



二零一一年中期報告  
Interim Report 2011



天德化工控股有限公司  
Tiande Chemical Holdings Limited

(於開曼群島註冊成立之有限公司)(股份代號：609)  
(incorporated in the Cayman Islands with limited liability) (Stock Code: 609)

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## 公司資料 Corporate Information

### 董事會

#### 執行董事

劉洪亮先生 (主席)  
王子江先生  
郭希田先生  
郭玉成先生

#### 獨立非執行董事

梁錦雲先生  
高寶玉先生  
劉晨光先生

### 董事會委員會

#### 審核委員會

梁錦雲先生 (主席)  
高寶玉先生  
劉晨光先生

#### 薪酬委員會

劉洪亮先生 (主席)  
梁錦雲先生  
高寶玉先生  
劉晨光先生

#### 安全及環保委員會

郭玉成先生 (主席)  
高寶玉先生  
傅安旭先生

### 公司秘書

劉偉珍女士

### 獨立核數師

香港立信德豪會計師事務所有限公司

### 香港法律顧問

施文律師行

### 主要往來銀行

中國銀行(香港)有限公司  
中國工商銀行濰坊市分行

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Liu Hongliang (*Chairman*)  
Mr. Wang Zijiang  
Mr. Guo Xitian  
Mr. Guo Yucheng

#### Independent Non-Executive Directors

Mr. Leung Kam Wan  
Mr. Gao Baoyu  
Mr. Liu Chenguang

### BOARD COMMITTEES

#### Audit Committee

Mr. Leung Kam Wan (*Chairman*)  
Mr. Gao Baoyu  
Mr. Liu Chenguang

#### Remuneration Committee

Mr. Liu Hongliang (*Chairman*)  
Mr. Leung Kam Wan  
Mr. Gao Baoyu  
Mr. Liu Chenguang

#### Safety and Environmental Protection Committee

Mr. Guo Yucheng (*Chairman*)  
Mr. Gao Baoyu  
Mr. Fu Anxu

### COMPANY SECRETARY

Ms. Lau Wai Chun

### INDEPENDENT AUDITOR

BDO Limited

### LEGAL ADVISER AS TO HONG KONG LAWS

F. Zimmern & Co.

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
Industrial and Commercial Bank of China,  
Weifang Branch



## 公司資料

### Corporate Information

#### 香港股份過戶登記處

香港中央證券登記有限公司

香港  
灣仔  
皇后大道東183號合和中心  
17樓1712-1716室

#### 註冊辦事處

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

#### 香港主要營業地點

香港  
夏慤道12號  
美國銀行中心  
22字樓  
2204A室

#### 總辦事處及中國 主要營業地點

中國  
山東省  
濰坊市  
山東濰坊經濟開發區

#### 公司網址

<http://tdchem.hi2000.com>

#### 股份代號

聯交所：609

#### HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services  
Limited  
Shops 1712-1716 17th Floor  
Hopewell Centre 183 Queen's Road East  
Wan Chai  
Hong Kong

#### REGISTERED OFFICE

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

#### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2204A  
22nd Floor  
Bank of America Tower  
12 Harcourt Road  
Hong Kong

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

Shandong Weifang Economic Development Zone  
Weifang City  
Shandong Province  
The PRC

#### COMPANY'S WEBSITE

<http://tdchem.hi2000.com>

#### STOCK CODE

The Stock Exchange: 609

## 簡明綜合收益表

### Condensed Consolidated Income Statement

天德化工控股有限公司(「本公司」)董事(「董事」)組成之董事會(「董事會」)欣然宣佈,本公司及其附屬公司(「本集團」)截至二零一一年六月三十日止六個月之未經審核簡明綜合業績,連同二零一零年同期之比較數字及附加附註如下:

The board (the "Board") of directors (the "Directors") of Tiande Chemical Holdings Limited (the "Company") is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2011 together with the comparative figures for the corresponding period in 2010 and appended the notes as follows:

		截至六月三十日止六個月		
		Six months ended 30 June		
		二零一一年	二零一零年	
		2011	2010	
		人民幣千元	人民幣千元	
		RMB'000	RMB'000	
		(未經審核)	(未經審核)	
		(Unaudited)	(Unaudited)	
		附註		
		Notes		
營業額	Turnover	4	457,861	393,941
銷貨成本	Cost of sales		(347,309)	(296,464)
毛利	Gross profit		110,552	97,477
其他收入	Other income	4	2,186	1,858
銷售開支	Selling expenses		(11,010)	(10,195)
行政開支	Administrative expenses		(15,400)	(13,035)
其他經營開支	Other operating expenses	5	–	(26,814)
財務成本	Finance costs	6	(3,336)	(4,045)
除所得稅前溢利	Profit before income tax	7	82,992	45,246
所得稅開支	Income tax expense	8	(16,497)	(6,331)
本公司擁有人應佔本期溢利	Profit for the period attributable to the owners of the Company		66,495	38,915
就計算本公司擁有人應佔本期溢利而言之每股溢利	Earnings per share for profit attributable to the owners of the Company for the period	10	人民幣0.079元	人民幣0.049元
– 基本	– Basic		RMB0.079	RMB0.049
– 攤薄	– Diluted		人民幣0.079元	人民幣0.048元
			RMB0.079	RMB0.048



## 簡明綜合全面收益表

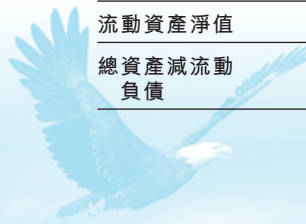
**Condensed Consolidated Statement of Comprehensive Income**

		截至六月三十日止六個月 Six months ended 30 June	
		二零一一年 2011 人民幣千元 RMB'000 (未經審核) (unaudited)	二零一零年 2010 人民幣千元 RMB'000 (未經審核) (unaudited)
本期溢利	Profit for the period	<b>66,495</b>	38,915
其他全面收益	Other comprehensive income		
換算海外業務財務報表 產生之匯兌虧損	Exchange loss on translation of financial statements of foreign operations	<b>(372)</b>	(66)
本期其他全面收益	Other comprehensive income for the period	<b>(372)</b>	(66)
本公司擁有人應佔 本期全面收益總額	Total comprehensive income for the period attributable to the owners of the Company	<b>66,123</b>	38,849

## 簡明綜合財務狀況表

### Condensed Consolidated Statement of Financial Position

		二零一一年 六月三十日 <b>30 June</b> 2011 人民幣千元 <b>RMB'000</b> (未經審核) <b>(unaudited)</b>	二零一零年 十二月三十一日 31 December 2010 人民幣千元 RMB'000 (經審核) (audited)
<b>資產與負債</b>	<b>ASSETS AND LIABILITIES</b>		
<b>非流動資產</b>	<b>Non-current assets</b>		
物業、廠房及 設備	Property, plant and equipment	11 <b>390,827</b>	379,930
預付土地租賃 款項	Prepaid land lease payments	<b>55,941</b>	56,587
投資物業	Investment properties	<b>11,710</b>	11,710
購買物業、 廠房及設備之 已付訂金	Deposits paid for acquisition of property, plant and equipment	<b>1,381</b>	1,088
遞延稅項資產	Deferred tax assets	<b>94</b>	126
		<b>459,953</b>	449,441
<b>流動資產</b>	<b>Current assets</b>		
存貨	Inventories	<b>73,426</b>	65,364
貿易應收賬及 應收票據	Trade and bills receivable	12 <b>139,506</b>	117,333
預付款項及 其他應收款項	Prepayments and other receivables	<b>23,094</b>	53,238
流動稅項資產	Current tax assets	<b>1,029</b>	1,029
已抵押銀行存款	Pledged bank deposits	<b>-</b>	10,500
銀行與現金結餘	Bank and cash balances	<b>101,246</b>	42,382
		<b>338,301</b>	289,846
<b>流動負債</b>	<b>Current liabilities</b>		
貿易應付賬及 應付票據	Trade and bills payable	13 <b>19,825</b>	24,557
應付未付賬款及 其他應付款項	Accruals and other payables	<b>60,849</b>	67,686
銀行借貸	Bank borrowings	<b>79,000</b>	59,900
流動稅項負債	Current tax liabilities	<b>10,671</b>	8,703
		<b>170,345</b>	160,846
<b>流動資產淨值</b>	<b>Net current assets</b>	<b>167,956</b>	129,000
<b>總資產減流動 負債</b>	<b>Total assets less current liabilities</b>	<b>627,909</b>	578,441



## 簡明綜合財務狀況表

## Condensed Consolidated Statement of Financial Position

		二零一一年 六月三十日 <b>30 June 2011</b> 人民幣千元 <b>RMB'000</b> (未經審核) <b>(unaudited)</b>	二零一零年 十二月三十一日 31 December 2010 人民幣千元 RMB'000 (經審核) (audited)
	附註 Notes		
<b>非流動負債</b>	<b>Non-current liabilities</b>		
銀行借貸	Bank borrowings	<b>45,000</b>	30,000
遞延收入	Deferred income	<b>17,301</b>	18,671
遞延稅項負債	Deferred tax liabilities	<b>2,280</b>	2,255
		<b>64,581</b>	50,926
<b>資產淨值</b>	<b>Net assets</b>	<b>563,328</b>	527,515
<b>權益</b>	<b>EQUITY</b>		
本公司擁有人 應佔權益	<b>Equity attributable to the Company's owners</b>		
股本	Share capital	<b>7,786</b>	4,216
儲備	Reserves	<b>555,542</b>	523,299
<b>總權益</b>	<b>Total equity</b>	<b>563,328</b>	527,515

劉洪亮  
**LIU HONGLIANG**  
董事  
Director

王子江  
**WANG ZIJIANG**  
董事  
Director



## 簡明綜合現金流量表

### Condensed Consolidated Statement of Cash Flows

截至六月三十日止六個月  
Six months ended 30 June

		二零一一年 2011 人民幣千元 RMB'000 (未經審核) (unaudited)	二零一零年 2010 人民幣千元 RMB'000 (未經審核) (unaudited)
經營業務所得之現金淨額	<b>Net cash generated from operating activities</b>	<b>88,464</b>	78,565
投資業務產生之現金流量	<b>Cash flows from investing activities</b>		
購買物業、廠房及設備	Purchase of property, plant and equipment	<b>(39,596)</b>	(30,155)
購買物業、廠房及設備之已付訂金	Deposits paid for acquisition of property, plant and equipment	<b>(293)</b>	(1,110)
變賣物業、廠房及設備之所得款項	Proceeds on disposal of property plant and equipment	<b>69</b>	-
已抵押銀行存款減少	Decrease in pledged bank deposits	<b>10,500</b>	-
已收利息	Interest received	<b>165</b>	33
投資業務所用之現金淨額	<b>Net cash used in investing activities</b>	<b>(29,155)</b>	(31,232)
融資業務產生之現金流量	<b>Cash flows from financing activities</b>		
已付股息	Dividends paid	<b>(32,012)</b>	(8,800)
已付利息	Interest paid	<b>(3,356)</b>	(3,994)
償還銀行借貸	Repayments of bank borrowings	<b>(32,224)</b>	(48,469)
新增銀行借貸	New bank borrowings raised	<b>66,324</b>	17,900
發行股份之所得款項淨額	Net proceeds from issue of shares	<b>1,183</b>	702
融資業務所用之現金淨額	<b>Net cash used in financing activities</b>	<b>(85)</b>	(42,661)
現金及現金等值項目增加淨額	<b>Net increase in cash and cash equivalents</b>	<b>59,224</b>	4,672
期初之現金及現金等值項目	<b>Cash and cash equivalents at the beginning of the period</b>	<b>42,382</b>	16,758
外幣匯率變動之影響	<b>Effect of foreign exchange rate changes</b>	<b>(360)</b>	(66)
期終之現金及現金等值項目	<b>Cash and cash equivalents at the end of the period</b>	<b>101,246</b>	21,364
現金及現金等值項目結餘分析	<b>Analysis of balances of cash and cash equivalents</b>		
銀行及現金結餘	Bank and cash balances	<b>101,246</b>	21,364

# 簡明綜合權益變動表

## Condensed Consolidated Statement of Changes in Equity

截至二零一一年六月三十日止六個月  
For the six months ended 30 June 2011

		未經審核 Unaudited											
		股本	股份溢價	特別儲備	盈餘公積金	物業重估 儲備	公益金	以股份 支付之款項 儲備	資本出資 儲備	外幣匯兌 儲備	保留溢利	建議股息	總權益
		Share capital 人民幣千元 RMB'000	Share premium 人民幣千元 RMB'000	Special reserve 人民幣千元 RMB'000	Surplus reserve fund 人民幣千元 RMB'000	Property revaluation reserve 人民幣千元 RMB'000	Public welfare fund 人民幣千元 RMB'000	Share- based payment reserve 人民幣千元 RMB'000	Capital contribution reserve 人民幣千元 RMB'000	Foreign currency translation reserve 人民幣千元 RMB'000	Retained profits 人民幣千元 RMB'000	Proposed dividends 人民幣千元 RMB'000	Total 人民幣千元 RMB'000
於二零一一年 一月一日結餘	Balance as at 1 January 2011	4,216	108,177	31,182	30,144	1,359	633	530	4,162	(1,278)	316,378	32,012	527,515
已付股息 (附註9)	Dividends paid (note 9)	-	-	-	-	-	-	-	-	-	-	(32,012)	(32,012)
因購股權行使而 發行股份 (附註14)	Issue of shares upon exercise of share options (note 14)	18	1,708	-	-	-	-	(543)	-	-	-	-	1,183
發行紅利股份 (附註14)	Bonus issue of shares (note 14)	3,552	(3,552)	-	-	-	-	-	-	-	-	-	-
股權結算以股份支付 之款項開支	Equity-settled share-based payment expenses	-	-	-	-	-	-	-	13	506	-	-	519
與擁有人交易	Transactions with owners	3,570	(1,844)	-	-	-	-	(530)	506	-	-	(32,012)	(30,310)
本期溢利	Profit for the period	-	-	-	-	-	-	-	-	-	66,495	-	66,495
其他全面收益	Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-
換算海外業務財務報表 產生之匯兌虧損	Exchange loss on translation of financial statements of foreign operations	-	-	-	-	-	-	-	-	(372)	-	-	(372)
期內全面收益總額	Total comprehensive income for the period	-	-	-	-	-	-	-	-	(372)	66,495	-	66,123
於二零一一年 六月三十日結餘	Balance as at 30 June 2011	7,786	106,333	31,182	30,144	1,359	633	-	4,668	(1,650)	382,873	-	563,328

截至二零一零年六月三十日止六個月  
For the six months ended 30 June 2010

		未經審核 Unaudited											
		股本	股份溢價	特別儲備	盈餘公積金	物業重估 儲備	公益金	以股份 支付之款項 儲備	資本出資 儲備	外幣匯兌 儲備	保留溢利	建議末期 股息	總權益
		Share capital 人民幣千元 RMB'000	Share premium 人民幣千元 RMB'000	Special reserve 人民幣千元 RMB'000	Surplus reserve fund 人民幣千元 RMB'000	Property revaluation reserve 人民幣千元 RMB'000	Public welfare fund 人民幣千元 RMB'000	Share- based payment reserve 人民幣千元 RMB'000	Capital contribution reserve 人民幣千元 RMB'000	Foreign currency translation reserve 人民幣千元 RMB'000	Retained profits 人民幣千元 RMB'000	Proposed final dividends 人民幣千元 RMB'000	Total 人民幣千元 RMB'000
於二零一零年 一月一日結餘	Balance as at 1 January 2010	4,031	89,544	31,182	18,807	1,359	633	725	3,105	(739)	230,501	8,800	387,948
已付股息 (附註9)	Dividends paid (note 9)	-	-	-	-	-	-	-	-	-	-	(8,800)	(8,800)
因購股權行使而 發行股份	Issue of shares upon exercise of share options	11	987	-	-	-	-	(296)	-	-	-	-	702
股權結算以股份支付之 款項開支	Equity-settled share-based payment expenses	-	-	-	-	-	-	80	529	-	-	-	609
與擁有人交易	Transactions with owners	11	987	-	-	-	-	(216)	529	-	-	(8,800)	(7,489)
本期溢利	Profit for the period	-	-	-	-	-	-	-	-	-	38,915	-	38,915
其他全面收益	Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-
換算海外業務財務報表 產生之匯兌虧損	Exchange loss on translation of financial statements of foreign operations	-	-	-	-	-	-	-	-	(66)	-	-	(66)
期內全面收益總額	Total comprehensive income for the period	-	-	-	-	-	-	-	-	(66)	38,915	-	38,849
於二零一零年 六月三十日結餘	Balance as at 30 June 2010	4,042	90,531	31,182	18,807	1,359	633	509	3,634	(805)	269,416	-	419,308

## 簡明綜合財務報表附註

# Notes to the Condensed Consolidated Financial Statements

### 1. 一般資料及編製基準

本公司為一間在開曼群島根據開曼群島公司法註冊成立之獲豁免有限公司。本公司註冊辦事處之地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司之股份於香港聯合交易所有限公司（「聯交所」）上市。

本公司主要業務為投資控股。本集團主要業務為研發、製造及銷售精細化工產品。

本集團最終控股公司為在英屬處女群島註冊成立之志峰集團有限公司。

本集團截至二零一一年六月三十日止六個月之未經審核簡明綜合中期財務報表（「未經審核簡明財務資料」）乃按香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」及聯交所證券上市規則（「上市規則」）附錄十六之適用披露規定而編製。

### 1. General information and basis of preparation

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The principal activity of the Company is investment holding. The principal activities of the Group are research and development, manufacture and sales of fine chemical products.

The ultimate holding company of the Group is Cheerhill Group Limited, a company incorporated in the British Virgin Islands.

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2011 (the "Unaudited Condensed Financial Information") have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").



## 簡明綜合財務報表附註

# Notes to the Condensed Consolidated Financial Statements

### 1. 一般資料及編製基準 (續)

未經審核簡明財務資料並未包括年度財務報表所需要的所有資料及披露，並應與本集團截至二零一零年十二月三十一日止年度之年度財務報表（「二零一零年度財務報表」）一併閱讀。

除採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（包括香港會計師公會頒佈所有適用之個別香港財務報告準則（「香港財務報告準則」）、香港會計準則及詮釋）外，編製未經審核簡明財務資料時所採納之會計政策與編製二零一零年度財務報表時所依循者一致。

未經審核簡明財務資料以人民幣（「人民幣」）呈列，其亦為本公司之呈列貨幣及本集團主要營運子公司之功能性貨幣。除另有說明者外，所載之數額已四捨五入至最接近的千位。

未經審核簡明財務資料已於二零一一年八月二十六日獲董事會批准刊發。

### 1. General information and basis of preparation *(Continued)*

The Unaudited Condensed Financial Information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2010 (the "2010 Annual Financial Statements").

The Unaudited Condensed Financial Information has been prepared in accordance with the same accounting policies adopted in the 2010 Annual Financial Statements, except for the adoption of the new and revised Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards ("HKFRS"), Hong Kong Accounting Standards and Interpretations issued by the HKICPA.

The Unaudited Condensed Financial Information is presented in Renminbi ("RMB") which is the Company's presentation currency and functional currency of the principal operating subsidiaries of the Group and all values are rounded to the nearest thousands except when otherwise stated.

The Unaudited Condensed Financial Information has been approved for issue by the Board on 26 August 2011.

## 簡明綜合財務報表附註

# Notes to the Condensed Consolidated Financial Statements

### 2. 採納新訂或經修訂香港財務報告準則

於回顧期間，本集團首次採用由香港會計師公會頒佈之以下新準則、經修訂準則、修訂本及詮釋，以上各項均適用於及對二零一一年一月一日開始之年度期間之本集團財務報表有效：

香港財務報告準則 (修訂本)	二零一零年對香港財務報告準則之改進項目
香港 (國際財務報告委員會) – 詮釋第19號	以股本工具抵銷金融負債
香港會計準則第32號 (修訂本)	金融工具：呈列 – 供股之分類
香港會計準則第24號 (經修訂)	關聯方披露
香港 (國際財務報告委員會) – 詮釋第14號	香港會計準則第19號 – 對界定福利資產的限制、最低資金規定及兩者的相互作用 – 有關最低資金規定的預付款項

除以下註明者外，採納該等新訂及經修訂香港財務報告準則不會改變本集團編製二零一零年度財務報表時所依據之會計政策。

### 2. Adoption of new or amended HKFRSs

In the period under review, the Group has applied for the first time the following new and revised standards, amendments and interpretations issued by the HKICPA, which are relevant to and effective for the Group's financial statements for the annual period beginning on 1 January 2011:

HKFRSs (Amendments)	Improvements to HKFRSs 2010
HK(IFRIC) – Interpretation 19	Extinguishing financial liabilities with equity instrument
HKAS 32 (Amendments)	Financial instruments: Presentation – Classification of rights issue
HKAS 24 (Revised)	Related party disclosures
HK(IFRIC) – Interpretation 14	HKAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interaction – Prepayments of a minimum funding requirement

Other than as noted below, the adoption of these new and revised HKFRSs did not change the Group's accounting policies as followed in the preparation of the 2010 Annual Financial Statements.



## 簡明綜合財務報表附註

# Notes to the Condensed Consolidated Financial Statements

## 2. 採納新訂或經修訂香港財務報告準則(續)

香港財務報告準則(修訂本)二零一零年對香港財務報告準則之改進項目

香港會計準則第34號《中期財務報告》更為重視信息披露原則的標準，而為說明此等原則的應用，並納入更多重要事項和交易的例子。修訂本尤其明確澄清有需要在中期財務報表載列有關香港財務報告準則第7號之披露事項。

### 香港會計準則第24號(經修訂)關聯方披露

香港會計準則第24號(經修訂)澄清及簡化關聯方之定義，亦訂明倘與政府或受同一政府所控制、共同控制或可發揮重大影響力之實體進行交易，可獲部分豁免對該等政府或相關實體作關聯方披露。

董事預期，應用其他尚未生效之新訂及經修訂香港財務報告準則將不會對本集團之業績及財務狀況有重大影響。

## 2. Adoption of new or amended HKFRSs (Continued)

HKFRSs (Amendments) Improvements to HKFRSs 2010

HKAS 34 Interim financial reporting places greater emphasis on the disclosure principles in the standard and includes additional examples of material event and transaction to illustrate the application of these principles. In particular, the amendment clarifies the need to include HKFRS 7 disclosures in interim financial statements.

### HKAS24 (Revised) Related Party Disclosures

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 Directors anticipate that the application of other new and revised HKFRSs but not yet effective will have no material impact on the results and the financial position of the Group.

## 簡明綜合財務報表附註

### Notes to the Condensed Consolidated Financial Statements

#### 3. 分部資料

執行董事已將本集團以下之五大產品及服務類別定為經營分部：

- (i) 氰乙酸及其酯類產品：研發、製造及銷售氰乙酸及其酯類產品；
- (ii) 醇類產品：研發、製造及銷售醇類產品；
- (iii) 氯乙酸及其下游產品：研發、製造及銷售氯乙酸及其下游產品；
- (iv) 精細石油化工產品：研發、製造及銷售精細石油化工產品；及
- (v) 其他副產品：銷售其他副產品，例如蒸汽。

經營分部乃按經調整分部經營業績監察，而策略決定亦是按同一基準作出。各經營分部均分開管理，原因為各個產品及服務類別所需的資源以及市場推廣方式並不相同。所有分部間銷售價格乃參照就同類訂單向外界收取的價格而收取。

#### 3. Segment information

The executive Directors have identified the following five product and service lines of the Group as its operating segments:

- (i) Cyanoacetic acid and its ester products: Research and development, manufacture and sale of cyanoacetic acid and its ester products;
- (ii) Alcohol products: Research and development, manufacture and sale of alcohol products;
- (iii) Chloroacetic acid and its derivative products: Research and development, manufacture and sale of chloroacetic acid and its derivative products;
- (iv) Fine petrochemical products: Research and development, manufacture and sale of fine petrochemical products; and
- (v) Other by-products: Sale of other by-products, e.g. steam.

The operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results. Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.



## 簡明綜合財務報表附註

## Notes to the Condensed Consolidated Financial Statements

## 3. 分部資料 (續)

於截至二零一一年六月三十日止六個月內，用來確定經營分部及可呈報分部溢利與虧損之計量方法與過往期間比較並無改變。

## 3. Segment information (Continued)

During the six months ended 30 June 2011, there have been no changes from prior periods in the measurement methods used to determine operating segments and reported segment profit or loss.

截至二零一一年六月三十日止六個月  
For the six months ended 30 June 2011

	氰乙酸及其酯類產品 Cyanoacetic acid and its ester products	醇類產品 Alcohol products	氯乙酸及其下游產品 Chloroacetic acid and its derivative products	精細石油 Fine petrochemical products	其他副產品 Other by-products	總額 Total
	人民幣千元 RMB'000 (未經審核) (unaudited)	人民幣千元 RMB'000 (未經審核) (unaudited)	人民幣千元 RMB'000 (未經審核) (unaudited)	人民幣千元 RMB'000 (未經審核) (unaudited)	人民幣千元 RMB'000 (未經審核) (unaudited)	人民幣千元 RMB'000 (未經審核) (unaudited)
收益：	Revenue:					
來自外界客戶	From external customers	413,630	4,309	9,396	4,396	457,861
分部間之收益	Inter-segment revenue	-	101,817	-	826	124,138
可呈報分部之收益	Reportable segment revenue	413,630	106,126	9,396	5,222	581,999
可呈報分部之溢利	Reportable segment profit	94,953	37,227	1,615	954	137,115
可呈報分部之資產	Reportable segment assets	338,783	81,064	20,464	73,156	530,568



## 簡明綜合財務報表附註

### Notes to the Condensed Consolidated Financial Statements

#### 3. 分部資料 (續)

#### 3. Segment information (Continued)

截至二零一零年六月三十日止六個月  
For the six months ended 30 June 2010

	氰乙酸及其酯類產品 Cyanoacetic acid and its ester products	醇類產品 Alcohol products	氯乙酸及其下游產品 Chloroacetic acid and its derivative products	精細石油化工產品 Fine petrochemical products	其他副產品 Other by-products	總額 Total
	人民幣千元 RMB'000 (未經審核) (unaudited)	人民幣千元 RMB'000 (未經審核) (unaudited)	人民幣千元 RMB'000 (未經審核) (unaudited)	人民幣千元 RMB'000 (未經審核) (unaudited)	人民幣千元 RMB'000 (未經審核) (unaudited)	人民幣千元 RMB'000 (未經審核) (unaudited)
收益:	Revenue:					
來自外界客戶	From external customers	360,619	20,132	1,217	8,501	393,941
分部間之收益	Inter-segment revenue	-	11,575	53,849	-	86,140
可呈報分部之收益	Reportable segment revenue	360,619	31,707	55,066	8,501	480,081
可呈報分部之溢利/ (虧損)	Reportable segment profit/ (loss)	77,441	1,519	7,807	(16,759)	73,299
可呈報分部之資產	Reportable segment assets	265,914	19,469	56,726	26,339	442,433

就本集團經營分部所呈列之各項總數與本集團財務報表中呈列的主要財務數據之對賬如下：

The totals presented for the Group's operating segments reconcile to the Group's key financial figures as presented in the financial statements as follows:

截至六月三十日止六個月  
Six months ended 30 June

		二零一一年 2011 人民幣千元 RMB'000 (未經審核) (unaudited)	二零一零年 2010 人民幣千元 RMB'000 (未經審核) (unaudited)
可呈報分部之收益	Reportable segment revenue	581,999	480,081
抵銷分部間之收益	Elimination of inter-segment revenue	(124,138)	(86,140)
集團收益	Group revenue	457,861	393,941



## 簡明綜合財務報表附註

## Notes to the Condensed Consolidated Financial Statements

## 3. 分部資料 (續)

## 3. Segment information (Continued)

		截至六月三十日止六個月 Six months ended 30 June	
		二零一一年 2011 人民幣千元 RMB'000 (未經審核) (unaudited)	二零一零年 2010 人民幣千元 RMB'000 (未經審核) (unaudited)
可呈報分部之溢利	Reportable segment profit	<b>137,115</b>	73,299
投資物業租金收入	Rental income from investment properties	<b>274</b>	236
股權結算以股份 支付之款項開支	Equity-settled share-based payment expenses	<b>(519)</b>	(609)
財務成本	Finance costs	<b>(3,336)</b>	(4,045)
不能分配之 企業收入	Corporate unallocated income	<b>491</b>	193
不能分配之 企業開支	Corporate unallocated expenses	<b>(15,096)</b>	(12,995)
抵銷分部間之 溢利	Elimination of inter-segment profit	<b>(35,937)</b>	(10,833)
除所得稅前溢利	Profit before income tax	<b>82,992</b>	45,246

## 簡明綜合財務報表附註

### Notes to the Condensed Consolidated Financial Statements

#### 4. 營業額及其他收入

本集團營業額為本集團主要業務之收益，而營業額及在期內已確認之其他收入如下：

#### 4. Turnover and other income

Turnover of the Group, which is the revenue from the Group's principal activities, and other income recognised during the period are as follows:

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零一一年	二零一零年
		2011	2010
		人民幣千元	人民幣千元
		RMB'000	RMB'000
		(未經審核)	(未經審核)
		(unaudited)	(unaudited)
<b>營業額</b>	<b>Turnover</b>		
銷售氰乙酸及其酯類產品	Sales of cyanoacetic acid and its ester products	<b>413,630</b>	360,619
銷售醇類產品	Sales of alcohol products	<b>26,130</b>	20,132
銷售氯乙酸及其下游產品	Sales of chloroacetic acid and its derivative products	<b>4,309</b>	1,217
銷售精細石油化工產品	Sales of fine petrochemical products	<b>9,396</b>	8,501
銷售其他副產品	Sales of other by-products	<b>4,396</b>	3,472
		<b>457,861</b>	393,941
<b>其他收入</b>	<b>Other income</b>		
政府補貼	Government grants	<b>176</b>	199
利息收入	Interest income	<b>165</b>	33
遞延收入撥回	Release of deferred income	<b>1,370</b>	1,370
租金收入	Rental income	<b>274</b>	236
雜項收入	Sundry income	<b>201</b>	20
		<b>2,186</b>	1,858



## 簡明綜合財務報表附註

## Notes to the Condensed Consolidated Financial Statements

## 5. 其他經營開支

## 5. Other operating expenses

		截至六月三十日止六個月 Six months ended 30 June	
		二零一一年 2011 人民幣千元 RMB'000 (未經審核) (unaudited)	二零一零年 2010 人民幣千元 RMB'000 (未經審核) (unaudited)
與搬遷有關之物業、廠房及設備之撇賬 (附註i)	Write-off of property, plant and equipment in relation to the removal (note i)	–	9,394
搬遷費用 (附註i)	Removal expenses (note i)	–	3,300
物業、廠房及設備之減值虧損 (附註ii)	Impairment loss on property, plant and equipment (note ii)	–	14,120
		–	26,814

附註：

(i) 於二零零八年六月十二日，山東濰坊經濟開發區規劃建設局向本公司之間接全資附屬公司濰坊同業化學有限公司(「濰坊同業」)發出收地通知，涉及收回三幅土地(統稱「該等土地」，該等土地包括「土地1」、「土地2」及「土地3」)之土地使用權。土地2及土地3之處理事宜已於二零零九年完成。於截至二零一零年六月三十日止六個月，由於濰坊同業搬遷建於土地1上之生產設施，賬面淨值約人民幣9,394,000元之物業、廠房及設備已撇賬。本集團將約人民幣3,300,000元之搬遷費用確認於截至二零一零年六月三十日止六個月之損益。

(ii) 於截至二零一零年六月三十日止六個月，物業、廠房及設備之賬面淨值減低至可收回金額，而於確定可收回金額時，乃參照生產精細石油化工產品之資產預期產生之未來現金流預測。

Notes:

(i) On 12 June 2008, Shandong Weifang Economic Development Zone Planning and Construction Bureau issued a resumption notice to Weifang Common Chem Co., Ltd. ("Weifang Common"), an indirectly wholly-owned subsidiary of the Company, in respect of the resumption of land use rights of three pieces of land (collectively referred to as the "Land", which include "Land 1", "Land 2" and "Land 3"). The disposals of Land 2 and Land 3 were completed in 2009. During the six months ended 30 June 2010, property, plant and equipment with net carrying amount of approximately RMB9,394,000 were written off due to the removal of production facilities of Weifang Common erected on Land 1. The Group also recognised the removal expenses of approximately RMB3,300,000 in profit or loss for the six months ended 30 June 2010.

(ii) During the six months ended 30 June 2010, the net carrying amounts of property, plant and equipment were reduced to their recoverable amounts which were determined by reference to the estimation of future cashflows expected to be generated from the respective assets in relation to the production of fine petrochemical products.

## 簡明綜合財務報表附註

### Notes to the Condensed Consolidated Financial Statements

#### 6. 財務成本

#### 6. Finance costs

		截至六月三十日止六個月 Six months ended 30 June	
		二零一一年 2011 人民幣千元 RMB'000 (未經審核) (unaudited)	二零一零年 2010 人民幣千元 RMB'000 (未經審核) (unaudited)
以下各項之 利息開支:	Interest charges on:		
– 於五年內全額 償還之銀行 貸款	– Bank loans wholly repayable within five years	3,336	4,024
– 貼現票據	– Discounted bills	–	21
		<b>3,336</b>	4,045

#### 7. 除所得稅前溢利

#### 7. Profit before income tax

		截至六月三十日止六個月 Six months ended 30 June	
		二零一一年 2011 人民幣千元 RMB'000 (未經審核) (unaudited)	二零一零年 2010 人民幣千元 RMB'000 (未經審核) (unaudited)
除所得稅前 溢利已扣除/ (計入):	Profit before income tax is arrived at after charging/ (crediting):		
董事酬金	Directors' remuneration		
– 袍金	– Fees	158	139
– 薪金及津貼	– Salaries and allowances	1,576	1,140
– 退休福利計劃 供款	– Retirement benefit scheme contributions	36	31
其他員工成本	Other staff costs	<b>1,770</b>	1,310
退休福利計劃供款	Retirement benefit scheme contributions	<b>19,074</b>	14,462
股權結算以股份 支付之款項開支	Equity-settled share-based payment expenses	<b>1,204</b>	1,023
		<b>519</b>	609
總員工成本	Total staff costs	<b>22,567</b>	17,404



## 簡明綜合財務報表附註

## Notes to the Condensed Consolidated Financial Statements

## 7. 除所得稅前溢利(續)

## 7. Profit before income tax (Continued)

		截至六月三十日止六個月 Six months ended 30 June	
		二零一一年 2011 人民幣千元 RMB'000 (未經審核) (unaudited)	二零一零年 2010 人民幣千元 RMB'000 (未經審核) (unaudited)
預付土地租賃款項攤銷	Amortisation of prepaid land lease payments	647	647
確認為開支之存貨成本(附註i), 包括:	Cost of inventories recognised as an expense (note i), including:	339,406	290,459
- 存貨價值減低至可變現淨值	- Write-down of inventories to net realisable value	1	1,389
- 存貨價值減低至可變現淨值之回撥(附註ii)	- Reversal of write-down of inventories to net realisable value (note ii)	(553)	(356)
物業、廠房及設備之折舊	Depreciation on property, plant and equipment	19,791	18,631
淨匯兌損失	Exchange losses, net	478	244
有關租賃土地及樓宇的經營租賃下的最低租賃款項	Minimum lease payments under operating leases in respect of leasehold land and building	278	300
投資物業開支	Outgoings in respect of investment properties	37	39
研究費用	Research costs	852	540
與搬遷相關之物業、廠房及設備的撇賬(附註5)	Write-off of property, plant and equipment in relation to the removal (note 5)	-	9,394
搬遷費用(附註5)	Removal expenses (note 5)	-	3,300
物業、廠房及設備減值虧損(附註5)	Impairment loss on property, plant and equipment (note 5)	-	14,120

## 附註:

(i) 存貨成本中包括約人民幣18,607,000元(截至二零一零年六月三十日止六個月; 人民幣15,988,000元)之相關折舊開支及約人民幣16,052,000元(截至二零一零年六月三十日止六個月; 人民幣12,588,000元)之相關員工成本。

(ii) 存貨價值之減低金額約人民幣553,000元(截至二零一零年六月三十日止六個月; 人民幣356,000元)已撥回, 原因是有關存貨的市場價格在期內回升。

## Notes:

(i) Cost of inventories includes approximately RMB18,607,000 (Six months ended 30 June 2010: RMB15,988,000) relating to depreciation expenses and approximately RMB16,052,000 (Six months ended 30 June 2010: RMB12,588,000) relating to staff costs.

(ii) The write-down of inventories of approximately RMB553,000 (Six months ended 30 June 2010: RMB356,000) was reversed as the market price of these inventories was increased during the period.

## 簡明綜合財務報表附註

## Notes to the Condensed Consolidated Financial Statements

## 8. 所得稅開支

## 8. Income tax expense

		截至六月三十日止六個月 Six months ended 30 June	
		二零一一年 2011 人民幣千元 RMB'000 (未經審核) (unaudited)	二零一零年 2010 人民幣千元 RMB'000 (未經審核) (unaudited)
即期稅項— 中華人民共和國 (「中國」)企業 所得稅	Current tax – People's Republic of China ("PRC") Enterprise Income Tax	16,440	7,674
遞延稅項	Deferred tax	57	(1,343)
		<b>16,497</b>	<b>6,331</b>

由於本集團之收入並非在香港產生或來自香港，故並無作出香港利得稅撥備（截至二零一零年六月三十日止六個月：無）。

濰坊同業及濰坊柏立化學有限公司（「濰坊柏立」）須按回顧期間之中國企業所得稅率25%（截至二零一零年六月三十日止六個月：濰坊同業：25%，濰坊柏立：12.5%）繳納中國企業所得稅。

上海德弘化工有限公司須按回顧期間之上海浦東新區優惠稅率24%（截至二零一零年六月三十日止六個月：22%）繳納中國企業所得稅。

No provision for Hong Kong Profits Tax has been made as the Group's income neither arises in nor derives from Hong Kong (Six months ended 30 June 2010: Nil).

Weifang Common and Weifang Parasia Chem Co., Ltd. ("Weifang Parasia") are subject to PRC Enterprise Income Tax at the rate of 25% for the period under review (Six months ended 30 June 2010: Weifang Common: 25%, Weifang Parasia: 12.5%).

Shanghai Dehong Chemical Company Limited is subject to PRC Enterprise Income Tax at the rate of 24% for the period under review (Six months ended 30 June 2010: 22%), being the preferential tax rate in Shanghai Pudong New District.



## 簡明綜合財務報表附註

## Notes to the Condensed Consolidated Financial Statements

### 8. 所得稅開支(續)

根據相關中國法律法規，濰坊濱海石油化工有限公司(「濰坊濱海」)合資格獲得中國若干免稅期及稅務優惠。免稅期及稅務優惠之形式為由首個獲利年度起獲完全豁免兩個年度所得稅，其後三年則可享有50%適用稅率減免。由於這是第四個獲利年度，濰坊濱海按回顧期間之優惠稅率12.5% (截至二零一零年六月三十日止六個月：12.5%) 就中國企業所得稅作撥備。

濰坊濱海取得政府補貼，以津貼為製造高純度異丁烯、聚異丁烯及氯乙酸而興建之生產線及配套設施，該補貼已於二零零六年確認為遞延收入。由於興建工程已於二零零七年十二月三十一日完成，故開始按照有關資產可使用年期將遞延收入撥往損益。有關收入於其撥往損益之年度須予課稅。

### 8. Income tax expense (Continued)

Pursuant to the relevant laws and regulations in the PRC, Weifang Binhai Petro-Chem Co., Ltd. ("Weifang Binhai") is eligible for certain tax holidays and concessions in the PRC. The tax holidays and concessions are in the form of two years tax exemption from the first profitable year, followed by a 50% reduction of the applicable tax rate in the following three years. PRC Enterprise Income Tax has been provided for Weifang Binhai at the preferential rate of 12.5% for the period under review as this is the fourth profitable year (Six months ended 30 June 2010: 12.5%).

A government grant obtained by Weifang Binhai for subsidising the construction of the production lines and ancillary facilities for manufacturing of high purity isobutylene, polyisobutylene and chloro acetic acid which was recognised as a deferred income in 2006. As the construction has been completed as at 31 December 2007, the deferred income commenced to release to profit or loss over the useful lives of the relevant assets. Such income is taxable for the year in which it is released to profit or loss.



## 簡明綜合財務報表附註

## Notes to the Condensed Consolidated Financial Statements

### 9. 每股股息

於回顧期間，截至二零一零年十二月三十一日止年度之末期股息為每股8.0港仙（截至二零一零年六月三十日止六個月：2.5港仙），共約人民幣28,455,000元（截至二零一零年六月三十日止六個月：人民幣8,800,000元），及特別股息為每股1.0港仙（截至二零一零年六月三十日止六個月：無），共約人民幣3,557,000元（截至二零一零年六月三十日止六個月：無），全部股息已於期內支付給本公司股東。

董事不建議就截至二零一一年六月三十日止六個月派發任何中期股息（截至二零一零年六月三十日止六個月：無）。

### 10. 每股盈利

每股基本及攤薄盈利乃根據以下數據計算：

### 9. Dividends

During the period under review, a final dividend for the year ended 31 December 2010 of 8.0 HKcents per share (Six months ended 30 June 2010: 2.5 HKcents per share), amounting to approximately RMB28,455,000 (Six months ended 30 June 2010: RMB8,800,000) and a special dividend for the year ended 31 December 2010 of 1.0 HKcent per share (Six months ended 30 June 2010: Nil), amounting to approximately RMB3,557,000 (Six months ended 30 June 2010: Nil) were paid to the shareholders of the Company.

The Directors do not recommend the payment of any interim dividend for the six months ended 30 June 2011 (Six months ended 30 June 2010: Nil).

### 10. Earnings per share

The calculation of the basic and diluted earnings per share is based on the following data:

		截至六月三十日止六個月 Six months ended 30 June	
		二零一一年 2011	二零一零年 2010
		人民幣千元 RMB'000	人民幣千元 RMB'000
		(未經審核) (unaudited)	(未經審核) (unaudited)
就計算每股基本及攤薄盈利而言之本公司擁有人應佔本期溢利	Profit for the period attributable to the owners of the Company for the purposes of basic and diluted earnings per share	66,495	38,915



## 簡明綜合財務報表附註

## Notes to the Condensed Consolidated Financial Statements

## 10. 每股盈利 (續)

## 10. Earnings per share (Continued)

		普通股數目	
		Number of ordinary shares	
		截至六月三十日止六個月	
		Six months ended 30 June	
		二零一一年	二零一零年
		2011	2010
		千股	千股
		'000 shares	'000 shares
		(未經審核)	(未經審核及 已重列)
		(unaudited)	(unaudited and restated)
就計算每股基本 盈利而言之 普通股加權 平均數	Weighted average number of ordinary shares for the purposes of basic earnings per share	<b>845,571</b>	800,992
潛在普通股之 攤薄影響： 購股權	Effect of dilutive potential ordinary shares: Share options	<b>856</b>	1,520
就計算每股攤薄 盈利而言之 普通股加權 平均數	Weighted average number of ordinary shares for the purposes of diluted earnings per share	<b>846,427</b>	802,512

截至二零一一年六月三十日止六個月之每股基本盈利，乃根據本公司擁有人應佔回顧期間之溢利人民幣66,495,000元（截至二零一零年六月三十日止六個月：人民幣38,915,000元）及回顧期間之已發行普通股加權平均數845,571,000股（截至二零一零年六月三十日止六個月：800,992,000股）計算。

The calculation of basic earnings per share for the six months ended 30 June 2011 was based on the profit attributable to the owners of the Company of RMB66,495,000 (Six months ended 30 June 2010: RMB38,915,000) and on the weighted average of 845,571,000 (Six months ended 30 June 2010: 800,992,000) ordinary shares in issue during the period under review.

## 簡明綜合財務報表附註

### Notes to the Condensed Consolidated Financial Statements

#### 10. 每股盈利 (續)

截至二零一一年六月三十日止六個月之每股攤薄盈利，乃根據本公司擁有人應佔回顧期間之溢利人民幣66,495,000元（截至二零一零年六月三十日止六個月：人民幣38,915,000元）及回顧期間之已發行普通股加權平均數846,427,000股（截至二零一零年六月三十日止六個月：802,512,000股）計算。該加權平均股數乃計算每股基本盈利時所用之股數再加上假定行使本公司所有購股權時被視為以零代價將予發行之普通股加權平均數856,000股（截至二零一零年六月三十日止六個月：1,520,000股）所得。

就計算每股基本及攤薄盈利而言之普通股加權平均數已因應二零一一年五月二十七日進行之發行紅利股份作出調整。

#### 11. 物業、廠房及設備

於截至二零一一年六月三十日止六個月，本集團購入約人民幣30,600,000元（截至二零一零年六月三十日止六個月：人民幣39,100,000元）之物業、廠房及設備，變賣賬面淨值約人民幣60,000元（截至二零一零年六月三十日止六個月：人民幣9,400,000元）之若干物業、廠房及設備，且並無減值虧損（截至二零一零年六月三十日止六個月：人民幣14,100,000元）。

#### 10. Earnings per share (Continued)

The calculation of diluted earnings per share for the six months ended 30 June 2011 was based on the profit attributable to the owners of the Company of RMB66,495,000 (Six months ended 30 June 2010: RMB38,915,000) and the weighted average of 846,427,000 (Six months ended 30 June 2010: 802,512,000) ordinary shares in issue during the period under review, as used in the basic earnings per share calculation plus the weighted average of 856,000 (Six months ended 30 June 2010: 1,520,000) ordinary shares deemed to be issued at no consideration as if all the Company's share options have been exercised.

The weighted average number of ordinary shares for the purpose of basic and diluted earnings per share has been adjusted for the bonus issue of shares made on 27 May 2011.

#### 11. Property, plant and equipment

During the six months ended 30 June 2011, the Group acquired property, plant and equipment of approximately RMB30.6 million (Six months ended 30 June 2010: RMB39.1 million); disposed of certain items of property, plant and equipment with net carrying amount of approximately RMB0.06 million (Six months ended 30 June 2010: RMB9.4 million); and none of impairment loss was made (Six months ended 30 June 2010: RMB14.1 million).



## 簡明綜合財務報表附註

## Notes to the Condensed Consolidated Financial Statements

## 12. 貿易應收賬及應收票據

## 12. Trade and bills receivable

		二零一一年 六月三十日 <b>30 June</b> <b>2011</b> 人民幣千元 <b>RMB'000</b> (未經審核) <b>(unaudited)</b>	二零一零年 十二月三十一日 31 December 2010 人民幣千元 RMB'000 (經審核) (audited)
貿易應收賬	Trade receivables	<b>100,717</b>	82,427
應收票據	Bills receivable	<b>38,789</b>	34,906
		<b>139,506</b>	117,333

本集團給予貿易客戶之信貸期一般介乎一個月至六個月不等。應收票據為不計息之銀行承兌票據，於兩個報告日期，應收票據之賬齡均為六個月以內。每位客戶均有最高信貸限額。本集團致力維持對應收賬款結欠作出嚴謹之控制。管理層會對過期欠款進行定期檢討。

於報告日期，貿易應收賬及應收票據按發票日期所作之賬齡分析如下：

The Group allows a credit period normally ranging from one month to six months to its trade customers. The bills receivable are non-interest bearing bank acceptance bills and aged within six months at both reporting dates. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by management.

The ageing analysis of trade and bills receivable at the reporting date, based on the invoice date, is stated as follows:

		二零一一年 六月三十日 <b>30 June</b> <b>2011</b> 人民幣千元 <b>RMB'000</b> (未經審核) <b>(unaudited)</b>	二零一零年 十二月三十一日 31 December 2010 人民幣千元 RMB'000 (經審核) (audited)
0至90日	0 to 90 days	<b>127,036</b>	114,006
91至180日	91 to 180 days	<b>11,216</b>	3,198
181至365日	181 to 365 days	<b>1,190</b>	129
超過365日	Over 365 days	<b>64</b>	-
		<b>139,506</b>	117,333

## 簡明綜合財務報表附註

## Notes to the Condensed Consolidated Financial Statements

12. 貿易應收賬及應收票據  
(續)

貿易應收賬及應收票據與多名來自不同層面的客戶有關，而彼等最近並無拖欠紀錄。根據過往信貸記錄，管理層相信，由於信貸質素並無重大變動而結欠仍視作可全數收回，因此毋須為該等結欠作減值撥備。本集團並無就已逾期未付惟並無減值之貿易應收賬持有任何抵押品。

董事認為，貿易應收賬及應收票據之公允值與其賬面值並不存在重大差異，原因是該等金額的到期期限較短。

## 13. 貿易應付賬及應付票據

本集團獲其供應商給予的信貸期介乎30至365日不等。於報告日期，貿易應付賬按發票日期所作之賬齡分析如下：

## 12. Trade and bills receivable (Continued)

Trade and bills receivable related to a large number of diversified customers for whom there was no recent history of default. Based on past credit policy, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered to be fully recoverable. The Group did not hold any collateral in respect of trade receivables past due but not impaired.

The Directors considered that the fair values of trade and bills receivable are not materially different from their carrying amounts because these amounts have short maturity periods.

## 13. Trade and bills payable

The Group was granted by its suppliers credit periods ranging from 30 to 365 days. The ageing analysis of trade and bills payable at the reporting date, based on the invoice date, is as follows:

		二零一一年 六月三十日 30 June 2011 人民幣千元 RMB'000 (未經審核) (unaudited)	二零一零年 十二月三十一日 31 December 2010 人民幣千元 RMB'000 (經審核) (audited)
0至90日	0 to 90 days	18,339	22,814
91至180日	91 to 180 days	651	756
181至365日	181 to 365 days	270	331
超過365日	Over 365 days	565	656
		<b>19,825</b>	<b>24,557</b>



## 簡明綜合財務報表附註

## Notes to the Condensed Consolidated Financial Statements

13. 貿易應付賬及應付票據  
(續)

貿易應付賬之賬面值按人民幣計值。所有款額均屬短期，故貿易應付賬之賬面值與公允值相若，乃視作合理。

## 13. Trade and bills payable (Continued)

The carrying amounts of trade and bills payable are denominated in RMB. All amounts are short term and hence the carrying amounts of trade and bills payable are considered to be a reasonable approximation of fair values.

## 14. 股本

## 14. Share capital

		金額	
		千港元	人民幣千元
普通股數目		HK\$'000	RMB'000
Number of ordinary shares			
法定：	Authorised:		
每股面值0.01港元	Ordinary shares of		
普通股	HK\$0.01 each		
於二零一零年	As at 31 December 2010		
十二月三十一日及	and 30 June 2011		
二零一一年			
六月三十日		<b>100,000,000</b>	<b>1,000,000</b>
已發行及繳足：	Issued and fully paid:		
每股面值0.01港元	Ordinary shares of		
普通股	HK\$0.01 each		
於二零一零年	As at 31 December 2010		
十二月三十一日及	and 1 January 2011		
二零一一年一月一日		421,248,000	4,212
行使購股權(附註16)	Exercise of share options		
	(note 16)	2,191,000	22
發行紅利股份	Bonus issue of shares	423,439,000	4,234
			3,552
於二零一一年	As at 30 June 2011		
六月三十日	(Unaudited)		
(未經審核)		<b>846,878,000</b>	<b>8,468</b>
			<b>7,786</b>

於回顧期間，本公司已發行普通股數目已增加至846,878,000股，原因是按每股認購價0.64港元行使購股權及根據每持有一(1)股本公司現有股份發行一(1)股紅利股份之比例按面值發行紅利股份。有關回顧期間之購股權行使詳情已在附註16概述。

During the period under review, the number of the issued ordinary shares of the Company was increased to 846,878,000 shares as a result of the exercise of the share options at the subscription price of HK\$0.64 per share and bonus issue of shares on the basis of one bonus share at par for every one existing share of the Company. Details of the share options exercised during the period under review are summarised in note 16.

## 簡明綜合財務報表附註

### Notes to the Condensed Consolidated Financial Statements

#### 15. 資本承擔

於報告日，有關本集團生產設施之資本承擔如下：

		二零一一年 六月三十日 <b>30 June 2011</b> 人民幣千元 <b>RMB'000</b> (未經審核) <b>(unaudited)</b>	二零一零年 十二月三十一日 31 December 2010 人民幣千元 RMB'000 (經審核) (audited)
物業、廠房及設備：	Property, plant and equipment:		
－已訂約 但未撥備	－ Contracted but not provided for	<b>6,547</b>	954
－已授權 但未訂約	－ Authorised but not contracted for	<b>8,345</b>	—
		<b>14,892</b>	954

#### 15. Capital commitments

The Group's capital commitments in respect of production facilities at the reporting date are as follows:

#### 16. 以股份支付之款項

##### 按股權結算購股權計劃

本公司於二零零六年十月四日批准及採納購股權計劃（「購股權計劃」），旨在獎勵及酬謝對本集團之成功作出貢獻之各方，包括本集團任何成員公司或聯營公司之董事、合資格僱員、供應商、客戶、股東或彼等各自之聯繫人或本集團之諮詢人或顧問。購股權計劃詳細條款已在二零一零年度財務報表列示。

#### 16. Share-based payments

##### Equity-settled share option scheme

The Company has approved and adopted a share option scheme (the "Share Option Scheme") on 4 October 2006 for the purpose of providing incentives and rewards to the directors, eligible employees, suppliers, customers, any shareholder of each member of the Group or associated company or any of their respective associates, and advisers or consultants of the Group who contribute to the success of the Group. Details of the terms of the Share Option Scheme have been set out in the 2010 Annual Financial Statements.



## 簡明綜合財務報表附註

## Notes to the Condensed Consolidated Financial Statements

16. 以股份支付之款項 (續)  
按股權結算購股權計劃 (續)

於期內尚未行使之購股權詳情如下：

		截至六月三十日止六個月 Six months ended 30 June			
		二零一一年 2011 (未經審核) (Unaudited)		二零一零年 2010 (未經審核) (Unaudited)	
		購股權 數目	加權平均 行使價	購股權 數目	加權平均 行使價
		Number of Share Option	Weighted Average Exercise Price 港元 HK\$	Number of Share Option	Weighted Average Exercise Price 港元 HK\$
於期初尚未行使	Outstanding at the beginning of the period	2,291,000	0.64	3,790,000	0.64
期內沒收	Forfeited during the period	(100,000)	0.64	-	-
期內行使	Exercised during the period	(2,191,000)	0.64	(1,248,000)	0.64
於期末尚未行使	Outstanding at the end of the period	-	0.64	2,542,000	0.64
於期末可行使	Exercisable at the end of the period	-	0.64	647,000	0.64

於期末並無尚未行使購股權 (二零一零年六月三十日尚未行使購股權之加權平均尚餘合約期為3.5年)。

於截至二零一一年六月三十日止六個月，本集團已就本公司授出之購股權確認開支總額約人民幣13,000元 (截至二零一零年六月三十日止六個月：人民幣80,000元)。

16. Share-based payments (Continued)  
Equity-settled share option scheme (Continued)

Details of the share options outstanding during the period are as follows:

No outstanding share option at the end of the period (30 June 2010: the outstanding share options have a weighted average remaining contractual life of 3.5 years).

The Group recognised a total expense of approximately RMB13,000 for the six months ended 30 June 2011 (Six months ended 30 June 2010: RMB80,000) in relation to share options granted by the Company.



## 簡明綜合財務報表附註

### Notes to the Condensed Consolidated Financial Statements

#### 17. 關聯方交易

於截至二零一一年六月三十日止六個月，本集團向濰坊天弘企業管理及顧問有限公司支付租金約人民幣90,000元（截至二零一零年六月三十日止六個月：人民幣84,000元），而所有執行董事均在濰坊天弘企業管理及顧問有限公司擁有實益權益及可行使重大影響力。

#### 18. 於報告日後之事項

於二零一一年七月三日，董事會宣佈本公司與漢高香港控股有限公司（「漢高香港」）於二零一一年六月三十日訂立有條件合營公司協議（「合營協議」）以成立合營公司，在取得中國政府的所有相關批文以及符合合營協議中的其他條款及條件以後，合營公司將隨之在中國山東省濰坊市成立外商獨資企業（「外商獨資企業」），主要從事製造、推廣及銷售工業用特種化學品的業務。本集團與漢高香港意向之總投資額及外商獨資企業註冊股本分別為32,400,000歐元及10,800,000歐元。待載於合營協議的若干條件達成後，本集團同意通過合營公司，向獨資企業資本出資55%的註冊股本。本集團亦同意按照於合營公司的55%股權，以股東貸款形式提供預支貸款，補足總投資額與外商獨資企業註冊股本之間的差額。有關合營協議詳情已刊載在本公司於二零一一年七月三日刊發之公告內。截至批准本財務報表當日，該項交易仍在落實的過程中。

#### 17. Related party transactions

During the six months ended 30 June 2011, the Group had rental payments of approximately RMB90,000 (Six months ended 30 June 2010: RMB84,000) to Weifang Tianhong Corporate Management and Consultancy Company Limited in which all the executive Directors have beneficial interests and can exercise significant influence.

#### 18. Event after the reporting date

On 3 July 2011, the Board announced that the Company entered into the conditional joint venture agreement ("JV agreement") with Henkel Hong Kong Holding Limited ("Henkel Hong Kong") on 30 June 2011 to form the joint venture company which will establish the wholly foreign-owned enterprise ("WFOE") in Weifang City, Shandong Province, the PRC to principally engage in the business of manufacture, marketing and sale of a type of specialty chemical for industrial use upon obtaining all the relevant PRC governmental approvals and subject to the terms and conditions as contained in the JV agreement. The Group and Henkel Hong Kong intend that the total investment amount and the registered capital of the WFOE will be EUR32.4 million and EUR10.8 million respectively. Subject to the satisfaction of a number of conditions set out in the JV agreement, the Group agrees to make 55% capital contribution towards the registered capital of WFOE through the joint venture company. The Group has also agreed to advance loans towards the difference between the total investment amount and the registered capital of the WFOE by way of shareholder loans in accordance with 55% of its shareholding in the joint venture company. Details of the JV agreement are set out in the Company's announcement dated 3 July 2011. The transaction is still in the process of being finalised as at the date of the approval of these financial statements.



## 管理層討論及分析

# Management Discussion and Analysis

### 經營業績概要

#### 業務回顧

在回顧期內，本集團錄得之營業額及淨利潤較本集團去年同期均有增長。本集團實施了有效的銷售推廣和積極的營銷戰略，在全球經濟持續復甦中搶佔市場先機。來自國內市場之營業額增長12.6%，佔本集團總營業額77.9%，而來自海外市場之營業額亦較去年同期大幅增長31.0%。隨著全球經濟復甦，在回顧期內，通脹上升導致原材料成本出現不尋常波動。受惠於本集團完善的生產鏈配套和有效的規模化生產，毛利率保持穩定，本集團的毛利亦較去年同期增長13.4%。在回顧期內，毋須就生產設施作出非經常的一次性減值準備，亦無因搬遷生產廠房而產生的搬遷費用，本集團的淨利潤因而較去年大幅增加70.9%，達約人民幣66,500,000元。這令人鼓舞的財務業績反映了本集團之業務優勢，在不利營商的大環境下仍能發揮穩健的防禦功能。

### Summary of operating results

#### Business review

During the period under review, the Group recorded growth in both turnover and net profit as compared with those of the Group recorded in the last corresponding period. The Group has implemented effective sales promotion and aggressive marketing strategies to seize market opportunities arising from the continuing recovery of the global economy. The turnover derived from the domestic market grew by 12.6%, accounting for 77.9% of the Group's total turnover, while the turnover derived from overseas market has also substantially increased by 31.0% as compared with that of last corresponding period. Following the global economic recovery, the surging inflation urged the cost of raw materials recorded unusual volatilities during the period under review. Benefited from the well established complementary production chain and effective scale production of the Group, the gross profit margin can be maintained steady. The gross profit of the Group has also increased by 13.4% as compared with that of last corresponding period. The absence of non-recurrent one-off provision for impairment of production facilities and the removal expenses for relocation of production plant during the period under review explained the substantial increase of the net profit of the Group by 70.9% as compared with that of last corresponding period, reached approximately RMB66.5 million. The encouraging financial results reflected the business edges of the Group which offer a strong defensive position during adverse business environment.

## 管理層討論及分析

# Management Discussion and Analysis

### 經營業績概要 (續)

#### 業務回顧 (續)

在回顧期內，本集團自主研發新產品以配合其發展戰略，並計劃在下半年推出市場。由於新產品能帶來新收入和利潤，本集團將憑藉其現有之業務優勢，繼續開發新的產品，旨在進一步擴大產品範圍，從而鞏固其盈利能力，同時把握新的發展機遇以支持本集團業務持續增長。

此外，考慮到工業用特種化學品的廣闊市場前景，本集團與策略業務夥伴於二零一一年六月三十日訂立有條件合營協議，有關詳情已在本公司於二零一一年七月三日刊發之公告內說明。本集團預期，該合資企業（如果成立）將為本集團收入帶來新的動力及成為新的利潤增長點，有助本集團長遠業務發展。

### Summary of operating results (Continued)

#### Business review (Continued)

In line with its development strategies, the Group has self-developed a new product during the period under review and planned to launch it into the market in second half of this year. As new product can bring in new revenue and profit, the Group will keep developing new products by capitalising its existing business edges aiming to expand the products range further so as to solidify its profitability and also to seize the new development opportunities for supporting the continuous business growth of the Group.

On the other hand, in view of the promising market of specialty chemical for industrial use, the Group entered into a conditional joint venture agreement with a strategic business partner on 30 June 2011, details of which were stated in the Company's announcement dated 3 July 2011. The Group expects that the joint venture, if established, will provide new impetus to the Group's revenue and become new profit growth point that contributes the long-term business growth of the Group.



## 管理層討論及分析

# Management Discussion and Analysis

### 經營業績概要 (續)

#### 業務回顧 (續)

鑑於本集團近年成功開發若干新產品及不斷豐富產品組合，氰乙酸及其酯類產品之營業額較去年同期有持續增長。該等產品佔本集團總營業額的90.3%，並在回顧期內繼續成為本集團的主要收入來源。隨著內部供應整合的進一步改善，該產品類別達到更佳的經濟規模效益，可呈報分部利潤較去年同期增長22.6%。由於該等產品主要應用於日常消費品，而對這類產品的需求長期持續增長，故給予本集團進一步發展的良好機會。本集團已奠定了穩固地位和市場優勢，並將不斷致力於產品開發和擴大產品組合，以更廣泛地覆蓋下游應用領域，擴大未來盈利空間，以維持本集團未來業務擴張。

### Summary of operating results (Continued)

#### Business review (Continued)

By virtue of the Group's successful development of certain new products and continuous enrichment of its product portfolio in recent years, the turnover of the cyanoacetic acid and its ester products sustained continuous growth as compared with that of last corresponding period. These products accounted for 90.3% of the Group's total turnover, and continued to be the Group's major revenue driver during the period under review. Along with the further improvement in the integration internal supply, such products category achieved better economies of scale and the reportable segment profit has been increased by 22.6% as compared with that of last corresponding period. As such products are mainly used in daily consumable goods and the demands for such products has continued to grow for a long period of time, that offers a good opportunity to the Group for its further development. The Group has laid strong foothold and market edges and will continuously devote its effort in product development and expansion of the product portfolio to cover downstream application field more broadly and broaden future profit margins in order to sustain the future business expansion of the Group.

## 管理層討論及分析

### Management Discussion and Analysis

#### 經營業績概要 (續)

##### 業務回顧 (續)

在回顧期內，醇類產品市場仍然穩步發展，但對本集團的整體業績貢獻並不顯著。本集團將因應業務發展策略，維持該產品類別穩定發展。

在回顧期內，由於已擴大氯乙酸及其下游產品之生產能力，規模生產之優勢已進一步提升，而該產品類別之經濟效益已逐漸顯現。由於本集團的內部需求強勁，該產品類別仍主要供集團本身需耗。第三期產能擴建工程剛於二零一一年七月完成。此外，本集團已在回顧期內不斷地優化及提升其生產設施，以進一步提升資源利用及提高生產效益。以上措施使氰乙酸及其酯類產品之輔助和協同作用得以充分發揮。這產品類別不僅提供一個有效的成本控制途徑，亦給予本集團發展機會以直接創造外部收入。鑑於該產品類別的增長潛力，本集團將不遺餘力保持其良好的發展勢頭，並進一步提升生產設施及技術，以把握未來的發展前景。

#### Summary of operating results (Continued)

##### Business review (Continued)

The market for alcohol products are still developed stably but it did not contribute much to the Group's overall results during the period under review. The Group will maintain the stable development of such products category in line with the Group's business development strategies.

Given the expanded production capacity of chloroacetic acid and its derivative products, the advantages of scale production were further enhanced and the economic benefit of such products category was obvious gradually during the period under review. This products category is still mainly used for the Group's internal consumption due to the robust in house demands. The third phase expansion of production capacity was just completed in July 2011. Besides, the Group has continuously optimised and advanced its production facilities during the period under review that can further maximise the resources utilisation and enhance the production effectiveness. The above measures enable the supplementary and synergistic role of the cyanoacetic acid and its ester products be played fully. This products category did not only provide an effective way on cost control but also provide the Group with a development opportunity for generating external revenue directly. In view of the potential growth of such products category, the Group will spare no efforts to keep its good momentum of development and further advancement of production facilities and technologies in order to grasp its positive prospect in future.



## 管理層討論及分析

# Management Discussion and Analysis

### 經營業績概要 (續)

#### 業務回顧 (續)

基於不利的市場條件，本集團精細石油化工產品的生產設施的賬面值已在去年出現減值。於回顧期內，較低的經營成本為這個產品類別帶來正面業績。儘管該產品類別的市場前景依然不明朗，本集團將繼續優化其生產及經營佈局，並採取審慎和穩定的政策，旨在改善該產品類別的未來盈利能力及把握日後的發展機會。

為保持進一步發展，並符合中國政府鼓勵使用清潔能源的環保政策，本集團堅持加強其節能和碳減排政策，以進一步完善環保生產體系，以及通過提升生產技術與完善的生產鏈配套，減少能源消耗以促進循環經濟生產體系，從而達到較佳的生產設施使用率，也同時使生產成本進一步降低。此外，鑑於業務不斷擴充，在回顧期內，為加強整體污水處理功能，本集團已作出資本投資，增加污水處理設施，使本集團實現接近零污染的目標。本集團視環保政策為捍衛其長遠業務發展重要的一環。

### Summary of operating results (Continued)

#### Business review (Continued)

Due to the adverse market conditions, the book value of the Group's production facilities of fine petrochemical products was impaired in last year. For the period under review, lower operating costs contributed to the positive results for this products category. Despite of the market outlook of such products category is still uncertain, the Group will continue to optimise its production and operation layout together with adoption of prudent and stable policies aiming to improve the profitability and grasp the development opportunities of such products category in future.

In order to keep on further development and to comply with the China government's environmental policies that encourage the use of clean energy, the Group persists in reinforcing its policies on energy saving and carbon emission reduction to further refine environmental friendly production system as well as through advancement of the production technology with the well established complementary production chain to reduce the energy consumption to promote the recycling economy production system so as to attain a better utilisation rate of production facilities and further reduce the production costs simultaneously. Besides, in view of the continuous business expansion, the Group has made capital investment to increase the waste water treatment facilities to strengthen the overall waste water treatment function during the period under review which enable the Group to achieve the target of near zero pollution. The Group considers the environmental protection policy as a vital issue to uphold its long-term business development.

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

### 經營業績概要 (續)

#### 業務回顧 (續)

##### 展望

中國受到經濟過熱的跡象威脅，再加上發達國家持續實施相對寬鬆的貨幣政策，全球通脹上升。儘管通脹上升，使本集團之生產及經營承受成本壓力，本集團已積極落實各項措施，至少（但不限於）能進一步促進循環經濟的生產工藝及提升內部配套供應之協同效應，以加強其業務優勢及抵銷生產和經營成本上升之若干影響，及不斷簡化和集中業務流程以提高營運效率。另一方面，本集團將不斷增調資源和人力物力於產品創新及提高生產技術，以維持未來盈利增長和長遠的業務發展。本集團之發展策略具前瞻性 and 深思熟慮，以維持業務持續增長及努力成為在中國精細化工行業的市場領導者。

展望將來，中國政府已採取措施使經濟降溫、抑制通脹和促進價格穩定。預期工資成本和通貨膨脹將於二零一一年下半年逐步回穩。本集團將繼續專注於國內市場，原因是隨著中國國內生產總值保持持續增長的勢頭，國內日常消費品之需求會不斷增加。憑藉本集團之競爭優勢和堅實的業務基礎，董事具有信心，本集團能夠及時捕捉可能隨時出現之機遇和推動其業務擴張，繼續保持本集團的業務競爭力和持續穩定的盈利能力。

### Summary of operating results (Continued)

#### Business review (Continued)

##### Outlook

China has been threatened with signs of overheated economy, coupling with the continuous relatively loose monetary policy implemented in the developed countries, the global inflation surges. Although the production and operation of the Group was facing cost pressure arising from the rising of inflation, the Group has proactively implemented various measures, at least but not limited to further promotion of recycling economy production processes and reinforcing the synergistic effect of internal complementary supply to strengthen its business edge and to partially offset the impact of rising production and operating costs as well as continuously simplifying and centralising business process to improve the operating efficiency. On the other hand, the Group will continuously increase resources and efforts in product innovation and advancement of production technology to sustain future profitable growth and the long-term business development. The development strategies of the Group are forward-looking and well planned to maintain sustainable business growth and striving to be the market leader in the fine chemical industry in China.

Looking ahead, the Chinese government has taken measures to cool down the economy, curb inflation and promote price stability. It is envisaged that wage cost and inflation will be stabilised gradually in the second half of 2011. The Group will keep focus on the domestic market as the domestic demands on daily consumable goods increase continuously in line with the continuous growth momentum of gross domestic product in China. Riding on the competitive edges and solid business foundation of the Group, the Directors are confident that the Group is capable of seizing the development opportunities whenever they arise and putting forward its business expansion keeping the business of the Group remains competitive and sustained profitability.



## 管理層討論及分析

# Management Discussion and Analysis

### 經營業績概要 (續)

#### 財務回顧

截至二零一一年六月三十日止六個月，本集團之營業額及毛利錄得滿意增長，分別約為人民幣457,900,000元及人民幣110,600,000元，較去年同期約人民幣393,900,000元及人民幣97,500,000元，分別增長約人民幣64,000,000元及人民幣13,100,000元，或16.2%及13.4%。達至理想業績的主要原因是，隨著全球經濟持續復甦，本集團採取了有效的銷售推廣及積極的營銷策略，得以在回顧期內帶動本集團營業額增長。在回顧期內，儘管通貨膨脹不斷上升，有賴進一步完善的生產鏈配套及有效的規模化生產，本集團仍能保持毛利率水平。

鑑於有效控制成本，銷售開支由去年同期約人民幣10,200,000元輕微增加了約人民幣800,000元至約人民幣11,000,000元。於回顧期內，銷售開支佔本集團營業額的百分比為2.4%（截至二零一零年六月三十日止六個月：2.6%）。

### Summary of operating results (Continued)

#### Financial review

The Group recorded satisfactory growth in its turnover and gross profit for the six months ended 30 June 2011 which amounted to approximately RMB457.9 million and RMB110.6 million respectively, representing an increase of approximately RMB64.0 million and RMB13.1 million or 16.2% and 13.4% as compared with approximately RMB393.9 million and RMB97.5 million recorded in the corresponding period of last year. The satisfactory results were primarily attributable to the Group having adopted effective sales promotion and aggressive marketing strategies along with the continuing recovery of the global economy that driving the growth in turnover of the Group during the period under review. In light of the further improved complementary production chain and effective scale production, the Group can still maintain the gross profit margins level continuously albeit the rising of inflation during the period under review.

Given by the effective cost controls, the selling expenses slightly increased by approximately RMB0.8 million from approximately RMB10.2 million in the corresponding period of last year to approximately RMB11.0 million. The selling expenses as a percentage of the Group's turnover was 2.4% (six months ended 30 June 2010: 2.6%) during the period under review.



## 管理層討論及分析

### Management Discussion and Analysis

#### 經營業績概要 (續)

##### 財務回顧 (續)

行政開支約達人民幣15,400,000元，與去年同期約人民幣13,000,000元相比上升約人民幣2,400,000元。增長主要因在回顧期內董事及員工成本、維修保養費、法律和專業費及研發費上升所致。行政開支佔本集團營業額的3.4%，較去年同期的3.3%輕微上升。

去年同期確認之其他經營費用為以下一次性項目：(i)精細石油化工產品之生產設備的減值虧損；(ii)由於生產廠房搬遷，濰坊同業的生產機械作出之撇賬；及(iii)所產生之相關搬遷費用。

財務成本為銀行借貸利息，減少約人民幣700,000元至約人民幣3,300,000元（截至二零一零年六月三十日止六個月：人民幣4,000,000元）。財務成本減少主要因於回顧期內銀行借貸額下降及並無貼現銀行承兌票據所致。

#### Summary of operating results (Continued)

##### Financial review (Continued)

The administrative expenses amounted to approximately RMB15.4 million, which was increased by approximately RMB2.4 million from approximately RMB13.0 million in the corresponding period of last year. Such an increase was principally due to the increase in director and staff costs, repair and maintenance, legal and professional costs and research and development costs during the period under review. The administrative expenses accounted for 3.4% of the Group's turnover, which was slightly higher than 3.3% in the corresponding period of last year.

The other operating expenses recognised in the corresponding period of last year were represented by the following one-off items: (i) the impairment loss on the production facilities of fine petrochemical products; (ii) the written-off on production machinery of Weifang Common due to the removal of production plant; and (iii) the related removal expenses.

The finance costs represented interest on bank borrowings which were decreased by approximately RMB0.7 million to approximately RMB3.3 million (six months ended 30 June 2010: RMB4.0 million). The decrease was mainly due to decrease of bank borrowing amounts and no discounted bank acceptance bills were made during the period under review.



## 管理層討論及分析

# Management Discussion and Analysis

### 經營業績概要 (續)

#### 財務回顧 (續)

由於有效控制經營成本，加上在回顧期內毋須就生產設施作出一次性減值準備，亦無因搬遷生產廠房而產生的搬遷費用，本公司權益持有人應佔溢利因而達約人民幣66,500,000元，與去年同期約人民幣38,900,000元比較，增長約人民幣27,600,000元或70.9%。

於回顧期內，本公司根據每持有一(1)股本公司現有股份可獲發行一(1)股紅利股份之比例按面值發行紅利普通股。每股基本盈利上升至約人民幣7.9分(截至二零一零年六月三十日止六個月：人民幣4.9分)。

### Summary of operating results (Continued)

#### Financial review (Continued)

As a result of the effective control in the operating costs and the absence of one-off provision for impairment of production facilities and the removal expenses for relocation of production plant made during the period under review, the profit attributable to equity holders of the Company amounted to approximately RMB66.5 million, representing an increase of approximately RMB27.6 million or 70.9% as compared with approximately RMB38.9 million recorded in the corresponding period of last year.

During the period under review, the Company has made a bonus issue of ordinary shares on the basis of one (1) bonus share at par for every one (1) existing share of the Company. Basic earnings per share increased to approximately RMB7.9 cents (six months ended 30 June 2010: RMB4.9 cents).

## 管理層討論及分析

### Management Discussion and Analysis

#### 經營業績概要 (續)

##### 財務回顧 (續)

##### 流動資金及財務資源

截至二零一一年六月三十日止六個月，本集團之主要資金來源包括經營活動產生之淨現金流入約人民幣88,500,000元（截至二零一零年六月三十日止六個月：人民幣78,600,000元）、新增銀行借貸約人民幣66,300,000元（截至二零一零年六月三十日止六個月：人民幣17,900,000元）、根據購股權計劃發行股份而新增的資金約人民幣1,200,000元（截至二零一零年六月三十日止六個月：人民幣700,000元），以及已收利息約人民幣200,000元（截至二零一零年六月三十日止六個月：人民幣30,000元）。憑藉本集團營運所得財務資源，本集團斥資約人民幣39,900,000元（截至二零一零年六月三十日止六個月：人民幣31,300,000元）購入物業、廠房及設備、償還銀行借貸約人民幣32,200,000元（截至二零一零年六月三十日止六個月：人民幣48,500,000元）、支付利息約人民幣3,400,000元（截至二零一零年六月三十日止六個月：人民幣4,000,000元）以及支付股息約人民幣32,000,000元（截至二零一零年六月三十日止六個月：人民幣8,800,000元）。

#### Summary of operating results (Continued)

##### Financial review (Continued)

##### Liquidity and financial resources

For the six months ended 30 June 2011, the Group's primary source of funding included the net cash inflow generated from operating activities of approximately RMB88.5 million (six months ended 30 June 2010: RMB78.6 million); newly raised bank borrowings of approximately RMB66.3 million (six months ended 30 June 2010: RMB17.9 million); newly raised fund from issue of shares under share option scheme of approximately RMB1.2 million (six months ended 30 June 2010: RMB0.7 million) and interest received of approximately RMB0.2 million (six months ended 30 June 2010: RMB0.03 million). With the financial resources obtained from the Group's operations, the Group had paid approximately RMB39.9 million (six months ended 30 June 2010: RMB31.3 million) in the acquisition of the property, plant and equipment, bank borrowing repayments of approximately RMB32.2 million (six months ended 30 June 2010: RMB48.5 million); interest paid of approximately RMB3.4 million (six months ended 30 June 2010: RMB4.0 million) and dividends paid of approximately RMB32.0 million (six months ended 30 June 2010: RMB8.8 million).



## 管理層討論及分析

# Management Discussion and Analysis

### 經營業績概要 (續)

#### 財務回顧 (續)

#### 流動資金及財務資源 (續)

於二零一一年六月三十日，本集團銀行存款及銀行與現金結餘約為人民幣101,200,000元（二零一零年十二月三十一日：人民幣52,900,000元）。未償還借貸總額約人民幣124,000,000元（二零一零年十二月三十一日：人民幣89,900,000元）。由於本集團於回顧期內實施了有效控制資本開支及生產和營運成本，本集團流動資金狀況持續改善，資產負債比率（即淨借貸（借貸總額減去現金及現金等值）與股東資金總額之比率）降低至4.0%（二零一零年十二月三十一日：7.0%），同時，淨流動資產上升至約人民幣168,000,000元（二零一零年十二月三十一日：人民幣129,000,000元）。基於本集團之經營業務錄得現金流入、現有現金資源及往來銀行提供之備用銀行信貸額度，本集團具有充裕的財務資源，足以應付可見將來的承擔及營運資金需求。本集團將持續密切及謹慎地管理其營運資金，並盡力維持穩健之流動資金狀況，為股東帶來最佳股本回報。

本集團於回顧期內並無運用任何金融工具作任何對沖用途。

#### 資產抵押

於二零一一年六月三十日，本集團並無就銀行融資抵押銀行存款（二零一零年十二月三十一日：人民幣10,500,000元）。本集團之預付土地租賃款項約人民幣29,000,000元（二零一零年十二月三十一日：人民幣27,600,000元）已予抵押作為本集團銀行借貸之抵押品。

### Summary of operating results (Continued)

#### Financial review (Continued)

#### Liquidity and financial resources (Continued)

As at 30 June 2011, the Group had bank deposit and bank and cash balances of approximately RMB101.2 million (31 December 2010: RMB52.9 million). The total amount of outstanding borrowings was approximately RMB124.0 million (31 December 2010: RMB89.9 million). The liquidity position of the Group was continuously improved, the gearing ratio (which is represented by the ratio of net debts (total borrowings net of cash and cash equivalents) to total shareholders' equity) decreased to 4.0% (31 December 2010: 7.0%) and the net current assets increased to approximately RMB168.0 million (31 December 2010: RMB129.0 million) as a result of the effective control on capital expenditure and production and operating costs implemented by the Group during the period under review. With the positive cash inflow from the Group's operations, existing cash resources and its available banking facilities obtained from its bankers, the Group has sufficient financial resources to meet its commitments and working capital requirements in foreseeable future. The Group will continuously manage its working capital closely and cautiously and dedicate to keep a sound liquidity position to optimise the equity return to its shareholders.

During the period under review, the Group did not use any financial instruments for any hedging purposes.

#### Pledge of assets

As at 30 June 2011, no bank deposit was pledged by the Group for banking facilities (31 December 2010: RMB10.5 million). The Group has prepaid land lease payments of approximately RMB29.0 million (31 December 2010: RMB27.6 million) was pledged to secure the Group's bank borrowings.

## 管理層討論及分析

# Management Discussion and Analysis

### 經營業績概要 (續)

#### 財務回顧 (續)

#### 或然負債

於二零一一年六月三十日，本集團並無任何重大或然負債。

#### 匯率波動風險

本集團之營運主要位於中國，而且其資產、負債、收入及交易主要以人民幣、港元及美元結算。

本集團所承擔之最大外匯風險乃源自回顧期內之人民幣匯率波動。除本集團之出口銷售主要以美元結算外，本集團大部分之收入及開支均以人民幣結算。本集團於回顧期內並無因外幣匯率波動而於其營運或資金流動狀況方面遇上任何重大困難或對其造成任何影響。而且，於適當之時，本集團將考慮利用具成本效益之對沖方法應付日後之外幣交易。

### 人力資源

於二零一一年六月三十日，本集團共有784名全職僱員（二零一零年十二月三十一日：881名全職僱員），其中695名屬生產及倉庫員工，18名為銷售及市場推廣員工，17名為研發中心員工，而54名則為辦公室後勤員工。員工數目減少是由於提高了營運效益所致。

### Summary of operating results (Continued)

#### Financial review (Continued)

#### Contingent Liabilities

As at 30 June 2011, the Group had no material contingent liabilities.

#### Exposure to Fluctuations in Exchange Rates

The Group's operation is mainly in the PRC and its assets, liabilities, revenue and transactions are mainly denominated in Renminbi, Hong Kong dollars and United States dollars.

The Group's foremost exposure to the foreign exchange risk was caused by the fluctuation of Renminbi during the period under review. Most of the Group's income and expenses were denominated in Renminbi except those for the Group's export sales which were, in majority, denominated in United States dollars. The Group has not experienced any material difficulties or effects on its operations or liquidity as a result of the fluctuations in currency exchange rates during the period under review. Besides, the Group will consider cost-efficient hedging methods to cope with future foreign currency transactions when appropriate.

### Human resources

As at 30 June 2011, the Group has 784 full time employees (31 December 2010: 881 full time employees) of which 695 were production and warehouse, 18 were sales and marketing, 17 were research and development centre, and 54 were back-office supportive employees. The number of employees was reduced due to the enhancement in operation efficiency.



## 管理層討論及分析

# Management Discussion and Analysis

### 人力資源 (續)

本集團已制定其人力資源政策及程序，務求於薪酬制度中加入更多激勵性的獎勵及獎金，以及為員工提供多元化之員工培訓及個人發展計劃。向員工提供之酬金待遇乃按其職務及當時市場標準釐訂，本集團亦同時向員工提供員工福利，包括醫療保險及公積金。

本集團員工將根據年度工作表現評核的評分，獲酌情發放花紅及獎金。本集團亦會向僱員提供其他獎勵或幫助，以推動僱員個人成長及事業發展，例如持續向員工提供培訓，以提升彼等之技術、產品知識以及對行業品質標準之認識。本集團所有新員工均須參加入門課程以及各類可供本集團所有員工參加之培訓課程。

本集團亦已採納購股權計劃，以獎勵及獎賞曾對本集團成功經營作出貢獻之合資格參與人士。迄今為止，本公司已授予4,000,000份購股權給合資格員工及一名供應商，以表揚他們對本集團作出之貢獻。於回顧期內，並無授出本公司之購股權。

### Human resources (Continued)

The Group has established its human resources policies and procedures with a view to deploying more motivated incentives and rewards of the remuneration system which include a wide range of training and personal development programs to the employees. The remuneration package offered to the staff was in line with the duties and the prevailing market terms. Staff benefits, including medical insurance and provident funds, have also been provided to the employees of the Group.

Employees of the Group would receive discretionary bonuses and monetary rewards based on their ratings in annual performance appraisals. The Group also offered other incentives or supports to the employees in order to motivate their personal growth and career development, such as ongoing training to enhance their technical and product knowledge as well as their knowledge of industry quality standards. All new staff of the Group is required to attend an introductory course and there are also various types of training courses available to all the Group's employees.

The Group has also adopted a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Company has granted 4,000,000 share options to eligible employees and a supplier to recognise their contribution to the Group so far. No share option of the Company was granted during the period under review.

## 其他資料 Other Information

### 董事及主要行政人員於股份、 相關股份及債券之權益及淡倉

於二零一一年六月三十日，本公司董事及主要行政人員及彼等之聯繫人於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之有關條文任何該等董事或主要行政人員擁有或被視作擁有之權益及淡倉），以及本公司根據證券及期貨條例第352條規定存置之登記冊所記錄，或已根據上市規則所載上市公司董事進行證券交易的標準守則（「標準守則」）知會本公司及聯交所之權益及淡倉如下：

### Directors' and chief executive's interests and short positions in shares, underlying shares and debentures

As at 30 June 2011, the interests and short positions of the Directors, chief executive of the Company and their associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such director or chief executive was taken or deemed to have under such provisions of the SFO) and were recorded in the register maintained by the Company pursuant to section 352 of the SFO, or which were notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in the Listing Rules, were as follows:

於本公司股份之好倉

Long position in the shares of the Company

董事姓名	公司／相聯 法團名稱	所持股份數目／ 股份權益	身份	佔已發行股本總數 概約百分比(%)
Name of Director	Company/name of associated corporation	Number of shares held/ interest in the Shares	Capacity	Approximate % in the total issued share capital
劉洪亮先生 Mr. Liu Hongliang	志峰集團有限公司 Cheerhill Group Limited (附註1) (Note 1)	584,000,000 (附註2) (Note 2)	受控法團之權益 Interest of controlled corporation	69.00%



## 其他資料 Other Information

### 董事及主要行政人員於股份、 相關股份及債券之權益及淡倉 (續)

附註：

1. 該等584,000,000股股份由志峰集團有限公司(「志峰」)持有，而志峰之全部已發行股本分別由劉洪亮先生、王子江先生、郭希田先生、鄭虹女士、郭玉成先生及傅安旭先生最終實益擁有38%、26%、11.5%、11.5%、6.5%及6.5%。除鄭虹女士和傅安旭先生外，其他人士均為執行董事。
2. 由於劉先生於志峰擁有38%權益，故被視為於上文附註1所述之584,000,000股股份擁有權益。

除上文披露之權益外，於二零一一年六月三十日，按本公司根據證券及期貨條例第352條存置之登記冊所記錄，或根據上市規則所載之標準守則已知會本公司和聯交所之資料，本公司各董事及主要行政人員及彼等之聯繫人概無擁有或被視作擁有本公司及其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券之權益或淡倉。

本公司或其任何控股公司、附屬公司或同系附屬公司於回顧期內概無訂立任何安排，令本公司董事及主要行政人員或彼等之配偶及未滿十八歲之子女可購入本公司或其相聯法團任何股份、相關股份或債券。

### Directors' and chief executive's interests and short positions in shares, underlying shares and debentures (Continued)

Notes:

1. The 584,000,000 Shares were held by Cheerhill Group Limited ("Cheerhill"), the entire issued share capital of which is ultimately beneficially owned as to 38% by Mr. Liu Hongliang, 26% by Mr. Wang Zijiang, 11.5% by Mr. Guo Xitian, 11.5% by Ms. Zheng Hong, 6.5% by Mr. Guo Yucheng and 6.5% by Mr. Fu Anxu. Except Ms. Zheng Hong and Fu Anxu, all others are the executive Directors.
2. Mr. Liu is deemed to be interested in 584,000,000 Shares referred to in Note 1 above by virtue of his 38% interests in Cheerhill.

Save as disclosed above, as at 30 June 2011, none of the Directors and chief executive of the Company, nor their associates had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which had been recorded in the register maintained by the Company pursuant to section 352 of the SFO or which had been notified to the Company and the Stock Exchange pursuant to the Model Code as set out in the Listing Rules.

At no time during the period under review, was the Company or any of its holding companies, its subsidiaries or its fellow subsidiaries a party to any arrangement that enables the Directors and chief executive of the Company or their spouse and children under 18 years of age to purchase any shares or underlying shares in, or debentures of, the Company or its associated corporation.



## 其他資料 Other Information

### 主要股東於本公司股份之權益及淡倉

於二零一一年六月三十日，除董事外，持有本公司已發行股本5%或以上權益之下列人士，已記錄於本公司根據證券及期貨條例第336條所存置之股東名冊內：

於本公司股份之好倉

股東名稱	所持股份數目／ 股份權益及 權益總額	身份	佔已發行股本總數 概約百分比(%)
Name of shareholder	Number of shares held/ interest in the Shares and aggregated interest	Capacity	Approximate % in the total issued share capital
志峰 (附註) Cheerhill (Note)	584,000,000	實益擁有人 Beneficiary owner	69.00%

附註：

該等584,000,000股股份由志峰持有，而志峰之全部已發行股本分別由劉洪亮先生、王子江先生、郭希田先生、鄭虹女士、郭玉成先生及傅安旭先生最終實益擁有38%、26%、11.5%、11.5%、6.5%及6.5%。除鄭虹女士和傅安旭先生外，其他人士均為執行董事。

除上文所披露者外，於二零一一年六月三十日，本公司並無獲任何人士知會於本公司之股份或相關股份中，擁有任何根據證券及期貨條例須知會本公司之權益或淡倉，或擁有本公司根據證券及期貨條例第336條存置之登記冊中記錄之權益或淡倉。

### Substantial shareholder's interests and short positions in the shares of the Company

As at 30 June 2011, the following person who held interests of 5% or more of the issued share capital of the Company, other than the Directors, was recorded in the register of members required to be kept by the Company pursuant to Section 336 of the SFO:

Long position in the shares of the Company

Note:

The 584,000,000 Shares were held by Cheerhill, the entire issued share capital of which is ultimately beneficially owned as to 38% by Mr. Liu Hongliang, 26% by Mr. Wang Zijiang, 11.5% by Mr. Guo Xitian, 11.5% by Ms. Zheng Hong, 6.5% by Mr. Guo Yucheng and 6.5% by Mr. Fu Anxu. Except Ms. Zheng Hong and Fu Anxu, all others are the executive Directors.

Save as disclosed above, the Company has not been notified by any person who had any interest or short position in the shares or underlying shares of the Company as at 30 June 2011, which are required to be notified to the Company under the SFO or which are recorded in the register required to be kept by the Company under section 336 of the SFO.



## 其他資料

### Other Information

#### 購股權

本公司已於二零零六年十月四日批准及採納購股權計劃（「購股權計劃」），旨在獎勵及酬謝對本集團之成功作出貢獻之各方，包括本集團任何成員公司或聯營公司之董事、合資格僱員、供應商、客戶、股東或彼等各自之聯繫人或本集團之諮詢人或顧問。購股權計劃由二零零六年十月四日起生效，有效期為十年。根據購股權計劃可授出最多40,000,000份購股權，賦予其持有人權利可認購最多40,000,000股股份。

於二零零八年二月一日，本公司根據購股權計劃向合資格僱員及供應商授出4,000,000份購股權。於截至二零一一年六月三十日止六個月，本公司的購股權變動詳情如下：

#### Share options

The Company has approved and adopted a share option scheme (the “Share Option Scheme”) on 4 October 2006 for the purpose of providing incentives and rewards to directors, eligible employees, suppliers, customers, any shareholder of each member of the Group or associated company or any of their respective associates, and advisers or consultants of the Group who contribute to the success of the Group. The Share Option Scheme has become effective for a period of 10 years commencing on 4 October 2006 and up to 40,000,000 options entitling the holders thereof to subscribe for up to 40,000,000 shares may be granted under the Share Option Scheme.

On 1 February 2008, the Company granted 4,000,000 share options to the eligible employees and its supplier under the Share Option Scheme of the Company. Details movement for the share option of the Company for the six months ended 30 June 2011 are as follows:

## 其他資料 Other Information

### 購股權 (續)

### Share options (Continued)

承授人 Grantee	授出日期 Date of grant	每股行使價 Exercise price per share (港元) (HKD)	於	於	期內沒收 Forfeited during the period	於
			二零一一年 一月一日 尚未行使 Outstanding as at 1/1/2011	二零一一年 六月三十日 尚未行使 Outstanding as at 30/6/2011		
員工 Employees	01.02.2008	0.64	2,191,000	(2,191,000)	-	-
供應商 Supplier	01.02.2008	0.64	100,000	-	(100,000)	-
總計 Total			2,292,000	(2,191,000)	(100,000)	-

附註：

緊接購股權行使日期前之加權平均收市價為每股1.74港元。

所有已授出購股權的歸屬期及行使期如下：

Note:

The weighted average closing price per Share immediately before the date of exercise of the options is HK\$1.74.

All options granted are subject to vesting schedules and exercise periods as follows:

佔已授出購股權百分比(%) % of the options granted	歸屬期 Vesting period	行使期 Exercise period
20%	01.02.2008-31.01.2009	01.02.2009 – 31.01.2014
30%	01.02.2008-31.01.2010	01.02.2010 – 31.01.2014
50%	01.02.2008-31.01.2011	01.02.2011 – 31.01.2014

緊接購股權授出日期前當日聯交所每日報價表所列之收市價為每股0.61港元。

於回顧期內，並無根據購股權計劃授出購股權。

The closing market price per Share immediately before the date on which the options were granted as quoted in the Stock Exchange's daily quotation sheets was HK\$0.61.

No options were granted under the Share Option Scheme during the period under review.



## 其他資料 Other Information

### 上市公司董事進行證券交易的標準守則

本公司已採納一套操守準則，其標準不寬鬆於上市規則附錄十所載有關董事進行證券交易之標準守則的規定。本公司經作出查詢後，全體董事已確認，彼等於截至二零一一年六月三十日止六個月一直遵守標準守則及本公司有關董事進行證券交易之操守準則所載規定標準。

高級管理層因其在本公司所擔任之職務而可能擁有未公佈之股價敏感資料，故已應要求遵守標準守則及本公司有關董事進行證券交易之操守準則之規定。

### 購買、出售或贖回本公司之上市證券

於截至二零一一年六月三十日止六個月，本公司或其任何附屬公司概無贖回、購買或出售本公司任何上市股份。

### 企業管治常規

本公司於截至二零一一年六月三十日止六個月內一直遵守上市規則附錄十四所載企業管治常規之所有適用守則條文。

### Model code for securities transactions by directors of listed companies

The Company has adopted a code of conduct with standards no less than those prescribed under the Model Code as set out in Appendix 10 to the Listing Rules for securities transactions by Directors. Upon enquiry by the Company, all Directors have confirmed that they have complied with the required standards as set out in the Model Code and the Company's code of conduct regarding securities transactions by Directors throughout the six months ended 30 June 2011.

The senior management, who, because of their office in the Company, are likely to be in possession of unpublished price sensitive information, have been requested to comply with the provisions of the Model Code and the Company's code of conduct regarding securities transactions by Directors.

### Purchase, sale or redemption of the Company's listed shares

During the six months ended 30 June 2011, neither the Company nor any of its subsidiaries had redeemed, purchased or sold any of the Company's listed shares.

### Corporate governance practices

The Company has complied with all the applicable code provisions of the Corporate Governance Practices as set out in Appendix 14 to the Listing Rules during the six months ended 30 June 2011.

## 其他資料 Other Information

### 薪酬委員會

薪酬委員會目前由本公司執行董事劉洪亮先生（薪酬委員會主席）及本公司三名獨立非執行董事梁錦雲先生、高寶玉先生及劉晨光先生組成。於回顧期內，薪酬委員會在參考董事職責範疇及本集團之企業目的與目標，並計及可資比較的市場狀況後，已審閱及批准截至二零一一年十二月三十一日止年度本公司所有董事及高級管理層之薪酬福利。董事一概不得參與有關其本身薪酬之討論及決定。

### 審核委員會

本公司審核委員會由三名獨立非執行董事組成，包括梁錦雲先生（審核委員會主席）、高寶玉先生及劉晨光先生。審核委員會已審閱本公司採納之會計準則及實務，以及已與本公司管理層及獨立核數師討論有關編製本集團截至二零一一年六月三十日止六個月未經審核簡明綜合財務報表之內部控制及財務報告事項。審核委員會概無對本公司於回顧期內採納之會計處理方式提出任何異議。

承董事會命  
主席  
劉洪亮

香港，二零一一年八月二十六日

### Remuneration committee

The Remuneration Committee currently comprises an executive Director of the Company, namely Mr. Liu Hongliang (Chairman of the Remuneration Committee) and three independent non-executive Directors of the Company, Mr. Leung Kam Wan, Mr. Gao Baoyu and Mr. Liu Chenguang. During the period under review, the Remuneration Committee has reviewed and approved the remuneration package of all Directors and senior management of the Company for the year ended 31 December 2011 by reference to the scope duties and responsibilities of the Directors, corporate goals and objectives of the Group, after taking into account also the comparable market conditions. No Director shall participate in any discussion and decision about his own remuneration.

### Audit committee

The Audit Committee of the Company comprises the three independent non-executive Directors, namely Mr. Leung Kam Wan (Chairman of the Audit Committee), Mr. Gao Baoyu and Mr. Liu Chenguang. The Audit Committee has reviewed the accounting principles and practices adopted by the Company and discussed internal control and financial reporting matters with our management and independent auditor relating to the preparation of the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2011. There is no disagreement raised by the Audit Committee on the accounting treatment adopted by the Company during the period under review.

By order of the Board  
**Liu Hongliang**  
Chairman

Hong Kong, 26 August 2011





天德化工控股有限公司  
**Tiande Chemical Holdings Limited**

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