本盈利約為人民幣0.438元(二零零九年：人民幣0.359元)；及
- 擬派每股末期股息人民幣0.20元(含稅，二零零九年：人民幣0.18元)。

## PROSPECTS

2011 kicks off the 12th Five-Year Plan of China. In the next 5 years, it is expected that the global economy will continue moderate recovery while the Chinese economy will intensify its growth model driven by domestic demand. The Chinese government will focus on transforming the economic growth model, reforming wealth allocation structure, increasing the income of the Chinese people, and enlarging the consumption volume. These macro-economic policies will greatly boost the growth of wholesale and retail business, which is the core business of our Group. Furthermore, the Bohai Economic Rim is maturing gradually and the integration of Beijing, Tianjin and Hebei is being implemented. The economic growth in Beijing's economic ring provides a greater space for the growth and expansion of enterprises. Beijing is now in the phase of building of an international metropolis, working on many infrastructure projects and increasing land reserve. These moves have brought new opportunities for our Group to expand.

## 展望

二零一一年是國家「十二五」規劃的開局之年，全球經濟將繼續溫和復蘇，國內經濟依靠內需驅動增長的模式將進一步強化，轉變經濟發展方式，加大國民收入分配調整力度，提高居民收入水平，加強消費需求等宏觀經濟政策將給本集團所處的零售及批發業的持續發展注入源源不斷的動力。環渤海經濟圈日趨成熟，京津冀一體化戰略的逐步實施，環首都經濟圈的經濟增長為企業更好更快發展打開了更加廣闊的空間。北京進入全面建設世界城市的新階段，建設多項重點功能區以及增加土地儲備等舉措，為本集團的規模拓展和持續壯大提供了新的發展機遇。



The year 2011 is also the first year of our Group's 4th Five-Year Plan, the blueprint of the Group. We will work hard to realize the goal set for this period, namely, "based in Beijing, stretching into Tianjin and Hebei, radiating the Bohai Economic Rim and building the Group into a competitive distribution company in the region". While concentrating on improving core competitiveness, the Group will work hard to step up the progress, optimize the existing wholesale and retail distribution network, enlarge our scale, improve profitability, realize rapid and sound development, and bring excellent returns on the investment for all shareholders.

## APPRECIATION

On behalf of the Board, I would like to express our sincere gratitude to our shareholders for their trust and support to all investors, business partners, suppliers and customers for their support and assistance, and our appreciation to all staff and the management team for their hard work and contribution to the Group during the Reporting Period.

**Wei Tingzhan**

*Chairman*

Beijing, PRC

18 March 2011

二零一一年也是本集團第四個五年發展規劃的第一年，企業未來發展的藍圖已經構建。我們將繼續堅持「立足北京、拓展京津冀、輻射環渤海，打造區域強勢流通企業」的階段性發展目標，以提升企業核心競爭力為中心，加快拓展步伐，同時不斷優化現有零售及批發分銷網絡，穩健壯大企業規模，提升盈利能力，實現企業又好又快地發展，給全體股東帶來良好的投資回報。

## 致謝

本人謹此代表董事會感謝各位股東對本集團的信任與支持，感謝各位投資者、合作伙伴、供應商及廣大顧客的支持和幫助，同時也向本集團全體員工及管理團隊在過去一年中的勤勉努力及寶貴貢獻致以衷心感謝！

**董事長**

**衛停戰**

中國·北京

二零一一年三月十八日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

In 2010, as the macro-economic situation improved and the market vitality ushered in new development opportunities, the wholesale and retail business of fast moving consumer goods embraced the great opportunity. The Group upheld its stable-development tactics in expanding the distribution network, consolidated its leading position in the regional market, refined internal management, improved operation techniques, upgraded the efficiency of procurement, logistics and operational management, and achieved stable results growth.

### RETAIL BUSINESS

#### Stably expanding the retail network and acquiring the Shou Lian Supermarket

During the Reporting Period, the Group continued its tactics of regional expansion. It opened 12 directly-operated stores (1 department store, 6 supermarkets and 5 convenience stores), and 9 franchised stores (1 supermarket and 8 convenience stores) in Beijing and the Langfang region of Hebei province. The Qingta Community Shopping Center (including 1 department store and 1 supermarket, both being theme stores) successfully duplicated the model in Jiuxianqiao Community Shopping Center of the Group. These two shopping centers have helped materialized the Group's reasonable distribution in the eastern and western parts of Beijing, laying a solid foundation for further expansion.

Under fierce market competition, the Group renovated and upgraded 5 existing stores, improving the shopping environment to attract more customers. The sales of these 5 stores increased greatly after the renovation.

Since February 2007 when the Shou Lian shops were delegated to the Group, their sales and profitability have gradually improved due to brand effect and system resources of Jingkelong. To expand the Group's coverage in Beijing and trigger synergy with Shoulian shops, the Group finalized the acquisition of 20 Shoulian shops at the end of 2010. Most of these shops are located beyond Chao Yang District, complementing the Group's original network in Beijing. We are confident that the Shoulian shops will see better operation efficiency and bring great profits for the Group.

### 業務回顧

二零一零年，隨著宏觀經濟形勢和市場狀況的好轉，快速消費品零售及批發行業迎來了新的發展機遇。本集團充分把握市場形勢，一方面堅持穩健的發展策略拓展分銷網絡，鞏固在區域市場的領先地位，另一方面堅持內部挖潛，推行精細化管理，改善經營技術，全面提升商品採購、配送及營運管理效率，實現了業績的平穩增長。

### 零售業務

#### 穩步拓展店鋪網絡，順利收購首聯超市

報告期內，本集團繼續堅持區域化發展策略，在北京及河北廊坊地區新開直營店鋪12間（包括1間百貨店、6間綜合超市及5間便利店），新開加盟店9間（包括1間綜合超市及8間便利店）。其中青塔社區購物中心（包括一間百貨店、一間綜合超市兩個主題店）的開業成功復制了集團酒仙橋社區購物中心的經驗，實現了該業態在北京市場東、西部的合理布局，為今後進一步拓展奠定了良好基礎。

在市場競爭逐步加劇的環境下，為提升店鋪的整體形象，增強對顧客的吸引力，本集團適時對5間原有店鋪進行了裝修改造，其購物環境顯著改善，經營業績明顯提升。

自二零零七年二月托管首聯店鋪以來，經過三年多的整合，依托於京客隆的品牌效應和系統資源，首聯店鋪的營運狀況和盈利能力逐步得到改善。為擴大在北京市場的網絡覆蓋，進一步發揮與首聯店鋪的協同效應，本集團於二零一零年末完成了對首聯超市20間店鋪的收購。其店鋪主要位於北京市朝陽區以外的其他區域，與本集團店鋪網絡形成有效互補。我們相信，並入京客隆的首聯店鋪將進一步改善營運效率，為本集團帶來盈利貢獻。

The following table set out the number and net operating area of the Group's retail outlets as at 31 December 2010:

下表列示本集團於二零一零年十二月三十一日的零售門店數目和淨營運面積：

		Department stores 百貨商場	Hypermarkets 大賣場	Supermarkets 綜合超市	Convenience stores 便利店	Total 合計
<b>Number of retail outlets</b>	<b>零售門店數目：</b>					
Directly-operated	直營店	2	8	74	62	146
Franchise-operated	特許加盟店	-	-	2	88	90
		2	8	76	150	236
<b>Net operating area (square metres)</b>	<b>淨營運面積 (平方米)：</b>					
Directly-operated	直營店	39,742	68,223	155,523	14,375	277,863
Franchise-operated	特許加盟店	-	-	4,048	16,168	20,216
		39,742	68,223	159,571	30,543	298,079

### Improving the intensive procurement system and strengthening core competitiveness

**Adopting the Procurement Accountability Mechanism.** To innovate the procurement and profit-making model and reform the traditional procurement approach in which the procurement staff is only responsible for purchasing but not for selling, the Group has appointed the certain procurement commissioners for specific categories of goods, who are not only responsible for channel assessment, developing new goods, negotiating transaction terms and ensuring timely delivery, but also responsible for display guidance, configuration management and promotion design of the goods in the category they look after. In this way, the procurement commissioners have the intensified duty to manage the structure and sales of the goods they have procured, thus greatly improving the competitiveness of the goods in the retail outlets.

**Exploring the channel origin to ensure quality goods.** The Group, by procuring branded goods, made great efforts to boost the overall sales volume. It made site visits to check the production procedure, equipment, hygiene and management of the newly-developed suppliers. By signing goods supply guarantee agreements, sending the Group's personnel to reside in the goods supplier's factory and uniform transit of daily-supplied goods, the Group ensured the sources of major goods supply during festivals and holidays and daily fresh food.

### 完善集約化採購體系，增強核心競爭力

**實施採購買手制，增強採購功能。**為實現採購和盈利模式創新，改變傳統的採購人員對商品只管進不管銷的採購模式，按照商品類別設置買手，使採購人員從坐商轉變為行商，不僅負責各品類商品的渠道評估、新品開發、交易條款磋商，確保供應商及時送貨，同時還負責各品類商品在零售店鋪的布局與陳列指導、商品配置管理、促銷策劃，強化採購人員對商品結構和商品營銷的管理職能，形成採購部門購銷全過程負責制，從根本上提升了零售店鋪商品的競爭力。

**加強源頭渠道開發，確保優質貨源。**積極引入品牌效應強的商品，帶動整體銷售；對新開發渠道廠商的生產流程、設備、衛生、管理等進行現場考察，嚴把採購第一關；採取簽訂貨源保證協議、專人駐廠和日配品集中中轉等多種方式，確保節假日市場重點商品及生鮮日配品貨源。

**Professional procurement of fresh food from production bases.** The Group established separate Fresh Produce Procurement Centers. By taking full advantage of the procurement centers in the category, grade, price and freshness of the fresh produce, the Group conducted strict control of selecting, grading, quality inspection and acceptance to ensure it procures good quality and healthy fresh produce. In 2010, the Group, for the first time, contracted aquatic products in Zhou Shan, Wen Ling and Bei Hai, increasing the sales of aquatic products.

### Greater efforts in building the logistics centers and improving the logistics system

**The normal-temperature logistics center is becoming a modern logistics service.** Following the modern logistics norm featured by “three-dimensional storage, paperless operation, mechanized transport, single-direction flow and standard logistics”, the Group initiated the project of renovating and upgrading the normal-temperature logistics center to match the sales growth target set for the next 5 years. During the Reporting Period, we have finalized project feasibility study, plan and procedure drafting, civil construction and information system switch. After the project is completed, the efficiency of the normal-temperature logistics center will considerably improve. At the same time, it will be able to provide the best logistics service tailored for each shop and convenience store, and meet the increasing demand for goods logistics of our directly-operated and franchised shops.

**Strengthening the internal management of the Fresh Food Logistics Center.** After the procurement function is taken away from the Fresh Food Logistics Center, the efforts were concentrated on internal management, regulating the work procedure, improving quality control and cost control. The Logistics Center also engaged in secondary delivery and provided guidance for meat selling in the shops. These efforts greatly improved the delivery efficiency of fresh food and retained many customers of fresh food for the Group.

生鮮食品採購實現專業化、基地化。單獨建立了生鮮食品採購中心，專業化承擔生鮮品的採購工作，挖掘基地採購在生鮮品品種、等級、價格、新鮮度等方面的渠道優勢，從選種、分級、質檢、驗收等環節進行過程控制，確保生鮮品的品質和安全。2010年首次嘗試在舟山、溫嶺、北海等地進行水產品的碼頭包採，增加了水產品的銷售。

### 加強配送中心建設，完善後方保障體系

常溫配送中心向現代化物流方向推進。按照「存儲立體化、操作無紙化、運輸機械化、流動單向化、物流標準化」的現代物流規範，以滿足今後五年零售業務增長需求為目標，啟動了常溫配送中心升級改造項目，報告期內先後完成了項目研討、方案制定、流程規劃、土建施工以及信息系統切換等工作。項目完成後常溫配送中心的作業效率將大幅提升，同時能更好地適應不同類型店鋪的特點，為便利店提供更有指向性和針對性的配送服務，滿足直營店和加盟店日益增長的商品配送需求。

生鮮食品配送中心加強內部挖潛。生鮮食品配送中心將採購職能剝離後，集中精力加強內部管理，規範工作流程，強化品質控制，細化成本節約，通過開展商品二次配送及對門店肉類的售賣指導等工作全面提升對門店的服務水平，有效提高了生鮮商品的配送效率，對發揮本集團生鮮商品的聚客創效能力起到了積極作用。

### Strengthening operational management and promoting sales in retail outlets

**Strengthening the management of fresh produce and improving operations.** By selling fresh produce whole day in the shops, and carrying out uniform operating hours and categories of fresh produce in all shops, the shops greatly improved the quality, display and sale atmosphere of the fresh produce. At the same time, the Group adopted a standard inspection mechanism, enhanced the operational management of the shops, properly adjusted the goods display and added to the categories of goods to satisfy consumer demands.

**New marketing ideas and regulated shop image.** Considering the season features and different demands for goods at different times, the Group shops launched theme promotions for every 2 months. On local cuisine weeks and the Group's anniversary, the shops launched promotions in the form of coupons and percentage discount. These innovative promotions, combined with marketing themes, have strengthened the marketing results. At the same time, the Group pushed forward the marketing standards, introduced uniform price tags, theme POP and billboards, thus reducing the marketing cost and building a unified shop image.

**Better service for the member card holders to develop customer loyalty.** The Group organized the monthly "Membership Day" on the second Tuesday of each month. On the Membership Day, member card holders can get double bonus points, half price and discounted price for some goods in the shops. Furthermore, the Group provided the membership service and organized lectures for the members. On average, the sales on the Membership Days increased by 5% compared with those on non-Membership-Day Tuesdays.

### 加強營運管理，促進店鋪銷售

**強化生鮮經營，提高營運質量。**推行店鋪生鮮全天經營，統一生鮮商品經營時間和各業態店鋪經營品種，使店鋪在生鮮商品質量、豐滿陳列、現場售賣氛圍等方面均有較大幅度提升，生鮮銷售同比增長顯著；積極推行營運督導檢查工作的標準化，加強店鋪營運管理，適時進行商品布局調整，增加經營品項，努力滿足不同消費需求。

**創新營銷思路，規範店鋪形象。**根據全年季節性特點及商品售賣規律，以每兩個月為單位進行主題促銷活動設計，以地方美食周、集團周年慶等為契機推出代金券、滿額減等促銷形式，創新營銷思路，豐富營銷手段；以突出營銷主題與配套專題促銷活動相結合的方式，強化了營銷效果；積極推進營銷標準化建設，推出統一制作的各種價簽、主題POP及展板，降低了營銷成本，統一了店鋪形象。

**開展會員深度服務，培養顧客忠誠度。**創立月度「會員日」活動，將每月的第二個星期二確定為會員日，開展了會員日雙倍積分、會員日半價、會員品類打折等促銷以及會員服務、會員講座等主題活動，平均每個會員日的銷售同比非會員日的每周二增長5%，會員消費拉動作用明顯。

### Operation results of retail business

An analysis of the revenue contributed by the Group's directly-operated hypermarkets, supermarkets, convenience stores and department store is set out as follows:

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	Increase 增長 (%) (%)
<b>Directly-operated retail outlets:</b>	<b>直營零售店舖：</b>			
Hypermarkets	大賣場	1,057,554	1,000,240	5.7
Supermarkets	綜合超市	2,027,623	1,836,552	10.4
Convenience stores	便利店	278,647	250,271	11.3
Department store (including commission)	百貨商場 (包含佣金收入)	31,535 (25,528)	23,148 (23,148)	10.3
<b>Total retail revenue</b>	<b>零售收入總計</b>	<b>3,395,359</b>	<b>3,110,211</b>	<b>9.2</b>
<b>Gross profit margin of directly-operated hypermarkets, supermarkets and convenience stores (%)</b>	<b>直營大賣場、綜合超市及便利店之毛利率(%)</b>	<b>16.8</b>	<b>16.4</b>	<b>0.4</b>

The retail revenue of the Group increased by approximately 9.2% during the Reporting Period, which was mainly attributable to (i) the sales growth of retail business along with the impact of the international financial crisis gradually disappeared and consumers confidence regained momentum as well as the sales increase resulted from the rise of Consumer Price Index; (ii) the continuous increase of sales contribution from the retail outlets opened in the previous two years which had gradually matured after a period of operation experience and the improvement of promotion; (iii) the contributions from several renovated stores and the new stores opened in 2010 and the second half of 2009; and (iv) the significant sales growth of fresh produce due to the self-operated capability improvement of pork, beef and mutton, vegetable and fruits, the price of which increased a lot during the Reporting Period.

The increase in gross profit margin generated from the directly-operated hypermarkets, supermarkets and convenience stores from approximately 16.4% in 2009 to approximately 16.8% in the Reporting Period, was mainly due to (i) bargaining power with suppliers strengthened based on the increase in purchase volume as a result of expansion of distribution network and the purchase costs reduced accordingly; (ii) the increased gross profit resulted from the project of "agriculture super-docking", which provided customers with live and fresh produce; and (iii) the continuous optimisation of product mix.

### 零售業務經營業績

本集團直營百貨商場、大賣場、綜合超市及便利店的收入分析呈列如下：

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	Increase 增長 (%) (%)
<b>Directly-operated retail outlets:</b>	<b>直營零售店舖：</b>			
Hypermarkets	大賣場	1,057,554	1,000,240	5.7
Supermarkets	綜合超市	2,027,623	1,836,552	10.4
Convenience stores	便利店	278,647	250,271	11.3
Department store (including commission)	百貨商場 (包含佣金收入)	31,535 (25,528)	23,148 (23,148)	10.3
<b>Total retail revenue</b>	<b>零售收入總計</b>	<b>3,395,359</b>	<b>3,110,211</b>	<b>9.2</b>
<b>Gross profit margin of directly-operated hypermarkets, supermarkets and convenience stores (%)</b>	<b>直營大賣場、綜合超市及便利店之毛利率(%)</b>	<b>16.8</b>	<b>16.4</b>	<b>0.4</b>

報告期內，本集團的零售收入較去年同期增長約9.2%，主要原因為：(i)國際金融危機的影響慢慢消退，消費者信心逐步回升，帶動了零售業務的銷售增長，同時居民消費價格指數上漲也導致了銷售額的增長；(ii)經過一段時期的經營，前兩年開業的門店已逐步進入市場成熟期，同時隨著各種促銷舉措的完善，其銷售收入持續增長；(iii)部分經過改造重新開業的門店以及二零一零年和二零零九年下半年新開的門店也對二零一零年銷售額的上升有所貢獻；及(iv)豬肉、牛羊肉、蔬菜、水果等生鮮品自營能力提升以及報告期內生鮮品價格的上漲，明顯帶動生鮮品銷售增長。

報告期內，直營大賣場、綜合超市及便利店的毛利從二零零九年的16.4%提升至約16.8%，主要原因為：(i)隨著銷售網絡和銷售額的不斷增加，採購量也相應增加，與供貨商的談判能力不斷提高，採購成本相應降低；(ii)生鮮品的「農超對接」不僅為顧客提供了新鮮的商品，也提高了毛利水平；及(iii)不斷優化的商品結構。

## WHOLESALE BUSINESS

**Beijing Chaopi Trading Company Limited (“Chaopi Trading”) became a joint stock company.** During the Reporting Period, Chaopi Trading, a subsidiary of the Group, was converted from a company of limited liability into a joint stock company. The reform helped to improve the corporate governance structure and regulate the business development.

**Greater efforts to develop channels and brands.** Through the strengthened efforts in negotiations with suppliers, the number of the source suppliers and brands increased during the Reporting Period, stimulating sales growth. Based on the consumption change and demand for better quality goods, the Group imported some wines and food from foreign suppliers for the first time, laying a foundation for the future sales of imported goods.

**Expanding the network coverage.** While increasing the urban market share, the Group also made efforts to expand into the rural areas of Beijing. It established the subsidiaries and marketing departments for the suburban markets. By exploring in the wholesale market model suitable for the suburban and rural areas of Beijing, the Group occupied the new markets and improved its market share.

**Greater efforts to build the logistics and distribution system.** To provide support for the rapid growth of wholesale business, the Group introduced the second automatic sorting line for the wholesale distribution center during the Reporting Period, which greatly improved the sorting efficiency. The third-party logistics and distribution service moved smoothly. During the Reporting Period, another 7 third-party logistics clients were added. The distribution volume increased considerably and became the new income source.

## 批發業務

北京朝批商貿股份有限公司(「朝批商貿」)整體變更為股份公司。報告期內本公司附屬子公司朝批商貿由有限責任公司整體變更為股份有限公司，為完善公司治理結構、規範業務發展奠定了基礎。

**加大渠道和品牌開發力度。**通過加大與供貨商的談判力度，報告期內源頭供應商和代理品牌均有所增加，帶動了銷售的增長。根據市場消費需求變化和消費檔次提升，首次嘗試從國外引進部分紅酒及食品類商品，為進口類商品的開發奠定了基礎。

**拓寬銷售網絡覆蓋面。**在努力提升城區市場佔有率的同時，積極向北京周邊廣大的農村市場拓展，成立了專門面向郊區市場的子公司及市場經營部，深入探索和挖掘京郊農村批發市場的運作模式，搶佔了新的銷售陣地，提升了市場份額。

**加強物流分銷體系建設。**為支撐批發業務的快速發展，報告期內在批發分銷中心引進了第二條自動分揀流水線，分揀效率進一步提高；第三方物流配送業務進展順利，報告期內第三方物流客戶新增7家，配送額同比大幅增加，成為新的利潤源。

**Operation results of wholesale business**

The wholesale revenue and gross profit margin is analysed as follows:

**批發業務經營業績**

批發業務的收入及毛利率的分析如下：

		2010 二零一零年 RMB'000 人民幣	2009 二零零九年 RMB'000 人民幣	Increase/ (Decrease) 增加/(減少) (%) (百分比)
Revenue recognised by Chaopi Group	朝批集團實現的收入	4,151,728	3,636,068	14.2
Less: Intersegment sales	減：分部間銷售	(538,132)	(521,670)	3.2
Sales to franchisees by the Company	本公司對加盟店的銷售	422,418	459,093	(8.0)
<b>Consolidated wholesale revenue</b>	<b>合併批發收入</b>	<b>4,036,014</b>	3,573,491	<b>12.9</b>
<b>Gross profit margin* (%)</b>	<b>毛利率*(%)</b>	<b>11.0</b>	10.3	<b>0.7</b>

\* Represents gross profit margin recognised by Chaopi Trading and its subsidiaries (collectively the "Chaopi Group") including intersegment sales.

\* 該毛利率指朝批商貿及其附屬公司(合稱「朝批集團」)所實現的毛利率(包含分部間銷售)。

The increase in wholesale revenue realised by Chaopi Group of approximately 14.2% during the Reporting Period was primarily due to (i) the in line expansion of wholesale business with the rapid expansion of network and sales growth of Chaopi Group's main customers under the gradually improved economic situation; (ii) the increase of district distributorship of brands with high sales expanded the market share; (iii) the stable sales growth of the new subsidiaries established in 2010 as well as the subsidiaries set up in the previous several years; and (iv) the contribution of sales growth by the rise of food products price especially the price of famous brands of liquors.

報告期內，朝批集團實現的銷售收入同比增長14.2%，主要歸因於：(i)由於經濟形勢逐步好轉，朝批集團主要客戶的業務發展迅速，銷售網絡不斷擴展，銷售額上升帶動朝批集團銷售的上升；(ii)不斷取得暢銷產品的區域代理權，擴大了市場份額；(iii)新設立的子公司以及前幾年設立的子公司銷售穩定增長；及(iv)食品類價格上漲，尤其是名酒類價格的上漲也使得銷售額上漲。

The increase in gross profit margin recorded by the wholesale business from approximately 10.3% to approximately 11.0% in the Reporting Period was mainly because of (i) better bargaining power with suppliers due to increase in purchase volume; and (ii) the continuous optimisation of product mix. The sales proportion of high-end liquors and edible oils with higher gross margin increased along with the gradually improved economic situation.

報告內，批發業務的毛利率從二零零九年的10.3%提升至約11.0%，主要是由於：(i)採購規模增加增強了與廠商的議價能力；及(ii)持續調整商品結構，毛利率較高的高端酒、高檔食用油的銷售佔比隨著經濟形勢的好轉有所提高。



**FINANCIAL RESULTS**

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	Increase 增長 (%) (%)
Revenue	收入	7,438,729	6,691,036	11.2
Gross profit	毛利	1,041,257	931,720	11.8
Gross profit margin(%)	毛利率(%)	14.0	13.9	0.1
Other income and gains	其他收入及收益	495,442	423,709	16.9
Selling and distribution costs	銷售及分銷成本	(880,270)	(744,743)	18.2
Administrative expenses	行政開支	(213,020)	(226,943)	(6.1)
Other expenses	其他支出	(44,458)	(45,069)	(1.4)
Finance costs	融資成本	(93,940)	(85,109)	10.4
Income tax expense	所得稅開支	(76,510)	(65,049)	17.6
Profit for the year	年度溢利	228,501	188,516	21.2
Net profit margin (%)	淨利潤率(%)	3.1	2.8	0.3
Profit attributable to equity holders of the parent	母公司持有人應佔利潤	180,502	147,783	22.1
Net profit margin attributable to equity holders of the parent (%)	母公司持有人應佔淨利潤率(%)	2.4	2.2	0.2
Basic earnings per share-RMB (cents)	每股基本盈利—人民幣(分)	43.8	35.9	22.0

**財務業績****Revenue**

Revenue represents the net invoiced value of goods sold, after deduction of relevant taxes and allowances for returns and trade discounts.

The increase of the Group's revenue of approximately 11.2% during the Reporting Period was primarily due to the increase in retail and wholesale revenue of approximately 9.2% and 12.9%, respectively.

**Gross profit and gross profit margin**

During the Reporting Period, the gross profit of the Group increased by approximately 11.8% as compared to 2009. The increase was in line with the increase in revenue. The slight increase in gross profit margin from approximately 13.9% to approximately 14.0% in the current year was mainly attributable to the increase in gross profit margins of both the retail and wholesale businesses.

**Other income and gains**

Other income and gains mainly comprise income from suppliers, rental income from leasing and sub-leasing of properties and counters, and interest income.

**收入**

收入指已售貨物的發票淨值，扣除有關稅項及減退貨及貿易折扣。

報告期內，本集團的收入增長約11.2%，主要歸因於零售及批發營業收入分別增長約9.2%及12.9%。

**毛利及毛利率**

報告期內，本集團毛利較二零零九年增長約11.8%，該增長與收入的增幅相稱。本年度毛利率自13.9%增長輕微增長至14.0%，主要是由於零售及批發業務毛利率的增長。

**其他收入及收益**

其他收入及收益主要指來自供應商的收入、出租及轉租物業及櫃台的租金收入以及利息收入。

The Group's other income and gains increased by approximately 16.9% in the Reporting Period, mainly due to the increase from suppliers and rental income of approximately 20.5% and 9.1%, respectively.

### Selling and distribution costs

Selling and distribution costs mainly comprise of salary and welfare, depreciation expenses, energy fee, rental expenses, repair and maintenance expenses, transportation expenses, packaging expenses, and advertising and promotion expenses.

The Group's selling and distribution costs were approximately RMB880,270,000 in the Reporting Period, representing an increase of approximately 18.2% compared to 2009. The increase was primarily due to (i) the increase in salary and welfare, depreciation, rental expenses and promotion expenses of the new retail outlets and the renovated retail outlets, (ii) the increase of energy fee resulted from the rise in price of water, electricity and gas, etc.; and (iii) as the distributor between suppliers and retail operators, the income from suppliers for promotion and the expenses paid to retail operators of the wholesale business are accounted for promotion income and promotion expenses, respectively. During the Reporting Period, more frequent promotion activities were launched, while the increase of promotion expenses was in line with the growing trend of promotion income in wholesale business.

### Administrative expenses

Administrative expenses mainly comprise salary and welfare, social security costs (including retirement benefit contribution), depreciation expenses and entertainment expenses.

The Group's administrative expenses were approximately RMB213,020,000 in the Reporting Period, represented a decrease of approximately 6.1% compared to 2009. The decrease was mainly because of the enhanced management on administrative expenses.

### Other expenses

Other expenses primarily comprise business tax, city construction tax and surcharges mainly charged on rental income and service income.

報告期內，本集團的其他收入及收益增長約16.9%，主要歸因於來自於供應商的收入增加20.5%及租金收入增加9.1%。

### 銷售及分銷成本

銷售及分銷成本主要指薪金及福利、折舊、能源費用、租金支出、維修費用、運輸費用、包裝費用及廣告和促銷費用。

報告期內，本集團的銷售及分銷成本約為人民幣880,270,000元，較二零零九年同期增長約18.2%。該增長主要歸因於：(i)新開店鋪及裝修改造店鋪使薪資福利、折舊、租金及廣告費等開支增加；(ii)能源費包括水電氣等價格上漲導致費用支出增加；及(iii)批發業務作為零售商及廠商之間的中間商，對向廠商收取的促銷費用及向零售商支付的促銷費用分別作為促銷收入及促銷費用入賬。報告期內，促銷活動更加頻繁，促銷費的增長與批發業務促銷收入的上升趨勢一致。

### 行政開支

行政開支主要包括薪金及福利、社會保障開支(包含退休金供款)、折舊開支及業務招待費。

報告期內，本集團的行政開支約為人民幣213,020,000元，較二零零九年同期減少約6.1%。主要是因為加強了對行政開支的管理。

### 其他開支

其他開支主要包括對租金收入及服務收入所繳納的營業稅、城建稅及附加稅費。

The Group's other expenses decreased from approximately RMB45,069,000 in 2009 to approximately RMB44,458,000 in 2010. The decrease was mainly because the Company disposed some non-current assets due to the closure of a hypermarket in 2009 and there was no such disposal during the Reporting Period.

### Finance costs

Finance costs represent interest on bank loans, other borrowings and short-term debentures.

The Group's finance costs increased from approximately RMB85,109,000 in 2009 to approximately RMB93,940,000 in 2010, and was primarily due to (i) the increase of interest from the added short-term bank loan and debentures issued for the needs of operation, and (ii) the central bank of China increased twice the loan rate during the second half of 2010 also had impact on the finance costs of the Company.

### Income tax expense

The Group was not subject to Hong Kong profit tax as the Group had no assessable profit arising in or deriving from Hong Kong during the Reporting Period.

The members of the Group were subject to corporate income tax at a rate of 25% during the Reporting Period on their respective taxable profit pursuant to the relevant PRC tax laws and regulations.

Income tax expense increased from approximately RMB65,049,000 to approximately RMB76,510,000 in 2010, primarily due to the increase in 2010 taxable profits.

### Profit for the year

Profit for the year increased by approximately 21.2% from approximately RMB188,516,000 in 2009 to approximately RMB228,501,000 in the current year. The increase was mainly attributable to an increase in gross profit of approximately 11.8% and an increase in other income and gains of approximately 16.9%.

本集團的其他開支從二零零九年的約人民幣45,069,000元減少至二零一零年的約人民幣44,458,000元。減少的主要原因是：二零零九年本公司關閉了一間大賣場而處置了一些固定資產，而報告期本公司未有類似處置事項。

### 融資成本

融資成本指銀行貸款、其他借款及短期融資券的利息支出。

本集團的融資成本從二零零九年的約人民幣85,109,000元增長至約人民幣93,940,000元。增長的主要原因是：(I)報告期內由於經營的需要增加了短期銀行貸款及短期融資券的金額導致利息費用的上升；及(II)二零一零年下半年央行兩次提高貸款利率亦對本公司融資成本產生影響。

### 所得稅開支

報告期內，本集團並無來自或源於香港的應課稅利潤，因此本集團毋須支付香港利得稅。

報告期內，本集團各成員公司按照中國相關稅收法律及規章規定，按25%的稅率分別就其應課稅利潤繳納企業所得稅。

所得稅開支從約人民幣65,049,000元增長至本年度的約人民幣76,510,000元，主要由於二零一零年的應課稅利潤增加。

### 年度溢利

年度溢利從二零零九年的約人民幣188,516,000元增長至本年度的約人民幣228,501,000元，增幅約21.2%。增長的主要原因是毛利增長約11.8%，其他收入及收益增加約16.9%。

### Basic earnings per share

The Group recorded basic earnings per share of approximately RMB43.8 cents for 2010, which was calculated on the basis of the number of 412,220,000 shares, representing approximately 22.0% higher than RMB35.9 cents of last year.

### LIQUIDITY AND FINANCIAL RESOURCES

During the Reporting Period, the Group mainly financed its operations through internally generated cash flows, bank borrowings and short-term debentures.

As at 31 December 2010, the Group had non-current assets of approximately RMB2,153,416,000, which mainly comprised property, plant and equipment of approximately RMB1,839,832,000, and non-current liabilities of approximately RMB454,759,000 mainly comprised of interest-bearing bank borrowings RMB430,000,000 and deferred tax liabilities of approximately RMB12,286,000.

As at 31 December 2010, the Group had the net current assets of approximately RMB6,101,000. Current assets mainly comprised cash and cash equivalents (mainly denominated in RMB) of approximately RMB574,532,000, inventories of approximately RMB997,356,000, trade receivables of approximately RMB1,185,689,000 and prepayments, deposits and other receivables of approximately RMB542,034,000. Current liabilities mainly comprised of trade and bills payables of approximately RMB1,065,512,000, interest-bearing bank borrowings of approximately RMB1,185,000,000, short-term debentures of RMB500,000,000 per value and other payables and accruals of approximately RMB597,817,000.

### INDEBTEDNESS AND PLEDGE OF ASSETS

As at 31 December 2010, the Group had an aggregate borrowings (all denominated in RMB) of approximately RMB1,615,000,000, consisted of secured long-term bank loans of approximately RMB430,000,000, unsecured short-term bank loans of RMB1,185,000,000 and unsecured short-term debentures of RMB500,000,000 per value (including RMB300,000,000 and RMB200,000,000 respectively with fixed interest rate of 3.4% and 3.6% per annum). All the Group's bank loans bear fixed interest rates ranging from 4.0% to 5.6% per annum. The secured bank loans were secured by:

### 每股基本盈利

二零一零年本集團錄得每股基本盈利約人民幣0.438元，乃依據412,220,000股而計算，較去年的人民幣0.359元增長約22.0%。

### 流動資金及財務資源

報告期內，本集團主要通過內部產生的現金流、銀行貸款及短期融資券籌集營運所需資金。

於二零一零年十二月三十一日，本集團非流動資產約為人民幣2,153,416,000元，主要包括物業、廠房及設備約人民幣1,839,832,000元；非流動負債約人民幣454,759,000元，主要包括附息銀行借款人民幣430,000,000元及遞延稅項負債約人民幣12,286,000元。

於二零一零年十二月三十一日，本集團淨流動資產約為人民幣6,101,000元。流動資產主要包括現金及現金等價物（主要以人民幣列值）約人民幣574,532,000元、存貨約人民幣997,356,000元、應收賬款約人民幣1,185,689,000元和預付款、按金及其他應收款約人民幣542,034,000元。流動負債主要包括應付賬款及票據約人民幣1,065,512,000元、附息銀行借款人民幣1,185,000,000元、短期融資券面值人民幣500,000,000元以及其他應付款及預提費用約人民幣597,817,000元。

### 負債及資產抵押

於二零一零年十二月三十一日，本集團借款總額（以人民幣列值）約為人民幣1,615,000,000元，包括有抵押長期銀行貸款約人民幣430,000,000元、無抵押短期銀行貸款人民幣1,185,000,000元及無抵押短期融資券面值人民幣500,000,000元（其中人民幣300,000,000元的固定年利率為3.4%，人民幣200,000,000元的為3.6%）。本集團所有銀行貸款附4.0%至5.6%的固定年利率。上述有抵押銀行貸款由下述資產擔保：

- Certain of the Group's buildings, investment properties and lease prepayments for land use rights with an aggregate carrying value of approximately RMB190,000,000 as at 31 December 2010.

The Group's net gearing ratio\* was approximately 89.1% as at 31 December 2010 which was higher than 72.6% as at 31 December 2009. The increase was primarily due to an increase of bank loans and other borrowings of The Group during the Reporting Period.

\* Represented by: (Total borrowings (including short-term debentures)-pledged deposits, and cash and cash equivalent)/Total equity

According to an independent legal opinion, all the borrowings incurred in 2010 are in compliance with the relevant PRC applicable laws.

## FOREIGN CURRENCY RISK

The Group's operating revenues and expenses are principally denominated in Renminbi.

During the Reporting Period, the Group did not encounter any material effect on its operation or liquidity as a result of fluctuation in currency exchange rates.

## EMPLOYEES

As at 31 December 2010, the Group employed 6,917 (2009: 6,869) employees in the PRC. The total staff costs (including directors' and supervisors' remunerations) of the Group for the Reporting Period amounted to approximately RMB377,271,000 (2009: RMB359,303,000). The staff emolument (including directors and supervisors) of the Group are based on position, duty, experience, performance, and market rates in order to maintain their remunerations at a competitive level.

- 本集團於二零一零年十二月三十一日賬面淨值總計約人民幣190,000,000元的若干房屋、投資物業及土地使用權租賃預付款。

於二零一零年十二月三十一日，本集團的淨負債比率\*約為89.1%，高於二零零九年十二月三十一日的72.6%，主要因為報告期內本集團的銀行貸款及其他借款增加。

\* 指：【總借款額(包括短期融資券)－擔保存款、現金及現金等價物】/股本權益總額

根據獨立法律顧問意見，所有於二零一零年發生的借款均符合中國現行法律。

## 外匯風險

本集團的營運收入及支出主要以人民幣列值。

報告期內，匯率的波動並未對本集團的營運與流動性產生任何重大影響。

## 員工

於二零一零年十二月三十一日，本集團於中國境內共有6,917名(二零零九年：6,869名)僱員。報告期內，本集團員工成本(包括董事及監事酬金)總計約人民幣377,271,000元(二零零九年：人民幣359,303,000元)。本集團僱員(包括董事及監事)薪酬依據崗位、職責、經驗、業績及市場水平確定，以維持其競爭力水平。

As required by the PRC laws and regulations, the Group participates in the defined contribution retirement benefits scheme for its employees operated by the relevant local government authorities in the PRC. The Group is required to make contributions for those employees who are registered as permanent residents in the PRC at a rate of 20% (2009: 20%) of the employees' salaries, bonuses and certain allowances. The Group has no further obligation associated with the said defined contribution retirement benefits scheme beyond the annual contributions. The Group's contributions to the defined contribution retirement benefits schemes amounted to approximately RMB31,808,000 for the Reporting Period (2009: RMB28,833,000).

The management believe that the Group's employees are one of the most valuable assets which contributed significantly to the success of the Group. The Group provides regular internal and external training to its employees to improve their skills and professional knowledge. During the Reporting Period, around 70 training seminars had been conducted.

### CONVERSION OF CHAOPI TRADING INTO A JOINT STOCK LIMITED COMPANY

Pursuant to the approval of Beijing Administration for Industry and Commerce on 31 May 2010, Chaopi Trading, an approximately 79.85% directly owned subsidiary of the Company was converted from a limited liability company into a joint stock limited company with registered capital of RMB368,000,000. There is no change in the registered and paid-up capital of Chaopi Trading and the equity interest owned by the Company in Chaopi Trading in relation to the conversion of Chaopi Trading into a joint stock limited company.

### INCREASE OF EQUITY INTERESTS IN SUBSIDIARIES

- (i) On 12 January 2010, the Company acquired a 20% equity interest in Beijing Jingkelong (Langfang) Company Limited ("Jingkelong Langfang") from China Fortune Land Development Co., Ltd., the minority shareholder of Jingkelong Langfang, at a cash consideration of RMB5,980,000. After such acquisition, Jingkelong Langfang became wholly owned by the Company. Further details of the acquisition are set out in the announcement of the Company dated 12 January 2010. The registered capital of Jingkelong Langfang was subsequently increased from RMB10 million to RMB50 million and was fully paid up by the Company.

按照中國法律法規的若干要求，本集團參加中國當地政府部門組織的退休金供款計劃。本集團按照要求為登記為中國固定居民的員工按照員工的工資、獎金及若干津貼的20%（二零零九年：20%）的比例交納供款。除上述年度供款外，本集團就所述退休福利供款計劃無其他進一步責任。報告期內，本集團就所述退休金供款計劃供款總計約人民幣31,808,000元（二零零九年：人民幣28,833,000元）。

管理層相信員工是本集團成功的主要力量，為本集團最寶貴的財富。為提高員工的技能及專業知識，本集團定期舉辦員工的內部及外部培訓，報告期內共舉辦各類專項培訓70餘批。

### 朝批商貿變更為股份有限公司

經北京市工商行政管理局於二零一零年五月三十一日核准，朝批商貿（本公司直接持有約79.85%股權的一間附屬公司），從有限責任公司變更為股份有限公司，註冊資本為人民幣368,000,000元。朝批商貿變更為股份有限公司，並不改變朝批商貿的註冊資本及已繳付資本，也不改變本公司對朝批商貿所持有的股本權益。

### 增加於附屬公司的權益

- (i) 於二零一零年一月十二日，本公司以人民幣5,980,000元的代價收購了華夏幸福基業股份有限公司（京客隆廊坊的少數股東）所持有的北京京客隆（廊坊）有限公司（「京客隆廊坊」）20%的權益，收購完成後，京客隆廊坊成為本公司的全資附屬公司。關於本次收購的更多詳情載於本公司二零一零年一月十二日發布的公告中。隨後，京客隆廊坊的註冊資本由人民幣10,000,000元增加至人民幣50,000,000元。

(ii) During the Reporting Period, Chaopi Trading acquired an equity interest of approximately 16.3% in Beijing Huilong Trading Company Limited (“Chaopi Huilong”) from a minority shareholder of Chaopi Huilong, at a cash consideration of approximately RMB1,956,000. After such acquisition, the Company’s indirect equity interest in Chaopi Huilong increased from approximately 45.83% to 58.85%.

(ii) 報告期內，朝批商貿以現金約人民幣1,956,000元的對價自北京朝批匯隆商貿有限公司(「朝批匯隆」)的少數股東收購朝批匯隆約16.3%的權益。該收購完成後，本集團於朝批匯隆的間接股本權益自45.83% 增加至58.85%。

### ESTABLISHMENT OF A SUBSIDIARY

During the Reporting Period, the Company through its non-wholly owned subsidiary, Beijing Chaopi Jinglong Oil Sales Company Limited (“Chaopi Jinglong”), established a subsidiary, Beijing Chaopi Yuli Trading Company Limited (“Chaopi Yuli”) to engage in wholesale of edible oil. The Company holds an indirect equity interest of approximately 30.3% in Chaopi Yuli. The registered capital of Chaopi Yuli is RMB12 million and has been fully paid up.

### 成立一家附屬公司

報告期內，本集團通過一家非全資附屬公司北京朝批京隆油脂銷售有限公司(「朝批京隆」)，成立了一家附屬公司北京朝批裕利商貿有限公司(「朝批裕利」)，主要從事食用油的批發業務。本集團於朝批裕利持有約30.3%的間接權益。朝批裕利的註冊資本為人民幣12,000,000元，已足額繳付。

### ACQUISITION OF ENTIRE INTEREST IN SHOULIAN SUPERMARKET

On 14 December 2010, the Company entered into an acquisition agreement with Beijing Shoulian Trading Company Limited (“Shoulian”) for the acquisition of the entire equity interest of Shoulian Supermarket held by Shoulian at a total consideration of RMB121,160,000. Details of this acquisition have been disclosed in the Company’s announcements dated 3 December 2010 and 14 December 2010, respectively.

### 收購首聯超市全部股權

於二零一零年十二月十四日，本公司與首聯簽署收購協議，收購北京首聯商業集團有限公司(「首聯」)所持有的首聯超市的全部股權，收購對價為人民幣121,160,000元。有關該項收購的詳情載於本公司於二零一零年十二月三日及二零一零年十二月十四日刊發之公告。

### FORMATION OF A COMPANY WITH SHOULIAN

On 27 July 2010, the Company and Shoulian entered into an equity investment agreement to establish a new company, Beijing Jingchao Company Limited (“Jingchao”) with registered capital of RMB300 million, in which the Company holds an equity interest of 14%. The Company has fully contributed RMB42 million into the capital of Jingchao on 27 July 2010.

### 與首聯成立一家合資公司

於二零一零年七月二十七日，本公司與首聯簽署出資協議，成立一家新公司即北京京超商業有限公司(「京超」)，京超的註冊資本為人民幣3億元。本公司持有其14%的股本權益。本公司出資人民幣42,000,000元，並已於二零一零年七月二十七日足額繳足。

### CONTINGENT LIABILITIES

As at 31 December 2010, the Group had no material contingent liabilities.

### 或然負債

截至二零一零年十二月三十一日，本集團無重大或然負債。

## EVENTS AFTER THE REPORTING PERIOD

On 25 January 2011, the Company acquired 86% equity interest in Jingchao from Shoulian at a consideration of RMB259,324,500, including cash of RMB80,000,000 and trade receivable of RMB179,324,500. Jingchao was wholly owned by the Company from then on. Further details of the transaction are set out in the announcement of the Company dated 18 January 2011.

Since the completion of the acquisition of Jingchao was close to the date of approval of these financial statements, it is not practicable to disclose further details of the acquisition.

Save as disclosed above, the Group did not have any significant events subsequent to 31 December 2011.

## STRATEGIES AND PLANS

In 2011, the Group will continue its efforts to consolidate its basis of development, speed up the progress of development, improve management quality, and promote corporate development while maintaining stability. It will promote its enterprise development in the following aspects:

- **Rapidly expanding retail network.** Based on the regular development model of leasing and building, we will seek the possibility of mergers and acquisitions to speed up the expansion of our retail network. Our aim is to open 30 stores in the year, including 2 hypermarkets, 8 supermarkets and 20 convenience stores (including 10 directly-operated stores and 10 franchised stores);
- **Expanding the wholesale distribution network.** The Group will continue to enlarge its market share in the urban, suburban and rural areas of Beijing to ensure complete coverage of our wholesale business in Beijing. We will also enhance the management of existing subsidiaries with wholesale business beyond Beijing to expand our market and influence in the Bohai Economic Rim;

## 報告期後事項

於二零一一年一月二十五日，本公司以人民幣259,324,500元(包括現金人民幣80,000,000元及應收賬款人民幣179,324,500元)向首聯收購了京超86%的股權。自此，京超成為本公司的全資附屬公司。關於該收購的詳情載於本公司於二零一一年一月十八日刊發的公告。

因京超收購完成時間距本財務報表獲批准的日期很近，故關於此項收購更多詳情的披露尚不可行。

除上述披露外，本集團於二零一零年十二月三十一日後無任何重大期後事項。

## 戰略與計劃

二零一一年，本集團將繼續夯實發展基礎，加快發展步伐，提升管理水平，堅持穩中求快，從以下方面推動企業發展：

- **加快零售店鋪拓展。**在租賃、自建等常規開發模式基礎上，高度關注行業整合機會，利用並購等模式加速零售網絡擴張，力爭全年新開30間店鋪，包括2間大賣場，8間綜合超市，20間便利店(含10間直營店，10間加盟店)；
- **擴大批發分銷網絡覆蓋。**繼續挖掘北京城區及京郊農村市場份額，實現批發業務北京市場全覆蓋；加強對現有批發外埠子公司的管理，擴大在環渤海區域的輻射力和影響力；



- **Improving the competitiveness of goods.** While focusing on optimization of goods structure, properly improving proportion of high-end goods and upholding the principle of “highlighting the middle-end goods while having both high-end and low-end goods”, the Group will attract more high-end consumers while catering for the customer demands of the masses. We will control the overall categories of our goods, speed up the elimination of goods with poor performance, improve the proportion of goods with good sales, develop our own brands and improve customer loyalty;
- **Greater efforts to promote the standard of our shops.** In accordance with the national retail standard and the experience of our domestic and Chinese counterparts, the Group will formulate standards for the 4 forms of retail shops, build standard sample outlets, strengthen operation features of our outlets, push forward the standard management of our retail shops and build a sound image of our Group;
- **Improving the logistics and distribution system.** We will finalize the renovation and upgrading of the normal-temperature logistics center to fulfill all the designed functions. We will finalize the construction of a vegetable processing workshop to improve our competence of initially processing common vegetables and intensive processing of brand vegetables. We will also make efforts to improve the professional distribution and delivery of fresh produce;
- **Optimizing the marketing mode.** By conducting customer demand surveys, making detailed marketing plans, reforming the operational model of discounted goods, trying new marketing methods, and establishing the assessment mechanism of marketing methods, we hope to promote more effective marketing for the Group.
- **提升商品競爭力。**以優化商品結構為重點，適當提升商品檔次，商品結構總體上貫徹「中檔為主、兼顧高低」的原則，吸引高端顧客並適應大眾消費水平逐步提高的需求；對經營商品品種實行總量控制，加快品種更新淘汰速度，提高暢銷商品的經營比重；加大自有品牌開發力度，使自有品牌成為企業差異化競爭的重要手段，提高顧客忠誠度；
- **推進店鋪標準化建設。**根據零售業態分類國家標準，參考借鑒國內外同行成功經驗，結合本公司店鋪實際情況，制定公司四種零售業態樣板店標準，打造標準化樣板店，強化各業態經營特色，全面推進本集團零售店鋪的標準化管理，打造良好企業形象；
- **完善物流配送體系建設。**完成常溫配送中心升級改造各項工作，實現全部設計功能；完成蔬菜加工車間建設，增強大路菜初加工和品牌菜精加工能力，提高生鮮商品配送的專業化水平；
- **優化營銷方式。**通過加強顧客需求調研，細化營銷方案，調整特價商品運作模式，不斷推新營銷手段，嘗試新型營銷方式，建立營銷方式評價機制等有效手段，推動營銷方式向精細化營銷方向轉變。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Group is committed to maintain good corporate governance with an emphasis on the principles of transparency, accountability and independence to all shareholders. The Group recognises the importance of effective corporate governance is essential for its continual growth, and will also attract more investors to invest in the Company. The Group has adopted the principles of the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) with the objective of enhancing the quality of corporate governance of the Group.

In the opinion of the directors, the Company has applied the principles and complied with all the code provisions of the Code set out in Appendix 14 of the Listing Rules during the Reporting Period, save for the directors’ retirement by rotation as explained below.

Provision A4.2 of the Code requires that every director, including those appointed for a specific term, of a listed issuer should be subject to retirement by rotation at least once every three years. The Company’s Articles of Association stipulates that each director shall be elected in general meeting of the Company for a term of not more than three years, and eligible for re-election upon the expiry of the term. Having taken into account of the continuity of the Group’s operation and management policies, the Company’s Articles of Association contains no express provision for the directors’ retirement by rotation and thus deviating from the aforesaid provision of the Code.

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding directors’ securities transactions on terms no less exacting than the required standard of dealings as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules. Having made specific enquiries, all the directors have confirmed that they have complied with the required standard of dealings and code of conduct regarding their securities transactions throughout the Reporting Period.

本集團致力於保持較好的企業管治水平，並著重於透明度、責任感及獨立於所有股東的原則。本集團深知有效的公司管治對公司持續發展的重要性，同時也能吸引更多的投資者投資於本公司。本集團已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四企業管治常規守則（「守則」）的原則，以提升本集團企業管治水平。

董事認為，報告期內，除下文所述董事輪流退任之外，本公司已遵守證券上市規則附錄十四守則的原則及所有守則條文。

守則第A4.2條要求上市發行人的每位董事（包括有指定任期的董事）應輪流退任，至少每三年一次。本公司的公司章程規定，每位董事應當由股東大會選舉產生，任期不超過三年，任期屆滿連選可以連任。考慮到本集團經營及管理政策的持續性，本公司的公司章程暫無明確規定董事輪流退任機制，故公司章程無規定董事輪流退任的條文，因而對前述守則規定有所偏離。

### 董事的證券交易

本公司已就董事的證券交易採納了一套不低於上市規則附錄十所載上市發行人董事證券交易標準守則（「標準守則」）的行為守則。本公司已向全體董事作出特定查詢，全體董事均確認其於整個報告期內均遵守了關於證券交易的買賣準則及行為守則。

## THE BOARD

The Board takes the responsibility for leadership and control of the Group and be collectively responsible for safeguarding the best interest of the Group and accountable to the shareholders. Matters that are required to be determined or considered by the Board include overall group strategies, substantial acquisitions and disposals, capital transactions, annual, interim and quarterly results, distribution of dividends and other substantial operating and financial matters. Major corporate matters that are specifically delegated by the Board to the Group's management include the preparation of financial accounts for Board approval, execution of business strategies and initiatives adopted by the Board, implementation of adequate system of internal controls and risk management procedures, and compliance with the relevant statutory requirements, rules and regulations.

Pursuant to the ordinary resolutions passed at the 2009 annual general meeting (the "2009 Annual General Meeting") held on 10 June 2010, the respective terms of Mr. Wei Tingzhan, Mr. Li Jianwen, Ms. Li Chunyan, Mr. Liu Yuejin, Mr. Gu Hanlin, Mr. Li Shunxiang, Mr. Fan Faming, Mr. Huang Jiangming and Mr. Chung Chi Kong as a director has been early terminated with effect from 10 June 2010. Each of Mr. Wei Tingzhan, Mr. Li Jianwen, Ms. Li Chunyan and Mr. Liu Yuejin has been re-elected as an executive director for a three-year term commenced from 10 June 2010. Each of Mr. Gu Hanlin and Mr. Li Shunxiang has been re-elected as a non-executive director for a three-year term commenced from 10 June 2010. Each of Mr. Wang Liping, Mr. Chen Liping and Mr. Choi Onward has been appointed as a new independent non-executive director for a three-year term commenced from 10 June 2010. Accordingly, the board of directors (the "Board") of the Company currently consists of four executive directors (Mr. Wei Tingzhan, Mr. Li Jianwen, Ms. Li Chunyan and Mr. Liu Yuejin), two non-executive directors (Mr. Gu Hanlin and Mr. Li Shunxiang) and three independent non-executive directors (Mr. Wang Liping, Mr. Chen Liping and Mr. Choi Onward). Mr. Wei Tingzhan serves as the chairman of the Board.

## 董事會

董事會負責本集團的領導及監控工作，並對保障本集團及股東最佳利益共同負責。需由董事會決議及考慮的事項包括集團的整體策略、重大收購及出售、股本交易、年度和半年度及季度業績、股息分派及其他重大營運及財務事項。董事會特別授權本集團管理層的重大事項包括編製財務報告供董事會批准、貫徹董事會批准的業務計畫及意向，執行充分的內控制度與風險管理程式體系，遵守相關的法定要求、規則及法規的規定。

根據於二零一零年六月十日舉行的二零零九年股東周年大會（「二零零九年股東周年大會」）通過的普通決議案，衛停戰先生、李建文先生、李春燕女士、劉躍進先生、顧漢林先生、李順祥先生及范法明先生、黃江明先生及鐘志鋼先生的各自任期於二零一零年六月十日提前終止。衛停戰先生、李建文先生、李春燕女士及劉躍進先生獲重選為執行董事，任期自二零一零年六月十日起為期三年。顧漢林先生、李順祥先生獲重選為非執行董事，任期自二零一零年六月十日起為期三年。王利平先生、陳立平先生及蔡安活先生獲委任為新的獨立非執行董事，任期自二零一零年六月十日起為期三年。據此，本公司現屆董事會（「董事會」）由四名執行董事（衛停戰先生、李建文先生、李春燕女士及劉躍進先生）、兩名非執行董事（顧漢林先生及李順祥先生）和三名獨立非執行董事（王利平先生、陳立平先生及蔡安活先生）組成。衛停戰先生擔任董事長。

There is no relationship (including financial, business, family or other material/relevant relationships) among members of the Board.

Each of Mr. Li Jianwen, Ms. Li Chunyan and Mr. Liu Yuejin, will not receive a director's fee, but is entitled to remuneration based on his/her executive duties and responsibilities (other than being a director) in the Company. Each of them is entitled to a fixed annual basic salary, a performance based bonus (to be determined by reference to the Company's annual financial results) and other allowance and benefits in kind under applicable PRC law and regulations. Their respective fixed annual basic salary for each of the forthcoming three-year term shall be reviewed by the remuneration committee of the Company and subject to the Board's approval. Mr. Wei Tingzhan, being the chairman of the Board is entitled to an annual basic salary of RMB700,000, and a performance based bonus (to be determined by reference to the Company's annual financial results) and other allowance and benefits in kind under the applicable PRC law and regulations. The two non-executive directors will not receive any remuneration. Mr. Choi Onward, an independent non-executive director is entitled to receive a fixed director's fee of RMB154,758 per annum (tax inclusive). Each of the two independent non-executive directors, Mr. Wang Liping and Mr. Chen Liping is entitled to receive a fixed director's fee of RMB35,400 per annum (after tax). The aforesaid remunerations of the directors of the Company have been considered and approved by an ordinary resolution passed at the 2009 Annual General Meeting.

During the Reporting Period, the Board fulfilled the requirement of having at least three independent non-executive directors as required by the Listing Rules. Mr. Chung Chi Kong (resigned on 10 June 2010) and Mr. Choi Onward (appointed on 10 June 2010), both have appropriate professional qualifications, accounting and related financial management expertise. The Company has received, from each of the independent non-executive directors, an annual confirmation in respect of their independence. The Company is of the opinion that all of the independent non-executive directors are independent pursuant to Rule 3.13 of the Listing Rules.

董事會成員之間概無任何關係(包括財產、交易、家屬或其他重大／相關關係)。

李建文先生、李春燕女士及劉躍進先生均不領取董事袍金，但有權依據其在本公司內的行政職務及責任(除董事職位外)領取薪酬。他們均有權每年領取固定基本年薪，及參考本公司年度業績的績效獎金和其他津貼及依據中國法律法規規定適用的實物利益。他們各自未來三年任期的固定基本年薪將由本公司薪酬委員會審閱並經董事會批准。本公司的董事長衛停戰先生領取基本年薪人民幣700,000元人民幣及績效獎金(參考本公司年度業績決定)和其他津貼及依據中國法律法規規定適用的實物利益。兩名非執行董事不收取任何董事袍金。本公司獨立非執行董事蔡安活先生領取固定的董事袍金為每年人民幣154,758元(含稅)。其他兩位獨立非執行董事均領取固定的董事袍金為每年人民幣35,400元(稅後)。上述本公司董事的薪酬已經二零零九年股東周年大會審議並以普通決議通過。

報告期內，董事會遵守了上市規則關於至少有三名獨立非執行董事的要求。鐘志鋼先生(於二零一零年六月十日離任)和蔡安活先生(於二零一零年六月十日獲委任)均具有適當的專業資質、會計及相關財務管理經驗。本公司已收到每位獨立非執行董事就其獨立性的年度確認。本公司認為，根據上市規則3.13條的規定，所有獨立非執行董事均為獨立的。

Reasonable notice period and sufficient relevant information have been given to all directors so as to enable them to attend the Board meetings and make appropriate decision in relation to matters to be discussed. All directors are entitled to include matters of their concern in the agenda of all Board meetings. All directors are free to inspect all relevant corporate information.

已給予全體董事合理的通知期間及足夠的相關資訊以使其能參加董事會會議並對所審議事項作出適當的決議。全體董事均有權將其關注的事宜提交董事會的議程。所有董事均有權自行查閱所有相關的公司資訊。

The biographical details of the directors are set out on pages 58 to 63 of this annual report.

各董事的個人簡介載於本年報第58頁至63頁。

Mr. Wei Tingzhan, acting as the chairman and executive director of the Company is responsible for operation of the Board.

衛停戰先生，本公司董事長及執行董事，負責董事會的運作。

Mr. Li Jianwen, acting as the general manager and executive director of the Company is responsible for the Group's daily business development and management.

李建文先生，本公司總經理及執行董事，負責集團日常業務發展及管理。

Another two executive directors, Mr. Liu Yuejin and Ms. Li Chunyan are responsible for the retail operation and financial affairs of the Group, respectively.

其他兩位執行董事劉躍進先生和李春燕女士分別負責本集團的零售營運和財務工作。

Each executive director has sufficient experience to hold the position so as to accomplish his/her duties effectively and efficiently.

每位執行董事擁有有效及高效履行其職責所需的充分經驗。

During the Reporting Period, 10 Board meetings were held and the attendance records of directors (including attendance in person, by proxy or via telephone conference) are set out below:

報告期內，董事會共舉行了十次會議，有關董事出席(包括親身參加、通過委任代表參加或通過電話會議參加)記錄如下：

**Attendance/Number of meetings**  
出席／會議次數

<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Wei Tingzhan ( <i>Chairman</i> )	衛停戰先生(董事長)	10/10
Mr. Li Jianwen	李建文先生	10/10
Ms. Li Chunyan	李春燕女士	10/10
Mr. Liu Yuejin	劉躍進先生	9/10
<b>Non-executive Directors</b>	<b>非執行董事</b>	
Mr. Gu Hanlin	顧漢林先生	10/10
Mr. Li Shunxiang	李順祥先生	10/10
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Chung Chi Kong*	鐘志鋼先生*	6/6
Mr. Fan Faming*	范法明先生*	6/6
Mr. Huang Jiangming*	黃江明先生*	6/6
Mr. Choi Onward**	蔡安活先生**	3/4
Mr. Wang Liping**	王利平先生**	4/4
Mr. Chen Liping**	陳立平先生**	4/4

\* 6 Board meetings were held before their resignation as independent non-executive directors on 10 June 2010

\* 於二零一零年六月十日離任前共召開了6次董事會會議。

\*\* 4 Board meetings were held after their appointment as independent non-executive directors on 10 June 2010

\*\* 於二零一零年六月十日獲委任後共召開了4次董事會會議。

## CHAIRMAN AND GENERAL MANAGER

Mr. Wei Tingzhan and Mr. Li Jianwen are the chairman of the Board and the general manager of the Company, respectively, which are two clearly defined positions. The chairman is responsible for the operation of the Board and ensuring the Board works effectively while the general manager is in charge of the Group's daily business development and management. The Company's Articles of Association sets out the respective duties and power of the chairman and the general manager in detail.

## 董事長及總經理

本公司的董事長及總經理分別由衛停戰先生及李建文先生擔任，為兩個職責清楚界定的職位，董事長負責董事會的有效運作，而總經理負責集團的日常業務發展及管理。本公司公司章程中詳細列明董事長及總經理的職權。

## AUDIT COMMITTEE

The first session of the audit committee (the "Audit Committee") of the Company was established on 29 July 2005 and the second session of the Audit Committee was established pursuant to a resolution passed by the Board on 13 November 2007. Following the early termination of the respective terms of Mr. Fan Faming, Mr. Huang Jiangming and Mr. Chung Chi Kong as an independent non-executive director on 10 June 2010, Mr. Chung Chi Kong has also ceased as the chairman, and Mr. Fan Faming and Mr. Huang Jiangming have both ceased as the members of the second session of the Audit Committee. Pursuant to the resolutions passed at the Board meeting (the "Board Resolutions") held on 10 June 2010, the third session of the Audit Committee which consists of all independent non-executive directors, namely Mr. Choi Onward was appointed as the chairman, and Mr. Wang Liping and Mr. Chen Liping were both appointed as members, has been established for a three-year term commenced from 10 June 2010.

The written terms of reference of the Audit Committee are set in line with the provisions of the Code. The Audit Committee provides an important link between the Board and the external auditors in matters falling within the scope of the audit of the Group. It reviews the effectiveness of the external audit, internal controls and risk evaluation and, provides comments and suggestions to the Board.

The Audit Committee held 4 meetings during the Reporting Period for reviewing the accounting principles and practices adopted by the Group and discussing internal controls and financial reporting matters including a review of the 2009 annual report, and the 2010 quarterly and interim results.

## 審核委員會

本公司於二零零五年七月二十九日成立了第一屆審核委員會(「審核委員會」)，並於二零零七年十一月十三日經董事會通過決議，選舉成立了第二屆任期三年的審核委員會。隨著范法明先生、黃江明先生及鐘志鋼先生各自的獨立董事任期於二零一零年六月十日提前終止後，鐘志鋼先生不再擔任第二屆審核委員會的主席，黃江明先生及范法明先生亦不再擔任第二屆審核委員會的委員。根據於二零一零年六月十日通過的董事會決議(「董事會決議」)，成立第三屆審核委員會並由全部獨立非執行董事組成，即蔡安活先生擔任主席，王利平先生、陳立平先生為委員，其各自任期均為自二零一零年六月十日起為期三年。

審核委員會有關書面規定遵照守則條文訂立。審核委員會就本集團核數範圍內所涉及事項為董事會與外聘核數師之間建立重要聯繫，負責審閱外部核數、內控及風險評估的有效性，並向董事會提供意見及建議。

審核委員會召開了四次會議，審核本集團採納的會計準則及政策，討論內部控制及財務報告事宜，包括審閱二零零九年年報及二零一零年季度及中期業績。

The attendance records of the Audit Committee (including attendance in person, by proxy or via telephone conference) are set out below:

審核委員會的出席(包括親身參加、通過委任代表參加或通過電話會議參加)記錄如下：

**Attendance/Number of meetings**  
出席／會議次數

Mr. Chung Chi Kong* ( <i>chairman</i> )	鐘志鋼先生*(主席)	2/2
Mr. Fan Faming*	范法明先生*	2/2
Mr. Huang Jiangming*	黃江明先生*	2/2
Mr. Choi Onward** ( <i>chairman</i> )	蔡安話先生**(主席)	2/2
Mr. Wang Liping**	王利平先生**	2/2
Mr. Chen Liping**	陳立平先生**	2/2

\* 2 meetings were held before their resignation as chairman/members of the Audit Committee on 10 June 2010

\* 於二零一零年六月十日離任主席／委員前共召開了2次會議。

\*\* 2 meetings were held after their appointment as chairman/members of the Audit Committee on 10 June 2010

\*\* 於二零一零年六月十日獲委任主席／委員後共召開了2次會議。

The Audit Committee has reviewed the Group's 2010 audited annual results and discussed with the management and the external auditors on the accounting principles and practices adopted by the Group, internal control and financial reporting matters.

審核委員會已審閱了本集團經審計的二零一零年年度業績，並與管理層及外聘核數師就本集團採納的會計準則及政策、內部控制及財務報告事宜進行了討論。

## REMUNERATION COMMITTEE

The first session of the remuneration committee ("Remuneration Committee") of the Company was established on 29 July 2005 and the second session of the Remuneration Committee was established pursuant to a resolution passed by the Board on 13 November 2007. Following the early termination of the respective terms of Mr. Fan Faming and Mr. Huang Jiangming as an independent non-executive director on 10 June 2010, Mr. Fan Faming and Mr. Huang Jiangming have both ceased as the members of the second session of the Remuneration Committee with effect from 10 June 2010. Pursuant to the Board Resolutions, the third session of the Remuneration Committee which consists of Mr. Wang Liping (an independent non-executive director) was appointed as the chairman, and Mr. Wei Tingzhan (an executive director) and Mr. Chen Liping (an independent non-executive director) were both appointed as members, has been established for a three-year term commenced from 10 June 2010. The Remuneration Committee is responsible for reviewing

## 薪酬委員會

本公司於二零零五年七月二十九日成立了第一屆薪酬委員會(「薪酬委員會」)，並於二零零七年十一月十三日經董事會通過決議，選舉成立了第二屆薪酬委員會。隨著范法明先生、黃江明先生各自的獨立董事任期於二零一零年六月十日提前終止後，范法明先生、黃江明先生自二零一零年六月十日起不再擔任第二屆薪酬委員會的委員。根據董事會決議，成立了第三屆薪酬委員會，王利平先生(一名獨立非執行董事)獲委任為主席，衛停戰先生(一名執行董事)及陳立平先生(一名獨立非執行董事)均獲委任為委員，任期為自二零一零年六月十日起為期三年。薪酬委員會負責根據可比較公司薪資水準、時間投入及職責的複雜程度



and determining the policy of the remuneration packages of all directors by considering factors such as salaries paid by comparable companies, time commitments and complexity of duties and responsibilities of the directors to ensure incentives are effectively implemented for all directors. The written terms of reference of the Remuneration Committee are in line with the provisions of the Code.

During the Reporting Period, one meeting of the second session of the Remuneration Committee was held for discussing and considering the performance based bonus of the Company's directors and senior management for 2009 with attendance in person as follows:

		Attendance/Number of meeting 出席／會議次數
Mr. Wei Tingzhan* (chairman)	衛停戰先生*(主席)	1/1
Mr. Fan Faming	范法明先生	1/1
Mr. Huang Jiangming	黃江明先生	1/1

\* Mr. Wei Tingzhan was not involved in deciding his performance-based bonus during the meeting.

等因素審閱及釐定所有董事的薪酬政策，以確保對所有董事予以有效激勵。薪酬委員會有關書面規定遵照守則條文訂立。

報告期內，第二屆薪酬委員會召開了一次會議，討論並考慮本公司及高級管理層二零零九年的績效薪金，其親身出席記錄如下：

\* 衛停戰先生在會上不參與決定其個人的績效薪金。

## NOMINATION COMMITTEE

The first session of the nomination committee ("Nomination Committee") of the Company was established on 29 July 2005 and the second session of the Nomination Committee was established pursuant to a resolution passed by the Board on 13 November 2007 for a three-year term. Following the early termination of the respective terms of Mr. Fan Faming and Mr. Huang Jiangming as an independent non-executive director on 10 June 2010, Mr. Fan Faming and Mr. Huang Jiangming have both ceased as the members of the second session of the Nomination Committee with effect from 10 June 2010. Pursuant to the Board Resolutions, the third session of the Nomination Committee which consists of Mr. Chen Liping (an independent non-executive director) was appointed as the chairman, and Mr. Wei Tingzhan (an executive director) and Mr. Wang Liping (an independent non-executive director) were both appointed as members, has been established for a three-year term commenced from 10 June 2010. The Nomination Committee is responsible for nominating potential candidates for directorships, reviewing the nomination of directors and

## 提名委員會

本公司於二零零五年七月二十九日成立了第一屆提名委員會(「提名委員會」)，並於二零零七年十一月十三日經董事會通過決議，選舉成立了第二屆任期三年的提名委員會。隨著范法明先生、黃江明先生各自的獨立董事任期於二零一零年六月十日提前終止後，范法明先生、黃江明先生自二零一零年六月十日起不再擔任第二屆提名委員會的委員。根據董事會決議，成立了第三屆提名委員會，陳立平先生(一名獨立非執行董事)獲委任為主席，衛停戰先生(一名執行董事)及王利平先生(一名獨立非執行董事)均獲委任為委員，任期自二零一零年六月十日起為期三年。提名委員會

making recommendations to the Board on such appointments. The written terms of reference of the Nomination Committee are in line with the provisions of the Code.

During the Reporting Period, one meeting of the second session of the Nomination Committee was held for discussing and recommending the candidates to be proposed for re-election/appointment as directors of the Company at the 2009 Annual General Meeting with attendance in person is as follows:

Mr. Wei Tingzhan (*chairman*)  
Mr. Fan Faming  
Mr. Huang Jiangming

衛停戰先生\*(主席)  
范法明先生  
黃江明先生

**Attendance/Number of meeting**  
出席／會議次數

1/1  
1/1  
1/1

## STRATEGY COMMITTEE

Pursuant to the Board Resolutions, the first session of the strategy committee (the 'Strategy Committee') of the Company which consists of three executive directors, namely Mr. Wei Tingzhan, Mr. Li Jianwen and Ms. Li Chunyan, and two independent non-executive directors, namely Mr. Wang Liping and Mr. Chen Liping, has been established for a three-year term commenced from 10 June 2010. Mr. Wei Tingzhan was appointed as the chairman. The main duties of the Strategy Committee are to conduct research on the development strategy and consider the strategic plans of the Company, and to make recommendations to the Board for decision making on strategic development.

負責提名有潛質的人士出任董事、審閱董事提名及就該等任命向董事會提出建議。提名委員會有關書面規定遵照守則條文訂立。

報告期內，第二屆提名委員會召開了一次會議，討論並推薦重新選舉／委任董事的候選人，其親身出席記錄如下：

## 戰略委員會

根據董事會決議，本公司成立了第一屆戰略委員會（「戰略委員會」），由三名執行董事即衛停戰先生、李建文先生及李春燕女士和兩名獨立非執行董事即王利平先生、陳立平先生組成，任期自二零一零年六月十日起為期三年。衛停戰先生獲委任為主席。戰略委員會的主要職責為開展戰略發展研究、制定公司戰略計劃並向董事會提出建議以作出戰略發展決定。

## SUPERVISORY COMMITTEE

Pursuant to the ordinary resolutions passed at the 2009 Annual General Meeting held on 10 June 2010, the respective terms of Ms. Qu Xinhua, Mr. Yang Baoqun, Mr. Chen Zhong and Ms. Cheng Xianghong as a supervisor has been early terminated with effect from 10 June 2010. Mr. Yang Baoqun has been re-elected as a supervisor and each of Mr. Chen Zhong and Ms. Cheng Xianghong, has been re-elected as an independent supervisor for a three-year term with effect from 10 June 2010. Ms. Liu Wenyu has been appointed as a new supervisor for a three-year term with effect from 10 June 2010. Ms. Wang Shuying has resigned as a staff-appointed supervisor with effect from 10 June 2010. Ms. Yao Jie and Ms. Wang Hong have respectively been re-elected and appointed as staff-appointed supervisors for a three-year term with effect from 10 June 2010. Accordingly, the supervisory committee (the "Supervisory Committee") of the Company currently consists of four shareholders-appointed supervisors (Ms. Liu Wenyu, Mr. Yang Baoqun, Mr. Chen Zhong and Ms. Cheng Xianghong) and two staff-appointed supervisors (Ms. Yao Jie and Ms. Wang Hong). Ms. Liu Wenyu serves as the chairman of the Supervisory Committee.

The supervisors have performed their work in a dedicated and diligent manner and carried out effectively the functions of supervising the legal and regulation compliance relating to financial matters and overseeing the directors and senior management of the Group during their offices.

## 監事會

根據二零一零年六月十日舉行的二零零九年股東周年大會所通過的普通決議案，屈新華女士、楊寶群先生、陳鍾先生、程向紅女士各自的監事任期於二零一零年六月十日提前終止。楊寶群先生獲重選為監事，陳鍾先生和程向紅女士獲重選為獨立監事，其各自任期均為自二零一零年六月十日起三年。新委任劉文瑜女士為監事，任期為自二零一零年六月十日起三年。王淑英女士自二零一零年六月十日起辭任職工代表監事。姚婕女士和王虹女士已分別獲重選及新委任為監事，自二零一零年六月十日起任期三年。因此，本公司監事會（「監事會」）目前包括四名股東代表監事（劉文瑜女士、楊寶群先生、陳鍾先生和程向紅女士）及兩名職工代表監事（姚婕女士和王虹女士）。劉文瑜女士擔任監事會主席。

監事勤勉盡責，並有效履行監督財政事宜合法合規的職責，並對集團董事及高級管理人員執行職務的行為予以監督。

## AUDITORS' REMUNERATION

The Audit Committee is responsible for considering the appointment of Messrs. Ernst & Young as the external auditors of the Company for the year ended 31 December 2010. For the year ended 31 December 2010, the Company agreed auditing fees of RMB1,750,000 payable to Messrs. Ernst & Young. During the Reporting Period, the Company has also paid RMB300,000 to Messrs. Ernst & Young for non-audit services in respect of reviewing the Group's 2008 interim financial statements.

## RESPONSIBILITIES FOR PREPARATION OF ACCOUNTS

The directors are responsible for the preparation of financial statements in compliance with the relevant regulations and applicable accounting standards.

The responsibility of the auditors with respect to the financial reporting are set out in the Independent Auditors' Report on pages 64 to 65.

## INTERNAL CONTROL

The Board has overall responsibility for maintaining an adequate system of internal control to safeguard shareholders' interest and the Group's assets. Regular reviews have been conducted by the Board for ensuring the effectiveness and adequacy of the Group's internal systems in respect of financial, operational and risk management areas.

The internal audit department of the Company has been established in 2009 providing independent assurance to the Board and management by reviewing the adequacy and effectiveness of the internal controls of the Group.

## 核數師酬金

本公司審核委員會負責考慮委任安永會計師事務所擔任本公司截至二零一零年十二月三十一日會計年度的外部核數師。截至二零一零年十二月三十一日止之年度，本公司同意向安永會計師事務所支付的核數費用為人民幣1,750,000元。報告期內，本公司也就安永會計師事務所提供的非審計服務即審閱本集團二零一零年中期財務報表向其支付了人民幣300,000元。

## 編製財務賬目之責任

董事負責根據有關法規及適用之會計準則編製財務賬目。

核數師對於財務報告之責任載於本年報第64頁至65頁的獨立核數師報告中。

## 內部控制

董事會全面負責保證集團對維護股東利益及集團資產有充分的內部控制體系，董事會就審核集團內部財務、營運及風險管理領域的內控體系的有效性和充分性實施定期審查。

本公司已於二零零九年成立了內審部，其通過審閱本集團內部控制的充分性及有效性，對董事會及管理層提供獨立的保證。

## GOING CONCERN

There were no uncertain events or conditions of material nature that would affect the Group's ability to continue as a going concern during the Reporting Period and up to the date of this annual report.

## INVESTOR RELATIONS

The Group is committed to establish a long-term relationship with shareholders and investors, adhere to the principles of integrity, regularity and high transparency, and disclose the required information in compliance with the Listing Rules. Information of the Group is disseminated to its shareholders in the following manners:

- delivery of results and reports to shareholders;
- publication of announcements on the websites of the Stock Exchange and the Company, and issue of shareholders' circulars in accordance with the Listing Rules; and
- arrange general and extraordinary meetings with its shareholders as an effective communication channel between the Board and shareholders.

An extraordinary general meeting and class meetings of the H shareholders and domestic shareholders were held on 4 May 2010 for considering and approving, among other things, the A Share Issue and other related matters. Details of these meetings were disclosed in the Company's announcement and circular dated 27 February 2010 and 19 March 2010, respectively. All the special resolutions proposed at such meetings were duly passed by way of poll.

## 持續經營

報告期內及截至本年報刊發之日，概無任何重大不確定事項或情形影響本集團的持續經營能力。

## 投資者關係

本集團致力於與股東及投資者建立長期關係，堅持誠信、規範及高透明度的原則並根據上市規則的要求披露相關資訊，本集團通過以下各種方式為其股東提供資料：

- 向全體股東送呈業績與報告；
- 根據上市規則要求在聯交所網站及本公司網站上刊發公告及派發股東通函；及
- 召開股東大會及股東特別大會，作為董事會與股東之間有效溝通的渠道。

於二零一零年五月四日召開的股東特別大會、H股及內資股股東類別股東大會考慮並批准了其中包括A股發行及相關事宜。該等會議的詳情載於本公司分別於二零一零年二月二十七日及二零一零年三月十九日刊發之公告及通函內。所有的特別決議案已於該等會議上獲投票通過。

The 2009 annual general meeting was held on 10 June 2010 and details of which were disclosed in the Company's announcement and circular dated 22 April 2010. All resolutions proposed at this meeting were duly passed by way of poll.

The Company maintains effective communications with its shareholders, investors and analysts through, inter alia:

- the Department of Investor Relations of the Company is responsible for liaison with investors and analysts by answering their questions;
- engaging iPR Ogilvy Ltd., a professional public relations consultancy firm to organize various investor relations programmes;
- arranging on-site visits to the retail outlets and logistics centers of the Group to enhance their timely understanding of the situations and latest development of the Group's business operations;
- gathering, in a timely manner, opinions and comments from analysts and investors on the operation of the Group, and selectively adopting them in the Group's operation;
- making available information on the Company's website.; and
- communicating actively with various parties, in particular, convening briefing sessions, press conferences and individual meeting with institutional investors upon the announcement of results and making decisions on material investments. The Group also participates in a range of investor activities and communicates on one-on-one basis with its investors regularly.

二零零九年股東周年大會於二零一零年六月十日舉行，有關詳情載於本公司於二零一零年四月二十二日刊發之公告及通函內。所有決議案均已於該會上獲投票通過。

本公司與其股東、投資者和分析員保持有效的溝通，其中包括：

- 本公司投資者關係部負責與投資者和分析員聯絡，回答其提出的問題；
- 聘任iPR奧美公關作為專業的公關顧問組織各種投資者關係活動；
- 安排實地考查本集團的店舖與配送中心，以使其及時瞭解本集團業務營運方面的情況及最新發展；
- 及時收集分析員與投資者關對本集團營運的意見及建議，並於本集團的營運中有選擇性地予以採納；
- 於本公司網站上提供資訊；及
- 主動與各方人士溝通，特別是，於公佈業績及重大投資後，舉行推介會、媒體發布會及與機構投資者的單獨會議。本集團亦參加一系列的投資者活動，定期與投資者進行一對一的溝通。

# REPORT OF THE BOARD OF DIRECTORS

## 董事會報告

The board of directors hereby presents their annual report and the audited financial statements of the Company and the Group for the Reporting Period.

### PRINCIPAL ACTIVITIES

The Group is principally engaged in the retail and wholesale distribution of daily consumer products in the region covering the Beijing city and certain parts of its periphery. There were no significant changes in the nature of the Group's principal activities during the Reporting Period.

### RESULTS AND DIVIDENDS

The Group's profit for the Reporting Period and the state of affairs of the Company and the Group at 31 December 2010 are set out in the financial statements on pages 66 to 175.

The directors recommend the payment of a final dividend of RMB20.0 cents (2009: RMB18.0 cents) per share (tax inclusive) in respect of the Reporting Period to shareholders on the register of members on the date of the annual general meeting 2010. This recommendation has been incorporated in the financial statements as an allocation of retained profits within the equity section of the statement of financial position.

Pursuant to the "Enterprise Income Tax Law of the PRC" and the "Detailed Rules for the Implementation of the Enterprise Income Tax Law of the PRC", commencing from 1 January 2008, any Chinese domestic enterprise which pays dividends to a non-resident enterprise shareholder (i.e. legal person shareholder) in respect of accounting periods beginning from 1 January 2008 shall withhold and pay enterprise income tax for such shareholder. Since the Company is a H share listed company in Hong Kong, the proposed 2010 final dividend of RMB20 cents per share (tax inclusive) will be subject to the aforesaid Enterprise Tax Laws.

董事會謹此提呈本公司及本集團於報告期間的年度報告及經審計財務報表。

### 主要業務

本集團主要於北京及其周邊地區從事日用消費品的零售及批發分銷業務。報告期內本集團主要業務性質未發生重大變化。

### 業績及股息

本集團於報告期內之溢利及本公司和本集團於二零一零年十二月三十一日之業務狀況載於財務報表第66頁至175頁。

董事建議向本年度於二零一零年之股東周年大會舉行日期載列於股東名冊之股東派發年終股息每股人民幣0.20元(含稅)(二零零九年:人民幣0.18元)。此項建議已載入財務報表內,列為財務狀況表中的股本項下保留溢利分配。

根據《中華人民共和國企業所得稅法》及《中華人民共和國企業所得稅法實施條例》,自二零零八年一月一日起,任何中國國內企業自二零零八年一月一日起的會計期間向非居民企業股東(法人股東)支付股息,應當為該等股東扣繳企業所得稅。因本公司為於香港上市的H股公司,擬派二零一零年末期股息每股人民幣0.20元(含稅)將遵守前述企業所得稅法。

In order to properly carry out the withholding and payment of income tax on dividends to non-resident enterprise shareholders, the Company will strictly abide by the law and identify those shareholders who are subject to the withholding and payment of income tax based on the register of its H shareholders as at 20 May 2011. In respect of all shareholders whose names appear in the register of H shareholders kept at Computershare Hong Kong Investor Services Limited, the Company's H-Shares Registrar and Transfer Office in Hong Kong as at 20 May 2011 who are not individuals (including HKSCC Nominees Limited, corporate nominees or trustees, and other entities or organizations that are all considered as non-resident enterprise shareholders), the Company will distribute the 2010 final dividends after deducting income tax of 10%. The 10% income tax will not be deducted from the 2010 final dividends payable to any natural person shareholders whose names appear in the register of the Company's H shareholders kept at Computershare Hong Kong Investor Services Limited as at 20 May 2011.

## SUMMARY FINANCIAL INFORMATION

A summary of the published results, assets, liabilities and equity of the Group for the last five financial years, as extracted from the Company's annual reports, is set out on page 176 of the annual report.

## PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and investment properties of the Company and the Group during the Reporting Period are set out in notes 14 and 15 to the financial statements, respectively.

## SHARE CAPITAL

There were no movements in the Company's share capital during the Reporting Period.

為適當實施為非居民企業股東股息收入扣繳所得稅的政策，本公司將嚴格遵守法律規定並確認於二零一一年五月二十日結束時登記的應扣繳所得稅的H股股東。於二零一一年五月二十日名列存放於本公司在香港之H股股東過戶登記處香港中央證券登記有限公司的股東名冊的非個人股東（包括香港中央結算（代理人）有限公司，企業代理人或托管人及其他為非居民企業股東的實體或組織），本公司將扣除10%的所得稅後派發二零一零年末期股息。向於二零一一年五月二十日結束時名列中央證券登記有限公司的股東名冊的任何自然人股東派發二零一零年末期股息將不予扣除10%所得稅。

## 財務資料概要

摘自本公司年度報告的本集團過往五個財政年度的業績、資產、負債及權益載於本年度報告第176頁。

## 物業、廠房、設備及投資物業

報告期內，有關本公司及本集團之物業、廠房、設備及投資物業之變動詳情分別載於財務報表附註14及15。

## 股本

報告期內，本公司股本未發生變動。



## PRE-EMPTIVE RIGHTS

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

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

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the Reporting Period and up to the date of this report.

## RESERVES

Details of movements in the reserves of the Company and the Group during the Reporting Period are set out in note 34(b) to the financial statements and in the consolidated statement of changes in equity, respectively.

## DISTRIBUTABLE RESERVES

Details of reserves available for distribution are set out in note 34(b)(ii) to the financial statements.

## BORROWINGS

Details of the Group's borrowings at the reporting date are set out in note 30 to the financial statements.

## 優先購買權

本公司之公司章程或中國法律並無載列有關強制本公司按現有股東持股比例向彼等發售新股之優先購買權之規定。

## 購買、贖回或出售本公司之上市證券

報告期內及截至本報告出具之日，本公司或其任何附屬公司概無購買、贖回或出售任何本公司之上市證券。

## 儲備

報告期內本公司及本集團儲備之變動詳情分別載於財務報表附註34(b)及合併權益變動表。

## 可供分派儲備

可供分派儲備詳情載於財務報表附註34(b)(ii)。

## 借款

本集團於報告期日的借款詳情載於財務報表附註30。

**SHORT-TERM DEBENTURES**

During the Reporting Period, in order to raise working capital and reduce financial costs of the Group, the Company issued short-term debentures with a face value of RMB300 million and RMB200 million on 28 July 2010 and 15 September 2010, respectively, with a maturity period of one year, which were registered at and approved by the National Association of Financial Market Institutional Investor of PRC. The short-term debentures are interest-bearing at 3.4% and 3.6% per annum and issued through the Bank of Beijing Company Limited.

**INTEREST CAPITALISED**

During the Reporting Period, the interest capitalized amounted to RMB712,000 (2009: RMB992,000)

**MAJOR CUSTOMERS AND SUPPLIERS**

During the Reporting Period, sales to the Group's five largest customers accounted for approximately 19.3% (2009: 19.5%) of the total sales for the year and sales to the largest customer accounted for approximately 5.4% (2009: 6.6%). Purchase from the Group's five largest suppliers accounted for approximately 15.8% (2009: 14.2%) of the total purchases for the year and purchases from the largest supplier accounted for approximately 4.5% (2009: 3.8%) during the Reporting Period.

None of the directors or supervisors of the Company or any of its associates or any shareholders which, to the best knowledge of the directors and supervisors, own more than 5% of the Company's issued share capital had any beneficial interest in the Group's five largest customers and suppliers.

**短期融資券**

報告期內，為籌集公司營運資金，同時有效降低財務成本，經中華人民共和國銀行間市場交易商協會註冊及批准後，本公司於二零一零年七月二十八日及二零一零年九月十五日分別發行了面值為人民幣3億元及2億元的短期融資券，期限一年。該短期融資券年利率分別為3.4%及3.6%，由北京銀行股份有限公司負責承銷。

**資本化利息**

報告期內，資本化利息總計人民幣712,000元(二零零九年人民幣992,000元)。

**主要客戶及供應商**

報告期內，向本集團五大客戶銷售額佔本年度總銷售額的19.3% (二零零九年：19.5%)，而向最大客戶銷售額約佔5.4% (二零零九年：6.6%)。報告期內，向五大供應商採購額佔總採購額的15.8% (二零零九年：14.2%)，而向最大供應商採購額約佔4.5% (二零零九年：3.8%)。

概無本公司董事或監事或彼等之聯繫人或就董事或監事所知擁有逾5%已發行股本之任何股東，於本集團五大客戶或供應商擁有任何權益。

## DIRECTORS AND SUPERVISORS

The directors and supervisors of the Company during the Reporting Period and up to the date of this report are as follows:

### Executive Directors:

Mr. Wei Tingzhan (*Chairman*)  
Mr. Li Jianwen  
Ms. Li Chunyan  
Mr. Liu Yuejin

### Non-executive Directors:

Mr. Gu Hanlin  
Mr. Li Shunxiang

### Independent Non-executive Directors:

Mr. Fan Faming (resigned on 10 June 2010)  
Mr. Huang Jiangming (resigned on 10 June 2010)  
Mr. Chung Chi Kong (resigned on 10 June 2010)  
Mr. Choi Onward (appointed on 10 June 2010)  
Mr. Chen Liping (appointed on 10 June 2010)  
Mr. Wang Liping (appointed on 10 June 2010)

### Supervisors:

Ms. Qu Xinhua (resigned on 10 June 2010)  
Ms. Wang Shuying (resigned on 10 June 2010)  
Ms. Yao Jie  
Mr. Yang Baoqun  
Mr. Chen Zhong  
Ms. Cheng Xianghong  
Ms. Liu Wenyu (appointed on 10 June 2010)  
Ms. Wang Hong (appointed on 10 June 2010)

The Company has received the annual confirmations of independence from each of independent non-executive directors and is of the view that they are independent.

## 董事及監事

報告期內及截至本報告刊發之日，本公司董事及監事如下：

### 執行董事：

衛停戰先生(董事長)  
李建文先生  
李春燕女士  
劉躍進先生

### 非執行董事：

顧漢林先生  
李順祥先生

### 獨立非執行董事

范法明先生(於二零一零年六月十日離任)  
黃江明先生(於二零一零年六月十日離任)  
鍾志鋼先生(於二零一零年六月十日離任)  
蔡安活先生(於二零一零年六月十日獲委任)  
陳立平先生(於二零一零年六月十日獲委任)  
王利平先生(於二零一零年六月十日獲委任)

### 監事：

屈新華女士(於二零一零年六月十日離任)  
王淑英女士(於二零一零年六月十日離任)  
姚婕女士  
楊寶群先生  
陳鍾先生  
程向紅女士  
劉文瑜女士(於二零一零年六月十日獲委任)  
王虹女士(於二零一零年六月十日獲委任)

本公司已自三位獨立非執行董事獲得其獨立性的年度確認，並確信其具備獨立性。

## DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S PROFILES

Profile details of the directors, supervisors and senior management of the Company are set out on pages 58 to 63 of the annual report.

## DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

The Company has entered into service contracts with each of the re-elected executive directors pursuant to which they have agreed to act as executive directors for a three-year term with effect from 10 June 2010 after their re-election as the executive directors at the 2009 annual general meeting held on 10 June 2010. Each of the re-elected executive directors, Mr. Li Jianwen, Ms. Li Chunyan and Mr. Liu Yuejin (other than the chairman of the Board, Mr. Wei Tingzhan) will not receive a director's fee, but is entitled to remuneration based on his/her executive duties and responsibilities (other than being a director) in the Company which comprises of a fixed basic salary, a performance based bonus which is determined by reference to the Company's annual financial results and other allowance and benefits in kind under applicable PRC law and regulations. Their respective fixed annual basic salary for each of the forthcoming three-year term shall be reviewed by the remuneration committee of the Company and subject to the Board's approval. Mr. Wei Tingzhan, the chairman of the Board is entitled to an annual salary of RMB700,000, and a performance based bonus which is determined by reference to the Company's annual financial results (will be submitted to the annual general meeting for shareholders' approval) and other allowance and benefits in kind under applicable PRC law and regulations.

Each of the re-elected non-executive directors, Mr. Gu Hanlin and Mr. Li Shunxiang, has entered into an appointment letter with the Company pursuant to which they have agreed to act as non-executive directors for a three-year term with effect from 10 June 2010 after their re-election as non-executive directors at the 2009 annual general meeting held on 10 June 2010. They do not receive any remuneration.

## 董事、監事及高級管理人員的個人簡介

本公司董事、監事及高級管理人員的個人簡介載於本年度報告第58頁至63頁。

## 董事及監事之服務合約

自於二零一零年六月十日召開的二零零九年股東周年大會上各重選執行董事獲重選為執行董事後，本公司已與各重選執行董事簽訂服務合約，據此，彼等同意自二零一零年六月十日起出任執行董事，任期三年。各重選執行董事即李建文先生、李春燕女士及劉躍進先生(除董事長衛停戰先生外)不收取董事袍金，但有權依據其在本公司內的行政職務及責任(除董事職位外)領取薪酬。他們均有權每年領取固定基本年薪，及參考本公司年度業績的績效獎金和其他津貼及依據中國法律法規規定適用的實物利益。他們各自未來三年任期的固定基本年薪將由本公司薪酬委員會審閱並經董事會批准。本公司的董事長衛停戰先生領取基本年薪人民幣700,000元人民幣及參考本公司年度業績決定績效獎金(須提交股東周年大會獲股東批准)和其他津貼及依據中國法律法規規定適用的實物利益。

自於二零一零年六月十日召開的二零零九年股東周年大會上各位重選執行董事獲重選為非執行董事後，重選非執行董事顧漢林先生及李順祥先生均已與本公司簽訂委任函，據此，彼等同意自二零一零年六月十日起出任執行董事，任期三年。彼等不收取任何薪酬。

Each of the independent non-executive directors newly appointed at the 2009 annual general meeting held on 10 June 2010 has entered into a service contract with the Company for a three-year term with effect from 10 June 2010. The terms of their service contracts are identical in all material respects and they are entitled to receive fixed directors' fees. The director's fee for Mr. Choi Onward is RMB154,758 per annum (tax inclusive) and is RMB35,400 per annum (after tax) for each of Mr. Wang Liping and Mr. Chen Liping.

Each of Ms. Liu Wenyu, Mr. Yang Baoqun, Mr. Chen Zhong and Ms. Cheng Xianghong who was re-elected/newly appointed at the annual general meeting held on 10 June 2010 has entered into a service contract or an appointment letter with the Company pursuant to which each has agreed to act as a supervisor for a three-year term with effect from 10 June 2010. Each of Ms. Yao Jie (re-elected staff-appointed supervisor) and Ms. Wang Hong (newly staff-appointed supervisor) has entered into a service contract with the Company pursuant to which each has agreed to act as a supervisor for a three-year term with effect from 10 June 2010. The terms of the service contracts or appointment letter are identical in all material respects save that:

- i. Mr. Yang Baoqun does not receive any supervisor's fee;
- ii. each of Mr. Chen Zhong and Ms. Cheng Xianghong receives a fixed supervisor's fee of RMB30,066 per annum (after tax);
- iii. each of Ms. Liu Wenyu, Ms. Wang Hong and Ms. Yao Jie is entitled to remuneration based on her executive duties and responsibilities (other than being a supervisor) in the Company which comprises of a fixed basic salary, a performance based bonus which is determined by reference to the Company's annual financial results and other allowance and benefits in kind under applicable PRC law and regulations.

None of the directors or supervisors had entered into or is proposed to enter into, any service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

於二零一零年六月十日召開的二零零九年股東周年大會上獲委任的獨立非執行董事已與公司簽訂服務合約，自二零一零年六月十日起任期三年。獨立非執行董事的委任協議的條款在各重大方面皆為相同，而彼等將有權收取定額董事袍金。蔡安活先生領取固定的董事袍金為每年人民幣154,758元(含稅)，王利平先生和陳立平先生均領取固定的董事袍金為每年人民幣35,400元(稅後)。

劉文瑜女士、楊寶群先生、陳鐘先生及程向紅女士於二零一零年六月十日召開的股東周年大會上被重選／新委任，已與本公司簽訂了服務合約或委任函，據此，彼等同意自二零一零年六月十日起共計三年任期內擔任監事。姚婕女士(重選為職工代表監事)及王虹女士(新委任為職工代表監事)已與本公司簽訂服務合約，據此，彼等同意自二零一零年六月十日起三年任期內擔任監事。彼等的服務合約或函件在各重大方面皆為相同，唯以下各項除外：

- i. 楊寶群先生不收取任何監事袍金；
- ii. 陳鐘先生及程向紅女士收取定額監事袍金每年人民幣30,066元(稅後)；
- iii. 劉文瑜女士、王虹女士及姚婕女士依據其在本公司內的行政職務及責任(除監事職位外)領取薪酬，包括固定基本年薪，及參考本公司年度業績的績效獎金和其他津貼及依據中國法律法規規定適用的實物利益。

概無任何董事或監事已與或擬與本公司簽訂本公司於一年內毋需支付賠償(法定賠償除外)而不可以終止之服務合約。

## DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S REMUNERATION

The directors' and supervisors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to directors' and supervisors' duties, responsibilities and performance and the results of the Group. The Company has established a remuneration committee to formulate compensation policies and to determine and manage the compensation of the Company's senior management. Details of the directors' and supervisors' remuneration are disclosed in note 9 to the financial statements.

## DIRECTORS' AND SUPERVISORS' INTEREST IN CONTRACTS

None of the directors and supervisors had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its controlling shareholder, or any of its subsidiaries was a party during the Reporting Period.

## DIRECTORS' AND SUPERVISORS' RIGHTS IN ACQUIRING SHARES AND DEBENTURES

At no time during the Reporting Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or its subsidiaries granted to any directors and supervisors or their respective associates, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors and supervisors to acquire such rights in any other body corporate.

## 董事、監事及高級管理人員的酬金

董事及監事之袍金經股東大會批准。其他報酬由董事會根據董事及監事的職責、責任、任職表現及集團業績決定。本公司已成立的薪酬委員會已釐定薪酬政策及決定並管理對公司高級管理人員的薪酬。董事及監事的薪酬詳情載於財務報表附註9。

## 董事及監事於合約之權益

董事及監事於報告期間概無與本公司、其控股股東或其任何附屬公司參與簽署任何直接或間接於有關本集團業務擁有重大權益之合約。

## 董事及監事收購股份或債權證之權利

報告期內任何時間概無授予任何董事及監事或其相應的聯繫人通過收購本公司或其附屬公司之股份或債權證的方式獲取利益之權利，或已實行任何該等權利；本公司或其附屬公司也沒有成為能使董事及監事與其他法人公司獲得此類權利的合同之一方當事人。

## DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2010, the interests and positions of the directors, supervisors and chief executive of the Company in the shares, underlying shares or debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix 10 of the Listing Rules, were as follows:

## 董事、監事及主要行政人員於股份、相關股份及債權證中的權益

於二零一零年十二月三十一日，本公司董事、監事及最高行政人員於本公司及其聯繫法團(按《證券及期貨條例》第XV部所界定者)的股份、相關股份或債權證中，擁有根據《證券及期貨條例》第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據《證券及期貨條例》有關條文規定，彼等被當作或視為擁有的權益或淡倉)，或根據《證券及期貨條例》第352條規定須記入本公司持有登記冊內的權益及淡倉，或根據上市規則附錄十《標準守則》規定，須知會本公司及聯交所的權益及淡倉如下：

### Long positions in the domestic shares of the Company

### 本公司內資股之好倉

Name	Capacity	Total number of domestic shares held	Approximate percentage of total issued domestic shares 佔已發行內資股概約百分比 (%)	Approximate percentage of total issued shares 佔已發行總股本概約百分比 (%)
姓名	身份	所持有的內資股股數		
Wei Tingzhan 衛停戰	Personal 個人	1,417,237	0.62	0.34
Li Jianwen 李建文	Personal 個人	1,354,712	0.59	0.33
Li Chunyan 李春燕	Personal 個人	395,992	0.17	0.10
Liu Yuejin 劉躍進	Personal 個人	375,151	0.16	0.09
Gu Hanlin 顧漢林	Personal 個人	1,062,937	0.46	0.26
Li Shunxiang 李順祥	Personal 個人	5,210,428	2.26	1.26
Yang Baoqun 楊寶群	Personal 個人	1,042,086	0.45	0.25
Liu Wenyu 劉文瑜	Personal 個人	265,151	0.12	0.06
Yao Jie 姚捷	Personal 個人	125,051	0.05	0.03
Wang Hong 王虹	Personal 個人	82,525	0.04	0.02

Save as disclosed above, as at 31 December 2010, none of the directors, supervisors or chief executives of the Company nor any of their associates had any interest and short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix 10 of the Listing Rules.

### SUBSTANTIAL SHAREHOLDERS

As at 31 December 2010, so far as is known to the directors, supervisors or chief executive of the Company, the persons (other than a director, supervisor or chief executive of the Company) had, or were deemed or taken to have interests or short positions in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

除上文所披露者外，於二零一零年十二月三十一日，概無任何本公司董事、監事或最高行政人員或彼等的聯繫人與本公司或任何聯繫法團（按《證券及期貨條例》第XV部所界定者）的股份、相關股份及債權證中，擁有根據《證券及期貨條例》第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據《證券及期貨條例》有關條文已獲得或視為擁有的權益或淡倉），或根據《證券及期貨條例》第352條規定須記入本公司持有登記冊內的權益或淡倉，或根據上市規則附錄十《標準守則》規定，須知會本公司及聯交所的權益或淡倉。

### 主要股東

於二零一零年十二月三十一日，就本公司董事、監事或主要行政人員所知，下列人士（本公司董事、監事或主要行政人員除外）於本公司的股份及相關股份或債券中，擁有或被視為擁有根據《證券及期貨條例》第XV部第2及第3分部須知會本公司及聯交所的權益或淡倉，或根據《證券及期貨條例》第336條須記入本公司持有登記冊內的權益或淡倉如下：



## Long positions in the domestic shares of the Company

## 本公司內資股之好倉

Name	Capacity	Total number of domestic shares held	Approximate percentage of total issued domestic shares 佔已發行內資股 概約百分比 (%)	Approximate percentage of total issued shares 佔已發行總股本 概約百分比 (%)
名稱	身份	所持有的內資股股數		
Beijing Chaoyang Auxiliary Food Company 北京市朝陽副食品總公司	Beneficial owner 實益擁有人	167,409,808	72.77	40.61

## Positions in the H shares of the Company

## 於本公司H股之持倉量

Name	Total number of H shares held	Approximate percentage of total issued H shares 佔已發行H股 概約百分比 (%)	Approximate percentage of total issued shares 已發行總股本 概約百分比 (%)
名稱	所持有的H股股數		
JP Morgan Chase & Co. (Note 1) (附註1)	36,698,000 (L) 19,638,000 (P)	20.15 10.78	8.90 4.76
Value Partners Limited (Note 2) (附註2)	29,342,000 (L)	16.11	7.12
Value Partners Group Limited (Note 3) (附註3)	29,342,000 (L)	16.11	7.12
Cheah Capital Management Limited (Note 4) (附註4)	29,342,000 (L)	16.11	7.12
Cheah Company Limited (note 5) (附註5)	29,342,000 (L)	16.11	7.12
Hang Seng Bank Trustee International Limited (note 6) (附註6)	29,342,000 (L)	16.11	7.12
Cheah Cheng Hye (note 7) (附註7)	29,342,000 (L)	16.11	7.12
To Hau Yin (note 8) (附註8)	29,342,000 (L)	16.11	7.12
Schroder Investment Management (Hong Kong) Limited (note 9) (附註9)	13,036,000 (L)	7.16	3.16
Templeton Asset Management Ltd. (note 10) (附註10)	12,915,000 (L)	7.09	3.13
Genesis Asset Managers, LLP (note 11) (附註11)	12,749,000 (L)	7.00	3.09
Commonwealth Bank of Australia (note 12) (附註12)	12,730,000 (L)	6.99	3.09

(L) – Long Position

(P) – Lending Pool

(L) –好倉

(P) –可供借出的股份

## Notes:

1. These 36,698,000 H shares were held by JP Morgan Chase & Co. of which 19,638,000 H shares were in its capacity as a custodian corporation/an approved lending agent and the other 17,060,000 H shares were in its capacity as an investment manager.
2. These 29,342,000 H shares were held by Value Partners Limited in its capacity as an investment manager.
3. Value Partners Group Limited had a 100% direct interest in Value Partners Limited and was therefore deemed to have an interest in the 29,342,000 H shares in which Value Partners Limited was interested.
4. Cheah Capital Management Limited had a 31.19% deemed interest in Value Partners Group Limited and was therefore deemed to have an interest in the 29,342,000 H shares in which Value Partners Limited was interested.
5. Cheah Company Limited had a 100% deemed interest in Cheah Capital Management Limited and was therefore deemed to have an interest in the 29,342,000 H shares in which Value Partners Limited was interested.
6. These 29,342,000 H shares were held by Hang Seng Bank Trustee International Limited in its capacity as a trustee.
7. These 29,342,000 H shares were held by Cheah Cheng Hye in the capacity as the founder of a discretionary trust.
8. These 29,342,000 H shares were held by To Hau Yin in the capacity as the spouse of Cheah Cheng Hye.
9. These 13,036,000 H shares were held by Schroder Investment Management (Hong Kong) Limited in its capacity as an investment manager.
10. These 12,915,000 H shares were held by Templeton Asset Management Ltd. in its capacity as an investment manager.
11. These 12,749,000 H shares were held by Genesis Asset Managers, LLP in its capacity as an investment manager.

## 附註：

1. 此等36,698,000股H股由JP Morgan Chase & Co. 持有，其中19,638,000股H股以保管人法團／核准借出代理人持有，其餘17,060,000股H股以投資經理身份持有。
2. 此等29,342,000股H股由Value Partners Limited以投資經理身份持有。
3. Value Partners Group Limited直接持有Value Partners Limited 100%的權益，因此其被視為於Value Partners Limited所持有的29,342,000股H股中擁有權益。
4. Cheah Capital Management Limited被視為持有Value Partners Group Limited 31.19%的權益，因此被視為於Value Partners Limited所持有的29,342,000股H股中擁有權益。
5. Cheah Company Limited被視為持有Cheah Capital Management Limited 100%的權益，因此，其被視為於Value Partners Limited所持有的29,342,000股H股中擁有權益。
6. 此等29,342,000股H股由Hang Seng Bank Trustee International Limited以受托人身份持有。
7. 此等29,342,000股H股由謝海清以酌情信托成立人的身份持有。
8. 此等29,342,000股H股由杜巧賢以謝海清之配偶身份持有。
9. 此等13,036,000股H股由Schroder Investment Management (Hong Kong) Limited以投資經理身份持有。
10. 此等12,915,000股H股由Templeton Asset Management Ltd.以投資經理身份持有。
11. 此等12,749,000股H股由Genesis Asset Managers, LLP以投資經理身份持有。

12. Commonwealth Bank of Australia had a 100% deemed interest in a corporation holding the 12,730,000 H shares and was therefore deemed to have an interest in the 12,730,000 H shares.

Save as disclosed above, as far as is known to the directors, supervisors or chief executive of the Company, as at 31 December 2010, no other persons (not being a director, supervisor or chief executive of the Company) had, or were deemed or taken to have any interests or short positions in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## CONNECTED TRANSACTION

On 12 January 2010, the Company entered into an agreement to acquire the 20% equity interest of Jingkelong Langfang from China Fortune Land Development Co., Ltd., the minority shareholder of Jingkelong Langfang, at a consideration of RMB5,980,000. After the acquisition, Jingkelong Langfang became wholly owned by the Company. Details of the said acquisition are set out in the Company's announcement dated 12 January 2010.

12. Commonwealth Bank of Australia被視為持有一家  
公司100%的權益，而該家公司持有12,730,000股  
H股，因此，其被視為於該12,730,000股H股持有  
權益。

除上文所披露者外，據本公司董事、監事及主要  
行政人員所知，於二零一零年十二月三十一日，  
概無任何人士(本公司董事、監事或主要行政人員  
除外)於本公司的股份、相關股份或債券中，擁有  
或被視為擁有根據《證券及期貨條例》第XV部第2及  
3分部須知會本公司及聯交所的權益及淡倉，或根  
據《證券及期貨條例》第336條須記入本公司持有登  
記冊內的權益及淡倉。

## 關連交易

於二零一零年一月十二日，本公司與華夏幸福基  
業股份有限公司(京客隆廊坊的少數股東)簽署協  
議，本公司以人民幣5,980,000元的代價向其收購  
所持有京客隆廊坊的20%的權益，收購完成後，  
京客隆廊坊成為本公司的全資子公司。關於本次  
收購的詳情載於本公司二零一零年一月十二日刊  
發之公告內。

## CONTINUING CONNECTED TRANSACTIONS

## 持續關連交易

During the Reporting Period, the Group entered into the following continuing connected transactions:

報告期內，本公司進行了如下持續關連交易：

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
1. Lease of properties by Chaoyang Auxiliary to the Company (not including 4 below) (note 1)	朝陽副食品租賃物業予本公司(不包括下述第4項)(附註1)	7,503	7,486
2. Lease of properties by Chaoyang Auxiliary to Chaopi Trading (note 2)	朝陽副食品租賃物業予朝批商貿(附註2)	985	985
3. Lease of properties by Chaoyang Auxiliary to Xinyang Tongli (note 3)	朝陽副食品租賃物業予欣陽通力(附註3)	17	16
4. Lease of a property by Chaoyang Auxiliary to the Company in 2007 (note 4)	朝陽副食品於二零零七年租賃物業予本公司(附註4)	1,896	1,896
5. Lease of a property by Tengyuan Xingye to the Company in 2007 (note 5)	騰遠興業於二零零七年租賃物業予本公司(附註5)	2,100	2,100

All the above continuing connected transactions are also reported as related party transactions as disclosed in note 40 to the financial statements

上述持續關連交易亦作為關連人士交易披露於財務報表附註40。

## Notes:

## 附註：

- Pursuant to the three lease agreements, the three supplemental lease agreements, a confirmation letter and a memorandum entered into between the Company and Beijing Chaoyang Auxiliary Food Company ("Chaoyang Auxiliary") during the period from 30 April 2004 to 12 August 2008, Chaoyang Auxiliary agreed to lease to the Company certain properties (referred to as the "JKL Properties" on page 110 of the introduction document dated 29 June 2007 in connection with the Main Board Migration (the "Introduction Document")) for terms of between 10 years to 20 years commencing on 1 January 2004, 1 July 2005 and 1 July 2006 (as the case may be) with fixed annual rentals (inclusive of the relevant business and property taxes) for four to six year periods (as the case may be). The rental is paid in advance on a quarterly or half-yearly basis (as the case may be).

Chaoyang Auxiliary is the controlling shareholder of the Company which owns approximately 40.61% of the issued share capital of the Company, and is also one of the promoters of the Company.

- 根據本公司與北京市朝陽副食品總公司(「朝陽副食品」)於二零零四年四月三十日至二零零八年八月十二日期間內訂立的三份租約、三份補充租約、一封確認函及一份備忘錄，朝陽副食品同意將若干物業租予本公司(參見二零零七年六月二十九日的關於轉至主板上市的介紹上市文件(「介紹上市文件」)第110頁「京客隆物業」，租期自二零零四年一月一日、二零零五年七月一日及二零零六年七月一日起計為期十年至二十年(視情況而定)，為期四至六年(視情況而定)的年租(包括相關營業稅及物業稅)金額固定。該租金每季度或每半年(視情況而定)提前予以支付。

朝陽副食品為本公司的控股股東，持有本公司約40.61%的已發行股本，並且為本公司發起人之一。

The aggregate rental was RMB7,503,860 for the year ended 31 December 2010, and ranging from RMB7,089,135 to RMB8,135,010 per annum during the period from 1 January 2011 to 31 December 2023.

All the leased properties (with a total gross area of approximately 86,766 sq.m) are located in the Chaoyang District, Beijing and are principally used by the Company to operate 14 supermarkets, 27 convenience stores and the live and fresh produce logistics centre.

2. Pursuant to the lease agreement dated 30 April 2004 and a supplemental lease agreement dated 25 July 2005 entered into between Chaoyang Auxiliary and Chaopi Trading, Chaoyang Auxiliary agreed to lease to Chaopi Trading certain properties (referred to as the "Chaopi Properties" on page 122 of the Introduction Document) for a term of 20 years commencing on 1 January 2004 with a fixed annual rental (inclusive of the relevant business and property taxes) for each five year period. On 28 August 2007, Chaoyang Auxiliary and Chaopi Trading entered into another supplemental lease agreement for ceasing to rent the property numbered 106 on page 374 of the Introduction Document from 1 July 2007. The rental is paid in advance on a half-yearly basis.

The aggregate rental was RMB984,689 for the year ended 31 December 2010, and ranging from RMB984,689 to RMB1,069,546 per annum during the period from 1 January 2011 to 31 December 2023.

All the leased properties are located in the Chaoyang District, Beijing for office and warehouse uses with a total gross area of approximately 12,271 sq.m.

3. Pursuant to a lease agreement dated 1 July 2004 and a supplemental lease agreement dated 25 July 2005 entered into between Chaoyang Auxiliary and Beijing Xinyang Tongli Commercial Facilities Company Limited ("Xinyang Tongli"), Chaoyang Auxiliary agreed to lease to Xinyang Tongli certain property (referred to as the "Xinyang Property" on page 123 of the Introduction Document) for a term of 20 years commencing on 1 January 2004 with a fixed annual rental (inclusive of the relevant business and property taxes) for each five year period. The rental is paid in advance on a half-yearly basis.

截至二零一零年十二月三十一日止年度期間的租金總額為人民幣7,503,860元，自二零一一年一月一日至二零二三年期間每年租金自人民幣7,089,135元至人民幣8,135,010元不等。

所有前述租賃物業(總面積約為86,766平方米)均位於北京市朝陽區，主要由本公司用作經營14家綜合超市、27家便利店以及生鮮食品配送中心。

2. 根據朝陽副食品與朝批商貿於二零零四年四月三十日訂立的租賃協議及於二零零五年七月二十五日訂立的補充協議，朝陽副食品同意將若干物業(參見介紹上市文件第122頁之「朝批物業」)租予朝批商貿，租期自二零零四年一月一日起為期二十年，每五年期間的年租(包括相關營業及物業稅)固定不變。於二零零七年八月二十八日，朝陽副食品與朝批商貿就介紹上市文件第374頁所載第106號物業簽署補充租賃協議，自二零零七年七月一日起停止租賃該物業。該租金每半年提前予以支付。

截至二零一零年十二月三十一日止年度租金總額為人民幣984,689元，自二零一一年一月一日至二零二三年十二月三十一日期間按各段固定租金期間每年租金自人民幣984,689元增長至人民幣1,069,546元。

所有前述物業均位於北京市朝陽區，用作辦公室及倉庫，總面積約為12,271平方米。

3. 根據朝陽副食品與北京欣陽通力商業設備有限公司(「欣陽通力」)於二零零四年七月一日訂立的租賃協議及於二零零五年七月二十五日訂立的補充協議，朝陽副食品同意將若干物業(參見介紹上市文件第123頁所載之「欣陽物業」)租予欣陽通力，租期自二零零四年一月一日起為期二十年，每五年期間的年租(包括相關營業及物業稅)固定不變。該租金每半年提前予以支付。

Xinyang Tongli is an approximately 52.03% held subsidiary of the Company.

The aggregate rental was RMB16,931 for the year ended 31 December 2010, and ranging from RMB16,931 to RMB18,383 per annum during the period from 1 January 2011 to 31 December 2023.

The leased property is located in the Chaoyang District, Beijing for commercial, office, warehouse and industrial uses, with a total gross area of approximately 1,362 sq.m.

4. Pursuant to the lease agreement dated 15 November 2007 entered into between the Company and Chaoyang Auxiliary, Chaoyang Auxiliary agreed to lease to the Company a property for a term of 16 years and 9 months commencing on 1 April 2007. The rental was RMB1,895,690 for the year ended 31 December 2010, and ranging from RMB1,081,064 to RMB2,120,564 per annum during the period from 1 January 2011 to 31 December 2023. The rental is payable in advance on a half-yearly basis.

The leased property is located in the Chaoyang District, Beijing with a total gross area of approximately 6,800 sq.m. and are principally used by the Company to operate a hypermarket.

5. Pursuant to the lease agreement dated 2 July 2007 entered into between the Company and Beijing Tengyuan Xingye Automobile Service Company Limited ("Tengyuan Xingye"), a subsidiary of Chaoyang Auxiliary, Tengyuan Xingye agreed to lease to the Company a property for a term of 15 years commencing on 1 April 2007. The rental was RMB2,100,000 for the year ended 31 December 2010, and ranging from RMB2,100,000 to RMB2,425,500 per annum during the period from 1 January 2011 to 31 March 2022. The rental is payable in advance on a half-yearly basis.

The leased property is located in the Chaoyang District, Beijing with a total gross area of approximately 7,300 sq.m. and are principally used by the Company as office, staff canteen and quarter.

In connection with each of the continuing connected transactions for items 1 to 3 (on an aggregated basis), the directors estimate that the annual caps for each of the three years ending 31 December 2011 will exceed 0.1% but less than 2.5%, of the applicable percentage ratios under Rule 14A.34(1) of the then Listing Rules, the Company is subject to the reporting and announcement requirements. An announcement has been made on 27 October 2008.

欣陽通力為本公司持股約52.03%的附屬公司。

截至二零一零年十二月三十一日止年度租金總額為人民幣16,931元，自二零一一年一月一日至二零二三年十二月三十一日期間按各段固定租金期間每年租金自人民幣16,931元增長至人民幣18,383元。

前述物業均位於北京市朝陽區，乃作商業、辦公室、倉庫及工業用途，總面積約為1,362平方米。

4. 根據本公司與朝陽副食品於二零零七年十一月十五日簽署的租賃協議，朝陽副食品同意將一處物業租予本公司，租期自二零零七年四月一日起為期十六年零九個月。截至二零一零年十二月三十一日止年度租金總額為人民幣1,895,690元，自二零一一年一月一日至二零二三年十二月三十一日期間每年租金自人民幣1,081,064元至人民幣2,120,564元不等。該租金每半年提前予以支付。

該租賃物業位於北京市朝陽區，總面積約為6,800平方米，由本公司用作大賣場經營。

5. 根據本公司於二零零七年七月二日與朝陽副食品的附屬公司北京騰遠興業汽車服務有限公司（「騰遠興業」）簽署的物業租賃協議，騰遠興業同意將一處物業租予本公司，租期自二零零七年四月一日起為期十五年。截至二零一零年十二月三十一日止年度租金總額為人民幣2,100,000元，自二零一一年一月一日至二零二二年三月三十一日期間按各段固定租金期間每年租金為人民幣2,100,000元增至人民幣2,425,500元。該租金每半年提前予以支付。

該租賃物業位於北京市朝陽區，總面積約為7,300平方米，由本公司用作辦公、員工食堂及宿舍用途。

關於第1至第3項（以合併計算為基準）的每一項持續關連交易，董事預期，於截至二零一一年十二月三十一日止三年內的每一年，其年度上限根據上市規則14A.34(1)適用的百分比率將超過0.1%並低於2.5%，本公司因此需遵守報告及公告要求。相關公告已於二零零八年十月二十七日作出。

With respect to the continuing connected transactions of items 4 and 5, the lease agreements were entered into before the Main Board Migration and have complied with the requirements in accordance with Chapter 20 of the then GEM Listing Rules.

With the amendments to the Listing Rules which came into effect on 3 June 2010, the continuing transactions between the Group and the promoters (and their associates) of the Company and two of its non wholly-owned subsidiaries (Chaopi Flavourings and Chaopi Jinglong) are no longer regarded as continuing connected transactions of the Group under Chapter 14A of the amended Listing Rules since 3 June 2010. Further details were disclosed in the Company's announcement dated 20 October 2010.

The directors (including the independent non-executive directors) have reviewed all the above continuing connected transactions during the Reporting Period and confirmed that the continuing connected transactions have been entered into:

- a. in the ordinary and usual course of the Group's business;
- b. on normal commercial terms or, if there are no sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than those available to or from (as appropriate) independent third parties; and
- c. in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Board has received a letter from the external auditors in relation to the agreed upon procedures performed on the above continuing connected transactions and confirmed that these continuing connected transactions:

- a. have been approved by the Board;
- b. have been entered into in accordance with the terms of the respective agreements governing the transactions; and
- c. items 1 to 3 have not exceeded their respective annual caps as disclosed in the announcement dated 27 October 2008..

The Company has complied with the disclosure requirements in accordance with and Chapter 14A of the Listing Rules.

關於第4及5項持續關連交易，其租賃協議簽署於轉主板前，已符合創業板上市規則第二十章的要求。

根據於二零一零年六月三日生效的上市規則修訂條文，本集團與本公司的發起人(及其聯繫人)以及本集團與其兩個非全資附屬公司(朝批調味品及朝批京隆)的持續關連交易自二零一零年六月三日不再視為修訂後的上市規則第14A章規定的本集團的持續關連交易。有關進一步詳情載於本公司於二零一零年十月二十日刊發之公告內。

董事(包括獨立非執行董事)已審閱報告期內上述所有持續關連交易並確認，該等持續關連交易：

- a. 屬於本集團的日常業務及按照通常程序作出；
- b. 按照一般商務條款進行，或如可供比較的交易不足以判斷該等交易的條款是否一般商務條款，則對本集團而言，該等交易的條款不遜於獨立第三方可取得或提供(視屬何情況而定)的條款；
- c. 依據有關交易的協議條款進行，交易條款公平合理且符合本公司股東的整體利益。

董事會收到外部核數師就上述持續關連交易已進行的協議程序發出的函件，其確認該等持續關連交易：

- a. 已獲董事會批准；
- b. 依據相關交易所簽署的協議條款進行；及
- c. 第1至3項均未超過於二零零八年十月二十七日刊發之公告所披露的年度上限。

本公司已嚴格遵守上市規則第14A章的披露要求。

### SUFFICIENCY OF PUBLIC FLOAT

Based on public information and within the knowledge of the directors, the Company's public float complied with the applicable requirements of the Listing Rules from 1 January 2010 and up to the date of this report.

### COMPETITION AND CONFLICT OF INTEREST

None of the directors, supervisors, the controlling shareholder or the substantial shareholders of the Company or any of their respective associates had engaged in any business that competed or might compete, either directly or indirectly, with the business of the Group, or had any other conflict of interests with the Group during the Reporting Period.

### AUDITORS

The financial statements have been audited by Ernst & Young, who retired and being eligible for their re-appointment as auditors of the Company. A resolution will be proposed at the forthcoming annual general meeting for their re-appointment.

ON BEHALF OF THE BOARD

**Wei Tingzhan**

*Chairman*

Beijing, PRC

18 March 2011

### 充足的公眾持股量

基於公開資料及就董事所知悉，於二零一零年一月一日至本報告出具日，本公司之公眾持股量符合上市規則的相關要求。

### 競爭及利益衝突

報告期內，概無本公司之董事、監事、控股股東或主要股東或其任何聯繫人從事直接或間接與本集團業務競爭或可能競爭的業務，或與本集團存在任何其他利益衝突。

### 核數師

財務報表已由安永會計師事務所審計，其任期屆滿後有資格再度委任為本公司核數師，本公司將於即將舉行之股東周年大會上提呈關於再度委任其為核數師之決議案。

承董事會命

**衛停戰**

*董事長*

中國北京

二零一一年三月十八日



# REPORT OF THE SUPERVISORY COMMITTEE

## 監事會報告

To the shareholders,

Since the incorporation of the Company, the supervisory committee of the Company (the "Supervisory Committee") adheres to principles of honesty and integrity in discharging its supervisory duties and obligations cautiously and diligently in accordance with the Company's Articles of Association, the relevant laws and requirements of the PRC and Hong Kong for their accountability to the shareholders and the Company.

During the Reporting Period, the major work performed by the Supervisory Committee included the attendance of Board meetings; inspection of resolutions made by the Board, review of internal control system, strict and effective monitoring of whether the policies and decisions made by the management of the Company had confirmed with the relevant laws and regulations and the Company's Articles of Association, safeguarding the interest of the Company and shareholders. The Supervisory Committee has also reviewed the performance of the directors and senior management in their daily operation activities by various means, and examined the Group's financial affairs and connected transactions. As a result of our work, the Supervisory Committee concluded that:

1. The decision-making process of the Company is in compliance with the Company's Article of Association. Proper and adequate internal control system has been established. The directors and senior management observed their fiduciary duties and worked diligently and legally. The Supervisory Committee is not aware of any breach of the relevant laws and regulations and the Company's Articles of Association or against the interests of shareholders by the directors and senior management of the Company.
2. The Company's 2010 financial statements reflected a true and fair view of the financial position and operating results of the Group in material aspects. The unqualified opinion expressed in the auditors' report issued by Ernst & Young is objective and fair.

致股東，

自本公司成立之日起，本公司監事會（「監事會」）遵照本公司章程、中國及香港地區有關法律法規之規定，遵守誠信原則、恪盡職守、勤勉謹慎履行其監督職權，維護股東及本公司之權益。

報告期內，監事會完成的主要工作包括：列席董事會，監督董事會會議決議，審查內控體系；嚴格並有效地監督公司管理層所做出的決定及制定的政策是否符合有關法律法規和本公司章程的規定，保障公司和股東的權益。監事會也通過各種途徑審查董事及高級管理人員的日常經營行為，檢查本集團的財務事項及關連交易。根據上述工作，監事會發表如下意見：

1. 本公司的決策程序符合本公司章程的規定，本公司已建立適當及充分的內控體系。本公司董事及高級管理人員遵守信託義務，勤勉依法履行職責，監事會未察覺董事及高級管理人員存在違反法律法規或公司章程或損害股東權益的行為。
2. 本公司二零一零年財務報表在各重大方面公允、真實地反映了本集團的財務狀況及經營業績。安永會計師事務所出具的無保留意見審計報告是客觀公允的。

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| <p>3. All continuing connected transactions and connected transaction conducted in the Reporting Period between the Group and its connected persons were in the ordinary course of business and no act that prejudiced the interests of the Company and shareholders has been found.</p> <p>4. The Group did not encounter any major litigation during the Reporting Period.</p> | <p>3. 報告期內本集團與其關連人士發生的所有持續關連交易及關連交易均依據一般商業標準執行，未發現存在任何侵害本公司及股東權益的行為。</p> <p>4. 報告期內本集團無任何重大訴訟。</p> |
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We would like to express our appreciation to the strenuous supports of the shareholders, directors and all staff to the Supervisory Committee during the Reporting Period.

我們對報告期內股東、董事及全體員工對本監事會的大力支持深表謝意。

BY ORDER OF THE SUPERVISORY COMMITTEE

**Liu Wenyu**

*Chairman*

Beijing, PRC

18 March 2011

承監事會命

**劉文瑜**

*監事會主席*

中國北京

二零一一年三月十八日

# PROFILES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

## 董事、監事及高級管理層簡介

### DIRECTORS

#### Executive Directors

**Mr. Wei Tingzhan**, aged 57, a senior economist, is the Chairman of the Board and an executive director. From 1991 to 1994, Mr. Wei was the general manager of Beijing Chaoyang Auxiliary Company Limited (“Chaoyang Auxiliary”). From 1994 to 2002, he was the general manager of Beijing Jingkelong Shang Sha (“Jingkelong Shang Sha”), the predecessor of Beijing Jingkelong Supermarket Chain Group Company Limited (“Jingkelong Supermarket”) (the predecessor of the Company). He was the managing director of Jingkelong Supermarket from 2002 to 2004. Since November 2004, he has been the Chairman of the Board. In December 2008, he was honoured with the title of “Outstanding figure of Chinese commerce & service industry during the 30 years of reform and opening-up (中國商業服務業改革開放三十周年卓越人物)” by the China General Chamber of Commerce and China Business Herald. He was elected as a representative of the 13th Session of the People’s Congress of Beijing in 2008.

**Mr. Li Jianwen**, aged 50, is the General Manager of the Company and an executive director. He worked in Jingkelong Shang Sha as the deputy general manager from 1998 to 2002. From 2002 to 2004, he was a director and the deputy general manager of Jingkelong Supermarket. He has been the managing director of the Company since November 2004. He is also a director of Chaopi Trading, an approximately 79.85% directly owned subsidiary of the Company.

**Ms. Li Chunyan**, aged 38, is an executive director. Ms. Li obtained a bachelor’s degree and subsequently a master’s degree in private international law from China University of Politics & Law of China. She was the Officer of the Bureau of Law of Jingkelong Shang Sha from 2001 to 2002. In addition, she was the Officer of the Bureau of Law and the Secretary to the board of directors of Jingkelong Supermarket from 2002 to 2004. Since November 2004, she has been one of the executive directors of the Company. She has been appointed as the Company’s Chief Financial Officer and deputy general manager since 29 December 2008.

### 董事

#### 執行董事

**衛停戰先生**，現年57歲，高級經濟師，本公司之董事長及執行董事。於一九九一年至一九九四年，衛先生任朝陽副食品總經理；於一九九四年至二零零二年，任北京京客隆商廈(「京客隆商廈」)總經理(京客隆商廈為北京京客隆超市連鎖集團有限公司(「京客隆超市」)之前身，京客隆超市為本公司之前身)；於二零零二年至二零零四年，任京客隆超市董事總經理；自二零零四年十一月起任本公司董事長。衛先生於二零零八年十二月被中國商業聯合會與中國商報評為中國商業服務業改革開放三十周年卓越人物。衛先生於二零零八年當選為北京市第十三屆人民代表大會代表。

**李建文先生**，現年50歲，本公司之總經理及執行董事。於一九九八年至二零零二年，李先生擔任京客隆商廈副總經理；於二零零二年至二零零四年，任京客隆超市董事及副總經理；自二零零四年十一月起任本公司董事總經理。李先生亦擔任朝批商貿(本公司直接持股約79.85%的附屬公司)之董事。

**李春燕女士**，現年38歲，本公司之執行董事。李女士獲中國政法大學學士學位及國際私法碩士學位。於二零零一年至二零零二年，李女士任京客隆商廈法律辦公室主任；於二零零二年至二零零四年，任京客隆超市法律辦公室主任兼董事會秘書；自二零零四年十一月起任本公司執行董事。李女士自二零零八年十二月二十九日起任本公司財務負責人及副總經理。

**Mr. Liu Yuejin**, aged 51, is an executive director. From 2000 to 2004, he was the general manager of Jingkelong Langfang. Between 2002 and 2004, he was one of the directors of Jingkelong Supermarket. Since November 2004, he has been an executive director of the Company. From 2005 to 2009, Mr. Liu had held various positions in the Company, including the manager of the First Operation Division, the manager of the Jiuxianqiao Community Shopping Centre and the manager of the Operation Division of Shopping Centre. Since 2009, he has been the manager of the First Operation Division of Supermarkets of the Company.

#### Non-executive Directors

**Mr. Gu Hanlin**, aged 58, is a non-executive director. From 2002 to 2004, he was a chairman of the Board of Jingkelong Supermarket. Since May 2004, he has been the general manager of Chaoyang Auxiliary. Since November 2004, he has been a non-executive director of the Company.

**Mr. Li Shunxiang**, aged 58, is a non-executive director. From 2000 to present, he is the general manager of Beijing Zhonglianjian Construction Company Limited. From 2002 to 2004, he was a non-executive director of Jingkelong Supermarket. Since November 2004, he has been a non-executive director of the Company.

#### Independent non-executive Directors

**Mr. Wang Liping**, aged 54, is an independent non-executive director. Mr. Wang obtained a master's degree in Economics and a PhD in Management from Renmin University of China in 1985 and 2004, respectively. He is currently the professor and doctoral supervisor at the Institute of Business Organisation and the faculty of Human Resources Management at Renmin University of China. He has also been an independent non-executive director of China Haisum Engineering Co., Ltd. (中國海誠工程科技股份有限公司) since April 2009, which is listed on the Shenzhen Stock Exchange. Since 10 June 2010, he has been an independent non-executive director.

**劉躍進先生**，現年51歲，本公司之執行董事。於二零零零年至二零零四年，劉先生任京客隆廊坊經理；於二零零二年至二零零四年，任京客隆超市董事；自二零零四年十一月起任本公司執行董事。於二零零五年至二零零九年，劉先生先後任本公司營運一部經理、酒仙橋購物廣場經理、購物中心營運部經理；自二零零九年起任超市營運一部經理。

#### 非執行董事

**顧漢林先生**，現年58歲，本公司之非執行董事。於二零零二年至二零零四年，顧先生擔任京客隆超市董事長；自二零零四年五月起，任朝陽副食品總經理；自二零零四年十一月起，任本公司非執行董事。

**李順祥先生**，現年58歲，本公司之非執行董事。於二零零零年至二零一零年，李先生任北京中聯建裝飾工程有限公司總經理；於二零零二年至二零零四年，任京客隆超市非執行董事；自二零零四年十一月起成為本公司非執行董事。

#### 獨立非執行董事

**王利平先生**，現年54歲，本公司之獨立非執行董事。王先生於一九八五年及二零零四年分別獲得中國人民大學經濟學碩士學位及管理學博士學位。王先生現任中國人民大學商學院組織與人力資源管理系教授、博士生導師。自二零零九年四月起，王先生同時擔任深圳證券交易所上市公司中國海誠工程科技股份有限公司的獨立非執行董事；自二零一零年十月起，任本公司獨立非執行董事。

**Mr. Chen Liping**, aged 50, is an independent non-executive director. Mr. Chen obtained a master's degree in Business Operation from Aichi University of Japan in 1999 and a PhD in Economics from Circulation University of Economics of Japan in 2008. He is currently the Head, associate professor and master supervisor of the faculty of Marketing in the Institute of Business Management at Capital University of Economics and Business of China. Since 10 June 2010, he has been an independent non-executive director.

**Mr. Choi Onward**, aged 40, is an independent non-executive director. Mr. Choi obtained a Bachelor of Arts degree in accountancy with honors from the Hong Kong Polytechnic University in November 1993. He is a member of the Institute of Chartered Accountants in England and Wales, a fellow member of the Association of Chartered Certified Accountants, a fellow member of the CPA Australia, a fellow member of the Hong Kong Institute of Certified Public Accountants and a registered practising Certified Public Accountant in Hong Kong. He is currently the Acting Chief Financial Officer of NetEase.com, Inc, a NASDAQ-listed and a China-based internet technology company, a position he has been holding since July 2007. He has also been an independent non-executive director of China ITS (Holdings) Co., Ltd. since September 2008. He has served as the Financial Controller and Corporate Finance Director, respectively of NetEase.com, Inc. from November 2003 to June 2007. During August 2000 to August 2003, he worked as a senior manager of the Assurance and Advisory Business Services Department in Ernst & Young (Beijing). Since 10 June 2010, he has been an independent non-executive director.

## SUPERVISORS

Ms. Liu Wenyu, aged 39 is the chairman of the Company's supervisory committee. During the period from 1999 to 2008, Ms. Liu has been appointed as the vice-chairman of the labour union of Chaoyang Auxiliary, the deputy manager of the First Operation Division and the officer of the Office of the Jiuxianqiao Community Shopping Center coordination team of the Company. Since October 2008, she has been the chairman of the labour union of the Company. Since 10 June 2010, she has been the chairman of the Company's supervisory committee.

**陳立平先生**，現年50歲，本公司之獨立非執行董事。陳先生於一九九九年獲得日本愛知大學經營學碩士學位，於二零零八年獲得日本流通經濟大學經濟學博士學位。陳先生現任首都經濟貿易大學工商管理學院市場營銷系主任，教授、碩士生導師；自二零一零年十月起，任本公司獨立非執行董事。

**蔡安活先生**，現年40歲，本公司之獨立非執行董事。蔡先生於一九九三年十一月獲香港理工大學會計學文學士(榮譽)學位。蔡先生為英國(英格蘭及威爾士)特許會計師公會會員，英國特許公認會計師公會資深會員，澳大利亞執業註冊會計師協會資深會員，香港會計師公會資深會員及香港註冊執業會計師。自二零零七年七月至今，蔡先生擔任網易公司(一家在中國成立並於美國納斯達克股票交易市場上市的互聯網公司)代理首席財務官；自二零零八年九月起，蔡先生同時擔任中國智能交通系統(控股)有限公司獨立非執行董事；自二零零三年十一月至二零零七年六月，蔡先生先後擔任網易公司財務總監及企業財務總監；自二零零零年八月至二零零三年八月，任安永會計師事務所(北京)審計及企業諮詢服務部高級經理。蔡先生自二零一零年十月起，任本公司獨立非執行董事。

## 監事

**劉文瑜女士**，現年39歲，本公司之監事會主席。自一九九九年至二零零八年期間，劉女士先後擔任朝陽副食品及本公司工會副主席、營運一部副經理及酒仙橋購物廣場籌備組辦公室主任等職位；自二零零八年十月至今，任本公司工會主席；自二零一零年十一月起，擔任本公司監事會主席。

**Mr. Yang Baoqun**, aged 58, is a supervisor of the Company. He was a supervisor of Jingkelong Supermarket from 2002 to 2004. Since November 2004, he has been a supervisor of the Company.

**Mr. Chen Zhong**, aged 47, is a supervisor of the Company. Mr. Chen obtained his doctorate from Peking University in 1989. He is currently the Head of the Advanced Financial Information Research Centre at Peking University. Since June 2002 to July 2010, he had been a professor and the Head of the School of Software and Microelectronics, Peking University. Since January 2005, he has been a supervisor of the Company.

**Ms. Cheng Xianghong**, aged 39, is a supervisor of the Company. Ms. Cheng obtained her bachelor's degree from Renmin University of China. She is a qualified accountant, certified public valuer and registered tax agent. She had previously worked in Beijing Ding Xin Li accounting firm. She has been the deputy general manager and financial controller of Beijing Zhongguancun City Construction Company since December 2003. Since January 2005, she has been a supervisor of the Company.

**Ms. Wang Hong**, aged 40, is a supervisor of the Company. Ms. Wang is a senior economist. She worked in Beijing Ruida Frozen Foods Company Limited for about nine years and was appointed as the assistant to general manager before joining the Company. Since September 2003 to July 2009, she had been appointed as the deputy officer of the Office of Managers and the purchase manager of the In-house Brand Division of Purchase Center. Since July 2009, she has been the manager of the Marketing Department of the Company. Since June 2010, she has been elected as a staff-appointed supervisor of the Company.

**Ms. Yao Jie**, aged 48, is a supervisor of the Company. From 2002 to 2004, she was the deputy officer of the Human Resources Department of Jingkelong Supermarket. Since November 2004 to July 2009, she has been the deputy officer of the Human Resources Department of the Company. Since July 2009, she has been the officer of the Manager Office of the Company. Since November 2007, she has been a staff-appointed supervisor of the Company.

**楊寶群先生**，現年58歲，本公司之監事。自二零零二年至二零零四年期間，楊先生擔任京客隆超市監事；自二零零四年十一月起，擔任本公司監事。

**陳鐘先生**，現年47歲，本公司之監事。陳先生於一九八九年獲北京大學博士學位。陳先生現任北京大學金融信息化研究中心主任；自二零零二年六月至二零一零年七月，任北京大學軟件與微電子學院教授、院長；自二零零五年一月起，擔任本公司監事。

**程向紅女士**，現年39歲，本公司之監事。程女士獲中國人民大學學士學位，註冊會計師、註冊資產評估師及註冊稅務師。程女士曾任職於北京鼎新立會計師事務所；自二零零三年十二月起任北京中關村電子城建設有限公司副總經理兼財務總監；自二零零五年一月起，擔任本公司監事。

**王虹女士**，現年40歲，本公司之監事，高級經濟師。王女士曾於北京瑞達急凍食品有限公司任職九年，加入本公司之前任該公司總經理助理；自二零零三年九月至二零零九年七月，先後任本公司經理辦公室副主任、自有品牌部採購經理；自二零零九年七月至今，任市場營銷部經理；自二零一零年六月起，擔任本公司職工代表監事。

**姚婕女士**，現年48歲，本公司之監事。於二零零二年至二零零四年，姚女士任京客隆超市人力資源部副主任；自二零零四年十一月至二零一零年七月，任本公司人力資源部副主任；自二零一零年七月起，任本公司經理辦公室主任；自二零零九年十一月起，擔任本公司職工代表監事。

## SENIOR MANAGEMENT

**Mr. Gao Jingsheng**, aged 56. From 1998 to 1999, Mr. Gao was the assistant general manager of Jingkelong Shang Sha. From 1999 to 2002, he was the assistant general manager of Chaoyang Auxiliary. From 2002 to 2004, he was the assistant general manager of Jingkelong Supermarket. He has been the assistant general manager of the Company since November 2004.

**Mr. Zhao Weili**, aged 58. From 1998 to 1999, Mr. Zhao was the assistant general manager of Jingkelong Shang Sha. From 1999 to 2002, he was the assistant general manager of Chaoyang Auxiliary. From 2002 to 2004, he was the assistant general manager of Jingkelong Supermarket. He has been the assistant general manager of the Company since November 2004.

**Mr. Li Shenlin**, aged 47. Mr. Li acted as the manager of several retail outlets of the Company from 1997 to 2007. From 2007 to 2009, he was the manager of the Operation Division of Hypermarkets and the assistant to the manager of the Company. Since August 2009, he has been the assistant general manager of the Company.

**Mr. Keung Siu Fai**, From February 2005 to 14 February 2011, Mr. Keung was the financial controller, the qualified accountant and one of the joint company secretaries of the Company. Mr. Keung passed away because of illness on 14 February 2011.

## 高級管理層

**高京生先生**，現年56歲。於一九九八年至一九九九年，高先生任京客隆商廈副總經理；自一九九九年至二零零二年，任朝陽副食品副總經理；自二零零二年至二零零四年，任京客隆超市副總經理；自二零零四年十一月起，任本公司副總經理。

**趙維歷先生**，現年58歲。於一九九八年至一九九九年，趙先生任京客隆商廈副總經理；自一九九九年至二零零二年，任朝陽副食品副總經理；自二零零二年至二零零四年，任京客隆超市副總經理；自二零零四年十一月起，任本公司副總經理。

**李慎林先生**，現年47歲。自一九九七年至二零零七年，李先生先後擔任本公司若干家門店店長；自二零零七年至二零零九年，先後任本公司大賣場營運部經理、經理助理；自二零一零年八月起，任本公司副總經理。

**姜兆輝先生**，自二零零五年二月至二零一一年二月十四日，姜先生擔任本公司財務總監、合資格會計師及聯席秘書之一。姜先生於二零一一年二月十四日因病去世。

**Mr. Li Bo**, aged 32, is the Company Secretary of the Company. He graduated from Capital University of Economics and Business with a bachelor's degree of economics in 2001 and obtained a master degree of accounting from Macquarie University of Australia in 2004. Mr. Li is a member of the Hong Kong Institute of Certified Public Accountants and Certified Practising Accountant of Australia. Mr. Li served as an auditor in Deloitte Beijing office from December 2004 to July 2007. He served as a senior auditor in the Audit office of New South Wales in Australia from August 2007 to September 2010 and served in Sinolink securities as a project manager from September 2010 to March 2011. He also serves as an Independent director in Beijing Origin Water company ( a company listed in Shenzhen Stock Exchange). Mr. Li joined the Company on 18 March 2011.

**李博先生**，現年32歲，現擔任本公司公司秘書。彼於二零零一年畢業於首都經濟貿易大學，獲經濟學學士學位，並於二零零四年獲澳洲麥考瑞大學會計學碩士學位。彼為香港會計師公會會員、澳洲會計師公會會員。李先生自二零零四年十二月至二零零七年七月，在德勤會計師事務所北京分所擔任審計師。自二零零七年七月至二零一零年九月，在澳大利亞新南威爾士州政府審計署任高級審計師。二零一零年九月至二零一一年三月，在國金證券投資銀行部擔任項目經理。李先生自二零零七年六月至今，亦擔任北京碧水源科技股份有限公司（一家於中國深圳交易所上市的公司）的獨立董事。李先生於二零一一年三月十八日加入本公司。



# INDEPENDENT AUDITORS' REPORT 獨立核數師報告



**Ernst & Young**  
18th Floor  
Two International Finance Centre  
8 Finance Street, Central  
Hong Kong  
Tel: +852 2846 9888  
Fax: +852 2868 4432  
www.ey.com

**安永會計師事務所**  
香港中環金融街8號  
國際金融中心2期18樓  
電話: +852 2846 9888  
傳真: +852 2868 4432

## To the shareholders of Beijing Jingkelong Company Limited

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

We have audited the consolidated financial statements of Beijing Jingkelong Company Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 66 to 175, which comprise the consolidated and company statements of financial position as at 31 December 2010, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

## Directors' responsibility for the consolidated financial statements

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

## Auditors' responsibility

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

## 致北京京客隆商業集團股份有限公司之股東

*(於中華人民共和國註冊成立的股份有限公司)*

我們已完成審核載於第66至175頁之北京京客隆商業集團股份有限公司(「貴公司」)及其附屬公司(合稱「貴集團」)之財務報表，該財務報表包括於二零一零年十二月三十一日之合併及公司財務狀況表及截至該日止年度之合併資產負債表、合併全面損益表、合併權益變動表與合併現金流量表以及重大會計政策概要和其他附註解釋。

## 董事對財務報表之責任

公司董事須負責根據香港會計師公會頒布之香港財務報告準則及香港公司條例的披露要求編製並且真實、公允地列報財務報表。該等責任包括設計、實施及維持與編製及真實公允地列報財務報表相關的內部控制，以使其不存在由於欺詐或錯誤而造成的重大錯誤陳述；選擇及採用恰當之會計政策；以及在不同情況下做出合理的會計估計。

## 核數師之責任

我們的責任是基於我們的審核對該等財務報表發表意見。我們的報告乃為全體股東編製，不應用作其他用途。我們概不就本報告的內容對其他任何人士負責或承擔任何責任。

# INDEPENDENT AUDITORS' REPORT 獨立核數師報告

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

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

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

## Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2010, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

## Ernst & Young

*Certified Public Accountants*

Hong Kong  
18 March 2011

我們已按照香港會計師公會頒布之香港核數的準則執行審核。該等準則要求我們遵守職業道德規範，並規劃及執行審核，從而獲得合理確定此等財務報表是否不存在任何重大錯誤陳述。

審核涉及執行情序以取得有關財務報表內所載金額及披露事項的審核證據。所選定的程序取決於核數師的判斷，包括對是否存在由於欺詐或錯誤導致財務報表出現重大錯誤陳述的風險的評估。在評估該等風險時，核數師考慮與公司編製及真實而公允地列報財務報表相關的內部控制，以設計適當的審核程序符合公司具體情況，而並非對公司的內部控制的有效性發表意見。審核亦包括評估董事所採用的會計政策的合適性及作出的會計估計的合理性，以及評價財務報表的整體列報方式。

我們相信，我們所獲得的審核證據充足且適當地為我們的審核意見提供基礎。

## 意見

我們認為，該等財務報表已按照香港財務匯報準則編製，真實而公允地反映了貴公司及貴集團於二零一零年十二月三十一日之財務狀況及截至該日止年度貴集團的利潤及現金流量，並已按照香港公司條例的披露要求妥為編製。

## 安永會計師事務所

*執業會計師*

香港  
二零一一年三月十八日

# CONSOLIDATED INCOME STATEMENT 合併損益表

Year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		Notes 附註	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
REVENUE	收入	5	7,438,729	6,691,036
Cost of sales	銷售成本		(6,397,472)	(5,759,316)
Gross profit	毛利		1,041,257	931,720
Other income and gains	其他收入及收益	5	495,442	423,709
Selling and distribution costs	銷售及分銷成本		(880,270)	(744,743)
Administrative expenses	行政開支		(213,020)	(226,943)
Other expenses	其他開支		(44,458)	(45,069)
Finance costs	融資成本	6	(93,940)	(85,109)
PROFIT BEFORE TAX	除稅前溢利	7	305,011	253,565
Income tax expense	所得稅開支	10	(76,510)	(65,049)
PROFIT FOR THE YEAR	年度溢利		228,501	188,516
Attributable to:	應佔：			
Owners of the parent	母公司持有人	13	180,502	147,783
Non-controlling interests	非控制性權益		47,999	40,733
			228,501	188,516
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股持有人應佔每股盈利			
Basic (RMB)	基本(人民幣)	13	43.8 cents	35.9 cents

Details of the dividends payable and proposed for the year are disclosed in note 12 to the financial statements.

本年度應付股息及建議股息之詳情披露於財務報表附註12。

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 合并全面损益表

Year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		Notes 附註	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
PROFIT FOR THE YEAR	年度溢利		228,501	188,516
OTHER COMPREHENSIVE INCOME	其他全面收益			
Available-for-sale investments:	可供出售股本投資：			
Changes in fair value	公允價值變化		2,560	3,208
Income tax effect	所得稅影響		(640)	(986)
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	年度內其他全面收益 除稅淨額	20(a)	1,920	2,222
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年度內全面收益總額		230,421	190,738
Attributable to:	歸屬於：			
Owners of the parent	母公司持有人		182,422	150,005
Non-controlling interests	非控制性權益		47,999	40,733
			230,421	190,738

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION 合併財務狀況表

31 December 2010 於二零一零年十二月三十一日

		Notes 附註	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>				
	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	<b>1,839,832</b>	1,666,608
Investment properties	投資物業	15	<b>7,326</b>	7,793
Prepaid land lease payments	土地租賃預付款	16	<b>85,817</b>	88,271
Goodwill	商譽	17	<b>90,204</b>	–
Intangible assets	無形資產	18	<b>11,055</b>	7,330
Available-for-sale investments	可供出售股本投資	20	<b>48,853</b>	4,293
Deferred tax assets	遞延稅項資產	32	<b>12,172</b>	–
Other long term lease prepayments	其他長期租賃預付款	21	<b>58,157</b>	64,532
<b>Total non-current assets</b>	<b>非流動資產總計</b>		<b>2,153,416</b>	1,838,827
<b>CURRENT ASSETS</b>				
	<b>流動資產</b>			
Inventories	存貨	22	<b>997,356</b>	785,251
Trade receivables	應收賬款	23	<b>1,185,689</b>	1,198,390
Prepayments, deposits and other receivables	預付款、按金及其他應收款	24	<b>542,034</b>	430,566
Loan receivable	應收貸款	25	<b>50,000</b>	50,000
Pledged deposits	已抵押存款	26	<b>21,966</b>	51,999
Cash and cash equivalents	現金及現金等價物	26	<b>574,532</b>	413,811
<b>Total current assets</b>	<b>流動資產總計</b>		<b>3,371,577</b>	2,930,017
<b>CURRENT LIABILITIES</b>				
	<b>流動負債</b>			
Trade and bills payables	應付賬款及票據	27	<b>1,065,512</b>	1,031,207
Debentures	債券	28	<b>498,733</b>	–
Tax payable	應繳稅項		<b>17,198</b>	50,005
Other payables and accruals	其他應付款及預提費用	29	<b>597,817</b>	544,630
Interest-bearing bank and other borrowings	付息銀行貸款及其他借款	30	<b>1,185,000</b>	1,575,980
Deferred income – current portion	遞延收入 – 本期部分	31	<b>1,216</b>	910
<b>Total current liabilities</b>	<b>流動負債總計</b>		<b>3,365,476</b>	3,202,732
<b>NET CURRENT ASSETS/(LIABILITIES)</b>	<b>流動資產/(負債)淨值</b>		<b>6,101</b>	(272,715)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>2,159,517</b>	1,566,112

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION 合併財務狀況表

31 December 2010 於二零一零年十二月三十一日

		Notes 附註	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		2,159,517	1,566,112
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank and other borrowings	附息銀行貸款及其他借款	30	430,000	6,000
Deferred income	遞延收入	31	2,398	2,665
Deferred tax liabilities	遞延稅項負債	32	12,286	11,671
Other liabilities	其他負債		10,075	8,900
Total non-current liabilities	非流動負債總計		454,759	29,236
Net assets	淨資產		1,704,758	1,536,876
EQUITY	股本			
Equity attributable to owners of the parent	母公司持有人應佔股本			
Issued capital	已發行股本	33	412,220	412,220
Reserves	儲備	34(a)	997,895	902,038
Proposed final dividend	擬派末期股息	12	82,444	74,200
			1,492,559	1,388,458
Non-controlling interests	非控制性權益		212,199	148,418
Total equity	股本總值		1,704,758	1,536,876

Wei Tingzhan

衛停戰

Director

董事

Li Chunyan

李春燕

Director

董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 合併權益變動表

Year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		Attributable to owners of the parent 歸屬於母公司持有人									
		Issued capital	Share premium account	Capital reserve	Available-for-sale investment revaluation reserve	Statutory surplus reserve	Proposed final dividend	Retained profits	Total	Non-controlling interests	Total equity
		已發行股本	股本溢價賬	資本儲備	可供出售投資重估儲備	法定盈餘公積金	擬派末期股息	保留溢利	小計	非控制性權益	權益總計
Note		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
	At 1 January 2009	412,220	605,171	5,121	735	79,687	86,566	135,519	1,325,019	163,597	1,488,616
	Profit for the year	-	-	-	-	-	-	147,783	147,783	40,733	188,516
	Other comprehensive income for the year:										
	Changes in fair value of available-for-sale investments, net of tax	-	-	-	2,222	-	-	-	2,222	-	2,222
	Total comprehensive income for the year	-	-	-	2,222	-	-	147,783	150,005	40,733	190,738
	2008 dividend declared	-	-	-	-	-	(86,566)	-	(86,566)	-	(86,566)
	Dividends paid to non-controlling equity holders	-	-	-	-	-	-	-	-	(49,932)	(49,932)
	Acquisition of non-controlling interests	-	-	-	-	-	-	-	-	(5,980)	(5,980)
	Proposed final 2009 dividend	-	-	-	-	-	74,200	(74,200)	-	-	-
	Transfer from retained profits	-	-	-	-	16,469	-	(16,469)	-	-	-
	At 31 December 2009	412,220	605,171*	5,121*	2,957*	96,156*	74,200	192,633*	1,388,458	148,418	1,536,876
	At 1 January 2010	412,220	605,171	5,121	2,957	96,156	74,200	192,633	1,388,458	148,418	1,536,876
	Profit for the year	-	-	-	-	-	-	180,502	180,502	47,999	228,501
	Other comprehensive income for the year:										
	Changes in fair value of available-for-sale investments, net of tax	-	-	-	1,920	-	-	-	1,920	-	1,920
	Total comprehensive income for the year	-	-	-	1,920	-	-	180,502	182,422	47,999	230,421
	2009 dividend declared	-	-	-	-	-	(74,200)	-	(74,200)	-	(74,200)
	Acquisition of non-controlling interests	-	-	(3,469)	-	-	-	-	(3,469)	(4,466)	(7,935)
	Disposal of interest to a non-controlling equity holder	-	-	-	-	-	-	(652)	(652)	4,252	3,600
	Capital injection from non-controlling equity holders	-	-	-	-	-	-	-	-	8,239	8,239
	Dividends paid to non-controlling equity holders	-	-	-	-	-	-	-	-	7,757	7,757
	Proposed final 2010 dividend	-	-	-	-	-	82,444	(82,444)	-	-	-
	Transfer from retained profits	-	-	-	-	8,613	-	(8,613)	-	-	-
	At 31 December 2010	412,220	605,171*	1,652*	4,877*	104,769*	82,444	281,426*	1,492,559	212,199	1,704,758

\* These reserve accounts comprise the consolidated reserves of RMB997,895,000 (2009: RMB902,038,000) in the consolidated statement of financial position.

\* 該等儲備賬目包含載列於合併財務狀況表中的合併儲備人民幣997,895,000元(二零零九年: 人民幣902,038,000元)。

# CONSOLIDATED STATEMENT OF CASH FLOWS 合併現金流量表

Year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		Notes 附註	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>來自經營活動的現金流量</b>			
Profit before tax	除稅前溢利		<b>305,011</b>	253,565
Adjustments for:	就以下各項做出調整：			
Finance costs	融資成本	6	<b>93,940</b>	85,109
Interest income	利息收入	5	<b>(30,537)</b>	(26,329)
Amortisation of intangible assets	無形資產攤銷	7	<b>2,331</b>	1,968
Recognition of prepaid land lease payments	確認土地使用權租賃預付款	7	<b>2,454</b>	2,454
Losses on disposal of items of property, plant and equipment, net	處置物業、廠房及設備 虧損淨額	7	<b>4,854</b>	13,010
Depreciation	折舊	7	<b>152,017</b>	138,578
Accrual/(reversal) of impairment of trade and other receivables	應收賬款及其他應收款 減值計提/(撥回)	7	<b>773</b>	(153)
Recognition of deferred income from government grants	確認政府補貼 遞延收入	31(a)	<b>(267)</b>	(267)
			<b>530,576</b>	467,935
Increase in inventories	存貨增加		<b>(162,039)</b>	(75,171)
Increase in trade receivables	應收賬款增加		<b>(84,620)</b>	(228,151)
Increase in prepayments, deposits and other receivables	預付款、按金及其他 應收款增加		<b>(108,178)</b>	(145,926)
Decrease in other long term lease prepayments	其他長期租賃預付款 減少		<b>6,477</b>	2,902
(Decrease)/increase in trade and bills payables	應付賬款及票據 (減少)/增加		<b>(76,097)</b>	232,231
Increase/(decrease) in other payables and accruals	其他應付款項及 預提費用增加/(減少)		<b>86,305</b>	(26,600)
Increase in other long term payables	其他長期應付款項增加		<b>1,175</b>	1,900
Increase/(decrease) in deferred income	遞延收入增加/(減少)	31(b)	<b>306</b>	(3,372)
Cash generated from operations	經營產生的現金		<b>193,905</b>	225,748
Interest paid	已付利息		<b>(102,885)</b>	(96,018)
PRC corporate income tax paid	已付中國企業所得稅		<b>(110,236)</b>	(88,470)
Net cash flows (used in)/from operating activities	源自(用於)經營活動的 現金流量淨額		<b>(19,216)</b>	41,260



# CONSOLIDATED STATEMENT OF CASH FLOWS 合併現金流量表

Year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		Notes 附註	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Net cash flows (used in)/from operating activities	源自(用於)經營活動的現金流量淨額		(19,216)	41,260
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>來自投資活動之現金流量</b>			
Interest received	已收利息		37,162	20,368
Purchase of items of property, plant and equipment	購買物業、廠房及設備		(255,174)	(209,259)
Addition to prepaid land lease payments	購入土地使用權租賃預付款		-	(16,176)
Purchase of intangible assets	購買無形資產		(6,056)	(715)
Proceeds from disposal of items of property, plant and equipment	處置物業、廠房及設備所得款項		12,144	642
Decrease/(increase) in pledged time deposits	已抵押定期存款減少/(增加)		30,033	(21,612)
Acquisition of a subsidiary	收購附屬公司	35	12,062	-
Proceeds from disposal of an available-for-sale investment	處置可供出售股本投資所得款項		-	50,000
Acquisition of an available-for-sale investment	收購可供出售股本投資		(42,000)	-
Disposal of interest to a non-controlling equity holder	處置權益予非控制性權益持有人		3,600	-
Net cash flows used in investing activities	用於投資活動的現金流量淨額		(208,229)	(176,752)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>來自融資活動之現金流量</b>			
Cash contributions from non-controlling equity holders	少數股權持有者現金投入		8,239	-
Proceeds from issue of debentures	發行債券所得款項		498,733	-
Repayment of debentures	償還債券款項		-	(370,000)
New bank loans and other borrowings	新增銀行貸款及其他借款		2,910,000	2,039,980
Repayment of bank loans and other borrowings	償還銀行貸款及其他借款		(2,911,980)	(1,522,513)
Prepayment for acquisition of non-controlling interests	收購非控制性權益預付款		-	(5,980)
Acquisition of non-controlling interests	收購非控制性權益		(1,955)	(5,980)
Dividends paid	已付股息		(74,200)	(86,566)
Dividends paid to non-controlling equity holders	已付非控制性權益持有人股息		(40,671)	(42,666)
Net cash flows from financing activities	源自融資活動的現金流量淨額		388,166	6,275
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加/(減少)淨額		160,721	(129,217)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		413,811	543,028
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終現金及現金等價物		574,532	413,811
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物餘額分析			
Cash and bank balances	現金及銀行結餘	26	574,532	413,811

# STATEMENT OF FINANCIAL POSITION 財務狀況表

31 December 2010 於二零一零年十二月三十一日

		Notes 附註	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	1,543,327	1,475,142
Investment properties	投資物業	15	7,326	7,793
Prepaid land lease payments	土地租賃預付款	16	85,817	88,271
Intangible assets	無形資產	18	6,018	4,623
Interests in subsidiaries	佔附屬公司權益	19	706,903	440,962
Available-for-sale investment	可供出售股本投資	20	42,000	–
Other long term prepaid lease payments	其他長期租賃預付款	21	41,175	43,372
<b>Total non-current assets</b>	<b>非流動資產總計</b>		<b>2,432,566</b>	<b>2,060,163</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	22	314,407	271,849
Trade receivables	應收賬款	23	279,763	480,917
Prepayments, deposits and other receivables	預付款、按金及其他應收款	24	176,574	100,996
Loan receivable	應收貸款	25	50,000	50,000
Pledged deposits	已抵押存款	26	8,229	21,860
Cash and cash equivalents	現金及現金等價物	26	262,762	240,379
<b>Total current assets</b>	<b>流動資產總計</b>		<b>1,091,735</b>	<b>1,166,001</b>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and bills payables	應付賬款及票據	27	528,606	527,567
Debentures	債券	28	498,733	–
Tax payable	應繳稅項		1,637	13,220
Other payables and accruals	其他應付款及預提費用	29	504,447	423,543
Interest-bearing bank and other borrowings	付息銀行貸款及其他借款	30	350,000	856,000
Deferred income – current portion	遞延收入 – 本期部分	31	1,216	910
<b>Total current liabilities</b>	<b>流動負債總計</b>		<b>1,884,639</b>	<b>1,821,240</b>
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨額</b>		<b>(792,904)</b>	<b>(655,239)</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>1,639,662</b>	<b>1,404,924</b>

# STATEMENT OF FINANCIAL POSITION 財務狀況表

31 December 2010 於二零一零年十二月三十一日

		Notes 附註	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		<b>1,639,662</b>	1,404,924
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank and other borrowings	附息銀行借款及其他借款	30	<b>230,000</b>	6,000
Deferred income	遞延收入	31	<b>2,398</b>	2,665
Deferred tax liabilities	遞延稅項負債	32	<b>9,767</b>	10,685
Other long term payables	其他長期應付款		<b>7,000</b>	7,000
Total non-current liabilities	非流動負債總計		<b>249,165</b>	26,350
Net assets	淨資產		<b>1,390,497</b>	1,378,574
EQUITY	股本			
Issued capital	已發行股本	33	<b>412,220</b>	412,220
Reserves	儲備	34(b)	<b>895,833</b>	892,154
Proposed final dividends	擬派末期股息	12	<b>82,444</b>	74,200
Total equity	股本總值		<b>1,390,497</b>	1,378,574

Wei Tingzhan

衛停戰

Director

董事

Li Chunyan

李春燕

Director

董事

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 1. CORPORATE INFORMATION

Beijing Jingkelong Company Limited (the “Company”) is a joint stock limited company incorporated in the People’s Republic of China (the “PRC”).

The registered office of the Company is located at Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the PRC. The principal place of business of the Company in Hong Kong is located at 20th Floor, Alexandra House, 18 Chater Road Central, Hong Kong.

The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the retail and wholesale distribution of daily consumer products in the region covering Beijing city and certain parts of its periphery. The details of the principal activities of the subsidiaries are set out in note 19 to the financial statements.

In the opinion of the directors, the controlling shareholder of the Company is Beijing Chaoyang Auxiliary Food Company (“Chaoyang Auxiliary”), a state-owned enterprise established in the PRC.

### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared on a historical cost convention, except for the equity investments, which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

## 1. 公司資料

北京京客隆商業集團股份有限公司(「本公司」)是一家於中華人民共和國(「中國」)註冊成立的股份有限公司。

本公司註冊地址為中華人民共和國北京市朝陽區新源街45號。本公司於香港之主要營業地點位於香港中環遮打道18號歷山大廈20樓。

本公司及其附屬公司(合稱「本集團」)主要在北京及周邊地區從事日用消費品零售及批發分銷業務。附屬公司的主要經營活動詳情載於財務報表附註19。

董事認為，本公司的控股股東是北京市朝陽副食品總公司(「朝陽副食品」)，一家在中國成立的國有企業。

### 2.1 編製之基準

該等財務報表遵照香港會計師公會頒布的香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及其詮釋)、香港公認會計原則及香港公司條例之披露要求編製。除股本投資以公允值計算外，其餘乃以歷史成本基準編製。該等財務報表以人民幣(「人民幣」)呈列，除另有指明外所有金額均調整到千元。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.1 BASIS OF PREPARATION (Continued)

### Basis of consolidation

#### Basis of consolidation from 1 January 2010

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2010. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate.

## 2.1 編製之基準(續)

### 合併基準

#### 自二零一零年一月一日起之合併基準

合併財務報表包括本集團截至二零一零年十二月三十一日止年度之財務報表。附屬公司財務報表的編製與本公司報告期間相同，使用一致的會計政策。附屬公司的業績自收購日(即本集團取得其控制權之日)起開始合併，直至有關控制權終止為止。所有本集團內部的結餘、交易，未實現的內部交易產生的收益與虧損及紅利已於合併賬目時全部抵消。

附屬公司的虧損歸於非控制性權益，即使該虧損導致餘額赤字。

在附屬公司未喪失控制權的所有者權益變化記作股本交易。

倘本集團喪失附屬公司的控制權，則撤銷確認(i)該附屬公司的資產(包括商譽)及負債，(ii)任何非控制性權益的賬面金額，及(iii)已記入股本的累積折算差異；同時確認(i)所收取代價的公允值，(ii)任何保留投資的公允值，及(iii)對損益所產生的任何盈餘或赤字。本集團之前在其他全面收益中確認的部分則適當重新劃分至損益或保留溢利。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.1 BASIS OF PREPARATION (Continued)

### Basis of consolidation (Continued)

#### Basis of consolidation prior to 1 January 2010

Certain of the above-mentioned requirements have been applied on a prospective basis. The following differences, however, are carried forward in certain instances from the previous basis of consolidation:

- Losses incurred by the Group were attributed to the non-controlling interest until the balance was reduced to nil. Any further excess losses were attributable to the parent, unless the non-controlling interest had a binding obligation to cover these. Losses prior to 1 January 2010 were not reallocated between non-controlling interests and the parent shareholders.
- Upon loss of control, the Group accounted for the investment retained at its proportionate share of net asset value at the date control was lost. The carrying amount of such investment at 1 January 2010 has not been restated.

## 2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

HKFRS 1 (Revised)	<i>First-time Adoption of Hong Kong Financial Reporting Standards</i>
HKFRS 1 Amendments	<i>Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards – Additional Exemptions for First-time Adopters</i>
HKFRS 2 Amendments	<i>Amendments to HKFRS 2 Share-based Payment – Group Cash-settled Share-based Payment Transactions</i>

## 2.1 編製之基準(續)

### 合併基準(續)

#### 於二零一零年一月一日之前的合併基準

部分上述要求已作為可能的基準被應用。但以下與之前合併基準的差異在某些情況下會繼續採用：

- 本集團產生的虧損分配予非控制性權益，直至餘額減為零。任何超逾虧損歸於母公司，除非非控制性權益對於該等虧損有綁定的責任。於二零一零年一月一日之前的虧損未在非控制性權益與母公司股本持有人之間進行重新分配。
- 倘喪失控制權，本集團按在控制權失去之日保留投資佔淨資產值的比例入賬。該等投資於二零一零年一月一日的賬面值未重新編製。

## 2.2 會計政策及披露變化

本集團於本年度之財務報表首次採用以下新訂及經修訂的香港財務報告準則。

香港財務報告準則第1號(經修訂)	首次採納香港財務報告準則
香港財務報告準則第1號修訂本	香港財務報告準則第1號 首次採納香港財務報告準則一對首次採納者的額外豁免的修訂
香港財務報告準則第2號修訂本	香港財務報告準則第2號 以股份為基礎的支付—集團以現金結算—以股份為基礎之支付交易的修訂

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (Continued) 2.2 會計政策及披露變化(續)

HKFRS 3 (Revised)	<i>Business Combinations</i>	香港財務報告準則 第3號(經修訂)	業務合併
HKAS 27 (Revised)	<i>Consolidated and Separate Financial Statements</i>	香港會計準則 第27號(經修訂)	合併及單獨財務報表
HKAS 39 Amendment	<i>Amendment to HKAS 39 Financial Instruments: Recognition and Measurement – Eligible Hedged Items</i>	香港會計準則 第39號修訂本	香港會計準則第39號 金融工具：確認及計量－ 合資格對沖項目的修訂
HK(IFRIC)-Int 17	<i>Distributions of Non-cash Assets to Owners</i>	香港(國際財務報告詮釋 委員會)詮釋第17號	向所有者分配非現金資產
HKFRS 5 Amendments included in <i>Improvements to HKFRSs</i> issued in October 2008	<i>Amendments to HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations – Plan to sell the controlling interest in a subsidiary</i>	香港財務報告準則 第5號修訂本 (包含於二零零八年 十月頒布的香港財務 報告準則的改進中)	香港財務報告準則第5號 持有待售的非流動資產 及計劃出售已終止經營的 附屬公司的控制權的修訂
<i>Improvements to HKFRSs</i> 2009	<i>Amendments to a number of HKFRSs issued in May 2009</i>	香港財務報告準則 的改進(二零零九年)	對二零零九年五月頒布的 一系列香港財務報告 準則的修訂
HK Interpretation 4 Amendment	<i>Amendment to HK Interpretation 4 Leases – Determination of the Length of Lease Term in respect of Hong Kong Land Leases</i>	香港詮釋第4號的修訂	香港詮釋第4號租賃－關於 香港土地租賃租期 確認的修訂
HK Interpretation 5	<i>Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause</i>	香港詮釋第5號	財務報表呈報－貸款條件 包含按要求償還條款 的借款人劃分

Other than as further explained below regarding the impact of HKFRS 3 (Revised), HKAS 27 (Revised), amendments to HKAS 7 and HKAS 17 included in *Improvements to HKFRSs* 2009 and HK Interpretation 4 (Revised in December 2009) (*Include other standards as appropriate*), the adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

除下面將進一步解釋的關於香港財務報告準則第3號(經修訂)、香港會計準則第27號(經修訂)、包含於香港財務報告準則的改進(二零零九年)中的香港會計準則第7號及第17號的修訂本及香港詮釋第4號(二零零九年十二月修訂)(包括其他適當標準)的影響外,採納該等新訂及經修訂的香港財務報告準則對本財務報表無重大影響。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (Continued)

The principal effects of adopting these new and revised HKFRSs are as follows:

### (a) HKFRS 3 (Revised) *Business Combinations* and HKAS 27 (Revised) *Consolidated and Separate Financial Statements*

HKFRS 3 (Revised) introduces a number of changes in the accounting for business combinations that affect the initial measurement of non-controlling interests, the accounting for transaction costs, the initial recognition and subsequent measurement of a contingent consideration and business combinations achieved in stages. These changes will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs, and future reported results.

HKAS 27 (Revised) requires that a change in the ownership interest of a subsidiary without loss of control is accounted for as an equity transaction. Therefore, such a change will have no impact on goodwill, nor will it give rise to a gain or loss. Furthermore, the revised standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. Consequential amendments were made to various standards, including, but not limited to HKAS 7 *Statement of Cash Flows*, HKAS 12 *Income Taxes*, HKAS 21 *The Effects of Changes in Foreign Exchange Rates*, HKAS 28 *Investments in Associates* and HKAS 31 *Interests in Joint Ventures*.

The changes introduced by these revised standards are applied prospectively and affect the accounting of acquisitions, loss of control and transactions with non-controlling interests after 1 January 2010.

## 2.2 會計政策及披露變化(續)

採納該等新訂及經修訂的香港財務報告準則的主要影響如下：

### (a) 香港財務報告準則第3號(經修訂)業務合併及香港會計準則第27號(經修訂)合併及單獨財務報表

香港財務報告準則第3號(經修訂)引入一系列關於業務合併的會計變化，其影響非控制性權益的初始計量、交易成本的入賬方法、預期代價的初始確認及隨後計量以及分階段實現的業務合併。此等變化將影響確認的商譽額度、發生收購期間的報告業績以及未來的報告業績。

香港會計準則第27號(經修訂)要求，在附屬公司未失去控制權的所有者權益變化視作股本交易。因此，該等變化不影響商譽，也不產生收益或損失。此外，該經修訂準則改變了附屬公司發生的虧損及失去附屬公司控制權的入賬方法。包括但不限於香港會計準則第7號現金流量表、第12號所得稅、第21號外匯匯率變化之影響、第28號於聯營公司之投資及第31號於合營公司之投資亦隨之相應作出修訂。

此等修訂標準引入的變化預期被應用並將影響二零一零年一月一日之後的收購、喪失控制權及非控制股權交易的會計處理。



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## 2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (Continued)

(b) *Improvements to HKFRSs 2009* issued in May 2009 sets out amendments to a number of HKFRSs. There are separate transitional provisions for each standard. While the adoption of some of the amendments results in changes in accounting policies, none of these amendments has had a significant financial impact on the Group. Details of the key amendment most applicable to the Group are as follows:

HKAS 7 *Statement of Cash Flows*: Requires that only expenditures that result in a recognised asset in the statement of financial position can be classified as a cash flow from investing activities.

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements:

HKFRS 1 Amendment	Amendment to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters</i> <sup>2</sup>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Transfers of Financial Assets</i> <sup>4</sup>
HKFRS 9	<i>Financial Instruments</i> <sup>5</sup>
HKAS 24 (Revised)	<i>Related Party Disclosures</i> <sup>3</sup>

## 2.2 會計政策及披露變化(續)

(b) 二零零九年五月頒布的香港財務報告準則的改進(二零零九年)列明對香港財務報告準則的一系列修訂。每一項準則均有單獨的過渡性條文。雖然對部分修訂的採納會導致會計政策的變化，但概無任何修訂會對本集團產生重大財務影響。最適用於本集團的主要修訂的詳情如下：

香港會計準則第7號「現金流量表」要求，只有導致財務狀況表中資產確認的開支才能被歸類為源自投資活動的現金流。

## 2.3 已頒布但未生效的香港財務報告準則

本集團尚未於本財務報表中應用下列已頒布但未生效的新訂及經修訂的香港財務報告準則：

香港財務報告準則第1號修訂本	香港財務報告準則第1號 首次採納香港財務報告準則—首次採納者限制性豁免遵守香港財務報告準則第7號的對比披露的修訂 <sup>2</sup>
香港財務報告準則第7號修訂本	香港財務報告準則第7號 金融工具：披露—金融資產轉移的修訂 <sup>4</sup>
香港財務報告準則第9號	金融工具 <sup>5</sup>
香港會計準則第24號(經修訂)	關連方披露 <sup>3</sup>

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKAS 32 Amendment	Amendment to HKAS 32 <i>Financial Instruments: Presentation – Classification of Rights Issues</i> <sup>1</sup>
HK(IFRIC)-Int 14 Amendments	Amendments to HK(IFRIC)-Int 14 <i>Prepayments of a Minimum Funding Requirement</i> <sup>3</sup>
HK(IFRIC)-Int 19	<i>Extinguishing Financial Liabilities with Equity Instruments</i> <sup>2</sup>

Apart from the above, the HKICPA has issued *Improvements to HKFRSs 2010* which sets out amendments to a number of HKFRSs primarily with a view to removing inconsistencies and clarifying wording. The amendments to HKFRS 3 and HKAS 27 are effective for annual periods beginning on or after 1 July 2010, whereas the amendments to HKFRS 1, HKFRS 7, HKAS 1, HKAS 34 and HK(IFRIC)-Int 13 are effective for annual periods beginning on or after 1 January 2011 although there are separate transitional provisions for each standard or interpretation.

- <sup>1</sup> Effective for annual periods beginning on or after 1 February 2010
- <sup>2</sup> Effective for annual periods beginning on or after 1 July 2010
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2011
- <sup>4</sup> Effective for annual periods beginning on or after 1 July 2011
- <sup>5</sup> Effective for annual periods beginning on or after 1 January 2013

## 2.3 已頒布但未生效的香港財務報告準則(續)

香港會計準則 第32號修訂本	香港會計準則第32號 金融工具：呈列－配股 分類的修訂 <sup>1</sup>
香港(國際財務報告 詮釋委員會) 詮釋第14號修訂本	香港(國際財務報告 詮釋委員會)詮釋第14號 最低資金預付要求的修訂 <sup>3</sup>
香港(國際財務報告 詮釋委員會) 詮釋第19號	以權益工具抵銷金融負債 <sup>2</sup>

除上述各項外，香港會計師公會已頒布的香港財務報告準則的改進(二零一零年)中列明了若干關於香港財務報告準則的修訂，主要著眼於消除文字表述的矛盾及澄清措辭。對香港財務報告準則第3號及香港會計準則第27號的修訂於二零一零年七月一日或之後開始的年度期間生效；而對香港財務報告準則第1號、第7號和香港會計準則第1號、第34號及香港(國際財務報告詮釋委員會)詮釋第13號的修訂於二零一一年一月一日或之後開始的年度期間生效，但各項準則及詮釋均有單獨的過渡性條文。

- <sup>1</sup> 於二零一零年二月一日或之後開始的年度期間生效
- <sup>2</sup> 於二零一零年七月一日或之後開始的年度期間生效
- <sup>3</sup> 於二零一一年一月一日或之後開始的年度期間生效
- <sup>4</sup> 於二零一一年七月一日或之後開始的年度期間生效
- <sup>5</sup> 於二零一三年一月一日或之後開始的年度期間生效

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## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Further information about those changes that are expected to significantly affect the Group is as follows:

HKFRS 9 issued in November 2009 is the first part of phase 1 of a comprehensive project to entirely replace HKAS 39 *Financial Instruments: Recognition and Measurement*. This phase focuses on the classification and measurement of financial assets. Instead of classifying financial assets into four categories, an entity shall classify financial assets as subsequently measured at either amortised cost or fair value, on the basis of both the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. This aims to improve and simplify the approach for the classification and measurement of financial assets compared with the requirements of HKAS 39.

In November 2010, the HKICPA issued additions to HKFRS 9 to address financial liabilities (the "Additions") and incorporated in HKFRS 9 the current derecognition principles of financial instruments of HKAS 39. Most of the Additions were carried forward unchanged from HKAS 39, while changes were made to the measurement of financial liabilities designated at fair value through profit or loss using the fair value option ("FVO"). For these FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in other comprehensive income ("OCI"). The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. However, loan commitments and financial guarantee contracts which have been designated under the FVO are scoped out of the Additions.

## 2.3 已頒布但未生效的香港財務報告準則(續)

有關該等變化預期會給本集團帶來重大影響的更多資料如下：

頒布於二零零九年十一月的香港財務報告準則第9號，乃全面取代香港會計準則第39號金融工具：確認及計量的第一章的第一部分，著眼於金融資產的分類及計量。實體不再將金融資產劃分為四類，而是基於實體業務模式對金融資產的管理及其契約性現金流的特點按隨後計量的金融資產的攤銷成本或公允價值來區分。與香港會計準則第39號的要求相比，其旨在改進及簡化金融資產的分類及計量方法。

二零一零年十一月，香港會計師公會頒布了對香港財務報告準則第9號金融負債的增補（「增補」），將香港會計準則第39號金融工具當前撤銷確認的原則加入香港財務報告準則第9號。增補的大部分為未做改變的香港會計準則第39號的並入，但通過使用公允價值選擇權（「公允價值選擇權」）的損益以公允價值指定的金融負債的計量有所改變。對該等公允價值選擇權債務，由信貸風險引起的債務公允價值的變化金額必須呈列在其他全面收益（「其他全面收益」）中。公允價值變化的剩餘部分計入損益，除非關於債務信貸風險的計入其他全面收益的公允價值變化會產生或擴大損益會計錯配。然而，根據公允價值選擇權指定的貸款承諾及財務擔保合約從該增補中除去。

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## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKAS 39 is aimed to be replaced by HKFRS 9 in its entirety. Before this entire replacement, the guidance in HKAS 39 on hedge accounting and impairment of financial assets continues to apply. The Group expects to adopt HKFRS 9 from 1 January 2013.

HKAS 24 (Revised) clarifies and simplifies the definition of related parties. It also provides for a partial exemption of related party disclosure to government-related entities for transactions with the same government or entities that are controlled, jointly controlled or significantly influenced by the same government. The Group expects to adopt HKAS 24 (Revised) from 1 January 2011 and the comparative related party disclosures will be amended accordingly.

While the adoption of the revised standard will result in changes in the accounting policy, the revised standard is unlikely to have any impact on the related party disclosures as the Group takes the view that due to the nature of the business, it is impractical to disclose the transactions with government-related entities.

*Improvements to HKFRSs 2010* issued in May 2010 sets out amendments to a number of HKFRSs. The Group expects to adopt the amendments from 1 January 2011. There are separate transitional provisions for each standard. While the adoption of some of the amendments may result in changes in accounting policies, none of these amendments are expected to have a significant financial impact on the Group. Those amendments that are expected to have a significant impact on the Group's policies are as follows:

## 2.3 已頒布但未生效的香港財務報告準則(續)

香港財務報告準則第9號旨在整體替代香港會計準則第39號。在整體替代之前，香港會計準則第39號關於對沖入賬和金融資產減值的指引繼續適用。本集團預期將自二零一三年一月一日起採納香港財務報告準則第9號。

香港會計準則第24號(經修訂)澄清和簡化了關連方的定義，同時對政府相關實體與同一政府或受同一政府控制、共同控制或受其重大影響的實體之間開展交易提供關連方披露的部分豁免。本集團預期自二零一一年一月一日起採納香港會計準則第24號(經修訂)，關連方的對比披露將相應被修訂。

雖然對修訂準則的採納將導致會計政策的變化，但該經修訂準則不大可能對關連方披露產生任何影響，因本集團認為，由於業務性質使披露與政府相關實體的交易不可行。

二零一零年五月頒布的香港財務報告準則的改進(二零一零年)列明對香港財務報告準則的一系列修訂。本集團預期自二零一一年一月一日起採納該等修訂。每一項準則均有單獨的過渡性條文。雖然對部分修訂的採納可能導致會計政策的變化，但預期該等修訂不會對本集團產生重大財務影響。預期會對本集團的政策產生重大影響的修訂如下：

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## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

- (a) HKFRS 3 *Business Combinations*: Clarifies that the amendments to HKFRS 7, HKAS 32 and HKAS 39 that eliminate the exemption for contingent consideration do not apply to contingent consideration that arose from business combinations whose acquisition dates precede the application of HKFRS 3 (as revised in 2008).

In addition, the amendments limit the measurement choice of non-controlling interests at fair value or at the proportionate share of the acquiree's identifiable net assets to components of non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another HKFRS.

The amendments also added explicit guidance to clarify the accounting treatment for non-replaced and voluntarily replaced share-based payment awards.

- (b) HKAS 1 *Presentation of Financial Statements*: Clarifies that an analysis of other comprehensive income for each component of equity can be presented either in the statement of changes in equity or in the notes to the financial statements.
- (c) HKAS 27 *Consolidated and Separate Financial Statements*: Clarifies that the consequential amendments from HKAS 27 (as revised in 2008) made to HKAS 21, HKAS 28 and HKAS 31 shall be applied prospectively for annual periods beginning on or after 1 July 2009 or earlier if HKAS 27 is applied earlier.

## 2.3 已頒布但未生效的香港財務報告準則(續)

- (a) 香港財務報告準則第3號業務合併澄清，香港財務報告準則第7號、香港會計準則第32號及香港會計準則第39號的修訂取消了預期代價不適用於收購日期在採用香港財務報告準則第3號(於二零零八年修訂)之前的預期代價的豁免。

此外，該等修訂限制非控制性權益按公允價值或按非控制性權益在目標公司中的可辨認淨資產比例的計量方法的選擇，倘發生清算，其為現有權益所有者並賦予其持有人實體淨資產的相應比例。非控制性權益的其他部分按收購日的公允價值計量，除非其他香港財務報告準則要求採用另外的計量基準。

該等修訂亦增加明確指引以澄清對於未替代及自願替代以股份為基礎的支付獎勵的會計處理。

- (b) 香港會計準則第1號財務報表呈報澄清，對股本權益每一組成部分其他全面收益的分析可以呈列於權益變動表中，也可以呈列於財務報表附註中。
- (c) 香港會計準則第27號合併及單獨財務報表澄清，隨香港會計標準第27號(於二零零八年經修訂)相應修訂的香港會計準則第21號、第28號及第31號將可能於二零零九年七月一日開始或之後的年度期間被採用，倘香港會計準則第27號提前採用，該等修訂亦提前。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in subsidiaries that are not classified as held for sale in accordance with HKFRS 5 are stated at cost less any impairment losses.

### Joint ventures

A joint venture is an entity set up by contractual arrangement, whereby the Group and other parties undertake an economic activity. The joint venture operates as a separate entity in which the Group and other parties have an interest.

The joint venture agreement between the ventures stipulates the capital contributions of the joint venture parties, the duration of the joint venture and the basis on which the assets are to be realised upon its dissolution. The profits and losses from the joint venture's operations and any distributions of surplus assets are shared by the venturers, either in proportion to their respective capital contributions, or in accordance with the terms of the joint venture arrangement.

## 2.4 重大會計政策概要

### 附屬公司

附屬公司乃為財務及營運政策由本公司直接或間接控制以從其業務中獲取利益的實體。

附屬公司的業績按已收及應收的股息計入本公司損益表內。依據香港財務報告準則第5號，本公司在附屬公司未分類為持有待銷售的投資按成本扣除任何減值虧損列帳。

### 合營公司

合營公司乃根據合約性安排成立的公司，據此，本集團與其他人士從事一項經營活動。合營公司作為一個獨立主體營運，本集團與其他人士均擁有其權益。

合營公司各方訂立的合營協議約定合營各方的出資額、合營公司的期限及在合營公司解散時變現資產的基準。合營公司業務的盈虧及盈餘資產的分派均由合營公司各方按其各自的出資額或依據合營協議的條款計算。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 2.4 重大會計政策概要(續)

(Continued)

### Joint ventures (Continued)

A joint venture is treated as:

- (a) a subsidiary if the Group/Company has unilateral control, directly or indirectly, over the joint venture;
- (b) a jointly-controlled entity, if the Group/Company does not have unilateral control, but has joint control, directly or indirectly, over the joint venture;
- (c) an associate, if the Group/Company does not have unilateral or joint control, but holds, directly or indirectly, generally not less than 20% of the joint venture's registered capital and is in a position to exercise significant influence over the joint venture; or
- (d) an equity investment accounted for in accordance with HKAS 39, if the Group/Company holds, directly or indirectly, less than 20% of the joint venture's registered capital and has neither joint control of, nor is in a position to exercise significant influence over, the joint venture.

### 合營公司(續)

在下列情況下合營公司被視為：

- (a) 附屬公司，倘若本集團／本公司直接或間接單方控制合營公司；
- (b) 共同控制企業，倘若本集團／本公司不可單方面控制，但可共同直接或間接地控制該合營公司；
- (c) 聯營公司，倘若本集團／本公司並無單方面或共同控制權，但直接或間接持有一般不低於該合營公司註冊資本的20%，並可對該合營公司施加重大影響；或
- (d) 以香港會計準則第39號計入之股本投資，倘若本集團／本公司直接或間接持有低於該合營公司註冊資本的20%，且對該合營公司並無共同控制權及不可施加重大影響。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Associates

An associate is an entity, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. The Group's share of the post-acquisition results and reserves of associates is included in the consolidated income statement and consolidated reserves, respectively. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates and is not individually tested for impairment.

### Business combinations and goodwill

#### *Business combinations from 1 January 2010*

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs are expensed as incurred.

## 2.4 重大會計政策概要(續)

### 聯營公司

聯營公司乃為本集團於其股本表決權擁有一般不低於20%的長期權益及可對其有重大影響的公司實體，而非本集團的附屬公司或共同控制實體。

本集團於聯營公司的權益乃以權益法按本集團分佔資產淨值扣除減值損失於合併資產負債表入帳，本集團分佔聯營公司收購後業績及儲為資產轉移備分別計入合併損益表及合併儲備中。未實現的源自本集團及其聯營公司間交易的收益及虧損以本集團在聯營公司的投資為限進行抵消，除非未實現的虧損能提供已轉移資產減值的證據。源自收購聯營公司的商譽作為本集團在聯營公司投資的一部分，不單獨做減值測試。

### 業務合併及商譽

#### *自二零一零年一月一日起之業務合併*

使用收購方法進行業務合併。轉讓對價根據收購日的公允價值計算，該公允價值為本集團於收購日轉讓資產的公允價值、本集團對目標公司前所有人的債務以及本集團為控制目標公司而發行的股本權益之和。每一業務合併中，收購方以公允價值或按照目標公司可辨認淨資產的比例計算目標公司中的非控制性權益。收購成本按實際發生支出。



# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Business combinations and goodwill (Continued)

#### Business combinations from 1 January 2010 (Continued)

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value as at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with HKAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity.

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the net identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets of the subsidiary acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

## 2.4 重大會計政策概要(續)

### 業務合併及商譽(續)

#### 自二零一零年一月一日起之業務合併(續)

本集團收購業務時，根據合同條款和收購日的經濟形勢及有關條件對承擔的金融資產和負債進行評估，以進行適當的分類和命名，包括在目標公司簽署的主合同中分離出嵌入式衍生工具。

如果分階段進行業務合併，則收購方此前在目標企業所持有的股本權益在收購日按照公允價值重新計算並計入損益。

收購方將轉讓的任何或有對價按照收購日的公允價值予以確認。被認為是資產或負債的或有對價的公允價值其後發生的變化根據香港會計準則第39號將計入損益或計入其他全面收益的變化。如該或有對價被歸類為股本，則不需重新計算，直至其最終在股本中結算。

商譽最初被計算為超出轉讓對價總數的成本、確認的非控制性權益額度以及本集團此前在目標公司持有的股本權益超過可辨認的淨資產及承擔的債務的任何公允價值。如果該對價的總數加上其他項目低於被收購的附屬公司的淨資產，經重新評估後，差額按照廉價購買收益計入損益。

初始確認後，商譽按照成本減去所有累計減值虧損進行計算。需每年進行商譽減值測試，如發生的事件或者情況發生變化表明賬面價值可能減值，則商譽減值測試的頻度會更高。本集團在每年的十二月三十一日前進行年度商譽減值測試。為方便進行減值測試，業務合併中收購的商譽自收購之日起，應分配至所有可從兼並中獲益的現金產生單位或現金產生單位組別，無論本集團其他資產或負債是否分配給這些單位或群組。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Business combinations and goodwill (Continued)

#### Business combinations from 1 January 2010 (Continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill forms part of a cash-generating unit (group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

#### Business combinations prior to 1 January 2010 but after 1 January 2005

In comparison to the above-mentioned requirements which were applied on a prospective basis, the following differences applied to business combinations prior to 1 January 2010:

Business combinations were accounted for using the purchase method. Transaction costs directly attributable to the acquisition formed part of the acquisition costs. The non-controlling interest was measured at the proportionate share of the acquiree's identifiable net assets.

## 2.4 重大會計政策概要(續)

### 業務合併及商譽(續)

#### 自二零一零年一月一日起之業務合併(續)

通過評估現金產生單位(現金產生單位群組)與商譽有關的可回收金額確定減值。如果現金產生單位(現金產生單位群組)的可回收金額低於賬面金額，則認為出現了減值虧損。一旦認定商譽出現了減值虧損，在隨後期間是不可撤銷的。

倘商譽構成現金產生單位(現金產生單位群組)的一部分，且該單元的部分業務被出售，當確定出售該業務是盈利還是虧損時，與該業務有關的商譽也包含在業務的賬面價值中。此種情況下所出售的商譽根據被出售業務與現金產生單位留存部分的相對價值進行計算。

#### 於二零一零年一月一日之前但於二零零五年一月一日之後的業務合併

以上要求按照預期的基準進行應用，與此相對照，以下差異應用於二零一零年一月一日之前的業務合併：

使用購買方法進行業務合併。收購所產生的直接交易成本構成了收購的部分成本。非控制股權按目標企業可辨認淨資產比例進行計量。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Business combinations and goodwill (Continued)

#### Business combinations prior to 1 January 2010 but after 1 January 2005 (Continued)

Business combinations achieved in stages were accounted for as separate steps. Any additional acquired share of interest did not affect previously recognised goodwill.

When the Group acquired a business, embedded derivatives separated from the host contract by the acquiree were not reassessed on acquisition unless the business combination resulted in a change in the terms of the contract that significantly modified the cash flows that otherwise would have been required under the contract.

Contingent consideration was recognised if, and only if, the Group had a present obligation, the economic outflow was more likely than not and a reliable estimate was determinable. Subsequent adjustments to the contingent consideration were recognised as part of goodwill.

### Impairment of non-financial assets

Where an indication of impairment exists, or if annual impairment testing for an asset is required (other than inventories, financial assets, deferred tax assets, investment properties and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

## 2.4 重大會計政策概要(續)

### 業務合併及商譽(續)

#### 於二零一零年一月一日之前但於二零零五年一月一日之後的業務合併(續)

分步驟進行分階段的業務合併。額外收購的權益份額未影響之前確認的商譽。

當本集團收購一項業務時，從目標企業簽署的主合同中分離出來的嵌入式衍生工具在收購時未進行重新評估，除非業務合併導致的合同條款變化嚴重改變了合同中要求的現金流。

或有對價僅在本集團有現時義務時才予以確認，經濟外流很可能發生，並可以作出可靠的估計。隨後對或有對價的調整被確認為商譽的一部分。

### 非金融資產的減值

當出現減值跡象或需就資產(存貨、金融資產、遞延稅項資產、投資物業及商譽除外)進行年度減值測試時，則估計資產之可收回金額。資產之可收回金額按資產或現金產生單位之使用價值或其公允值減銷售成本以較高者為準而計算，並就個別資產釐定，除非資產並無產生現金流入，且在很大程度獨立於其他資產或資產類別，在此情況下，可收回金額則以資產所屬之現金產出單位釐定。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*(Continued)*

**Impairment of non-financial assets** *(Continued)*

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises.

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises.

**Related parties**

A party is considered to be related to the Group if:

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is an associate;
- (c) the party is a jointly-controlled entity;

**2.4 重大會計政策概要(續)**

**非金融資產的減值(續)**

減值虧損僅於資產帳面值超逾其可收回數額時確認。在評估使用價值時，估計日後現金流量按可反映目前資金時值之市場估量及資產特定風險的稅前貼現率貼現至其現值。減值虧損乃於產生時於損益表中列支。

於每個報告日評估以往年度確認的減值虧損是否不再存在或有所減少。倘有任何該等情況，將估計可收回金額。先前確認的資產(除商譽外)減值虧損，只會在用以釐定可收回金額的估計有所改變時轉回，但轉回的金額不可超過該項資產於以往年度未獲確認減值虧損之帳面值(扣除任何折舊/攤銷)。減值虧損的撥回於其發生期間計入損益表。

**關連人士**

在下列情況下，有關人士將被視為本集團的關連人士：

- (a) 有關人士直接或透過一名或多名中間人間接：(i)控制本集團、被本集團控制或受本集團及其他人士共同控制；(ii)持有本集團權益並對本集團發揮重大影響力；或(iii)與他人共同擁有本集團的控制權；
- (b) 有關人士為聯營公司；
- (c) 有關人士為合營公司；

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 2.4 重大會計政策概要(續)

(Continued)

### Related parties (Continued)

- (d) the party is a member of the key management personnel of the Group or its parent;
- (e) the party is a close member of the family of any individual referred to in (a) or (d); or
- (f) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e).

### Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria is satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

### 關連人士(續)

- (d) 有關人士為本集團或其母公司主要管理人；
- (e) 有關人士為上述(a)或(d)項所述人士之直系親屬；或
- (f) 有關人士受直接或間接歸屬於(d)及(e)所述人士控制的實體所控制、與他人共同控制或發揮重大影響力，或擁有重大投票權。

### 物業、廠房及設備以及其折舊

除在建工程外，物業、廠房及設備乃以成本減累計折舊及任何減值虧損入帳。物業、廠房及設備項目之成本包括購買價及任何使其投入目前運作狀況及運往現址做擬定用途的直接可歸屬成本。

於物業、廠房及設備項目投入運營後所產生之維修及保養費用等開支，通常會於發生期間從損益表中列支。在確認標準滿意的情況下，一項主要檢修的開支在賬目中以重置資產總額資本化。物業、廠房及設備的主要部分需不定期重置，本集團確認這些部分為有具體使用期限及折舊的單個資產。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

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

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The estimated useful lives used for this purpose are as follows:

Buildings	20 to 35 years
Leasehold improvements	Over the shorter of the lease terms and estimated useful lives
Machinery	5 to 10 years
Office equipment	5 years
Motor vehicles	5 to 8 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment and significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents buildings and various infrastructure projects under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

## 2.4 重大會計政策概要(續)

### 物業、廠房及設備以及其折舊(續)

各項物業、廠房及設備的折舊乃以直線法按其估計可使用年期撇銷至剩餘價值。固定資產的估計可使用年限如下：

樓宇	20至35年
租賃物業裝修	取租賃期限或預計使用年限的較短期限
機器	5至10年
辦公設備	5年
汽車	5至8年

倘若一項物業、廠房及設備專案的各部份具有不同的使用期限，該項目之成本乃按合理基準分配給各部份，由各部份各自計算折舊。剩餘價值、可使用期限及折舊方法至少在各財政年度結束後適當進行評審及調整。

當一項物業、廠房、設備項目及經初步確認的重要部分出售後，或其使用或出售該項目將不會產生任何經濟利益時終止確認。因出售或報廢而產生於該資產終止確認的年度於損益表內確認的收益或虧損指相關資產的銷售所得款項淨額與帳面值之差額。

在建工程指正於建設中之樓宇和各項基建專案，按成本減任何減值虧損入帳，且不作折舊。成本包括建設的直接成本和在建期內的有關借款的資本化借貸成本。當在建工程完成並可供使用時，在建工程將重新分類至適當的物業、廠房及設備類別。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Investment properties

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured at cost, including transaction costs and are depreciated on the straight-line basis to write off the cost of each property over their estimated useful lives between 20 and 25 years, after taking into account their estimated residual values.

Investment properties shall be derecognised on disposal or when the investment properties are permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

### Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. Intangible assets of the Group represent the acquisition costs of distribution network software less accumulated amortisation and impairment losses. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life on the straight-line basis of 5 to 10 years and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

## 2.4 重大會計政策概要(續)

### 投資物業

投資物業指以賺取租金收入及／或作為資本增值(並非用於生產或供應貨品或服務或用作行政用途)或於日常業務活動中作為銷售用途的物業或樓宇而持有之權益。該物業按成本(包括交易成本)計量並在扣除預估的餘值後，按其與本集團之預計20至25年估計可使用年限內以直線法計算折舊以攤銷各物業的成本。

當投資物業被處置或其永遠不作使用，或未來處置該等物業將不產生任何經濟利益時，該等物業將被注銷。報廢或處置投資物業產生的任何收益或虧損於報廢或出售年度在損益表內確認。

### 無形資產(商譽除外)

單獨取得的無形資產按原始成本計量，在企業合併時取得的無形資產的成本以並購之日的公允價值計算。本集團的無形資產指分銷網絡軟件的購買成本減去累計攤銷及減值虧損，其使用期可分為有固定使用年限或無固定使用年限。有固定使用年限的無形資產隨後在其可利用的商業週期內以直線法於五至十年內攤銷，同時，在有跡象顯示無形資產可能會減值時評估其減值額。有使用年限的無形資產其攤銷期限和攤銷方法至少在每個財政年度結束時進行評審。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases are charged to the income statement on the straight-line basis over the lease terms. Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

### Investments and other financial assets

#### Initial recognition and measurement

Financial assets within the scope of HKAS 39 are classified as loans and receivables, and available-for-sale financial investments, or as derivatives designated as hedging investments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

The Group's financial assets include cash and bank balances, trade and other receivables, a loan receivable, and quoted and unquoted financial instruments.

## 2.4 重大會計政策概要(續)

### 經營性租約

資產所有權的回報及風險實際上仍歸於出租人所有的租約均列為經營租約。倘本集團為出租人，本集團根據經營租約出租之資產乃計入非流動資產內，而根據經營租約應收租金則按直線法在租約期內計入損益表。倘本集團為承租人，有關該等經營租約應收租金乃按直線法在租約期內於損益表中列支。經營租賃之預付土地租賃款起初時以成本列帳，之後按租賃年限以直線法確認。

### 投資及其他金融資產

#### 初始確認及計量

根據香港會計準則第39號，金融資產以恰當的形式分類為貸款和應收款項及可供出售金融投資或分類為指定作有效對沖的對沖工具的衍生工具。本集團在初始確認時釐定其金融資產的分類。金融資產於初次確認時以公允值計算，就非按公允值計入損益表的投資而言，加上按直接應佔交易成本計算。

所有常規情況下買入或出售金融資產於交易日予以確認，即本集團承諾購買或出售該資產的日期。常規買賣金融資產的一般方式是按照規例或市場慣例在通常設定的期限內交付資產。

本集團的金融資產包括現金和銀行結餘、應收賬款及其他應收款項、應收貸款、詢價或非詢價的金融工具。



# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Investments and other financial assets (Continued)

#### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income in the income statement. The loss arising from impairment is recognised in the income statement in other expenses.

#### Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

## 2.4 重大會計政策概要(續)

### 投資及其他金融資產(續)

#### 隨後計量

取決於金融資產的分類，其隨後的計量方法如下：

#### 貸款及應收賬款

貸款及應收賬款為具有固定或可確定付款且於活躍市場並無報價之非衍生金融資產。在初始計量之後，該等資產用實際利率方法計算已攤銷成本減去任何減值準備列帳。攤銷成本在計算時應考慮購買時的折扣、溢價，包括交易成本和構成實際利率組成部份的費用。實際利率攤銷包含於損益表的財務收入中，減值損失確認於損益表的其他營運開支中。

#### 可供出售金融資產

可供出售金融資產乃於上市及非上市股本證券內可供出售的非衍生金融資產。分類為可供出售的股本投資指那些既非為持有供交易也非根據損益指定公允價值的分類。本類別中的證券債務其持有期間不確定，並可能因流動性需求或市場條件變化而出售。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Investments and other financial assets (Continued)

#### Available-for-sale financial investments (Continued)

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment valuation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the income statement in other income, or until the investment is determined to be impaired, at which time the cumulative gain or loss is recognised in the income statement in other expenses and removed from the available-for-sale investment valuation reserve. Interest and dividends earned are reported as interest income and dividend income, respectively and are recognised in the income statement as other income in accordance with the policies set out for “Revenue recognition” below.

When the fair value of unlisted equity securities cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such securities are stated at cost less any impairment losses.

The Group evaluates its available-for-sale financial investments whether the ability and intention to sell them in the near term are still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances. Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or to maturity. Reclassification to the held-to-maturity category is permitted only when the entity has the ability and intent to hold until the maturity date of the financial asset.

## 2.4 重大會計政策概要(續)

### 投資及其他金融資產(續)

#### 可供出售金融資產(續)

經初始確認後，可供出售金融資產即按公允價值計量，其未實現的收益或損失在其他全面收入中確認為可供出售投資估值儲備，直至該項投資不再確認，屆時其過往累積的收益或虧損於損益表其他收入中確認；或者直至該項投資經釐定為有所減值，屆時其過往累積的收益或虧損於損益表其他營運開支中確認並從可供出售的投資估值儲備中抵消。所獲利息及股息分別以利息收入及股息收入呈報並依照下述「收入確認」政策於損益表中確認為其他收入。

倘由於(a)合理公允價值估算的變化範圍對該投資而言誠屬重大；或(b)該範圍內各個估算概率無法合理評估及應用於公允價值估算，而未能可靠地計量非上市股本證券的公允值，則該等權益證券乃按成本減任何減值虧損列帳。

本集團評估其可供出售金融資產在短期內售出的能力和意向是否仍然適宜。當本集團因市場不活躍及管理層擬於可預見的將來再行使該重大變化時，在少數情況下本集團可能會選擇對該等金融資產進行重新分類。對貸款和應收款的重新分類在金融資產符合貸款和應收款定義，及本集團有意向及能力在可預見的未來持有該等資產直至到期時被許可。對持有直至到期的類別的重新劃分僅在實體有能力及意向持有金融資產直至到期日方被許可。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Investments and other financial assets (Continued)

#### Available-for-sale financial investments (Continued)

For a financial asset reclassified out of the available-for-sale category, any previous gain or loss on that asset has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the expected cash flows is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the income statement.

#### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

## 2.4 重大會計政策概要(續)

### 投資及其他金融資產(續)

#### 可供出售金融資產(續)

對於從可供出售類別中分出的金融資產，任何之前於權益中被確認的關於該資產的收益或損失按投資的剩餘年限用實際利率在損益中攤銷。新攤銷成本與預期現金流量之間的任何差異同樣使用實際利率在資產的剩餘年限內攤銷。倘資產隨後被確定減值，則計入權益的額度被重新劃分至損益表中。

#### 撤銷確認金融資產

在下列情況下，金融資產(或如適用，金融資產之一部分或一組類似之金融資產之一部分)會不再確認：

- 自該資產收取現金流量的權利已告屆滿；或
- 本集團已轉讓其自資產收取現金流量的權利，或者已根據「轉遞」安排向第三方承擔責任無重大延遲地將收取的現金全數支付給對方；亦或(a)本集團已轉讓該資產絕大部份的風險及回報；或(b)無轉讓或保留該資產絕大部份的風險及回報，但已轉讓該資產的控制權。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*

### Derecognition of financial assets *(Continued)*

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

### Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

## 2.4 重大會計政策概要(續)

### 撤銷確認金融資產(續)

倘本集團已轉讓其自資產收取現金流量的權利或已簽訂「轉遞」安排協議且並無轉讓或保留該資產絕大部份的風險及回報及亦無轉讓該項資產的控制權，則該項資產按本集團繼續參與該資產之程度予以確認。在該情況下，本集團同時確認相關負債。已轉讓資產及相關負債在反映本集團保留的權利和責任的基礎上計量。

倘以擔保已轉讓資產的方式繼續參與，乃以資產的原帳面值與本集團可能需要支付的最高代價兩者中較低者計量。

### 金融資產減值

本集團於各資產負債表日評估是否存在任何客觀憑證顯示某一項金融資產或一組金融資產出現減值。某一項金融資產或一組金融資產被視為減值，當且僅當有客觀憑證顯示其受資產初期確認之後發生的一項或多項事件影響而出現減值(出現「虧損事件」)，且該虧損事件對未來能夠可靠計量的該項金融資產或該組金融資產的現金流量預期產生影響。減值憑證可能包括一個債務人或一組債務人正在經受重大財政困難、違約或拖欠利息或本金、存在破產的可能性或其他財務重組及可觀察到的數據顯示未來預期可計量的現金流量減少(如拖欠或與違約相關的經濟條件變化)。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Impairment of financial assets (Continued)

#### Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery.

## 2.4 重大會計政策概要(續)

### 金融資產減值(續)

#### 按已撤銷成本列賬的金融資產

就已按攤銷成本列賬的金融資產，本集團首先單獨評估存在的客觀減值憑證是否單獨或整體影響金融資產。倘本集團確定對單項金融資產不存在客觀減值憑證，不管其重大與否，則對包括一組有相似信用風險特征的金融資產整體評估其減值。單獨評估減值的資產及其減值虧損隨後被確認不被包括於減值的整體評估中。

倘有客觀證據顯示已有減值虧損發生，虧損總額按照資產的賬面值與預計未來現金流量現值的差額計量(不包括尚未發生的未來信貸損失)。預計未來現金流量現值按金融資產的原始有效利率(即初期確認計算的有效利率)折算。倘一項貸款的利率可變，則以當前有效利率作為計量任何減值虧損的貼現率。

資產帳面值乃通過使用備抵賬而減少，減值虧損數額於損益表內確認。貸款及應收帳款與任何相關的津貼於沒有任何未來沖回之可靠預期時予以抵銷。利息收入持續計提於減少的賬面值並出於計量減值虧損的目的而使用折算未來現金流量的利率來計提。貸款及應收帳款與任何相關的津貼於沒有任何未來沖回的可靠預期時予以核銷。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Impairment of financial assets (Continued)

#### Financial assets carried at amortised cost (Continued)

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to other expenses in the income statement.

#### Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

#### Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale investment is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is removed from other comprehensive income and recognised in the income statement.

## 2.4 重大會計政策概要(續)

### 金融資產減值(續)

#### 按已撤銷成本列賬的金融資產(續)

倘於其後期間，當預計的減值虧損在減值被確認之後因某事件的發生而增加或減少，則之前所確認的減值損失通過調整備抵賬來增加或減少。倘未來一項撤銷收回，則該收回計入損益表的其他營運開支中。

#### 按成本列賬之資產

倘有客觀憑證顯示由於非掛牌權益證券的公允值未能可靠地計量而令並非按公允值列賬的非掛牌權益證券出現減值虧損，則該虧損數額乃按資產之帳面值與同類金融資產之現行市場回報率貼現的預計未來現金流量現值兩者間的差額計量。該等資產之減值虧損不予沖回。

#### 可供出售金融投資

無論是否有客觀證據顯示一項投資或一組投資出現減值，本集團均於每個報告年度末對可供出售金融投資進行評估。

倘可供出售金融投資出現減值，則其成本(扣除任何本金及攤銷)與其當時公允值之間的差額，再扣減任何過往已於損益表確認的減值虧損之金額，自其他全面收益內去除並在損益表內確認。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Impairment of financial assets (Continued)

#### Available-for-sale financial investments (Continued)

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. The determination of what is “significant” or “prolonged” requires judgement. “Significant” is evaluated against the original cost of the investment and “prolonged” against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement – is removed from other comprehensive income and recognised in the income statement. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

### Financial liabilities

#### Initial recognition and measurement

Financial liabilities within the scope of HKAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

The Group's financial liabilities including trade, bills and other payables, and interest-bearing loans and borrowings.

## 2.4 重大會計政策概要(續)

### 金融資產減值(續)

#### 可供出售金融投資(續)

對已分類為可供出售的權益投資，客觀證據包括投資的公允價值顯著或長期低於其成本。對「顯著」或「長期」的確認需要判斷：「顯著」是針對投資原始成本的評估，而「長期」是針對其公允價值低於其原始成本的期間。倘有減值跡象，其以獲得成本與當前公允價值之間的差異減去該投資之前在損益表中確認的任何減值虧損計量的累積虧損將從其他全面收益中去除，同時在損益表中確認。分類為可供銷售的權益投資的減值虧損不會通過損益表沖回，減值之後其公允價值的增加直接在其他全面收益中確認。

### 金融負債

#### 初始確認及計量

根據香港會計準則第39號，金融負債以恰當的形式分類為以公允價值計量且變動計入損益表的金融負債、貸款及借款或分類為指定作為有效對沖工具的衍生工具。本集團確定按金融負債的初始確認來分類。

所有金融負債最初按其公允價值確認，貸款及借款需加上可直接分佔的交易成本。

本集團的金融負債包括應付賬款、應付票據及其他應付款項以及附息貸款和借款。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Financial liabilities (Continued)

#### Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

#### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate method amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

#### Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

## 2.4 重大會計政策概要(續)

### 金融負債(續)

#### 隨後計量

取決於其分類，金融負債的計量方法如下：

#### 貸款及借款

初始確認之後，付息貸款及借款隨後以實際利率法按已攤銷成本計算，除非折現的影響不是十分重大，在該種情況下則記入成本。當負債不再確認同時通過有效利率方法攤銷過程，其收益及虧損確認入損益表。

攤銷成本的計算考慮任何折讓及收購的附加費用或作為一部分組成有效利率的成本。有效利率攤銷包含於損益表財務成本中。

#### 金融擔保合約

本集團出具的金融擔保合約指該等因特定的債務人根據債務文書條款到期不能支付而需支付以償還持有人損失的合約。金融擔保合約最初按其公允價值確認為負債，按出具擔保直接應佔的成本調整交易成本。初始確認後，本集團按(i)金融擔保合約在報告期間結束時解除當前責任所需的最佳預計支出額或及(ii)初始確認適當減去累計攤銷的高者計量。



# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 2.4 重大會計政策概要(續)

(Continued)

### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### Fair value of financial instruments

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; or other valuation models.

### 撤銷確認金融負債

倘金融負債下的責任被解除或取消或到期，則該金融負債被撤銷確認。

倘現有金融負債由同一貸款人按差異極大的條款之另一負債所取代，或對現有負債的條款作出重大修訂，該等取代及修訂將被視作撤銷確認原有負債及確認一項新負債，各自帳面值的差額於損益表內確認。

### 抵消金融工具

金融資產和金融負債僅在有強制合法權利抵消其已確認額度，且有意基於淨值抵消或同時變現資產解除債務時方可抵消，其淨額呈列於財務狀況表內。

### 金融工具的公允價值

在活躍市場上交易的金融工具的公允價值參考市場詢價或交易報價(好倉參考賣方價格，空倉參考買方價格)，無任何交易成本的扣減。倘無活躍市場，則金融工具的公允價值使用適當的估值技巧確定，該等技巧包括使用近期當面的市場交易、參考其他大體相同的工具當前的市場價值、折讓的現金流分析或其他估值模式。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

## 2.4 重大會計政策概要(續)

### 存貨

存貨乃按成本與可變現淨值兩者中較低者列賬。存貨的成本均按先入先出方法計算，倘為在產品及製成品，則成本包括直接材料、直接人工及適當比例的生產費用。可變現淨值乃根據估計售價減去直至完工及出售預計將產生的成本計算。

### 現金及現金等價物

就合併現金流量表而言，現金及現金等價物項目包括手頭現金及活期存款，以及隨時可轉換為已知現金金額並一般於購入後三個月內到期的價值改變風險不大之短期高變現能力投資，再扣除須於要求時償還的銀行透支，為本集團現金管理的組成部分。

就財務狀況表而言，現金及現金等價物包括手頭現金及動用時不受限制的銀行存款，包括定期存款。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

## 2.4 重大會計政策概要(續)

### 撥備

倘因為過往事件須負上責任(法律或推斷)，且日後很可能須付出資源履行有關責任，而有關責任涉及的金額能可靠估計，則會作出撥備。

倘折現的影響重大，則確認為撥備的數額為預期日後履行有關責任所需開支於報告期間結束時的現值。隨著時間過去所導致的折現值增幅，將計入損益表中的融資成本。

### 所得稅

所得稅包括即期及遞延稅項。與確認為外部收益或損失項目相關的所得稅確認為外部收益或損失，無論計入其他全面收益或直接計入權益。

本期或過往期間的流動稅項資產及負債基於報告期間結束時已正式實施或實質採用的稅率(及稅法)，參考本集團業務所處的國家的詮釋及操作慣例，以預期可由稅務機關收回或支付予稅務機關的數額作計量。

遞延稅項是按債務法，就報告期間結束時資產及負債的計稅數額與財務報告的帳面之間的所有暫時差額計提的撥備。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Income tax (Continued)

Deferred tax liabilities are recognised for all taxable temporary difference, except:

- where the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

## 2.4 重大會計政策概要(續)

### 所得稅(續)

所有應課稅暫時差額均確認為遞延稅項負債，除非：

- 遞延稅項負債是由商譽、資產或負債於非企業合併交易的初始確認而產生，而在交易時既不影響會計利潤也不影響應納稅利潤或虧損；及
- 就於附屬公司及聯營公司及合營公司的投資相關的應課稅暫時差額而言，如可控制暫時差額的撥回時間，且暫時差額不大可能在可見將來轉回。

除下述外，所有可扣除之暫時差額、承前未用稅務抵免及未用稅項虧損，如日後有可能出現應課稅溢利，可用作抵銷該等可扣除暫時差額、承前未用稅務抵免及未用稅項虧損，均確認為遞延稅項資產：

- 遞延稅項負債是由資產或負債於非企業合併交易的初始確認而產生，而在交易時既不影響會計利潤也不影響應納稅利潤或虧損；及
- 就於附屬公司及聯營公司及合營公司的投資相關的可扣除暫時差額，僅於暫時差額可能在可見將來撥回及日後可用該等暫時性差異抵銷可能出現之應課稅溢利，遞延稅項資產方予確認。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Income tax (Continued)

The carrying amount of deferred tax assets is reviewed at the end of each 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 deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the income statement over the expected useful life of the relevant asset by equal annual instalments.

## 2.4 重大會計政策概要(續)

### 所得稅(續)

遞延稅項資產的帳面值會於各報告期間結束時檢討，倘不再可能有足夠應課稅溢利用作抵銷全部或部分遞延稅項資產，則減少遞延稅項資產帳面值。倘可能有足夠應課稅溢利用作抵銷相關遞延稅項資產之全部或部分時，則未確認的遞延稅項資產於各報告期間結束時重新評估。

遞延稅項資產及負債根據預期於變現資產或清償債務期間適用的稅率計算，而該稅率乃基於報告年度結束時正式實施或實質採用的稅率(及稅法)釐定。

倘有法定權利可將本期稅項資產與本期稅項負債抵銷，而遞延稅項涉及同一應賦稅實體及同一徵稅機關，則遞延稅項資產及遞延稅項負債可對銷。

### 政府補助金

政府補助金於合理肯定將獲發放、且已符合所有附帶條件時，以公允值確認入帳。倘若補助金與一項開支有關，則會於相關期間確認為收入，使該補助金有系統地對應其擬補助的成本入帳。倘若補助金與一項資產有關，補助金的公允值會記入遞延收入帳，並按有關資產的估計可使用年期每年等額在損益表中入帳。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of merchandise and produce, when the significant risks and rewards of ownership of the merchandise and produce have passed to the buyer and the amount of revenue can be measured reliably;
- (b) income from suppliers, comprising promotion income, display space leasing income and warehouse storage space income, according to the underlying contract terms and as these services are provided in accordance therewith;
- (c) rental income, on a time proportion basis over the lease terms;
- (d) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset; and
- (e) dividend income, when the equity holders/shareholders' right to receive payment has been established.

## 2.4 重大會計政策概要(續)

### 收入確認

當經濟利益有可能流入本集團和當收入能可靠地計算時，則會按下列基準確認收入：

- (a) 來自銷售貨品及產品，收入於貨品所有權的主要風險及回報已轉交買方並能可靠地計算收入數額時確認；
- (b) 來自供應商的收入，包括推廣收入、陳列空間租賃費及倉儲費收入。該等服務乃根據有關合同條款及按該等合同條款提供；
- (c) 租金收入，根據租約期內按時間比例徵收；
- (d) 利息收入，以應計方式按金融工具的估計年期用實際利率將未來估計的現金收入折現計算金融資產的帳面淨值；及
- (e) 股息收入，當權益／股份持有人收取付款之權利確定時。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 2.4 重大會計政策概要(續)

(Continued)

### Retirement benefit schemes

The Company and its subsidiaries participate in defined contribution retirement benefits schemes organised by the local government authorities in Mainland China. The Company and its subsidiaries are required to make contributions to the retirement benefit schemes which are based on a certain percentage of the total salary of those employees and have no further obligation for post-retirement benefits. The contributions are charged to the consolidated income statement as they become payable in accordance with the rules of the schemes.

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as a part of the cost of those assets. The capitalisation of such borrowing costs ceases when 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 borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a capitalisation rate, which is based on the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the year, other than borrowings made specifically for the purpose of obtaining qualifying assets, has been applied to the expenditure on the individual assets.

### 退休福利計畫

本公司及其附屬公司參與由中國地方政府機關設立的定額供款退休福利計畫。本公司及其附屬公司須按有關僱員的薪金總額的若干百分比向退休福利計畫作出供款，而無需對員工退休後福利負上其他責任。該等供款於根據計畫規定應付時計入合併損益表中。

### 借貸成本

收購、建設或生產須經過頗長時間方可用作擬定用途或銷售的合資格資產直接涉及的借貸成本，乃資本化為該等資產的部分成本。倘若該等資產大致上可用作擬定用途或銷售，則停止將該等借貸成本資本化。待將特定借款用於合格資產時作出的暫時投資，其所得投資收入從已資本化借款中撇銷。所有其他接待成本在其發生期間開支。借貸成本包括與實體資金借貸相關的利息及其他成本。

若已借取非特定用途的資金，並用以取得合資格的資產，則在個別資產的開支上，採用本集團於期內尚未償還的借貸(不包括專為取得該合資格資產的借貸)的適用借貸成本的加權平均數作資本化比率。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 2.4 重大會計政策概要(續)

*(Continued)*

### Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

### Foreign currencies

These financial statements are presented in RMB, which is the Company's functional and presentation currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates ruling at the end of the reporting period. All differences are taken to the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

### 股息

董事會擬派的股息在財務狀況表內股本下的保留溢利獨立列帳，直至有關擬派的股息獲股東在股東大會上批准為止。當獲股東批准及宣派後，該等股息會確認為負債。

### 外幣

此等財務報告以本公司的功能及呈列貨幣用人民幣列報。外幣交易按交易日的適用匯率計算。於報告期間結束時以外幣計價的貨幣資產及負債按當日的適用匯率再換算為人民幣。所有匯兌差額納入損益表。

以外幣結算及根據歷史成本計算的非貨幣專案按首次交易日期的匯率換算。根據外幣公平值計算的非貨幣專案按釐定公允值當日的匯率換算。



# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### *Operating lease commitments – Group as lessor*

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

#### Estimation uncertainties

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

## 3. 重大會計判斷及估計

本集團財務報表的編製要求管理層於報告期間結束時作出影響收入、支出、資產及負債呈報金額的判斷、估計及假設。但該等假設及估計的不確定因素可能會導致將來對於資產或負債的帳面值作出重大調整。

### 判斷

於採用本集團之會計政策時，除了涉及估計之外，管理層作出下列對於在財務報告所呈列金額有重大影響之判斷：

#### *經營租賃承擔 – 本集團作為出租人*

本集團就投資物業組合簽署商業物業租約。本集團依據對協議條款及有關條件的評估決定簽署，並保留按經營租約出租的物業所有權的全部重要風險及回報。

#### 估計的不確定因素

下文披露有關未來的主要假設及於報告期間結束時估計不確定因素的其他主要來源，該等因素於下個財政年度極有可能會導致資產負債帳面值作出重大調整。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

### Estimation uncertainties (Continued)

#### Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2010 was RMB90,204,000 (2009: Nil). Further details are given in note 17.

#### Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 December 2010 was RMB48,689,900 (2009: Nil). Further details are contained in note 32 to the financial statements.

#### Write-down of inventories to net realisable value

Write-down of inventories to net realisable value is made based on the ageing and estimated net realisable value of inventories. The assessment of the write-down amount requires management's estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of inventories and write-down charge/reversal in the period in which such estimate has been changed.

## 3. 重大會計判斷及估計(續)

### 估計的不確定因素(續)

#### 商譽減值

本集團至少以每一年度為基準確定商譽是否減值，要求對分配商譽的現金產生單元進行使用價值估算。估算使用價值要求本集團對源自現金產生單元的預期現金流進行估計，而且要選擇合適的折扣率以計算該等現金流的當前價值。於二零一零年十二月三十一日，商譽的賬面金額為人民幣90,204,000元(二零零九年：零)。更多詳情載於附註17。

#### 遞延稅項資產

遞延稅項資產確認為所有未動用稅項損失範圍內應稅利潤有可能與可動用損失相抵銷的部分。要求管理層基於合適的時機、未來應稅利潤的水平連同未來的稅務計劃策略做出重大判斷，以確定可確認的遞延稅項資產的額度。於二零一零年十二月三十一日，與已確認稅項損失有關的遞延稅項資產的賬面值為人民幣48,689,900元(二零零九年：零)。更多詳情載於財務報表附註32。

#### 撇減存貨至可變現淨值

撇減存貨至可變現淨值乃根據存貨的貨齡及估計可變現淨值作出。評估撇減數額需要管理層作出估計。倘實際結果或未來預期與原本的估計有所不同，差額將在估計出現變動的期間對存貨的帳面值及撇減／撇減回撥有所影響。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

### Estimation uncertainties (Continued)

#### **Impairment of trade and other receivables**

Impairment of trade and other receivables is made based on assessment of the recoverability of trade and other receivables. The identification of doubtful debts requires management's judgement. Where the actual outcome is different from the original estimate, such differences will impact the carrying value of the receivables and the expenses/write-back of the doubtful debts in the period in which such estimate has been changed.

#### **Depreciation of property, plant and equipment and investment properties**

The Group has estimated the useful lives of property, plant and equipment and investment properties at 5 to 35 years, after taking into account of their estimated residual values, as set out in the significant accounting policies above. Depreciation of items of property, plant and equipment is calculated on the straight-line basis over their expected useful lives. The carrying amounts of items of property, plant and equipment and investment properties as at 31 December 2010 were RMB1,789,814,000 (2009: RMB1,666,608,000) and RMB7,326,000 (2009: RMB7,793,000), respectively. Further details are given in note 14 and note 15 to these financial statements, respectively.

## 3. 重大會計判斷及估計(續)

### 估計的不確定因素(續)

#### **應收賬款及其他應收款項減值**

應收賬款及其他應收款項減值乃根據應收賬款及其他應收款項的可收回數額的評估作出。確認呆賬需要管理層作出估計。倘實際結果與原本的估計有所不同，差額將在估計出現變動的期間對應收賬款的帳面值及呆賬開支／撥回有所影響。

#### **物業、廠房及設備和投資物業折舊**

本集團考慮到前述主要會計政策所載預期剩餘價值，估計物業、廠房及設備以及投資物業的使用年限為5至35年。各項物業、廠房及設備之折舊乃以直線法按其估計可使用年限計算。各項物業、廠房、設備及投資物業於二零一零年十二月三十一日的賬面價值分別為人民幣1,789,814,000元(二零零九年：人民幣1,666,608,000元)及人民幣7,326,000元(二零零九年：人民幣7,793,000元)。進一步詳情分別載於本財務報表附註14及附註15。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on its products and services and has three reportable operating segments as follows:

- (a) the retailing segment engages in the distribution of live and fresh produce, dry products, beverages, processed food and daily necessities through hypermarkets, supermarkets and/or convenience stores of the Group (the "Retail Outlets");
- (b) the wholesaling segment engages in the wholesale supply of daily consumer products to consumers, including the Retail Outlets, other retail operators, and trading companies; and
- (c) the "others" segment comprises, principally, the production of plastic packing materials, and the installation and maintenance of commercial equipment.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is measured consistently with the Group's profit before tax except that excess over the cost of acquisition of non-controlling interests and share of losses of associates are excluded from such measurement in the consolidated financial statements. The Group's income tax is managed on a group basis and is not allocated to operating segments.

## 4. 經營分部資料

出於管理需要，本集團按產品和服務組織業務單元，其可報告的三個經營分部如下：

- (a) 零售業務分部透過本集團的大賣場、綜合超市及／或便利店(「零售門市」)分銷生鮮食品、干貨、飲料、加工食品及日常用品；
- (b) 批發業務分部向包括零售門市、其他零售商及貿易公司在內的客戶批發日用消費品；及
- (c) 其他分部，主要包括，塑料包裝材料的生產及商業設備的安裝及維護。

管理層單獨監測本集團各經營分部的業績以做出關於資源分配及業績評估的決策。分部表現基於可報告的分部利潤來評估，以集團的稅前利潤預期持續計量並在合併財務報表中剔除超逾收購非控制性權益及分佔聯營公司虧損。集團的所得稅以集團為基準管理而不分配至各經營分部。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 4. OPERATING SEGMENT INFORMATION (Continued)

All assets and liabilities are included in the segment information, neither assets nor liabilities are managed on a group basis.

Intersegment sales and transfers are conducted based on mutually-agreed terms.

The Group has not placed reliance on any single external customers, amounting to 10% or more of its revenues.

No geographical information is presented as all of the Group's revenue is derived from customers based in Mainland China, and all of its assets are located in Mainland China.

The following tables present revenue, profit and certain asset, liability and expenditure information for the Group's operating segments for the years ended 31 December 2010 and 2009.

## 4. 分部資料(續)

所有資產及負債包含於分部資料中，資產和負債均不以集團為基準進行管理。

分部間銷售及轉移基於雙方同意的條款來進行。

集團不依賴於任何單個銷售達到10%或以上的外部客戶。

因所有集團的收入均源自中國大陸客戶且所有資產均位於中國大陸，故不呈報地域信息。

下表載列本集團業務分部截至二零一零年及二零零九年十二月三十一日止年度之收入、溢利及若干資產、負債及開支之資料。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 4. OPERATING SEGMENT INFORMATION (Continued)

## 4. 經營分部資料(續)

Year ended 31 December 2010

截至二零一零年十二月三十一日止年度

		Retailing 零售 RMB'000 人民幣千元	Wholesaling 批發 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Segment revenue</b>	<b>分部收入</b>				
Sales to external customers	銷售予外界客戶	3,395,359	4,036,014	7,356	7,438,729
Intersegment sales	分部間銷售	-	538,132	8,891	547,023
		3,395,359	4,574,146	16,247	7,985,752
<i>Reconciliation:</i>	<i>對賬:</i>				
Elimination of intersegment sales	分部間銷售抵銷				(547,023)
Revenue from operations	經營收入				7,438,729
<b>Segment results</b>	<b>分部業績</b>	148,225	155,784	1,002	305,011
Profit before tax	除稅前溢利				305,011
<b>Segment assets</b>	<b>分部資產</b>	3,285,299	2,243,782	5,405	5,534,486
<i>Reconciliation:</i>	<i>對賬:</i>				
Elimination of intersegment receivables	分部間應收款抵銷				(9,493)
Total assets	總資產				5,524,993
<b>Segment liabilities</b>	<b>分部負債</b>	2,222,477	1,604,421	2,830	3,829,728
<i>Reconciliation:</i>	<i>對賬:</i>				
Elimination of intersegment payables	分部間應付款抵銷				(9,493)
Total liabilities	總負債				3,820,235
Other segment information	其他分部資料				
Capital expenditure*	資本開支*	212,483	44,923	16	257,422
Depreciation:	折舊:				
Property, plant and equipment	物業、廠房及設備	124,666	26,818	66	151,550
Investment properties	投資物業	467	-	-	467
Amortisation of intangible assets	無形資產攤銷	1,061	1,270	-	2,331
Recognition of prepaid land lease payments	確認土地租賃預付款	2,454	-	-	2,454
Impairment losses recognised/ (reversed) in the income statement	於損益表中確認/(撥回) 減值損失	1,500	(727)	-	773
Foreign exchange differences	外匯匯兌差額	67	-	-	67

\* Capital expenditure consists of additions to property, plant and equipment, intangible assets and prepaid land lease payments.

\* 資本開支包括增加的物業、廠房及設備、無形資產及土地租賃預付款。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 4. OPERATING SEGMENT INFORMATION (Continued)

## 4. 經營分部資料(續)

Year ended 31 December 2009

截至二零零九年十二月三十一日止年度

		Retailing 零售 RMB'000 人民幣千元	Wholesaling 批發 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Segment revenue</b>	<b>分部收入</b>				
Sales to external customers	銷售予外界客戶	3,110,211	3,573,491	7,334	6,691,036
Intersegment sales	分部間銷售	-	521,670	5,719	527,389
		3,110,211	4,095,161	13,053	7,218,425
<i>Reconciliation:</i>	<i>對賬:</i>				
Elimination of intersegment sales	分部間銷售抵銷				(527,389)
Revenue from operations	經營收入				6,691,036
<b>Segment results</b>	<b>分部業績</b>	125,758	127,229	578	253,565
Profit before tax	除稅前溢利				253,565
<b>Segment assets</b>	<b>分部資產</b>	2,973,279	1,831,721	4,719	4,809,719
<i>Reconciliation:</i>	<i>對賬:</i>				
Elimination of intersegment receivables	分部間應收款抵銷				(40,875)
Total assets	總資產				4,768,844
<b>Segment liabilities</b>	<b>分部負債</b>	1,915,570	1,354,756	2,517	3,272,843
<i>Reconciliation:</i>	<i>對賬:</i>				
Elimination of intersegment payables	分部間應付款抵銷				(40,875)
Total liabilities	總負債				3,231,968
<b>Other segment information</b>	<b>其他分部資料:</b>				
Capital expenditure*	資本開支*	297,848	9,377	35	307,260
Depreciation:	折舊:				
Property, plant and equipment	物業、廠房及設備	110,188	27,801	85	138,074
Investment properties	投資物業	504	-	-	504
Amortisation of intangible assets	無形資產攤銷	848	1,120	-	1,968
Recognition of prepaid land lease payments	確認土地租賃預付款	2,454	-	-	2,454
Impairment losses reversed in the income statement	於損益表中減值損失撥回	-	(153)	-	(153)
Foreign exchange differences	外匯匯兌差額	119	-	-	119

\* Capital expenditure consists of additions to property, plant and equipment, intangible assets and prepaid land lease payments.

\* 資本開支包括增加的物業、廠房及設備、無形資產及土地租賃預付款。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after deduction of relevant taxes and allowances for returns and trade discounts.

An analysis of revenue, other income and gains is as follows:

## 5. 收入、其他收入及收益

收入，亦即本集團的營業額，指已售貨物的發票淨值，扣除相關稅項及減退貨與貿易折扣。

收入、其他收入及收益的分析如下：

		Group 集團	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收入</b>		
Direct sale of merchandise and produce:	直接銷售貨物及商品：		
Retailing	零售	3,369,831	3,087,063
Wholesaling*	批發*	4,036,014	3,573,491
		<b>7,405,845</b>	6,660,554
Commissions from concessionaire sales	特許專櫃銷售佣金	25,528	23,148
Others	其他	7,356	7,334
		<b>7,438,729</b>	6,691,036
<b>Total revenue</b>	<b>總收入</b>		

\* Included in the amounts are sales to franchisees amounting to RMB422,418,000 (2009: RMB459,093,000).

\* 其數額包含對加盟店鋪的銷售額人民幣422,418,000元(二零零九年：人民幣459,093,000元)。



# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 5. REVENUE, OTHER INCOME AND GAINS (Continued)

## 5. 收入、其他收入及收益(續)

		Group 集團	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
<b>Other income and gains</b>	<b>其他收入和收益</b>		
Income from suppliers:	源自供應商的收入：		
Promotion income	推廣收入	327,227	269,305
Display space leasing income and others	陳列空間租賃費及其他	15,429	15,096
		<b>342,656</b>	284,401
Gross rental income	租金收入總額	88,710	81,333
Interest income	利息收入	30,537	26,329
Government grants <sup>#</sup>	政府補貼 <sup>#</sup>	3,028	7,337
Franchise fee	加盟費	7,129	7,639
Net compensation on demolished properties	拆遷物業賠償淨額	2,244	1,579
Others	其他	21,138	15,091
<b>Total other income and gains</b>	<b>其他收入及收益總計</b>	<b>495,442</b>	423,709

<sup>#</sup> Various local government grants have been granted to reward the Group for its contributions to the local economy and employing the surplus rural labour. There were no unfulfilled conditions or contingencies attaching to these grants.

<sup>#</sup> 若干地方政府補貼已授予本集團，以獎勵本集團為當地經濟以及僱傭剩餘農村勞動力所做出的貢獻，該等補償中沒有無法履行的條件或有費用。

## 6. FINANCE COSTS

## 6. 融資成本

		Group 集團	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Interest on bank loans wholly repayable within five years	五年內應償還 銀行貸款利息	88,005	50,297
Interest on other borrowings wholly repayable within five years	五年內應付 其他借款利息	6,647	35,804
		<b>94,652</b>	86,101
Less: Interest capitalised	減：利息資本化	(712)	(92)
		<b>93,940</b>	85,109

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/ (crediting):

		Notes 附註	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Cost of inventories sold	售出存貨成本		6,397,472	5,759,316
Depreciation:	折舊：			
Property, plant and equipment	物業、廠房及設備	14	151,550	138,074
Investment properties	投資物業	15	467	504
			152,017	138,578
Amortisation of intangible assets	無形資產攤銷	18	2,331	1,968
Amortisation of prepaid land lease payments	土地租賃預付款攤銷	16	2,454	2,454
Minimum lease payments under operating leases on properties	物業營運租約之最低租金		126,565	117,484
Losses on disposal of items of property, plant and equipment, net	出售物業、廠房及設備虧損淨額		4,854	13,010
Accrual/(reversal) of impairment of trade and other receivables	應收賬款及其他應收款減值計提(撥回)		773	(153)
Net rental income	租金淨收入		(88,710)	(72,534)
Auditors' remuneration	核數師酬金		2,153	2,200
Staff costs:	員工成本：			
Directors' emoluments	董事酬金	9	6,904	6,703
Other staff costs	其他員工成本			
Wages, salaries and social security costs	工資、薪金及社會保障成本		338,675	323,875
Retirement benefit contributions	退休福利供款		31,692	28,725
			370,367	352,600
			377,271	359,303
Foreign exchange differences	外匯匯兌差額		67	119

## 8. RETIREMENT BENEFITS

The Group's contributions to pension costs amounted to approximately RMB31,808,000 and RMB28,833,000 for the years ended 31 December 2010 and 2009, respectively.

## 7. 除稅前溢利

於扣除/(計入)以下各項後，本集團除稅前溢利：

## 8. 退休福利

截至二零一零年及二零零九年十二月三十一日止年度，本集團的退休福利供款總額分別約為人民幣31,808,000元及人民幣28,833,000元。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 9. DIRECTORS' AND SUPERVISORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES

Details of the remuneration of directors and supervisors for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and Section 161 of the Hong Kong Companies Ordinance, are as follows:

## 9. 董事、監事薪酬及五位最高薪僱員的酬金

據香港聯交所證券上市規則及香港公司條例第161條，年內董事及監事酬金之詳情披露如下：

		Group 集團			
		Directors 董事		Supervisors 監事	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Fees	袍金	199	160	68	68
Other emoluments:	其他酬金：				
Salaries, allowances and benefits in kind	薪金、酬金及其他實物利益	2,281	2,219	799	977
Performance related bonuses*	績效獎金*	4,308	4,216	1,403	1,314
Retirement benefit contributions	退休福利供款	116	108	69	81
		<b>6,705</b>	6,543	<b>2,271</b>	2,372
Total	總計	<b>6,904</b>	6,703	<b>2,339</b>	2,440

\* Certain executive directors and supervisors of the Company are entitled to bonus payments which are determined based on the Company's net profit for the year.

\* 若干本公司執行董事及監事有權收取獎金，其乃按照本公司年內淨利而釐定。

### (a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

### (a) 獨立非執行董事

年內支付予獨立非執行董事的袍金如下：

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Mr. Fan Faming	范法明先生	20	40
Mr. Huang Jiangming	黃江明先生	20	40
Mr. Chung Chi Kong	鍾志綱先生	40	80
Mr. Chen Liping	陳立平先生	21	-
Mr. Wang Liping	王利平先生	21	-
Mr. Onward Choi	蔡安活先生	77	-
Total	總計	<b>199</b>	160

There were no other emoluments payable to the independent non-executive directors during the year (2009: Nil).

本年度內並無其他支付予獨立非執行董事的薪酬(二零零九年：零)。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 9. DIRECTORS', SUPERVISORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (Continued)

(b) Executive directors and non-executive directors

(b) 執行董事及非執行董事

		Fees 袍金 RMB'000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼 及其他 實物利益 RMB'000 人民幣千元	Performance related bonuses 績效獎金 RMB'000 人民幣千元	Retirement benefit contributions 退休福利 供款 RMB'000 人民幣千元	Total remunerations 酬金總額 RMB'000 人民幣千元
2010	二零一零年					
Executive directors:	執行董事：					
Mr. Wei Tingzhan	衛停戰先生	-	777	1,746	29	2,552
Mr. Li Jianwen	李建文先生	-	777	1,746	29	2,552
Ms. Li Chunyan	李春燕女士	-	466	491	29	986
Mr. Liu Yuejin	劉躍進先生	-	261	325	29	615
		-	2,281	4,308	116	6,705
Non-executive directors:	非執行董事：					
Mr. Gu Hanlin	顧漢林先生	-	-	-	-	-
Mr. Li Shunxiang	李順祥先生	-	-	-	-	-
		-	-	-	-	-
Total	總計	-	2,281	4,308	116	6,705

		Fees 袍金 RMB'000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼 及其他 實物利益 RMB'000 人民幣千元	Performance related bonuses 績效獎金 RMB'000 人民幣千元	Retirement benefit contributions 退休福利 供款 RMB'000 人民幣千元	Total remunerations 酬金總額 RMB'000 人民幣千元
2009	二零零九年					
Executive directors:	執行董事：					
Mr. Wei Tingzhan	衛停戰先生	-	772	1,556	27	2,355
Mr. Li Jianwen	李建文先生	-	772	1,556	27	2,355
Ms. Li Chunyan	李春燕女士	-	364	369	27	760
Mr. Liu Yuejin	劉躍進先生	-	311	735	27	1,073
		-	2,219	4,216	108	6,543
Non-executive directors:	非執行董事：					
Mr. Gu Hanlin	顧漢林先生	-	-	-	-	-
Mr. Li Shunxiang	李順祥先生	-	-	-	-	-
		-	-	-	-	-
Total	總計	-	2,219	4,216	108	6,543

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 9. DIRECTORS', SUPERVISORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (Continued)

## 9. 董事、監事薪酬及五位最高薪僱員的酬金(續)

### (c) Supervisors

### (c) 監事

		Fees 袍金 RMB'000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼 及其他 實物利益 RMB'000 人民幣千元	Performance related bonuses 績效獎金 RMB'000 人民幣千元	Retirement benefit contributions 退休福利 供款 RMB'000 人民幣千元	Total remunerations 酬金總額 RMB'000 人民幣千元
2010	二零一零年					
Ms. Qu Xinhua	屈新華女士	-	229	769	-	998
Ms. Wang Shuying	王淑英女士	-	206	599	14	819
Ms. Yao Jie	姚婕女士	-	194	35	30	259
Mr. Chen Zhong	陳鍾先生	34	-	-	-	34
Ms. Cheng Xianghong	程向紅女士	34	-	-	-	34
Ms. Liu Wenyu	劉文瑜女士	-	104	-	14	118
Ms. Wang Hong	王虹女士	-	66	-	11	77
Mr. Yang Baoqun	楊寶群先生	-	-	-	-	-
Total	總計	68	799	1,403	69	2,339

		Fees 袍金 RMB'000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼 及其他 實物利益 RMB'000 人民幣千元	Performance related bonuses 績效獎金 RMB'000 人民幣千元	Retirement benefit contributions 退休福利 供款 RMB'000 人民幣千元	Total remunerations 酬金總額 RMB'000 人民幣千元
2009	二零零九年					
Ms. Qu Xinhua	屈新華女士	-	419	737	27	1,183
Ms. Wang Shuying	王淑英女士	-	398	553	27	978
Ms. Yao Jie	姚婕女士	-	160	24	27	211
Mr. Chen Zhong	陳鍾先生	34	-	-	-	34
Ms. Cheng Xianghong	程向紅女士	34	-	-	-	34
Mr. Yang Baoqun	楊寶群先生	-	-	-	-	-
Total	總計	68	977	1,314	81	2,440

There was no arrangement under which a director or a supervisor waived or agreed to waive any remuneration during the year.

本年度內概無任何董事或監事放棄或同意放棄任何酬金。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 9. DIRECTORS', SUPERVISORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (Continued)

### (d) Five highest paid employees

The five highest paid employees during the year included two (2009: one) directors, details of whose remuneration are set out in note (b) above. Details of the remuneration of the remaining three (2009: four) non-directors, highest paid employees for the year are as follows:

		Group 集團	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及其他實物利益	2,975	3,527
Performance related bonuses	績效獎金	4,958	14,839
Retirement benefit contributions	退休福利供款	23	41
		7,956	18,407

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 僱員數目	
		2010 二零一零年	2009 二零零九年
HK\$2,000,001 to HK\$2,500,000 (equivalent to RMB1,701,860 to RMB2,127,325)	2,000,001 港元至2,500,000港元 (相當於人民幣1,701,860元至 人民幣2,127,325元)	1	-
HK\$3,000,001 to HK\$3,500,000 (equivalent to RMB2,552,791 to RMB2,978,255)	3,000,001 港元至3,500,000港元 (相當於人民幣2,552,791元至 人民幣2,978,255元)	1	2
HK\$4,000,001 to HK\$4,500,000 (equivalent to RMB2,978,255 to RMB3,829,185)	4,000,001 港元至4,500,000港元 (相當於人民幣2,978,255元至 人民幣3,829,185元)	1	1
HK\$10,500,001 to HK\$11,000,000 (equivalent to RMB8,934,765 to RMB9,360,230)	10,500,001 港元至11,000,000港元 (相當於人民幣8,934,765元至 人民幣9,360,230元)	-	1
		3	4

## 9. 董事、監事薪酬及五位最高薪僱員的酬金(續)

### (d) 五位最高薪僱員的酬金

本年度內五位最高薪僱員包括兩位(二零零九年：一位)董事，其薪酬詳情載於上述附註(b)；其餘三位(二零零九年：四位)最高薪非董事僱員的薪酬詳情如下：

非董事的最高薪僱員，其薪酬屬於以下範疇者的數目如下：

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 10. INCOME TAX

The Group is subject to income tax on an entity basis on profit arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate. The Group is not liable for income tax in Hong Kong as it does not have assessable income currently arising in Hong Kong. Under the prevailing PRC income tax law, the Group and its associates are subject to corporate income tax at a rate of 25% on their respective taxable income.

The income tax in the consolidated income statement of the Group comprises the following:

## 10. 所得稅

本集團須按實體基準就產生或源於本集團成員公司註冊及經營所在稅收管轄權區域的溢利繳納所得稅。本集團目前並無源於香港的任何應課稅收入，因此無需繳納香港利得稅。依據中國現行所得稅法規定，適用於本集團及其聯營公司的企業所得稅依其各自應課稅收入按25%的稅率繳納。

本集團合併損益表中所得稅包括如下：

		Group 集團	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Current income tax – PRC	本期所得稅－中國	77,428	65,965
Deferred income tax	遞延所得稅	(918)	(916)
<b>Total tax charge for the year</b>	<b>年度稅項支出總計</b>	<b>76,510</b>	<b>65,049</b>

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 10. INCOME TAX (Continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate to the tax expense at the Group's effective rate, and a reconciliation of the statutory rate to the effective tax rate, are as follows:

		Group 集團			
		2010 二零一零年		2009 二零零九年	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Profit before tax	除稅前溢利	305,011		253,565	
Income tax at the PRC statutory income tax rate	按中國法定所得稅稅率計算的所得稅	76,253	25.0	63,391	25.0
Expenses not deductible for tax	不可扣稅支出	2,712	0.9	1,190	0.5
Tax losses not recognised	未確認稅項虧損	1,274	0.4	2,250	0.9
Tax effect of non-taxable income	非應課稅收入稅項影響	(1,591)	(0.5)	(1,817)	(0.7)
Others	其他	(2,138)	(0.7)	35	-
Tax charge at the Group's effective rate	本集團實際稅率稅項支出	76,510	25.1	65,049	25.7

## 10. 所得稅(續)

適用於除稅前溢利按法定稅率計算的企業所得稅與按本集團的實際企業所得稅稅率計算的企業所得稅，以及法定企業所得稅稅率與實際稅率分別對賬如下：

## 11. PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT

The consolidated profit attributable to owners of the parent for the year ended 31 December 2010 includes a profit of RMB86,123,000 (2009: RMB164,692,000) which has been dealt with in the financial statements of the Company (note 34(b)).

## 11. 母公司持有人應佔溢利

列入本公司財務報表截至二零一零年十二月三十一日止年度之母公司持有人應佔合併溢利為人民幣86,123,000元(二零零九年：人民幣164,692,000元)(附註34(b))。

## 12. DIVIDEND

Proposed final – RMB20.0 cents (2009: RMB18.0 cents) per ordinary share	擬派末期股息—每普通股 人民幣0.20元 (二零零九年：人民幣0.18元)
---	---

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

## 12. 股息

2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
82,444	74,200

年內擬派的末期股息須待本公司股東於應屆股東周年大會上批准後方可作實。



# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent and the weighted average number of ordinary shares in issue during the year.

## 13. 母公司普通股持有人應佔每股盈利

每股基本盈利乃根據本年度母公司普通股持有人應佔盈利及本年度內已發行普通股加權平均股數計算。

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
<i>Earnings:</i> Profit attributable to ordinary equity holders of the parent	<i>盈利：</i> 母公司普通股本持有人應佔溢利	<b>180,502</b>	147,783
<i>Shares:</i> Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	<i>股份：</i> 本年度內用於每股基本盈利計算的已發行普通股加權平均股數	<b>412,220,000</b>	412,220,000

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 December 2010 and 2009 in respect of a dilution as the Company had no potentially dilutive ordinary shares in issue during those years.

於截至二零一零年及二零零九年十二月三十一日止年度內，因本公司並不存在潛在攤薄的普通股，因此並未調整這兩年內的每股基本盈利金額。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 14. PROPERTY, PLANT AND EQUIPMENT

## 14. 物業、廠房及設備

Group

集團

		Leasehold		Machinery	Office		Motor	Construction	Total
		Buildings	improvements		equipment	in progress			
		樓宇	物業裝修	機器	辦公設備	汽車	在建工程	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
<b>31 December 2010</b>	<b>於二零一零年 十二月三十一日</b>								
As at 31 December 2009 and at 1 January 2010:	於二零零九年 十二月三十一日 及二零一零年 一月一日:								
Cost	成本	914,296	493,665	516,614	131,146	48,269	122,059	2,226,049	
Accumulated depreciation	累計折舊	(111,227)	(104,938)	(237,452)	(87,495)	(18,329)	-	(559,441)	
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>803,069</b>	<b>388,727</b>	<b>279,162</b>	<b>43,651</b>	<b>29,940</b>	<b>122,059</b>	<b>1,666,608</b>	
As at 1 January 2010, net of accumulated depreciation	於二零一零年一月一日 扣除累計折舊	803,069	388,727	279,162	43,651	29,940	122,059	1,666,608	
Additions	增加	1,187	36,089	57,936	15,720	2,203	138,232	251,367	
Acquisition of a subsidiary (note 35)	收購附屬公司 (附註35)	-	48,928	36,939	3,851	612	75	90,405	
Disposals	處置	(6,798)	(172)	(3,669)	(107)	(1,016)	(5,236)	(16,998)	
Depreciation	折舊	(26,835)	(44,468)	(63,312)	(11,617)	(5,318)	-	(151,550)	
Transfers	轉入	-	46,539	2,650	898	-	(50,087)	-	
<b>As at 31 December 2010, net of accumulated depreciation</b>	<b>於二零一零年 十二月三十一日， 扣除累計折舊</b>	<b>770,623</b>	<b>475,643</b>	<b>309,706</b>	<b>52,396</b>	<b>26,421</b>	<b>205,043</b>	<b>1,839,832</b>	
As at 31 December 2010:	於二零一零年 十二月三十一日:								
Cost	成本	911,011	631,481	620,172	153,114	50,208	205,043	2,571,029	
Accumulated depreciation	累計折舊	(140,388)	(155,838)	(310,466)	(100,718)	(23,787)	-	(731,197)	
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>770,623</b>	<b>475,643</b>	<b>309,706</b>	<b>52,396</b>	<b>26,421</b>	<b>205,043</b>	<b>1,839,832</b>	

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 14. PROPERTY, PLANT AND EQUIPMENT (Continued)

## 14. 物業、廠房及設備(續)

### Group

### 集團

		Buildings 樓宇 RMB'000 人民幣千元	Leasehold improvements 物業裝修 RMB'000 人民幣千元	Machinery 機器 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Motor vehicles 汽車 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
31 December 2009	於二零零九年 十二月三十一日							
As at 31 December 2008 and at 1 January 2009:	於二零零八年 十二月三十一日及 於二零零九年 一月一日:							
Cost	成本	785,836	399,898	466,838	128,546	53,519	134,431	1,969,068
Accumulated depreciation	累計折舊	(84,422)	(70,748)	(185,626)	(81,553)	(18,240)	-	(440,589)
Net carrying amount	賬面淨值	701,414	329,150	281,212	46,993	35,279	134,431	1,528,479
As at 1 January 2009, net of accumulated depreciation	於二零零九年 一月一日， 扣除累計折舊	701,414	329,150	281,212	46,993	35,279	134,431	1,528,479
Additions	增加	123,955	51,088	22,415	11,883	674	80,354	290,369
Disposals	處置	-	(12,763)	(128)	(296)	(465)	-	(13,652)
Depreciation	折舊	(27,084)	(37,410)	(52,936)	(15,096)	(5,548)	-	(138,074)
Transfers	轉入	5,298	58,662	28,599	167	-	(92,726)	-
Transfers to investment properties (note 15)	轉入 投資物業(附註15)	(514)	-	-	-	-	-	(514)
As at 31 December 2009, net of accumulated depreciation	於二零零九年 十二月三十一日， 扣除累計折舊	803,069	388,727	279,162	43,651	29,940	122,059	1,666,608
As at 31 December 2009:	於二零零九年 十二月三十一日:							
Cost	成本	914,296	493,665	516,614	131,146	48,269	122,059	2,226,049
Accumulated depreciation	累計折舊	(111,227)	(104,938)	(237,452)	(87,495)	(18,329)	-	(559,441)
Net carrying amount	賬面淨值	803,069	388,727	279,162	43,651	29,940	122,059	1,666,608

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 14. PROPERTY, PLANT AND EQUIPMENT (Continued)

## 14. 物業、廠房及設備(續)

### Company

### 公司

		Leasehold		Machinery	Office		Motor	Construction		Total
		Buildings	improvements		equipment	in progress				
		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
<b>31 December 2010</b>	<b>二零一零年 十二月三十一日</b>									
As at 31 December 2009 and at 1 January 2010:	於二零零九年 十二月三十一日及 於二零一零年 一月一日:									
Cost	成本	867,189	399,461	387,875	103,785	26,532	122,059		1,906,901	
Accumulated depreciation	累計折舊	(110,446)	(67,098)	(178,367)	(66,839)	(9,009)	-		(431,759)	
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>756,743</b>	<b>332,363</b>	<b>209,508</b>	<b>36,946</b>	<b>17,523</b>	<b>122,059</b>		<b>1,475,142</b>	
As at 1 January 2010, net of accumulated depreciation	於二零一零年一月一日， 扣除累計折舊	756,743	332,363	209,508	36,946	17,523	122,059		1,475,142	
Additions	增加	1,187	28,677	24,197	6,251	78	136,483		196,873	
Transfer to a subsidiary	轉入附屬公司	-	-	112	(7)	-	-		105	
Disposals	處置	(6,798)	(172)	(2,102)	(113)	(12)	(5,236)		(14,433)	
Depreciation	折舊	(25,962)	(32,480)	(41,714)	(11,383)	(2,821)	-		(114,360)	
Transfers	轉入	-	46,539	2,650	897	-	(50,086)		-	
<b>As at 31 December 2010, net of accumulated depreciation</b>	<b>於二零一零年 十二月三十一日 扣除累計折舊</b>	<b>725,170</b>	<b>374,927</b>	<b>192,651</b>	<b>32,591</b>	<b>14,768</b>	<b>203,220</b>		<b>1,543,327</b>	
As at 31 December 2010:	於二零一零年 十二月三十一日:									
Cost	成本	863,904	475,219	403,069	110,627	26,594	203,220		2,082,633	
Accumulated depreciation	累計折舊	(138,734)	(100,292)	(210,418)	(78,036)	(11,826)	-		(539,306)	
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>725,170</b>	<b>374,927</b>	<b>192,651</b>	<b>32,591</b>	<b>14,768</b>	<b>203,220</b>		<b>1,543,327</b>	

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 14. PROPERTY, PLANT AND EQUIPMENT (Continued)

## 14. 物業、廠房及設備(續)

### Company

### 公司

		Buildings 樓宇 RMB'000 人民幣千元	Leasehold improvements 物業裝修 RMB'000 人民幣千元	Machinery 機器 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Motor vehicles 汽車 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
31 December 2009	於二零零九年 十二月三十一日							
As at 31 December 2008 and at 1 January 2009:	於二零零八年 十二月三十一日及 於二零零九年 一月一日							
Cost	成本	772,570	314,994	360,962	102,772	26,794	113,136	1,691,228
Accumulated depreciation	累計折舊	(84,054)	(43,483)	(144,566)	(63,844)	(6,898)	-	(342,845)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>688,516</b>	<b>271,511</b>	<b>216,396</b>	<b>38,928</b>	<b>19,896</b>	<b>113,136</b>	<b>1,348,383</b>
As at 1 January 2009, net of accumulated depreciation	於二零零九年 一月一日 扣除累計折舊	688,516	271,511	216,396	38,928	19,896	113,136	1,348,383
Additions	增加	90,111	41,789	20,695	9,927	201	80,354	243,077
Transfer to a subsidiary	轉入附屬公司	-	-	-	(35)	-	-	(35)
Disposals	處置	-	(12,763)	(29)	(249)	(14)	-	(13,055)
Depreciation	折舊	(26,668)	(26,836)	(34,858)	(11,792)	(2,560)	-	(102,714)
Transfers	轉入	5,298	58,662	7,304	167	-	(71,431)	-
Transfers to investment properties (note 15)	轉入 投資物業(附註15)	(514)	-	-	-	-	-	(514)
<b>As at 31 December 2009, net of accumulated depreciation</b>	於二零零九年 十二月三十一日 扣除累計折舊	<b>756,743</b>	<b>332,363</b>	<b>209,508</b>	<b>36,946</b>	<b>17,523</b>	<b>122,059</b>	<b>1,475,142</b>
As at 31 December 2009:	於二零零九年 十二月三十一日:							
Cost	成本	867,189	399,461	387,875	103,785	26,532	122,059	1,906,901
Accumulated depreciation	累計折舊	(110,446)	(67,098)	(178,367)	(66,839)	(9,009)	-	(431,759)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>756,743</b>	<b>332,363</b>	<b>209,508</b>	<b>36,946</b>	<b>17,523</b>	<b>122,059</b>	<b>1,475,142</b>

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 14. PROPERTY, PLANT AND EQUIPMENT (Continued)

### Company (Continued)

All the Group's and the Company's buildings are located in Mainland China.

As at 31 December 2010, the Group's and the Company's buildings with a net carrying amount of approximately RMB160.1 million (2009: RMB649.8 million) were pledged to secure certain bank loans granted to the Group and the Company (note 30).

As at 31 December 2010, except for a property with a net carrying amount of approximately RMB6.6 million in aggregate located in Shijiazhuang (2009: RMB512.6 million for five properties) and properties under construction, the Group has obtained ownership certificates for all of its buildings.

## 15. INVESTMENT PROPERTIES

Carrying amount at 1 January	於一月一日的賬面值
Transfer from owner-occupied property (note 14)	從自用物業轉入(附註14)
Depreciation provided during the year	本年度折舊撥備

Carrying amount at 31 December	於十二月三十一日的賬面值
Fair value	公允值

The Group's and the Company's investment properties are situated in Mainland China and held under the medium term leases.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 38(a).

## 14. 物業、廠房及設備(續)

### 公司(續)

所有本集團和本公司的樓宇均位於中國大陸。

於二零一零年十二月三十一日，本集團及本公司賬面淨值約人民幣160,100,000元(二零零九年：人民幣649,800,000元)的樓宇被抵押用於擔保本集團及本公司獲授的若干銀行貸款(附註30)。

於二零一零年十二月三十一日，除一處位於石家莊的賬面淨值約人民幣6,600,000元的物業(二零零九年：五處物業，人民幣512,600,000元)及在建工程外，本集團已獲得所有物業的產權證書。

## 15. 投資物業

### Group and Company 集團及公司

	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Carrying amount at 1 January	7,793	7,783
Transfer from owner-occupied property (note 14)	-	514
Depreciation provided during the year	(467)	(504)
Carrying amount at 31 December	7,326	7,793
Fair value	25,493	22,856

本集團和本公司的投資物業均位於中國大陸並以中期租約持有。

投資物業乃根據營運租賃被租予第三方，更多詳情載於財務報表附註38(a)之中。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 15. INVESTMENT PROPERTIES (Continued)

At 31 December 2010, the Group's and the Company's investment properties with a carrying amount of RMB5.9 million (2009: RMB6.3 million) were pledged to secure certain bank loans granted to the Group and the Company (note 30).

The fair values of the investment properties as at the end of the reporting period were determined based on the valuations performed by Vigers Appraisal & Consulting Limited, an independent firm of professionally qualified valuers. The fair value represents the amount at which the assets could be exchanged between a knowledgeable, willing buyer and a knowledgeable, willing seller in an arm's length transaction at the date of valuation.

## 16. PREPAID LAND LEASE PAYMENTS

Carrying amount at 1 January	於一月一日之賬面值
Additions	增加
Recognised during the year	本年度確認

Carrying amount at 31 December	於十二月三十一日之賬面值
--------------------------------	--------------

The leasehold land is situated in Mainland China and is held under long term leases.

At 31 December 2010, the Group's and the Company's prepaid land lease payments with a carrying amount of RMB24.0 million (2009: RMB83.1 million) were pledged to secure certain bank loans granted to the Group and the Company (note 30).

## 15. 投資物業(續)

於二零一零年十二月三十一日，本集團和本公司賬面值為人民幣5,900,000元的投資物業(二零零九年：人民幣6,300,000元)被用於抵押擔保本集團和本公司獲授的若干銀行貸款(附註30)。

於報告期間結束時投資物業之公允值由獨立專業物業估值師威格斯資產評估顧問有限公司所作出之估價確定。該公允值指於評估之日知情的自願買方及知情的自願賣方於公平交易中買賣資產所涉及金額。

## 16. 土地租賃預付款

### Group and Company 集團及公司

	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Carrying amount at 1 January	88,271	74,549
Additions	-	16,176
Recognised during the year	(2,454)	(2,454)
Carrying amount at 31 December	85,817	88,271

租賃土地均位於中國大陸且都是長期租賃。

於二零一零年十二月三十一日，本集團和本公司賬面值為人民幣24,000,000元的土地租賃預付款(二零零九年：人民幣83,100,000元)被用於抵押擔保本集團和本公司獲授的若干銀行貸款(附註30)。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 17. GOODWILL

### Group

At 1 January 2010: Cost and net carrying amount	於二零一零年一月一日： 成本及賬面淨值	RMB'000 人民幣千元	-
Acquisition of a subsidiary (note 35) Impairment during the year	收購附屬公司（附註35） 本年度減值		90,204 -
Cost and net carrying amount at 31 December 2010	於二零一零年十二月三十一日 之成本及賬面淨值		90,204
At 31 December 2010: Cost Accumulated impairment	於二零一零年十二月三十一日： 成本 累計減值		90,204 -
Net carrying amount	賬面淨值		90,204

### Impairment testing of goodwill

Goodwill acquired through business combinations has been allocated to the subsidiary acquired as a whole for impairment testing:

### Cash-generating unit

The recoverable amount of the subsidiary has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 13%. The growth rate used to extrapolate the cash flows of the subsidiary beyond the five-year period is 3%, which was the same as the long term average growth rate of the industry.

## 17. 商譽

### 集團

RMB'000  
人民幣千元

於二零一零年一月一日： 成本及賬面淨值	-
收購附屬公司（附註35） 本年度減值	90,204 -
於二零一零年十二月三十一日 之成本及賬面淨值	90,204
於二零一零年十二月三十一日： 成本 累計減值	90,204 -
賬面淨值	90,204

### 商譽減值測試

通過業務合併獲得的商譽整體歸於被收購的附屬公司，用於減值測試：

### 現金產出單位

已根據高級管理層批准的五年期財務預算做出的現金流預測的使用價值計算，確定了附屬公司的可回收金額。現金流預測所用的折現率為13%。用於預測附屬公司五年期以上現金流的增長率為3%，與行業長期平均增長率相同。



# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 17. GOODWILL (Continued)

### Impairment testing of goodwill (Continued)

#### Cash-generating unit (Continued)

Key assumptions were used in the value in use calculation of the subsidiary for 31 December 2010. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

**Budgeted gross margins** – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

**Discount rates** – The discount rates used are before tax and reflect specific risks relating to the relevant units.

The values assigned to key assumptions are consistent with external information sources.

## 18. INTANGIBLE ASSETS

The intangible assets of the Group represent the carrying amount of a distribution network and software acquired.

## 17. 商譽(續)

### 商譽減值測試(續)

#### 現金產出單位(續)

對二零一零年十二月三十一日附屬公司使用價值計算時使用了關鍵假設。下文描述了管理層在進行商譽減值測試時做出現金流預測採用的關鍵假設：

**預算毛利率** – 用於確定預算毛利率分派價值的基礎是預算年前一年實現的平均毛利率，如有預期的效率改進和預期的市場發展，則相應增加。

**折扣率** – 折扣率在稅前使用，並反映與相關單位有關的特定風險。

分派給關鍵假設的價值與外部信息來源一致。

## 18. 無形資產

本集團的無形資產指購入的分銷網絡及軟件之賬面值。

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Cost at 1 January, net of accumulated amortisation	於一月一日的成本 扣除累計攤銷	7,330	8,583	4,623	4,756
Additions	增加	6,056	715	2,456	715
Amortisation provided during the year	本年度攤銷撥備	(2,331)	(1,968)	(1,061)	(848)
At 31 December, net of accumulated amortisation	於十二月三十一日， 扣除累計攤銷	11,055	7,330	6,018	4,623
At 31 December: Cost	於十二月三十一日： 成本	22,234	16,178	13,034	10,578
Accumulated amortisation	累計攤銷	(11,179)	(8,848)	(7,016)	(5,955)
Net carrying amount	賬面淨值	11,055	7,330	6,018	4,623

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 19. INTERESTS IN SUBSIDIARIES

## 19. 佔附屬公司的權益

		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Unlisted investments, at cost	非上市股本投資，按成本值	500,988	333,847
Amounts due from subsidiaries	應收附屬公司款項	267,629	146,493
Amounts due to subsidiaries	應付附屬公司款項	(61,714)	(39,378)
		<b>706,903</b>	<b>440,962</b>

Included in the amounts due from subsidiaries as at 31 December 2010 were entrusted loans provided by the Company to Beijing Chaopi Trading Company Limited ("Chaopi Trading") (the "Borrower"), amounting to RMB150 million with floating interest rate of one-year lending rate, to finance the Borrower's working capital. The entrusted loans were arranged via the Bank of Beijing.

於二零一零年十二月三十一日，應收附屬公司款項中包括本公司提供給朝批商貿股份有限公司(「朝批商貿」、「借入方」)的委托貸款人民幣150,000,000元(附一年期借款浮動利率)，以作為借入方的日常營運資金。該等委托貸款通過北京銀行安排。

Except for the aforementioned entrusted loans, all the amounts due from/to subsidiaries are unsecured, interest-free and have no fixed terms of repayment. The carrying amounts of these amounts due from/to subsidiaries approximate to their fair values.

除上述委托貸款之外，所有應收／應付附屬公司的款項均為無抵押、免息及無固定償還期。該等附屬公司應收及應付款項與其公允值相若。

Particulars of the subsidiaries held by the Company as at 31 December 2010 are as follows:

於二零一零年十二月三十一日，本公司附屬公司詳情如下：

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 19. INTERESTS IN SUBSIDIARIES (Continued)

## 19. 佔附屬公司的權益(續)

Name 公司名稱	Place of registration and operations 註冊成立及營運地點	Nominal value of paid-up and registered capital 繳足註冊資本賬面值	Percentage of equity attributable to the Company		Principal activities 主營業務
			Direct 本公司應佔股本權益百分比 直接	Indirect 間接	
Beijing Jingkelong (Langfang) Company Limited ("Jingkelong Langfang") 北京京客隆(廊坊)有限公司 (「京客隆廊坊」)	Langfang, PRC 中國廊坊	RMB50,000,000 人民幣50,000,000元	100.00	-	Retail of general merchandise 一般貨品零售
Chaopi Trading 朝批商貿	Beijing, PRC 中國北京	RMB368,000,000 人民幣368,000,000元	79.85	-	Wholesale of general merchandise 一般貨品批發
Beijing Xinyang Tongli Commercial Facilities Company Limited ("Xinyang Tongli") 北京欣陽通力設備有限公司 (「欣陽通力」)	Beijing, PRC 中國北京	RMB1,600,000 人民幣1,600,000元	52.03	-	Production of plastic packing materials and installation and maintenance of commercial equipment 塑料包裝物料生產和商業設備安裝及保養
Beijing Jingkelong Supermarket Chain Company Limited 北京京客隆超市連鎖有限公司	Beijing, PRC 中國北京	RMB29,000,000 人民幣29,000,000元	100.00	-	Retail of general merchandise 一般貨品零售
Beijing Chaopi Huaqing Beverage Company Limited ("Chaopi Huaqing") (2) 北京朝批華清飲料有限責任公司(「朝批華清」)(2)	Beijing, PRC 中國北京	RMB18,000,000 人民幣18,000,000元	-	42.66	Wholesale of drinks and food 飲品及食品批發
Beijing Chaopi Flavourings Company Limited ("Chaopi Flavourings") (2) 北京朝批調味品有限責任公司(「朝批調味品」)(2)	Beijing, PRC 中國北京	RMB23,750,000 人民幣23,750,000元	-	42.03	Wholesale of flavourings, edible oil and food 調味品及食用油批發及食品批發

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 19. INTERESTS IN SUBSIDIARIES (Continued)

## 19. 佔附屬公司的權益(續)

Name 公司名稱	Place of registration and operations 註冊成立及營運地點	Nominal value of paid-up and registered capital 繳足註冊資本賬面值	Percentage of equity attributable to the Company		Principal activities 主營業務
			Direct 本公司應佔股本權益百分比 直接	Indirect 間接	
Beijing Chaopi Shuanglong Alcohol Sales Company Limited (2) 北京朝批雙隆酒業銷售有限責任公司(2)	Beijing, PRC 中國北京	RMB24,000,000 人民幣24,000,000	–	47.11	Wholesale of alcoholic beverages 酒精飲品批發
Beijing Chaopi Jinglong Oil Sales Company Limited (“Chaopi Jinglong”) (2) 北京朝批京隆油脂銷售有限責任公司(「朝批京隆」)(2)	Beijing, PRC 中國北京	RMB36,000,000 人民幣36,000,000	–	43.30	Wholesale of edible oil 食用油批發
Shijiazhuang Chaopi Xinlong Trading Company Limited 石家莊朝批鑫隆商貿有限公司	Shijiazhuang, PRC 中國石家莊	RMB5,000,000 人民幣5,000,000元	–	79.85	Wholesale of alcoholic Beverages 酒精飲品批發
Qingdao Chaopi Jinlong Trading Company Limited 青島朝批錦隆商貿有限公司	Qingdao, PRC 中國青島	RMB5,000,000 人民幣5,000,000元	–	79.85	Wholesale of alcoholic beverages 酒精飲品批發
Beijing Chaopi Zhongde Trading Company Limited (“Chaopi Zhongde”) 北京朝批中得商貿有限公司(「朝批中得」)	Beijing, PRC 中國北京	RMB28,000,000 人民幣28,000,000元	–	79.85	Wholesale of consumer sanitary products 日化用品批發
Beijing Chaopi Huilong Trading Company Limited (“Chaopi Huilong”) 北京朝批匯隆商貿有限公司(「朝批匯隆」)	Beijing, PRC 中國北京	RMB12,000,000 人民幣12,000,000元	–	58.85	Wholesale of alcoholic beverages 酒精飲品批發
Taiyuan Chaopi Trading Company Limited merchandise 太原朝批商貿有限公司	Taiyuan, PRC 中國太原	RMB5,000,000 人民幣5,000,000元	–	79.85	Wholesale of general 一般貨品批發

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 19. INTERESTS IN SUBSIDIARIES (Continued)

## 19. 佔附屬公司的權益(續)

Name 公司名稱	Place of registration and operations 註冊成立 及營運地點	Nominal value of paid-up and registered capital 繳足註冊資本 賬面值	Percentage of equity attributable to the Company		Principal activities 主營業務
			Direct 本公司應佔 股本權益百分比 直接	Indirect 間接	
Tangshan Chaopi Trading Company Limited merchandise 唐山朝批商貿有限公司	Tangshan, PRC 中國唐山	RMB5,000,000 人民幣5,000,000元	-	79.85	Wholesale of general 一般貨品批發
Tianjin Chaopi Trading Company Limited merchandise 天津朝批商貿有限公司	Tianjin, PRC 中國天津	RMB15,000,000 人民幣5,000,000元	-	79.85	Wholesale of general 一般貨品批發
Chaopi Yuli Trading Company Limited (2) merchandise 北京朝批裕利商貿有限公司(2)	Beijing, PRC 中國北京	RMB12,000,000 人民幣12,000,000元	-	30.31	Wholesale of general 一般貨品批發
Beijing Shoulian Supermarket Company Limited ("Shouchao") (3) 北京首聯超市有限公司 (「首超」)(3)	Beijing, PRC 中國北京	RMB98,453,439 人民幣98,453,439元	100.00	-	Retail of general merchandise 一般貨品零售
Beijing Shoulian Jiulong Supermarket Company Limited ("Jiulong") (3) 北京首聯久隆超市 有限公司(「久隆」)(3)	Beijing, PRC 中國北京	RMB10,000,000 人民幣10,000,000元	-	100.00	Retail of general merchandise 一般貨品零售
Beijing Shoulian Haotian Trading Company Limited ("Haotian") (3) 北京首聯昊天商貿有限責任公司 (「昊天」)(3)	Beijing, PRC 中國北京	RMB500,000 人民幣500,000元	-	100.00	Retail of general merchandise 一般貨品零售

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 19. INTERESTS IN SUBSIDIARIES (Continued)

None of the subsidiaries of the Company are audited by Ernst & Young Hong Kong or other member firm of the Ernst & Young global network.

Notes:

- (1) All subsidiaries except Chaopi Trading are registered as limited liability companies under the PRC law. Following a share reform, Chaopi Trading turned into a joint stock limited company on 31 May 2010.
- (2) These companies are directly held by Chaopi Trading or its subsidiary as to more than 50% equity interests and are accounted for as subsidiaries of Chaopi Trading. Since the Company held a 79.85% equity interest in Chaopi Trading as at 31 December 2010, such companies have been accounted for as subsidiaries of the Company, though the equity interests indirectly attributable to the Company are less than 50%.
- (3) During the year, the Group acquired Shouchao from a third party. Jiulong and Haotian are directly held by Shouchao as to 100% equity interests. Since the Company held a 100% equity interest in Shouchao, Jiulong and Haotian are the subsidiaries of the Company. Further details of this acquisition are included in note 35 to the financial statements.

## 19. 佔附屬公司的權益(續)

概無本公司附屬公司由安永香港或其他安永國際成員公司負責審計。

附註：

- (1) 除朝批商貿外，所有附屬公司均為按中國法律註冊的有限責任公司。經股份制改造後，朝批商貿於二零一零年五月三十一日由有限責任公司變更為股份有限公司。
- (2) 該等由朝批商貿直接持有或由其附屬公司持有超過50%股本權益的公司，被視為朝批商貿的附屬公司。因本公司截至二零一零年十二月三十一日擁有朝批商貿79.85%的股本權益，該等公司也計為本公司的附屬公司，儘管本公司對其間接擁有的股本權益少於50%。
- (3) 於本年度內，本集團從第三方購入首超。久隆和昊天100%的股本權益由首超直接持有。因本公司持有首超100%的股本權益，故久隆和昊天均為本公司的附屬公司。關於此項收購的詳情載於財務報表附註35中。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 20. AVAILABLE-FOR-SALE INVESTMENTS

## 20. 可供銷售股本投資

	Notes 附註	Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Listed equity investment in the PRC, at fair value	(a)	6,853	4,293	-	-
Unlisted equity investments, at cost		43,188	1,188	42,000	-
Less: impairment loss of equity investments		(1,188)	(1,188)	-	-
		42,000	-	42,000	-
		48,853	4,293	42,000	-
Less: Current portion included inequity investments, at cost		-	-	-	-
Non-current portion		48,853	4,293	42,000	-

The above investments consist of investments in equity securities which were designated as available-for-sale investments and have no fixed maturity date or coupon rate. The fair value of the listed equity investment is based on quoted market prices.

上述投資包括投資被稱為可供銷售的金融投資的股本證券，並且無固定的還款期限和票息率。上市股本投資的公允值乃根據市場報價計算。

Note:

附註：

(a) During the year ended 31 December 2010, the net gain of the Group's available-for-sale investment of RMB1,920,000 (2009: gain of RMB2,222,000) was recognised as other comprehensive income.

(a) 於二零一零年度內，本集團可供銷售股本投資的淨收益約人民幣1,920,000元確認為其他全面收益(二零零九年：收益人民幣2,222,000元)。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 21. OTHER LONG TERM LEASE PREPAYMENTS

Other long term lease prepayments of the Group represent the long term portion of rental expenses prepaid to third parties in respect of the lease of certain premises and warehouses in Beijing for a period of five to eighteen years.

## 21. 其他長期租賃預付款

其他長期租賃預付款指本集團就北京租賃若干租期為五至十八年的營業場所及庫房，預付給第三方的長期租賃開支預付款中的長期部分。

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Cost at 1 January, net of accumulated amortisation	於一月一日的成本 成本扣除累計攤銷	77,788	75,167	51,114	46,375
Additions	增加	16,215	11,932	15,220	8,186
Amortisation provided during the year	本年度內攤銷撥備	(17,174)	(9,311)	(11,651)	(3,447)
At 31 December, net of accumulated amortisation	於十二月三十一日 減累計攤銷	76,829	77,788	54,683	51,114
Less: current portion included in prepayments, deposits and other receivables	減：包括預付款、按金及其他應收款之本期部分	(18,672)	(13,256)	(13,508)	(7,742)
Non-current portion		58,157	64,532	41,175	43,372

## 22. INVENTORIES

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Merchandise and produce for resale	供轉售商品和產品	985,511	773,429	304,790	262,156
Raw materials	原材料	9,617	9,614	9,617	9,614
Low value consumables	低值易耗品	995,128 2,228	783,043 2,208	314,407 -	271,770 79
		997,356	785,251	314,407	271,849



# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 23. TRADE RECEIVABLES

## 23. 應收賬款

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Trade receivables	應收賬款	1,185,689	1,199,117	279,763	480,917
Impairment	減值	-	(727)	-	-
		<b>1,185,689</b>	<b>1,198,390</b>	<b>279,763</b>	<b>480,917</b>

The Group normally allows a credit period of not more than 60 days to its customers. A longer credit period is granted to its major customers with long term relationship. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. The Group's trade receivables as at 31 December 2010 comprised approximately 2,500 (2009: 2,500) customers with amounts ranging from RMB0.001 million to RMB260.5 million (2009: RMB0.001 million to RMB462.1 million). Trade receivables are non-interest-bearing except for amounts due from Beijing Shoulian Trading Company Limited ("Shoulian"), an independent third party, which bore interest at a rate of 5.3% (2009: 5.3%) per annum.

An aged analysis of the trade receivables of the Group and the Company as at the end of the reporting period, based on the invoice date and net of provision, is as follows:

本集團給予客戶的信用期一般不超過六十日。對於有長期業務關係的主要客戶授予較長的信用期。本集團設法嚴格控制其尚未收回的應收賬款，高級管理層會定期就逾期末償還金額進行評審。於二零一零年十二月三十一日，本集團本集團應收賬款分布於約2,500名(二零零九年：2,500名)客戶，其應收款項從人民幣1,000元至人民幣260,500,000元(二零零九年：從人民幣1,000元至人民幣462,100,000元)。除應收獨立第三方北京首聯商業集團有限公司(「首聯」)的到期應收賬款按年利率5.3%(二零零九年：5.3%)計息外，其餘應收賬款不計息。

本集團及本公司於報告期間結束時應收賬款根據發票日期及扣除撥備後的賬齡分析如下：

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Within 2 months	兩個月之內	635,557	728,925	19,225	97,945
2 to 6 months	兩個至六個月	270,592	242,527	-	160,818
6 months to 1 year	六個月到一年	111,952	202,570	95,678	198,145
1 to 2 years	一年到二年	167,588	24,368	164,860	24,009
		<b>1,185,689</b>	<b>1,198,390</b>	<b>279,763</b>	<b>480,917</b>

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 23. TRADE RECEIVABLES (Continued)

The movements in provision for impairment of trade receivables are as follows:

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
At 1 January	於一月一日	727	880	-	-
Amount written off as uncollectible	已核銷壞賬	-	-	-	-
Impairment losses reversed	已撥回的減值損失	(727)	(153)	-	-
At 31 December	於十二月三十一日	-	727	-	-

## 23. 應收賬款(續)

應收賬款的壞賬撥備變動如下：

The provision represented the individually impaired trade receivables related to customers that were outstanding over 360 days. The Group does not hold any collateral or other credit enhancements over these balances.

超過360天的長期未付款客戶的應收賬款已分別單獨計提減值準備。本集團就上述餘額未獲得任何擔保或其他信用增級。

An aged analysis of the trade receivables that are not considered to be impaired is as follows:

未確認減值的應收賬款賬齡分析如下：

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Not past due	未過期	636,930	889,207	19,233	258,763
Less than 1 month past due	過期未超過一個月	139,945	73,268	3,322	27,638
1 to 3 months past due	過期超過一個月至三個月	153,446	93,247	19,439	56,316
Over 3 months past due	過期超過三個月	255,368	142,668	237,769	138,200
		1,185,689	1,198,390	279,763	480,917

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 23. TRADE RECEIVABLES (Continued)

Included in the trade receivables of the Group and the Company as at 31 December 2010 was an amount of approximately RMB260.5 million (2009: RMB462.1 million) due from one of the Group's major customers, Shoulian, and the overdue balance was approximately RMB260.5 million (2009: RMB222.2 million). In the opinion of the directors, no impairment is necessary in view of the following considerations:

- The balance of Shoulian subsequently settled RMB180.5 million including RMB179.3 million for acquisition of 86% equity interest in Beijing Jingchao Trading Company Limited ("Jingchao") on 25 January 2011. For further details, please refer to note 42; and
- Shoulian arranges to pledge one piece of land and related buildings situated in Beijing with a total value of not less than RMB91.9 million to the Company to secure the overdue trade receivable.

Other than the trade receivables due from Shoulian above, the receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

## 23. 應收賬款(續)

於二零一零年十二月三十一日，本集團約人民幣260,500,000元(二零零九年：462,100,000元)的應收賬款來自本集團的一個主要客戶首聯，其到期未償還金額約為人民幣260,500,000元(二零零九年：222,200,000元)。董事認為，基於以下考慮，對上述應收款項無須提取減值：

- 首聯已償還了人民幣180,500,000元的債務，其中包括於二零一一年一月二十五日用於收購北京京超商業有限公司(「京超」)86%股權的人民幣179,300,000元。更多詳情請參閱附註42；及
- 首聯安排將位於北京的總值不低於人民幣91,900,000元的一處土地及相關房產抵押給本公司，以擔保償還該到期應收賬款。

除上述首聯的到期未還應收賬款外，其餘應收款為與本集團有良好過往記錄的若干獨立客戶相關的過期但未減值款項。基於以往經驗，公司董事認為，因該賬款餘額尚無重大信用質量變化且仍被認為可全部收回，故沒有必要撥備減值。本集團就上述餘額未獲得任何擔保或其他信用增級。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

## 24. 預付款、按金及其他應收款項

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Prepayments to suppliers	預付供應商款項	276,723	253,636	19,379	9,341
Other receivables	其他應收款	64,635	56,147	38,522	33,661
Prepaid expenses	預付開支	55,484	30,207	29,921	15,959
Input value-added tax receivables	增值稅進項稅應收款項	145,192	90,576	88,752	42,035
		<b>542,034</b>	430,566	<b>176,574</b>	100,996

### Other receivables

### 其他應收款

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Other receivables	其他應收款	71,635	63,147	45,522	40,661
Impairment	減值	(7,000)	(7,000)	(7,000)	(7,000)
		<b>64,635</b>	56,147	<b>38,522</b>	33,661

The movements in provision for impairment of other receivables are as follows:

其他應收款減值撥備變動如下：

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
At 1 January	於一月一日	7,000	7,612	7,000	7,612
Impairment losses recognised	已確認減值損失	1,500	-	1,500	-
Amount written off as uncollectible	已核銷壞賬	(1,500)	(612)	(1,500)	(612)
At 31 December	於十二月三十一日	<b>7,000</b>	7,000	<b>7,000</b>	7,000

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

The individually impaired other receivables relate to receivables from customers that have been outstanding over 360 days. The Group does not hold any collateral or other credit enhancements over these balances.

An aged analysis of the Group's and Company's other receivables that are not considered to be impaired is as follows:

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Not past due	未過期	64,635	56,147	38,522	33,661

Other receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

## 25. LOAN RECEIVABLE

As at 31 December 2010, the Group's and Company's loan receivable represented an entrusted loan made by the Company to Shoulian through the Bank of Beijing. The entrusted loan is unsecured, bears interest at an annual rate of 5.3% and will mature on 25 May 2011. The carrying amount of the loan receivable approximates to its fair value.

## 24. 預付款、按金及其他應收款項(續)

對超過360天長期未付款客戶的其他應收賬款已分別單獨撥備減值。本集團對上述餘額未獲任何擔保或其他信用增級。

本集團和本公司未被確認減值的其他應收款之賬齡分析如下：

其他應收賬款未過期，或因分布至眾多不同客戶且該等客戶均無違約歷史而未減值。

## 25. 應收貸款

於二零一零年十二月三十一日，應收貸款指本公司通過北京銀行向首聯提供的委托貸款，該委托貸款無擔保，年利率為5.3%，將於二零一一年五月二十五日到期。此應收貸款的賬面價值與其公允值相近。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 26. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS 26. 現金及現金等價物以及已抵押存款

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
	Notes 附註				
Cash and bank balances	現金及銀行結餘	574,532	413,811	262,762	240,379
Time deposits	定期存款	21,966	51,999	8,229	21,860
		<b>596,498</b>	465,810	<b>270,991</b>	262,239
Less: Pledged time deposits	減：已抵押定期存款				
Pledged for bills payable	為應付票據抵押	27 (21,966)	(48,258)	(8,229)	(21,860)
Pledged for secured bank loans	為銀行貸款擔保抵押	30 -	(3,741)	-	-
Cash and cash equivalents	現金及現金等價物	<b>574,532</b>	413,811	<b>262,762</b>	240,379

At the end of the reporting period, except for cash and bank balances of RMB92,000 (2009: RMB117,000) which were denominated in foreign currencies, the Group's cash and bank balances were denominated in RMB, which are not freely convertible in the international market. The remittance of funds out of the Mainland China is subject to exchange restrictions imposed by the PRC government.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

於報告期間結束時，本集團現金及銀行結餘除人民幣92,000元(二零零九年：人民幣117,000元)以外幣列值外，其餘均以人民幣列值，且不能於國際市場自由兌換。於中國大陸的資金匯款須遵守中國政府的匯兌限制性規定。

銀行存款賺取之利息乃按每日銀行存款利率之浮動利率而定。短期存款的期限介於一日和三個月之間，主要取決於集團的現金需求並可賺取短期存款利息。銀行結餘及有抵押銀行存款存於沒有過往不履行責任之歷史的有信譽的銀行。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 27. TRADE AND BILLS PAYABLES

An aged analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is analysed as follows:

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Within 2 months	兩個月之內	918,616	818,916	390,462	355,199
2 to 6 months	兩個月至六個月	131,082	203,291	127,780	165,255
6 months to 1 year	六個月至一年	9,164	4,999	7,077	4,662
1 to 2 years	一年到二年	5,012	2,262	2,302	1,501
Over 2 years	超過二年	1,638	1,739	985	950
		<b>1,065,512</b>	1,031,207	<b>528,606</b>	527,567

The trade and bills payables are non-interest-bearing and are normally settled on 60-day terms.

As at 31 December 2010, the bills payable of the Group amounting to RMB87.3 million (2009: RMB152.1 million) were secured by certain of the Group's pledged time deposits amounting to RMB22.0 million (2009: RMB48.3 million) (note 26).

As at 31 December 2010, the bills payable of the Company amounting to RMB26.4 million (2009: RMB64.1 million) were secured by certain of the Company's pledged time deposits amounting to RMB8.2 million (2009: RMB21.9 million) (note 26).

## 27. 應付賬款及票據

於報告期間結束時應付賬款及票據按發票日期之賬齡分析如下：

應付賬款及票據不附帶利息，一般償還期限為60天。

於二零一零年十二月三十一日，本集團應付票據共計人民幣87,300,000元(二零零九年：人民幣152,100,000元)，由本集團共計約人民幣22,000,000元(二零零九年：人民幣48,300,000元)的銀行定期存款提供擔保(附註26)。

於二零一零年十二月三十一日，本公司應付票據共計人民幣26,400,000元(二零零九年：人民幣64,100,000元)，由本公司共計約人民幣8,200,000元(二零零九年：人民幣21,900,000元)的銀行定期存款提供擔保(附註26)。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 28. DEBENTURES

On 28 July 2010 and 15 September 2010, the Company issued debentures in aggregate amounting to RMB300 million and RMB200 million, respectively, with a term of maturity of one year. The debentures are unsecured, interest-bearing at 3.4% and 3.6% per annum and are issued through the Bank of Beijing. The carrying amounts of the debentures approximate to their fair values. The debentures will be settled on 28 July 2011 and 15 September 2011.

## 28. 債券

於二零一零年七月二十八日及二零一零年九月十五日，本公司分別發行總額為人民幣300,000,000元及人民幣200,000,000元的短期融資券，期限為一年。該短期融資券無擔保，年利率分別為3.4%及3.6%，通過北京銀行發行。該等債券的賬面值與公允值相近，將於二零一一年七月二十八日及二零一一年九月十五日到期兌付。

## 29. OTHER PAYABLES AND ACCRUALS

## 29. 其他應付款項及預提費用

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Accrued salaries, wages and benefits	應付薪金、工資及福利	11,288	19,972	7,657	15,395
Deposits from suppliers and lessees	供應商／承租人按金	27,990	31,222	22,809	28,852
Advances from customers	預收客戶賬款	376,868	288,258	349,584	271,758
Interest expense payable	應付利息費用	8,922	17,867	7,557	1,370
Rental expense payable	應付租金費用	15,981	6,378	7,414	5,270
Accrued operating expenses	應計營運費用	4,849	1,169	2,191	1,169
Construction fee payables	應付工程費	114,105	105,511	94,359	88,692
Dividends payable to non-controlling equity holders	應付少數股本權益持有人之股息	1,504	49,932	-	-
Others	其他	36,310	24,321	12,876	11,037
<b>Total other payables and accruals</b>	<b>其他應付款及預提費用總額</b>	<b>597,817</b>	<b>544,630</b>	<b>504,447</b>	<b>423,543</b>

Other payables are non-interest-bearing and are payable within one year.

其他應付款項不附帶利息，並應於一年內支付。



# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 30. INTEREST-BEARING BANK AND OTHER BORROWINGS

## 30. 附息銀行貸款及其他借款

		Group 集團			
		2010 二零一零年		2009 二零零九年	
		Maturity 到期日	RMB'000 人民幣千元	Maturity 到期日	RMB'000 人民幣千元
<b>Current</b>	<b>本期部分</b>				
Bank loans – secured	銀行貸款—有抵押		–	2010	568,470
Bank loans – unsecured	銀行貸款—無抵押	2011	1,185,000	2010	560,000
Other borrowings – unsecured	其他借款—無抵押		–	2010	397,510
Current portion of long term bank loans – secured	長期銀行貸款本期部分—有抵押		–	2010	50,000
			<b>1,185,000</b>		1,575,980
<b>Non-current</b>	<b>非本期部分</b>				
Bank loans – secured	銀行貸款—有抵押	2013	430,000	2011	6,000
			<b>1,615,000</b>		1,581,980

		Company 公司			
		2010 二零一零年		2009 二零零九年	
		Maturity 到期日	RMB'000 人民幣千元	Maturity 到期日	RMB'000 人民幣千元
<b>Current</b>	<b>本期部分</b>				
Bank loans – secured	銀行貸款—有抵押		–	2010	456,000
Bank loans – unsecured	銀行貸款—無抵押	2011	350,000	2010	350,000
Current portion of long term bank loans – secured	長期銀行貸款本期部分—有抵押		–	2010	50,000
			<b>350,000</b>		856,000
<b>Non-current</b>	<b>非本期部分</b>				
Bank loans – secured	銀行貸款—有抵押	2013	230,000	2011	6,000
			<b>580,000</b>		862,000

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 30. INTEREST-BEARING BANK AND OTHER BORROWINGS 30. 附息銀行貸款及其他借款(續)

(Continued)

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Analysed into:	分析為：				
Bank loans repayable:	應償還銀行貸款：				
Within one year or on demand	一年內或須按 要求償還	1,185,000	1,178,470	350,000	856,000
In the second year	第二年	200,000	6,000	-	6,000
In the third to fifth years, inclusive	第三至五年 (包括首尾兩年)	230,000	-	230,000	-
		1,615,000	1,184,470	580,000	862,000
Other borrowings repayable:	應償還其他借款：				
Within one year	一年內	-	397,510	-	-
		1,615,000	1,581,980	580,000	862,000

### (a) Bank loans

All of the Group's and the Company's bank loans, which are denominated in RMB, bear interest at fixed rates ranging from 4.0% to 5.6% (2009: 4.9% to 7.5%) per annum.

#### (i) Secured bank loans

As at 31 December 2010, the secured bank loans of the Group and the Company amounting to RMB430.0 million and RMB230.0 million, respectively which were secured by certain of the Group's and the Company's buildings, investment properties and prepaid land lease payments with aggregate net book values of approximately RMB160.1 million (note 14), RMB5.9 million (note 15), and RMB24.0 million (note 16), respectively.

### (a) 銀行貸款

所有本集團及本公司銀行貸款均以人民幣結算，分別按介乎於4.0%至5.6%（二零零九年：4.9%至7.5%）的固定年利率計算利息。

#### (i) 有抵押銀行貸款

於二零一零年十二月三十一日，本集團和本公司的有抵押銀行貸款總計人民幣430,000,000元及人民幣230,000,000元，分別由本集團及本公司的樓宇、投資物業和土地租賃預付款作為抵押擔保，總賬面淨值分別約為人民幣160,100,000元（附註14）、人民幣5,900,000元（附註15）和人民幣24,000,000（附註16）。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

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## 30. INTEREST-BEARING BANK AND OTHER BORROWINGS

(Continued)

### (a) Bank loans (Continued)

#### (i) Secured bank loans (Continued)

As at 31 December 2009, the secured bank loans of the Group and the Company amounting to RMB612 million and RMB512 million, respectively which were secured by certain of the Group's and the Company's buildings, investment properties and prepaid land lease payments with aggregate net book values of approximately RMB649.8 million (note 14), RMB6.3 million (note 15), and RMB83.1 million (note 16), respectively. In addition, the secured bank loans of the Group amounting to RMB12.5 million were secured by certain of the Group's pledged time deposits amounting to RMB3.7 million (note 26).

#### (ii) Unsecured bank loans

Except for the bank loans of the Group amounting to RMB720 million (2009: RMB210 million) guaranteed by the Company and RMB315 million (2009: Nil) guaranteed by Chaopi Trading, the Group's and the Company's bank loans amounting to RMB150 million (2009: RMB350 million) were unsecured as at 31 December 2010.

### (b) Other borrowings

As at 31 December 2009, the unsecured other borrowings of the Group were borrowings from Jiangxi International Trust & Investment Company Limited, an independent third party, amounting to an aggregate of RMB397.5 million, bearing interest at a fixed rate of 5.3% per annum. They were guaranteed by the Company.

## 30. 附息銀行貸款及其他借款(續)

### (a) 銀行貸款(續)

#### (i) 有抵押銀行貸款(續)

於二零零九年十二月三十一日，本集團和本公司的有抵押銀行貸款人民幣612,000,000元及人民幣512,000,000元，分別由本集團和本公司的樓宇、投資物業和土地租賃預付款作為抵押擔保，總賬面淨值分別約為人民幣649,800,000元(附註14)、人民幣6,300,000元(附註15)和人民幣83,100,000元(附註16)。另外，本集團有抵押銀行貸款總計人民幣12,500,000元由本集團有抵押定期存款人民幣3,700,000元擔保(附註26)。

#### (ii) 無抵押銀行貸款

於二零一零年十二月三十一日，除本集團人民幣720,000,000元(二零零九年：人民幣210,000,000元)的銀行貸款由本公司擔保及人民幣315,000,000元(二零零九年：零)的銀行貸款由朝批商貿擔保之外，本集團和本公司總計人民幣150,000,000元(二零零九年：人民幣350,000,000元)的銀行貸款無擔保。

### (b) 其他借款

於二零零九年十二月三十一日，本集團無抵押其他借款借自獨立第三方江西國際信托投資有限公司，總額為人民幣397,500,000元，固定年利率5.3%，由本公司擔保。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 31. DEFERRED INCOME

Deferred income of the Group and the Company as at 31 December 2010 represented deferred government grants and deferred income arising from the loyalty points programme.

## 31. 遞延收入

於二零一零年十二月三十一日，本集團及本公司的遞延收入指遞延政府補貼及源自積分獎勵計劃的遞延收入。

		Group and Company 集團及公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
	Note 附註		
Carrying amount as at 1 January	於一月一日賬面值	3,575	7,214
Additions	增加	949	643
Released to the income statement	轉撥至損益表	(910)	(4,282)
<hr/>			
Carrying amount as at 31 December	於十二月三十一日賬面值	3,614	3,575
Current portion	本期部分	(1,216)	(910)
<hr/>			
Non-current portion	非本期部分	2,398	2,665

Notes:

附註：

- (a) In 2005, the Beijing Municipal Commission of Development and Reform and Beijing Municipal Chaoyang District Finance Bureau granted RMB3 million and RMB1 million, respectively, to the Company for the construction of a fresh produce logistics centre and a logistics system. The construction had been completed as at 31 December 2005. Therefore, the amounts were recorded in government grants and are amortised at RMB267,000 each year over the useful lives of the corresponding assets beginning from 1 January 2006.
- (b) The Group maintains a loyalty points programme within its retail segment which allows customers to accumulate points when purchasing goods in the Group's retail outlets. The points can be redeemed for discounts, subject to a minimum number of points to be obtained in the future. The amount allocated to the loyalty award credits is recorded in deferred income until the awards are redeemed in the next year, or the liability is otherwise extinguished in March 2011.

- (a) 於二零零五年，北京市發展和改革委員會與北京市朝陽區財政局向本公司分別撥款人民幣3,000,000元及人民幣1,000,000元的補助金用於建設生鮮食品配送中心及物流中心。該等工程已於二零零五年十二月三十一日完成。因此，該款項已計入政府補助金及自二零零六年一月一日起按相關資產可使用期限每年攤銷人民幣267,000元。
- (b) 本集團在其零售分部保留一項顧客忠誠積分獎勵計劃，允許顧客在本集團零售店鋪購買商品時累計積分，該積分在將來達到最低限度時可用作商品折扣。用作顧客忠誠獎勵的額度計為遞延收入，直至該獎勵在下一年度被兌換或該責任於二零一一年三月到期。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 32. DEFERRED TAX

### Deferred tax liabilities

The movements in deferred tax liabilities during the year are as follows:

## 32. 遞延稅項

### 遞延稅項負債

於本年度內遞延稅項負債的變動情況如下：

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
At 1 January	於一月一日	11,671	11,601	10,685	11,601
Deferred tax credited to the income statement during the year:	年度內計入損益表的遞延稅項：				
Changes in fair value of an available-for-sale investment	可供銷售股本投資公允價值變動	639	986	-	-
Capitalised interest expenses into construction in progress	在建工程資本化利息	(650)	(648)	(650)	(648)
Gain on exchange of a building	房屋置換收益	(268)	(268)	(268)	(268)
Fair value adjustments arising from acquisition of a subsidiary	源自收購附屬公司的公允價值調整	894	-	-	-
		615	70	(918)	(916)
		12,286	11,671	9,767	10,685
At 31 December	於十二月三十一日				
Provision in respect of:	撥備，關於：				
Temporary difference arising from changes in fair value of an available-for-sale investment	可供銷售股本投資公允價值變化引致的臨時差異	1,625	986	-	-
Temporary difference arising from capitalised interest expenses into construction in progress	資本化利息開支入在建工程引致的臨時差異	4,500	5,150	4,500	5,150
Temporary difference arising from a gain on exchange of a building	房屋置換收益引致的臨時差異	5,267	5,535	5,267	5,535
Fair value adjustments arising from acquisition of a subsidiary	源自收購附屬公司的公允價值調整	894	-	-	-
		12,286	11,671	9,767	10,685

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 32. DEFERRED TAX (Continued)

### Deferred tax assets

Group  
集團

At 1 January 2010	於二零一零年一月一日	-
Deferred tax arising from acquisition of a subsidiary	源自收購附屬公司的遞延稅項	12,172
<hr/>		
Gross deferred tax assets at 31 December 2010	於二零一零年十二月三十一日 遞延稅項資產總額	12,172

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

## 32. 遞延稅項(續)

### 遞延稅項資產

2010  
二零一零年  
Losses available for  
offsetting against future  
taxable profits  
可沖抵未來應稅  
利潤的損失  
RMB'000  
人民幣千元

出於呈報目的，部分遞延稅項資產與負債已於財務狀況表中抵銷。出於財務報告目的，對本集團遞延稅項餘額的分析如下：

Net deferred tax assets recognised in the consolidated statement of financial position	於合併財務狀況表中確認的 遞延稅項資產淨額	12,172
Net deferred tax liabilities recognised in the consolidated statement of financial position	於合併財務狀況表中確認的 遞延稅項負債淨額	(12,286)
<hr/>		
		(114)

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 33. ISSUED CAPITAL

## 33. 已發行股本

		Group and Company 集團及公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Issued and fully paid:	已發行及繳足：		
230,060,000 Domestic Shares of RMB1.00 each	230,060,000股每股面值 人民幣1.00元的內資股	230,060	230,060
182,160,000 H shares of RMB1.00 each	182,160,000股每股面值 人民幣1.00元的H股	182,160	182,160
		<b>412,220</b>	<b>412,220</b>

## 34. RESERVES

## 34. 儲備

### (a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 70 of the financial statements.

### (a) 集團

本集團的儲備及在本年度及過往年度的權益變動詳情載於本財務報表第70頁合併權益變動表中。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 34. RESERVES (Continued)

### (b) Company

		Share premium account 股本溢價 RMB' 000 人民幣千元	Capital reserve 資本公積金 RMB' 000 人民幣千元	Statutory surplus reserve 法定盈餘 公積金 RMB' 000 人民幣千元 (note (i)) (附註 (i))	Retained profits 保留溢利 RMB' 000 人民幣千元 (note (ii)) (附註 (ii))	Total 總額 RMB' 000 人民幣千元
Balance at 1 January 2009	於二零零九年 一月一之餘額	605,171	5,121	55,910	135,460	801,662
Total comprehensive income for the year	年度內全面 收益總額	-	-	-	164,692	164,692
Transfer from retained profits	保留溢利轉入	-	-	16,469	(16,469)	-
Proposed final 2009 dividend	擬派二零零九年 末期股息	-	-	-	(74,200)	(74,200)
At 31 December 2009 and 1 January 2010	於二零零九年 十二月三十一日 及二零一零年 一月一日	605,171	5,121	72,379	209,483	892,154
Total comprehensive income for the year	年度內全面 收益總額	-	-	-	86,123	86,123
Transfer from retained profits	保留溢利轉入	-	-	8,613	(8,613)	-
Proposed final 2010 dividend	擬派二零一零年 末期股息	-	-	-	(82,444)	(82,444)
At 31 December 2010	於二零一零年 十二月三十一日	605,171	5,121	80,992	204,549	895,833

Notes:

- (i) In accordance with the PRC Company Law and the respective companies' articles of association, the Company and its subsidiaries are required to appropriate 10% of the annual statutory profits after tax (after offsetting any prior years' losses), determined in accordance with PRC accounting standards and regulations, to the statutory surplus reserve. When the balance of each entity's reserve fund reaches 50% of its registered capital, any further appropriation is optional. The statutory surplus reserve can be utilised to offset prior years' losses or to increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of the registered capital after such uses.
- (ii) As at 31 December 2010, the Company had retained profits of approximately RMB204.5 million (2009: RMB209.5 million) after the appropriation of the proposed final dividend.

## 34. 儲備(續)

### (b) 公司

		Share premium account 股本溢價 RMB' 000 人民幣千元	Capital reserve 資本公積金 RMB' 000 人民幣千元	Statutory surplus reserve 法定盈餘 公積金 RMB' 000 人民幣千元 (note (i)) (附註 (i))	Retained profits 保留溢利 RMB' 000 人民幣千元 (note (ii)) (附註 (ii))	Total 總額 RMB' 000 人民幣千元
Balance at 1 January 2009	於二零零九年 一月一之餘額	605,171	5,121	55,910	135,460	801,662
Total comprehensive income for the year	年度內全面 收益總額	-	-	-	164,692	164,692
Transfer from retained profits	保留溢利轉入	-	-	16,469	(16,469)	-
Proposed final 2009 dividend	擬派二零零九年 末期股息	-	-	-	(74,200)	(74,200)
At 31 December 2009 and 1 January 2010	於二零零九年 十二月三十一日 及二零一零年 一月一日	605,171	5,121	72,379	209,483	892,154
Total comprehensive income for the year	年度內全面 收益總額	-	-	-	86,123	86,123
Transfer from retained profits	保留溢利轉入	-	-	8,613	(8,613)	-
Proposed final 2010 dividend	擬派二零一零年 末期股息	-	-	-	(82,444)	(82,444)
At 31 December 2010	於二零一零年 十二月三十一日	605,171	5,121	80,992	204,549	895,833

附註：

- (i) 依據中國公司法及相應公司章程規定，本公司及其附屬公司應當根據中國公認會計準則的要求決定每年提取稅後利潤(彌補往年虧損後)的10%列入公司法定盈餘公積金。當法定盈餘公積金累計金額達公司註冊資本的50%時，可以選擇是否再次提取。法定盈餘公積金可用於彌補公司往年虧損或增加公司資本。但法定盈餘公積金用於上述用途後所留存的餘額不得少於公司註冊資本25%。
- (ii) 於二零一零年十二月三十一日，本公司經撥付擬派末期股息後保留溢利約人民幣204,500,000元(二零零九年：人民幣209,500,000元)。



# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 35. BUSINESS COMBINATION

On 24 December 2010, the Group acquired a 100% interest in Shouchao from a third party, Shoulian. Shouchao is engaged in the retail industry. The acquisition was made as part of the Group's strategy to expand its market. The purchase considerations for the acquisition were in the forms of cash and trade receivables, of RMB24,230,000 and RMB96,930,000, respectively, settled at the acquisition date.

The fair values of the identifiable assets and liabilities of Shouchao as at the date of acquisition were as follows:

		Note 附註	Fair value recognised on acquisition 公允值 收購確認 RMB'000 人民幣千元
Property, plant and equipment	物業·廠房及設備	14	90,406
Other long term lease prepayments	其他長期租賃預付款		102
Deferred tax assets	遞延稅項資產		12,172
Cash and bank balances	現金及銀行結餘		36,292
Trade receivables	應收賬款		383
Prepayments and other receivables	預付款及其他應收款		15,895
Due from the parent company	母公司應付		(107,004)
Inventories	存貨		50,066
Short term loans	短期貸款		(35,000)
Trade payables	應付賬款		(3,399)
Accruals and other payables	計提及其他應付款		(28,063)
Deferred tax liabilities	遞延稅項負債		(894)
<b>Total identifiable net assets at fair value</b>	<b>可確認的淨資產公允價值</b>		<b>30,956</b>
<b>Goodwill on acquisition</b>	<b>收購商譽</b>		<b>90,204</b>
<b>Satisfied by cash and trade receivables</b>	<b>現金及應收賬款支付</b>		<b>121,160</b>

The fair values of the trade receivables and other receivables as at the date of acquisition amounted to RMB383,000 and RMB825,000, respectively. The gross contractual amounts of trade receivables and other receivables were RMB383,000 and RMB825,000, respectively.

## 35. 業務合併

於二零一零年十二月二十四日，本集團自第三方首聯收購首超100%股權。首超從事零售行業，該收購乃本集團市場拓展策略的一部分。收購的代價由人民幣現金24,230,000元及應收賬款人民幣96,930,000元組成，已分別於收購日支付。

於收購日首超可確認的資產和負債的公允值如下：

	Note 附註	Fair value recognised on acquisition 公允值 收購確認 RMB'000 人民幣千元
Property, plant and equipment	14	90,406
Other long term lease prepayments		102
Deferred tax assets		12,172
Cash and bank balances		36,292
Trade receivables		383
Prepayments and other receivables		15,895
Due from the parent company		(107,004)
Inventories		50,066
Short term loans		(35,000)
Trade payables		(3,399)
Accruals and other payables		(28,063)
Deferred tax liabilities		(894)
<b>Total identifiable net assets at fair value</b>		<b>30,956</b>
<b>Goodwill on acquisition</b>		<b>90,204</b>
<b>Satisfied by cash and trade receivables</b>		<b>121,160</b>

於收購日應收賬款及其他應收款的公允價值分別總計為人民幣383,000元及人民幣825,000元。應收賬款和其他應收款的合同金額分別總計為人民幣383,000及人民幣825,000元。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 35. BUSINESS COMBINATION (Continued)

The Group incurred transaction costs of RMB241,000 for this acquisition. These transaction costs have been expensed and are included in other expenses in the consolidated income statement.

The Group considers the most important factors to decide the purchase considerations are customer flow and favorable locations, which are not recognised as intangible assets at acquisition date because they cannot be measured reliably. None of the goodwill recognised is expected to be deductible for income tax purposes.

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

		RMB'000 人民幣千元
Cash consideration	現金代價	(24,230)
Cash and bank balances acquired	所獲現金及銀行結餘	36,292
Net inflow of cash and cash equivalents included in cash flows from investing activities	現金及現金等價物流入淨額 包括源自融資活動的現金流	12,062
Transaction costs of the acquisition included in cash flows from operating activities	收購交易成本 包括源自經營活動的現金流	(241)
		11,821

Had the combination taken place at the beginning of the year, the revenue from continuing operations of the Group and the net profit of the Group for the year would have been RMB7,493,435,000 and RMB185,842,000, respectively.

## 35. 業務合併(續)

本集團就本次收購產生的交易成本為人民幣241,000元。該等交易成本已經支付並已記入合併損益表的其他開支中。

本集團決定收購代價所考慮的最重要的因素為客流及較好的店址，因其無法可靠計量，故在收購日未將其確認為無形資產。確認的商譽概無預期扣減所得稅的目的。

關於收購附屬公司的現金流分析如下：

倘合併發生在年初，本集團持續經營的收入及本集團年度淨利潤應分別為人民幣7,493,435,000元及人民幣185,842,000元。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 36. CONTINGENT LIABILITIES

As at the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Guarantees given to banks in connection with facilities granted to subsidiaries	就授予附屬公司的融資額度向銀行提供擔保	-	-	1,040,000	260,000
Guarantees given to other financial institutions in connection with facilities granted to subsidiaries	就授予附屬公司的融資額度向其他金融機構提供擔保	-	-	-	397,510
		-	-	1,040,000	657,510

As at 31 December 2010, the facilities granted to subsidiaries subject to guarantees given to banks and other financial institutions by the Company were utilised to the extent of approximately RMB720,000,000 (2009: RMB210,000,000) and Nil (2009: RMB397,510,000), respectively.

## 36. 或然負債

於報告期間結束時，在財務報表中未作撥備的或然負債如下：

於二零一零年十二月三十一日，由本公司向銀行及其他金融機構提供擔保而授予附屬公司的融資額度之中分別已使用約人民幣720,000,000元（二零零九年：人民幣210,000,000元）及零（二零零九年：397,510,000元）。

## 37. PLEDGE OF ASSETS

Details of the Group's and the Company's assets for securing bank loans and bills payable are included in notes 14, 15, 16, 26, and 27 to the financial statements.

## 37. 資產抵押

本集團及本公司為有抵押銀行貸款及其他借款及應付票據提供擔保的資產詳情載於財務報表附註14、15、16、26及27中。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 38. OPERATING LEASE ARRANGEMENTS

### (a) As lessor

The Group and the Company lease their properties under operating lease arrangements, with leases negotiated for terms ranging from 1 to 20 years. The terms of the leases generally also require the tenants to pay security deposits.

As at 31 December 2010, the Group and the Company had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Within one year	一年以內	40,545	43,454	37,376	41,079
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	123,895	138,597	111,119	128,046
After five years	五年以後	91,773	121,910	65,408	96,257
		<b>256,213</b>	303,961	<b>213,903</b>	265,382

### (b) As lessee

The Group and the Company lease certain of their properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from 2 to 20 years.

As at 31 December 2010, the Group and the Company had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Within one year	一年以內	138,067	94,724	88,151	60,527
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	554,564	499,652	311,107	340,591
After five years	五年後	1,201,646	1,174,552	846,317	903,137
		<b>1,894,277</b>	1,768,928	<b>1,245,575</b>	1,304,255

## 38. 經營租約的安排

### (a) 作為出租人

本集團及本公司根據經營租賃安排租出若干投資物業，租期按一年到二十年的年期磋商。租賃條款一般要求承租人支付保證金。

於二零一零年十二月三十一日，本集團及本公司與租戶根據有關不可撤銷經營租約未來最低租賃應收款總額如下：

### (b) 作為承租人

本集團及本公司根據經營租賃安排租入若干物業，物業租期按介乎二年至二十年的年期磋商。

於二零一零年十二月三十一日，本集團及本公司根據不可撤銷經營租約未來最低租賃付款總額如下：

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 38. OPERATING LEASE ARRANGEMENTS (Continued)

### (b) As lessee (Continued)

A lease that is cancellable only upon the occurrence of some remote contingency is a non-cancellable operating lease as defined under HKFRSs. Pursuant to the relevant lease agreements, the Group is entitled to terminate the underlying lease agreements if the attributable outlets have incurred losses in excess of a prescribed amount or such outlets will not be in a position to continue their business because of losses.

## 39. COMMITMENTS

### Capital commitments

The Group and the Company had the following capital commitments, principally for the construction and acquisition of property, plant and equipment at the end of the reporting period:

## 38. 經營租約的安排(續)

### (b) 作為承租人(續)

一項租約僅在發生可能性很小的不可抗力事件時方可撤銷，否則該租約為香港財務報告準則所定義的不可撤銷的經營租約。根據相關租賃協議，當店舖發生虧損超過一定數額或該等店舖因虧損將無法持續經營時，本集團有權終止其相應租賃協議。

## 39. 承擔

### 資本承擔

於報告期間結束時，本集團及本公司主要用作物業、廠房及設備的建設及購置的資本承擔如下：

		Group 集團		Company 公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Authorised, but not contracted for	已授權，但未訂約	36,133	43,359	30,726	43,359
Contracted, but not provided for	已訂約，但未撥備	82,046	72,061	75,306	72,061
		<b>118,179</b>	115,420	<b>106,032</b>	115,420

## 40. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

## 40. 關連人士交易

(a) 除財務報表其他部分提到的關連交易外，本集團於年度內與關連人士進行了如下重大關連交易：

		Note 附註	Group 集團	2009 二零零九年 RMB'000 人民幣千元
			2010 二零一零年 RMB'000 人民幣千元	
Controlling shareholder: Expenses on property leasing	控股股東： 物業租賃費用	(i)	10,401	10,382
A subsidiary of the controlling shareholder: Expenses on property leasing	控股股東附屬公司： 物業租賃費用	(ii)	2,100	2,100

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 40. RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

Notes:

- (i) Pursuant to three property lease agreements and supplementary agreements signed between the Company and Chaoyang Auxiliary, between Chaopi Trading and Chaoyang Auxiliary dated 30 April 2004 and between Xinyang Tongli and Chaoyang Auxiliary dated 1 July 2004, and the supplementary agreements, with the commencement and expiry dates on 1 January 2004 and 31 December 2023, respectively, the Company, Chaopi Trading and Xinyang Tongli rent properties from Chaoyang Auxiliary for operation purposes at basic annual rentals, including related business taxes and property taxes of approximately RMB7,340,000, RMB1,099,000 and RMB16,000, respectively, with a term of increase of rentals including related business taxes at 5% or 20% for each aforesaid fixed rental period. Pursuant to a supplementary agreement dated 24 March 2006 signed between the Company and Chaoyang Auxiliary, the Company ceased the lease of one of the leased properties from Chaoyang Auxiliary with effect from 1 January 2006. The aggregate annual rental to be paid to Chaoyang Auxiliary by the Company since 1 January 2006 was reduced from RMB7,340,000 to RMB6,952,000.

On 4 April 2006, the Company and Chaoyang Auxiliary entered into a lease agreement, pursuant to which the Company leased one more property from Chaoyang Auxiliary for ten years commencing from 1 July 2006. The annual rentals are RMB183,000 and RMB219,000 for the first four years and the remaining six years, respectively. The annual rental paid to Chaoyang Auxiliary by the Company amounted to RMB201,000 for the year ended 31 December 2010.

## 40. 關連人士交易(續)

(a) (續)

附註：

- (i) 根據本公司與朝陽副食品及朝批商貿與朝陽副食品於二零零四年四月三十日所簽訂，以及欣陽通力與朝陽副食品於二零零四年七月一日所簽訂的三份物業租賃協定及補充協議(協議的開始日期及屆滿日期分別為二零零四年一月一日及二零二三年十二月三十一日)，本公司、朝批商貿及欣陽通力向朝陽副食品租用物業作經營用途，基本年租開支(包括相關營業稅及物業稅)分別約為人民幣7,340,000元、人民幣1,099,000元及人民幣16,000元，且根據條款於各上述固定租金期間內租金會調高(包括相關營業稅)5%或20%。根據本公司與朝陽副食品於二零零六年三月二十四日訂立的一份補充協議，本公司不再向朝陽副食品租用其中一項已租賃物業，自二零零六年一月一日起生效。本公司自二零零六年一月一日起將支付予朝陽副食品的總年度租金已由人民幣7,340,000元減少至人民幣6,952,000元。

於二零零六年四月四日，本公司與朝陽副食品訂立一份租賃協議，據此，本公司向朝陽副食品增加租賃一處物業，租期由二零零六年七月一日起計十年。首四年及餘下六年的年租金分別為人民幣183,000元及人民幣219,000元。於截至二零一零年十二月三十一日止年度，本公司支付給朝陽副食品的年租金總計人民幣201,000元。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 40. RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

Notes: (Continued)

(i) (Continued)

Pursuant to a supplementary agreement dated 19 March 2007 signed between the Company and Chaoyang Auxiliary, the Company ceased the lease of two leased properties from Chaoyang Auxiliary with effect from 1 January 2007, the aggregate annual rental to be paid to Chaoyang Auxiliary by the Company since 1 January 2007 was reduced from RMB6,952,000 to RMB6,530,000, with a term of increase of rental for the aforesaid fixed rental period. The annual rental paid to Chaoyang Auxiliary by the Company amounted to RMB6,802,000 for the year ended 31 December 2010.

Pursuant to a supplementary agreement dated 28 August 2007 between Chaopi Trading and Chaoyang Auxiliary, Chaopi Trading ceased the leases of one property from Chaoyang Auxiliary with effect from 1 July 2007, the aggregate annual rental to be paid to Chaoyang Auxiliary by Chaopi Trading since 1 July 2007 was reduced from RMB1,099,000 to RMB945,300, with a term of increase of rental for the aforesaid fixed rental period. The annual rental paid to Chaoyang Auxiliary by the Chaopi Trading amounted to RMB985,000 for the year ended 31 December 2010.

On 11 November 2007, the Company and Chaoyang Auxiliary entered into a lease agreement with the commencement and expiry dates on 1 April 2007 and 31 December 2023, respectively. The rental is RMB900,000 for the first thirteen months and the remaining rental is at a basic annual rental expense of approximately RMB1,896,000, with a term of increase of rental for the aforesaid fixed rental period. The annual rental paid to Chaoyang Auxiliary by the Company amounted to RMB1,896,000 for the year ended 31 December 2010.

## 40. 關連人士交易 (續)

(a) (續)

附註：(續)

(i) (續)

根據本公司與朝陽副食品於二零零七年三月十九日訂立的補充協議，本公司自二零零七年一月一日不再租賃其中兩項已租賃物業。本公司自二零零七年一月一日起將支付予朝陽副食品的總年度租金已由人民幣6,952,000元減少至6,530,000元人民幣，且在前述固定租賃期內租金按期增長。於截至二零一零年十二月三十一日止年度，本公司支付給朝陽副食品的年租金為人民幣6,802,000元。

根據朝批商貿與朝陽副食品於二零零七年八月二十八日簽訂的補充協議，朝批商貿自二零零七年七月一日不再租賃其中一項已租賃物業。朝批商貿自二零零七年七月一日起將支付給朝陽副食品的總年度租金由人民幣1,099,000元減少至人民幣945,300元，且在前述固定租賃期內租金按期增長。於截至二零一零年十二月三十一日止年度，朝批商貿支付給朝陽副食的年租金為人民幣985,000元。

於二零零七年十一月十一日，本公司與朝陽副食品簽訂一項日期為二零零七年十一月十一日的租賃協議，起租日和到期日分別為二零零七年四月一日及二零二三年十二月三十一日。前十三個月的租金為人民幣900,000元，餘下租賃期基本年租金約人民幣1,896,000元且在前述固定租賃期內租金按期增長。於截至二零一零年十二月三十一日止年度，本公司支付給朝陽副食品的年租金為人民幣1,896,000元。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 40. RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

Notes: (Continued)

(i) (Continued)

Pursuant to a supplementary agreement dated 6 March 2009 signed between the Company and Chaoyang Auxiliary, the Company was permitted to sub-lease one property to a third party with the commencement and expiry dates on 1 January 2009 and 31 August 2018, respectively. The additional annual rental is RMB500,000, with a term of increase of rental for the aforesaid fixed rental period. The annual rental paid to Chaoyang Auxiliary by the Company amounted to RMB500,000 for the year ended 31 December 2010.

On 30 April 2004, Xinyang Tongli and Chaoyang Auxiliary entered into a lease agreement with the commencement and expiry dates on 1 May 2004 and 31 December 2023, respectively. The rental is RMB16,000, with a term of increase of rental for the aforesaid fixed rental period. The annual rental paid to Chaoyang Auxiliary by Xinyang Tongli amounted to RMB17,000 for the year ended 31 December 2010.

(ii) Pursuant to a property lease agreement signed between the Company and Beijing Tengyuan Xingye Automobile Service Company Limited ("Tengyuan Xingye"), a subsidiary of Chaoyang Auxiliary, dated 2 July 2007, the Company leased properties from Tengyuan Xingye with the commencement and expiry dates on 1 April 2007 and 31 March 2022, respectively. The annual rental is approximately RMB2,100,000, with a term of increase of rental for the aforesaid fixed rental period.

## 40. 關連人士交易(續)

(a) (續)

附註:(續)

(i) (續)

根據本公司與朝陽副食品於二零零九年三月六日簽署的一項補充協議，本公司獲准將一項物業轉租給第三方，起租日和到期日分別為二零零九年一月一日及二零一八年八月三十一日。增加的年租金為人民幣500,000元，且在前述固定租賃期內租金按期增長。於截至二零一零年十二月三十一日止年度，本公司支付給朝陽副食品的年租金為人民幣500,000元。

於二零零四年四月三十日，欣陽通力與朝陽副食品簽署一項租賃協議，起租日和到期日分別為二零零四年五月一日及二零二三年十二月三十一日。租金為人民幣16,000元，且在前述固定租賃期內租金按期增長。於截至二零一零年十二月三十一日止年度，欣陽通力支付給朝陽副食品的年租金為人民幣17,000元。

(ii) 依據本公司於二零零七年七月二日與北京騰遠興業汽車服務有限公司(朝陽副食品的附屬公司)簽署的物業租賃協議，起租日及到期日分別為二零零七年四月一日及二零二二年三月三十一日。年租金約為人民幣2,100,000元，且在上述固定租賃期內租金按期增長。



# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 40. RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

Notes: (Continued)

(iii) Pursuant to a deed of indemnity dated 1 March 2006 and a supplementary agreement dated 10 August 2006, Chaoyang Auxiliary has undertaken to indemnify the Company against the following:

1. any costs, expenses, losses and claims that the Company and Chaopi Trading may suffer as a result of relocation or eviction from certain premises rented from outside parties in the event that any of the corresponding tenancy agreements is determined to be void due to a lack of building ownership certificates or proper property title deeds by the lessors;
2. any costs and penalties that the Group may suffer due to the non-compliance with the relevant PRC laws in respect of borrowings from the employees, the fact that the relevant loan agreements were not enforceable, and the fact that the Group may be subject to a maximum penalty of 5% of the amount of the total borrowings; and
3. any costs and penalties that the Group may suffer due to any breach of the applicable PRC laws and regulations on the use of the Jingkelong cards and the membership reward cards which were issued by the Company as part of the Group's marketing strategy for its retail operations.

## 40. 關連人士交易 (續)

(a) (續)

附註：(續)

(iii) 根據日期為二零零六年三月一日的補償保證及日期為二零零六年八月十日的補充協議，朝陽副食品已承諾就以下事項向本公司作出賠償：

1. 倘任何向外方租賃的若干物業由於相關租賃協議因出租人欠缺房屋所有權證或適當物業業權文據被判定無效，本公司及朝批商貿可能因搬遷或遷離該物業而承受的任何成本、開支、損失或索償；
2. 本集團在結欠有關僱員的借款、貸款協議不可依法執行導致本集團可能因此須支付最多達借款總額5%的罰款方面，及未能遵守中國法律而可能承受的任何成本及罰款；及
3. 本集團於使用京客隆卡及會員積分卡(作為本集團就其零售業務的部分市場策略而由本公司發行)時因違反任何適用中國法律及法規而可能承受的任何成本及罰款。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 40. RELATED PARTY TRANSACTIONS (Continued)

(b) Compensation to key management personnel of the Group:

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Short term employee benefits	短期僱員福利	12,855	13,735
Post-employment benefits	退休後福利	311	268
Total compensation paid to key management personnel	向主要管理人員支付之薪酬總額	13,166	14,003

Further details of the directors' emoluments are included in note 9 to the financial statements.

The related party transactions in respect of items (a)(i) and (a)(ii) above also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise bank loans, other interest-bearing borrowings, debentures, and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade and bills payables, which arise directly from its operations.

It is, and has been, throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are interest rate risk, liquidity risk, credit risk and foreign currency risk. The board of directors reviews and approves policies for managing each of these risks and they are summarised below:

## 40. 關連人士交易(續)

(b) 本集團提供予主要管理人員之報酬：

董事的酬金詳情載於財務報表附註9。

根據上市規則第14A章的規定，上述第(a)(i)及(a)(ii)項的關連交易也構成持續關連交易。

## 41. 金融風險管理目標及政策

本集團的主要金融工具包括銀行貸款、其他付息借款、債券、現金及短期存款。該等金融工具的主要目標是為本集團業務籌集資金。本集團有直接來自其業務的應收賬款及應付賬款等多種其他金融資產及負債。

本集團於回顧年度之政策一直為不進行任何金融工具交易。

本集團金融工具所引致之主要風險為利率風險、流動風險、信用風險及外匯風險。董事會審閱及批准管理該等風險之政策，概述如下：

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### Interest rate risk

The Group's income statement is affected by changes in interest rates due to the impact of such changes on interest income and expenses from bank balances, interest-bearing bank loans, other interest-bearing borrowings and debentures. The Group's policy is to obtain the most favourable interest rates available. As at 31 December 2009, the Group did not have long term debt obligations with floating interest rates. Accordingly, the Group has no significant interest rate risk.

### Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of the issuance of bank loans and other interest-bearing borrowings. The Group's financing activities are managed centrally by maintaining an adequate level of cash and cash equivalents to finance the Group's operations. The Group also ensures the availability of bank credit facilities to address any short term funding requirements.

## 41. 金融風險管理目標及政策(續)

### 利率風險

由於利率變動對銀行結存、附息銀行貸款、其他附息借款及債券的利息收入及支出產生影響，因此，本集團的損益表受利率變動影響。本集團的政策是盡可能獲得最優惠的利率。於二零一零年十二月三十日，本公司無附浮動利率的長期債務，故本集團無重大利率風險。

### 流動性風險

本集團運用循環流動性工具將資金短缺的風險最小化，該工具同時考慮金融工具及金融資產(如應收賬款)的到期日以及產生自業務活動的預計現金流。

本集團的目標是通過使用銀行貸款及其他附息借款維持資金的持續性及靈活性。本集團的融資活動由公司集中管理，以維持充足水平的現金及現金等價物為公司營運提供資金。本集團同時確保銀行信貸額度可用，以滿足任何短期資金需求。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 41. 金融風險管理目標及政策(續)

### Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

### 流動性風險(續)

於報告期間結束日，依據已簽署合同無折扣付款，本集團金融負債的到期情況如下：

#### Group

#### 集團

		2010 二零一零年					
		Less than 3 months	3 to less than 12 months	1 to 2 years	Over 2 years	Total	
		少於 三個月	三個月至不 超過十二個月	一年至 兩年	超過 兩年	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Interest-bearing bank and other borrowings (including interest)	付息銀行貸款及其他借款 (包括利息)	-	309,297	900,682	214,372	235,817	1,660,168
Trade and bills payables	應付賬款及票據	146,898	918,614	-	-	-	1,065,512
Other payables	其他應付款	76,595	1,773	112,590	-	-	190,958
		223,493	1,229,684	1,013,272	214,372	235,817	2,916,638

		2009 二零零九年					
		Less than 3 months	3 to less than 12 months	1 to 2 years	Over 2 years	Total	
		少於 三個月	三個月至不 超過十二個月	一年至 兩年	超過 兩年	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Interest-bearing bank and other borrowings (including interest)	付息銀行貸款及其他借款 (包括利息)	-	684,469	920,583	6,054	-	1,611,106
Trade and bills payables	應付賬款及票據	115,290	909,457	6,460	-	-	1,031,207
Other payables	其他應付款	121,770	13,105	32,101	-	-	166,976
		237,060	1,607,031	959,144	6,054	-	2,809,289

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 41. 金融風險管理目標及政策(續)

### Liquidity risk (Continued)

### 流動性風險(續)

#### Company

#### 公司

		2010 二零一零年					
		On demand	Less than 3 months	3 to less than 12 months	1 to 2 years	Over 2 years	Total
		按要求	少於三個月	三個月至不超過十二個月	一年至兩年	超過兩年	總計
		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
Interest-bearing bank and other borrowings (including interest)	附息銀行貸款及其他借款(包括利息)	-	107,052	266,726	12,123	235,817	621,718
Trade and bills payables	應付賬款及票據	138,145	390,461	-	-	-	528,606
Other payables	其他應付款	59,945	1,773	78,314	-	-	140,032
		<b>198,090</b>	<b>499,286</b>	<b>345,040</b>	<b>12,123</b>	<b>235,817</b>	<b>1,290,356</b>

		2009 二零零九年					
		On demand	Less than 3 months	3 to less than 12 months	1 to 2 years	Over 2 years	Total
		按要求	少於三個月	三個月至不超過十二個月	一年至兩年	超過兩年	總計
		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
Interest-bearing bank and other borrowings (including interest)	附息銀行貸款及其他借款(包括利息)	-	362,965	508,173	6,054	-	877,192
Trade and bills payables	應付賬款及票據	108,250	419,317	-	-	-	527,567
Other payables	其他應付款	96,501	7,314	28,852	-	-	132,667
		<b>204,751</b>	<b>789,596</b>	<b>537,025</b>	<b>6,054</b>	<b>-</b>	<b>1,537,426</b>

### Credit risk

Credit risk arises mainly from the risk of counterparties defaulting on the terms of their agreements. The carrying amounts of the Group's cash and cash equivalents, pledged deposits, trade receivables, a loan receivable, other receivables and available-for-sale investments represent the Group's maximum exposure to credit risk in relation to financial assets.

### 信用風險

信用風險主要來自交易對方違反合同條款的風險。現金及現金等價物、已抵押存款、應收賬款、其他應收款及可供出售股本投資代表了本集團金融資產的最大可能信用風險。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### Credit risk (Continued)

The Group monitors the exposure to credit risk on an ongoing basis and credit evaluations are performed on customers requiring credit over a certain amount. In addition, receivable balances are monitored on an ongoing basis, and therefore, the Group's exposure to bad debts is not significant. The credit risk on balances of cash and cash equivalents and pledged deposits is low as these balances are placed with reputable financial institutions.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in notes 23 and 24 to the financial statements.

### Foreign currency risk

The Group's businesses are principally located in Mainland China and the Group's sales and purchases were mainly conducted in RMB. As at the end of the reporting period, all the Group's assets and liabilities were denominated in RMB, except for cash and bank balances of RMB92,000 (2009: RMB117,000) denominated in foreign currencies. Accordingly, there would be no material impact on the Group's profit or loss and there would be no material impact on the Group's equity from changes in exchange rates.

### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

## 41. 金融風險管理目標及政策(續)

### 信用風險(續)

本集團持續監察信用風險，並對要求獲得超過一定額度信用的客戶進行信用評估。此外，本集團持續監控應收款項餘額，使本集團面對較小的壞賬風險。由於現金及現金等價物及抵押存款結餘均存放於信譽良好的金融機構，故該等結餘的信用風險較低。

關於本集團源自應收賬款及其他應收款的信用風險的更多數據資料披露於本財務報表附註23及24。

### 外匯風險

本集團的業務主要位於中國大陸，銷售與採購均主要使用人民幣。於報告期間結束時，除價值人民幣92,000元(二零零九年：117,000元)的現金及銀行結餘以外幣列值之外，所有本集團的資產及負債均以人民幣列值。因此，匯率變動對本集團損益無重大影響，對本集團權益也無重大影響。

### 資本管理

本集團資本管理的首要目標是保證本集團的持續經營能力及保持健康的資本率以支持業務發展及股東價值最大化。

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### Capital management (Continued)

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2010 and 2009.

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. Net debt includes interest-bearing bank and other borrowings, trade and bills payables, debentures, other payables and accruals and long term payables, less cash and cash equivalents. Capital includes equity attributable to owners of the parent. The gearing ratios as at the end of the reporting periods were as follows:

		Group 集團	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Interest-bearing bank and other borrowings	附息銀行貸款及其他借款	1,615,000	1,581,980
Trade and bills payables	應付賬款及票據	1,065,512	1,031,207
Debentures	債券	498,733	-
Other payables and accruals	其他應付款及預提費用	597,817	544,630
Other long term payables	其他長期應付款	10,075	8,900
Less: Cash and cash equivalents	減：現金及現金等價物	(574,532)	(413,811)
<b>Net debt</b>	<b>淨負債</b>	<b>3,212,605</b>	<b>2,752,906</b>
Equity attributable to owners of the parent	母公司持有人應佔股本	1,492,559	1,388,458
<b>Capital and net debt</b>	<b>資本及淨負債</b>	<b>4,705,164</b>	<b>4,141,364</b>
<b>Gearing ratio</b>	<b>負債比率</b>	<b>68%</b>	<b>66%</b>

## 41. 金融風險管理目標及政策(續)

### 資本管理(續)

本公司管理其股本結構並根據經濟狀況及標的資產風險特征的變化進行調整，為保持或調整資本結構，本集團可能調整向股東派發的股息、向股東返還資本或發行新股。截至二零一零年及二零零九年十二月三十一日止年度內，有關目標、政策及程序無任何變化。

本集團運用資本負債比率監控資本情況，該比率為淨負債除以總資本加淨負債。淨負債包括附息銀行貸款及其他借款、應付賬款及票據、債券、其他應付款和預提費用及長期應付款減去現金及現金等價物。資本包括母公司股本持有人應佔權益。於報告期間結束時資本負債比率如下：

# NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2010 二零一零年十二月三十一日

## 42. EVENTS AFTER THE REPORTING PERIOD

On 25 January 2011, the Company acquired a 86% equity interest in Jingchao from Shoulian at a consideration of RMB259,324,500, including cash of RMB80,000,000 and trade receivables of RMB179,324,500. Jingchao was wholly owned by the Company from then on. Further details of the transaction are set out in the announcement of the Company dated 18 January 2011.

Because the acquisition of Jingchao was effected shortly before the date of approval of these financial statements, it is not practicable to disclose further details about the acquisition.

Save as disclosed above, the Group did not have any significant events subsequent to 31 December 2010.

## 43. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 18 March 2011.

## 42. 報告期後事項

於二零一一年一月二十五日，本公司以人民幣259,324,500元（包括現金人民幣80,000,000元及應收賬款人民幣179,324,500元）向首聯收購了京超86%的股權。京超成為本公司的全資子公司。關於本交易的詳情載於本公司於二零一一年一月十八日刊發的公告。

因京超收購生效距本財務報表批准的日期很近，故關於此項收購更多詳情的披露尚不可行。

除上述披露外，本集團於二零一零年十二月三十一日後無任何重大期後事項。

## 43. 財務報表的批准

財務報表已於二零一一年三月十八日經董事會批准並授權刊發。



## SUMMARY FINANCIAL INFORMATION 財務資料概要

A summary of the published results, assets, liabilities and equity of the Group for the last five financial years, as extracted from the Company's annual reports, is set out below. This summary does not form part of the audited financial statements.

以下為摘自本公司於過往五個財政年度的年度報告內，已公告之本集團業績、資產、負債及股本之摘要。本摘要並非該經審計財務報表的組成部分。

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元 (Restated) (重新編製)	2007 二零零七年 RMB'000 人民幣千元	2006 二零零六年 RMB'000 人民幣千元
<b>Results</b>	<b>業績</b>					
Revenue	收入	<b>7,438,729</b>	6,691,036	6,683,791	5,640,599	4,530,975
Profit before tax	除稅前溢利	<b>305,011</b>	253,565	280,264	255,306	205,491
Income tax expense	所得稅開支	<b>(76,510)</b>	(65,049)	(76,581)	(86,434)	(74,072)
Profit for the year	年度溢利	<b>228,501</b>	188,516	203,683	168,872	131,419
Attributable to:	歸屬於：					
Owners of the parent	母公司持有人	<b>180,502</b>	147,783	156,758	124,593	99,577
Minority interests	非控制性權益	<b>47,999</b>	40,733	46,925	44,279	31,842
		<b>228,501</b>	188,516	203,683	168,872	131,419
<b>Assets, Liabilities and Equity</b>	<b>資產、負債及股本</b>					
Non-current assets	非流動資產	<b>2,153,416</b>	1,838,827	1,687,913	1,463,681	1,123,480
Current assets	流動資產	<b>3,371,577</b>	2,930,017	2,626,281	2,211,520	1,994,434
Current liabilities	流動負債	<b>(3,365,476)</b>	(3,202,732)	(2,748,045)	(2,153,002)	(1,741,124)
Net current assets/(liabilities)	流動資產／(負債)淨額	<b>6,101</b>	(272,715)	(121,764)	58,518	253,310
Total assets less current liabilities	總資產減流動負債	<b>2,159,517</b>	1,566,112	1,566,149	1,522,199	1,376,790
Non-current liabilities	非流動負債	<b>(454,759)</b>	(29,236)	(77,533)	(115,907)	(302,145)
Net assets	淨資產	<b>1,704,758</b>	1,536,876	1,488,616	1,406,292	1,074,645
Represented by:	應佔：					
Equity attributable to owners of the parent	母公司持有人應佔股本	<b>1,492,559</b>	1,388,458	1,325,019	1,242,995	984,973
Non-controlling interests	非控制性權益	<b>212,199</b>	148,418	163,597	163,297	89,672
Total equity	股本總額	<b>1,704,758</b>	1,536,876	1,488,616	1,406,292	1,074,645





**北京京客隆**  
商业集团股份有限公司  
BEIJING JINGKELONG COMPANY LIMITED