



**Honworld Group Limited**  
**老恒和釀造有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立的有限公司)*

**Stock code 股份代號: 2226**

老  
恒  
和

**Annual Report 年報**

**2013**

*\* For identification purposes only 僅供識別*

“LAO HENG HE”, A BRAND WITH A HISTORY OF MORE THAN 130 YEARS  
PANAMA — PACIFIC INTERNATIONAL EXPOSITION GOLD AWARD FOR  
CONDIMENT PRODUCTS

「老恒和」，源自傳承，品牌歷史超過130年  
巴拿馬博覽會金獎產品



# 目錄

## CONTENTS

財務摘要	02	Financial Highlights
財務概要(4年)	03	Financial Summary (4 Years)
主席報告	05	Chairman's Statement
公司資料	10	Corporate Information
董事及高級管理人員履歷	14	Profile of Directors and Senior Management
管理層討論與分析	20	Management Discussion and Analysis
企業管治報告	29	Corporate Governance Report
董事會報告	48	Directors' Report
獨立核數師報告	62	Independent Auditors' Report
綜合損益表	64	Consolidated Statement of Profit or Loss
綜合全面收益表	65	Consolidated Statement of Comprehensive Income
綜合財務狀況表	66	Consolidated Statement of Financial Position
綜合權益變動表	68	Consolidated Statement of Changes in Equity
綜合現金流量表	70	Consolidated Statement of Cash Flows
本公司財務狀況表	72	Company Statement of Financial Position
財務報表附註	73	Notes to Financial Statements

# FINANCIAL HIGHLIGHTS

## 財務摘要

- Revenue for the year ended 31 December 2013 amounted to approximately RMB530.4 million, representing an increase of 57.3% from approximately RMB337.1 million recorded in 2012.
- Gross profit for the year ended 31 December 2013 amounted to approximately RMB313.1 million, representing an increase of 62.3% from approximately RMB192.9 million recorded in 2012.
- Profit attributable to owners of the Company for the year ended 31 December 2013 amounted to approximately RMB174.2 million, representing an increase of 77.0% from approximately RMB98.4 million recorded in 2012.
- The Board has recommended the payment of a final dividend of RMB8.3 cents per ordinary share.
- 截至二零一三年十二月三十一日止年度的收入為約人民幣530.4百萬元，較二零一二年錄得的約人民幣337.1百萬元增長57.3%。
- 截至二零一三年十二月三十一日止年度的毛利為約人民幣313.1百萬元，較二零一二年錄得的約人民幣192.9百萬元增長62.3%。
- 截至二零一三年十二月三十一日止年度本公司擁有人應佔利潤為約人民幣174.2百萬元，較二零一二年錄得的約人民幣98.4百萬元增長77.0%。
- 董事會已建議派付期末股息每股普通股人民幣8.3分。

# FINANCIAL SUMMARY (4 YEARS)

## 財務概要(4年)

A summary of the results and of the assets and liabilities of the Group for the last four financial years, as extracted from the audited financial statements and the Company's prospectus dated 16 January 2014 (the "Prospectus"), is set out below:

以下載列摘自經審核財務報表及本公司日期為二零一四年一月十六日之招股章程(「招股章程」)之本集團過去四個財政年度的業績及資產及負債概要：

### RESULTS

### 業績

		For the year ended 31 December			
		截至十二月三十一日止年度			
		2013	2012	2011	2010
		二零一三年	二零一二年	二零一一年	二零一零年
		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
<b>REVENUE</b>	收入	<b>530,433</b>	337,125	109,492	36,297
Cost of sales	銷售成本	<b>(217,364)</b>	(144,226)	(63,250)	(22,910)
Gross profit	毛利	<b>313,069</b>	192,899	46,242	13,387
Other income and gains	其他收入及收益	<b>11,519</b>	5,051	10,514	2,034
Selling and distribution expenses	銷售及經銷開支	<b>(25,679)</b>	(24,104)	(16,283)	(1,339)
Administrative expenses	行政開支	<b>(74,094)</b>	(22,899)	(988)	(970)
Other expenses	其他開支	<b>(17)</b>	(35)	(59)	(1,094)
Finance costs	融資成本	<b>(17,646)</b>	(15,463)	(11,752)	(3,597)
<b>PROFIT BEFORE TAX</b>	除稅前利潤	<b>207,152</b>	135,449	27,674	8,421
Income tax expense	所得稅開支	<b>(32,945)</b>	(37,011)	(7,460)	(2,139)
<b>PROFIT FOR THE YEAR</b>	年內利潤	<b>174,207</b>	98,438	20,214	6,282
Attributable to:	下列人士應佔：				
Owners of the Company	本公司擁有人	<b>174,207</b>	98,438	20,214	6,282

# FINANCIAL SUMMARY (4 YEARS) (CONTINUED)

## 財務概要(4年)(續)

### ASSETS, LIABILITIES AND TOTAL EQUITY 資產、負債及權益總額

		As at 31 December 於十二月三十一日			
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
<b>TOTAL ASSETS</b>	資產總值	<b>728,669</b>	478,197	294,563	126,179
<b>TOTAL LIABILITIES</b>	負債總額	<b>(432,343)</b>	(345,087)	(258,891)	(110,721)
<b>TOTAL EQUITY</b>	權益總額	<b>296,326</b>	133,110	35,672	15,458

# CHAIRMAN'S STATEMENT

## 主席報告

It is a great honour for me, on behalf of the board of directors (the “**Board**”) of Honworld Group Limited (the “**Company**” or “**Lao Heng He**”), to present the first annual report of the Company and its subsidiaries (collectively, the “**Group**”) for the financial year ended 31 December 2013. I would like to express, on behalf of the Board, our appreciation to all shareholders of the Company (the “**Shareholders**”) and all our friends who have given their support to the development of Lao Heng He.

During 2013, the Company focused on expanding its primary business which yielded results at record levels, while we also devoted our resources for the preparation of the Company's initial public offering (the “**IPO**”) in Hong Kong. This could not have been achieved without the support of the Shareholders and the concerted effort of all staff. On 28 January 2014 (the “**Listing Date**”), the shares of the Company (the “**Shares**”) were successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), which enabled Lao Heng He to enter into the international capital market and secure an advantageous position for its rapid development in the coming future.

## BUSINESS REVIEW

According to a report dated 29 March 2013 prepared by Euromonitor International in relation to the condiment and cooking wine market in the PRC (the “**Euromonitor Report**”), the Company is the largest manufacturer of cooking wine in the People's Republic of China (the “**PRC**” or “**China**”), with a retail market share of 13.8% in value terms and 5.8% in volume terms in 2012. The Company offers high-quality, healthy cooking wine and other condiments, including soy sauce and vinegar.

In 2013, the Group recorded significant growth in various grades of cooking wine, soy sauce and vinegar as compared to the previous year, due to the Company's sales strategy of having a better product mix, which captured the desirable consumer market segment and allowed the Company to have better pricing power, thereby achieving an outstanding growth in the financial results. For the year ended 31 December 2013, the Group's revenue reached approximately RMB530.4 million (2012: RMB337.1 million), representing an increase of approximately 57.3% over 2012.

本人非常榮幸地代表老恒和釀造有限公司（「本公司」或「老恒和」）董事會（「董事會」），提呈本公司及其附屬公司（統稱「本集團」）首份截至二零一三年十二月三十一日止財年的年報。在此，本人代表董事會，向本公司全體股東（「股東」）和我們各界友人致以誠摯的謝意，感謝你們對老恒和發展的鼎力支持。

二零一三年，本公司重點拓展其主營業務，業績創下歷史新高，同時，我們亦投入資源籌備本公司於香港首次公開發售（「首次公開發售」）。本公司的成功上市，離不開各位股東的支持和全體員工的通力協作。於二零一四年一月二十八日（「上市日期」），本公司股份（「股份」）成功在香港聯合交易所有限公司（「聯交所」）主板上市，這使得老恒和能夠打入國際資本市場，並為老恒和未來的快速發展搶得先機。

## 業務回顧

根據Euromonitor International於二零一三年三月二十九日編製的一份有關中國調味品及料酒市場的報告（「**Euromonitor**報告」），本公司是中華人民共和國（「中國」）最大的料酒生產商，按金額及數量計，二零一二年本集團所佔零售市場份額分別為13.8%及5.8%。本公司供應優質、健康的料酒及包括醬油和醋在內的其他調味品。

二零一三年，本集團各檔次的料酒、醬油及醋均比上年度明顯增長，原因是本公司採取具有優化產品組合的銷售策略，藉此把握理想的消費者市場分部及使得本公司擁有更強的議價能力，因而財務業績取得驕人的增長，截至二零一三年十二月三十一日止年度，本集團收入達到約人民幣530.4百萬元（二零一二年：人民幣337.1百萬元），較二零一二年增長約57.3%。

## CHAIRMAN'S STATEMENT (CONTINUED)

### 主席報告(續)

Profit before tax was approximately RMB207.2 million for the year ended 31 December 2013 (2012: RMB135.4 million), representing an increase of approximately 53.0% over 2012. Profit attributable to owners of the Company was approximately RMB174.2 million for the year ended 31 December 2013 (2012: RMB98.4 million), representing an increase of approximately 77.0% over 2012.

The Company's key product, cooking wine, continues to be our major source of revenue, representing approximately 74% of the total revenue. Due to the various key drivers of the PRC cooking wine market, including: (1) growing urban population and rising consumer purchasing power; (2) increasing health and food safety awareness; (3) gradual convergence of consumer taste and demand; and, (4) government policies favouring China's agricultural industry and grain production, demand for better-quality cooking wine has grown rapidly in the past few years. The Group has continued to increase its investments in production and used naturally-brewed yellow rice wine as a base to manufacture various grades of cooking wine. Notably, there is a significant upside on consumer demands for naturally-brewed and better-quality cooking wine. Therefore, the Company is optimistic about the long term outlook for cooking wine demand going forward, particularly in the higher-end cooking wine products.

However, the Company do face certain risks in its production and business development, potentially including: (1) the significant increase in the prices of raw materials (including rice, soy beans and wheat) which might significantly increase the production costs for the Company; (2) the changes in consumer habits for Chinese food might impact its sales; and (3) the pressure for exploring new markets might be larger than what the Company has expected.

To certain extent, cooking wine are commodity products. However, increasingly, Chinese consumers are choosing quality products with greater brand recognition, and consumers are attaching greater importance to quality and food safety, and becoming less price sensitive.

The Company's profitability is mainly affected by relevant domestic policies, its cost of sales, product structure and product mix as well as its product quality. In 2013, the increase in cost of sales is mainly due to the increase in sales revenue. The Company is actively managing its cost of sales, and enhancing its production and operation efficiency.

截至二零一三年十二月三十一日止年度，除稅前利潤為約人民幣207.2百萬元(二零一二年：人民幣135.4百萬元)，較二零一二年增加約53.0%。截至二零一三年十二月三十一日止年度，本公司擁有人應佔利潤為約人民幣174.2百萬元(二零一二年：人民幣98.4百萬元)，較二零一二年增長約77.0%。

本公司的主要產品料酒繼續為我們的主要收入來源，佔總收入約74%。由於推動中國料酒市場增長的多個關鍵因素，包括：(1)城市人口增加及消費者購買力提高；(2)健康及食品安全意識增強；(3)消費者的口味及需求逐漸趨同；及(4)政府實施有利於中國農業及糧食生產的政策，過去幾年市場對優質料酒的需求快速增長。本集團不斷加大生產投入，使用天然釀造料酒作為基酒生產各檔次料酒。顯然，天然釀造優質的料酒對消費者有著很大的需求發展空間。因此，本公司看好未來料酒需求的長期前景，尤其是較高檔料酒產品。

然而，本公司在生產及業務發展過程中同樣面臨一定風險，可能包括：(1)原材料(包括大米、大豆和小麥)價格大幅上漲，將大幅影響本公司的生產成本；(2)消費者消費中餐的習慣的轉變，將影響其銷售；及(3)新市場的拓展壓力超過本公司預計等等。

從某種程度上而言，料酒為商品。然而，越來越多的中國消費者選擇市場品牌知名度較高，品質優異的產品，相對於追求品質及食品安全的人群而言，對價格的敏感度下降。

本公司的盈利能力主要受國內相關政策，其銷售成本、產品結構及產品組合、產品品質等因素影響。二零一三年，銷售成本上升乃主要由於銷售收入增加。本公司正積極管理其銷售成本及提升其生產和經營效率。



## CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

### FUTURE PROSPECTS

Looking ahead, despite the uncertainty in the global economic conditions, China's GDP is expected to continue its growth steadily. The Chinese Government is widely expected to reinforce its economic restructuring policies to expand domestic demand. Riding on China's strong economic growth, sustained growth in China's disposable income which coincides with an increase in consumer spending in the PRC and increasing health and food safety awareness which lead to consumer consumption upgrades, the Company believes its products trading under the "Lao Heng He" brand, will benefit from these factors.

Leveraging on the Company's well known heritage brand "Lao Heng He" which dates back to more than 130 years ago, extensive distribution network and strong relationship with key distributors, the Company is determined to capture the opportunities brought by these healthy market trends.

According to the Euromonitor Report, between 2008 and 2012, the PRC cooking wine market grew at a CAGR of 21.5% in terms of production value, and reached RMB5.8 billion in 2012. The historical retail sales value of the total PRC cooking wine market grew at a CAGR of 23.4% from 2008 to 2012. Cooking wine as one of the fastest growing segment in the overall PRC condiment market, the PRC cooking wine market, in terms of retail sales value, is expected to grow at a CAGR of 20.3% from 2012 to 2017 and reach approximately RMB10.6 billion by 2017, according to the Euromonitor Report. The Company targets to achieve and outperform industry growth rate, and aims to achieve strong growth in its revenue and profit in 2014.

The Company plans to expand its production capacity through additional production facilities at its headquarters in Huzhou City, Zhejiang Province. The addition of these facilities is expected to allow the Company to increase its stock of base wine to approximately 169 million liters by the end of 2014 fermentation season through increased production. The Company will also continue to improve its research and development capabilities to focus on standardization of production process, new product development and product improvement.

### 未來前景

展望未來，儘管全球經濟環境存在不明朗因素，預期中國的國內生產總值將穩定維持其增長。普遍分析預計中國政府將加強其經濟重整政策，以擴大內需。憑藉中國經濟強勁增長、中國可支配收入持續增長配合中國消費者支出增長以及健康及食品安全意識增強導致消費者消費升級，本公司認為其「老恒和」牌產品將受惠於該等因素。

憑藉本公司可追溯到130多年前的著名老字號「老恒和」、廣闊的經銷網絡及與主要經銷商的牢固關係，本公司決心在健康的市場發展趨勢下把握機遇。

根據Euromonitor報告，二零零八年至二零一二年，中國料酒市場產值的年複合增長率為21.5%，二零一二年產值達到人民幣58億元。二零零八年至二零一二年，中國整個料酒市場的過往零售額按年複合增長率23.4%增長。根據Euromonitor報告，料酒作為中國總體調味品市場增長最快的分類之一，二零一二年至二零一七年中國料酒市場零售額預期按年複合增長率20.3%增長，並於二零一七年達到約人民幣106億元。本公司的目標為達到及超越行業增長率，並於二零一四年努力實現其收入及利潤的強勁增長。

本公司計劃透過本公司在浙江省湖州市總部的新增生產設施擴大其產能。本公司預計該等新增生產設施可以增加產量，在二零一四年發酵季節末將其基酒庫存量提高至約169百萬升。本公司亦將繼續提升研究及開發能力，專注於生產流程標準化、新產品開發及產品改良。

## CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

In 2014, the Company will focus on higher-end cooking wine products, and will endeavour to continue to streamline its cooking wine portfolio and develop natural and healthy products, to shape the "Lao Heng He" brand image of superior product quality and strengthen its competitiveness in the cooking wine market in China. In addition, the Company will also increase its efforts on the high quality soy sauce and vinegar products.

Furthermore, the Company will look for suitable merger and acquisition opportunities to enhance its production capacity and product portfolio, which will bring long term strategic and economic value to the Group. The Company is determined to become one of the leading condiment producers in China.

### GOAL AND STRATEGY

The Company aims to maintain its leadership in the cooking wine industry, to consolidate market share, and continue to expand the market share of its cooking wine products in the national markets (among key cities and consumers), to increase the Company's sales and market share in the naturally-brewed cooking wine industry.

The Company aims to introduce new condiment products through R&D and innovation and improvement of traditional techniques, and to increase the quality and profit margin for its condiment products. In addition, the Company will leverage on the opportunities presented by its successful IPO on the main board of the Stock Exchange and the stability in prices of agricultural products currently, to accelerate the process of increasing the stock of base wine in earthen jars, which is intended to guard against the risks of future price increase of agricultural and sideline products and prepare for enough base wine in earthen jars for its rapid development in the future.

### APPRECIATION

The Company would like to thank the Stock Exchange and all investors for their continuous support, Lao Heng He has the honour of becoming a newcomer in the capital markets. This is the result of years of hard work. We know that the listing of the Company is not the end of a goal, but the beginning of another stage, where new visions, new challenges and new opportunities co-exist. The Board and the management will always be thankful and work tirelessly to build Shareholders' value in the long run.

於二零一四年，本公司將專注於較高檔料酒產品，並將致力於繼續精簡其料酒產品組合及開發天然健康產品，為「老恒和」樹立優質產品品牌形象，加強其在中國料酒市場中的競爭力。此外，本公司亦將增加其對優質醬油及醋製品的投入。

此外，本公司將積極物色合適的併購商機以提升其產能及產品組合，從而為本集團帶來長遠的策略及經濟價值。本公司決心成為中國領先的調味品生產商之一。

### 目標及策略

本公司的目標為保持其在料酒行業的龍頭地位，鞏固市場份額及繼續擴大其料酒產品在全國市場(重點城市和消費者)的市場佔有率，提高本公司銷售額及在天然釀造廚用酒行業的市場份額。

本公司的目標為通過對傳統工藝的研發、創新及改善，提升其調味品的品質和獲利空間。此外，本公司將借助其成功於聯交所主板首次公開發售的契機，利用現階段農產品價格較為穩定的時機，加快提升壇裝基酒的儲備，在預測未來農副產品價格上漲風險的同時，做好未來快速增長壇裝基酒的儲備基礎。

### 致謝

本公司感謝聯交所及各位投資者的持續支持，老恒和有幸成為資本市場新生。這是本公司多年辛勤耕耘的成果。我們深知本公司上市不是目標的完成，而是另一個階段的起始，新的願景、新的挑戰、新的機會此刻同時並存。董事會及管理層將長懷感恩的心，努力不怠，為打造股東長遠價值而打拼！

## CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

On behalf of the Board, I would again like to express my sincere appreciation to all Shareholders, diligent employees and friends from all sectors for their support to Lao Heng He.

本人謹代表董事會再次由衷感謝全體股東、勤勉的員工和支持老恒和的各界友人。

**Chen Weizhong**  
*Chairman of the Board*

25 March 2014

陳衛忠  
董事會主席

二零一四年三月二十五日

# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Chen Weizhong (*Chairman and CEO*)  
Mr. Sheng Mingjian  
Mr. Wang Chao

#### Non-executive Director

Mr. Zhang Bihong

#### Independent Non-executive Directors

Mr. Shen Zhenchang  
Mr. Lei Jiasu  
Mr. Ma Chaosong

### COMPANY SECRETARY

Mr. Au Wai Keung

### AUTHORISED REPRESENTATIVES

Mr. Chen Weizhong  
Mr. Au Wai Keung

### AUDIT COMMITTEE

Mr. Ma Chaosong (*Chairman*)  
Mr. Lei Jiasu  
Mr. Shen Zhenchang

### REMUNERATION COMMITTEE

Mr. Shen Zhenchang (*Chairman*)  
Mr. Lei Jiasu  
Mr. Ma Chaosong

### 董事會

#### 執行董事

陳衛忠先生(主席及首席執行官)  
盛明健先生  
王超先生

#### 非執行董事

張弼弘先生

#### 獨立非執行董事

沈振昌先生  
雷家驕先生  
馬朝松先生

### 公司秘書

區偉強先生

### 授權代表

陳衛忠先生  
區偉強先生

### 審核委員會

馬朝松先生(主席)  
雷家驕先生  
沈振昌先生

### 薪酬委員會

沈振昌先生(主席)  
雷家驕先生  
馬朝松先生

## CORPORATE INFORMATION (CONTINUED) 公司資料(續)

### NOMINATION COMMITTEE

Mr. Lei Jiasu (*Chairman*)  
Mr. Ma Chaosong  
Mr. Shen Zhenchang

### 提名委員會

雷家驊先生(主席)  
馬朝松先生  
沈振昌先生

### AUDITORS

Ernst & Young  
*Certified Public Accountants*  
22nd Floor  
1 Tim Mei Avenue  
Central  
Hong Kong

### 核數師

安永會計師事務所  
執業會計師  
香港  
中環  
添美道1號  
22樓

### REGISTERED OFFICE

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

### 註冊辦事處

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

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Balidian Town  
Food and Industrial Park  
Wuxing District, Huzhou City  
Zhejiang 313000, PRC

### 中國總部及主要營業地點

中國浙江省  
湖州市吳興區  
八里店鎮食品工業園  
郵編：313000

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 606-607, 6th Floor  
China Merchants Building  
152-155 Connaught Road Central  
Sheung Wan  
Hong Kong

### 香港主要營業地點

香港  
上環  
干諾道中152-155號  
招商局大廈·6樓  
606-607室

## CORPORATE INFORMATION (CONTINUED)

### 公司資料(續)

#### PRINCIPAL BANKERS

Shanghai Pudong Development Bank Co., Ltd.  
Huzhou Branch  
No. 120, Tiyuchang Road  
Huzhou City, Zhejiang Province  
PRC

Industrial and Commercial Bank of China Limited  
Zhili Branch  
No. 583, 587, 589 Zhenbei Road  
Zhili Town  
Huzhou City, Zhejiang Province  
PRC

Bank of Jiaxing Co., Ltd.  
No. 409, Jianguo South Road  
Jiaxing City, Zhejiang Province  
PRC

#### LEGAL ADVISORS

##### As to Hong Kong Law

Chen & Associates  
(in association with Wilson Sonsini Goodrich  
& Rosati, P.C.)  
Unit 1001, 10/F Henley Building  
5 Queen's Road Central  
Hong Kong

##### As to Cayman Islands Law

Conyers Dill & Pearman (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

#### COMPLIANCE ADVISOR

TC Capital Asia Limited  
Suite 1904, 19/F, Tower 6, The Gateway  
Harbour City, TST  
Kowloon, Hong Kong

#### 主要往來銀行

上海浦東發展銀行股份有限公司  
湖州支行  
中國  
浙江省湖州市  
體育場路120號

中國工商銀行股份有限公司  
織里支行  
中國  
浙江省湖州市  
織里鎮  
珍貝路583、587、589號

嘉興銀行股份有限公司  
中國  
浙江省嘉興市  
建國南路409號

#### 法律顧問

##### 香港法律

Chen & Associates  
(聯合威爾遜•桑西尼•古奇•  
羅沙迪律師事務所)  
香港  
中環皇后大道中5號  
衡怡大廈10樓1001室

##### 開曼群島法律

Conyers Dill & Pearman (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

#### 合規顧問

天財資本亞洲有限公司  
香港九龍  
尖沙咀海港城  
港威大廈第6座19樓1904室

## CORPORATE INFORMATION (CONTINUED) 公司資料(續)

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 主要股份過戶登記處

Codan Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716  
17/F, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

### 香港證券登記處

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號室

### STOCK CODE

Stock code: 2226  
Board lot: 500

### 股份代號

股份代號：2226  
買賣單位：500

### WEBSITE

<http://www.hzlaohenghe.com>

### 網址

<http://www.hzlaohenghe.com>

# PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理人員履歷

Below are brief profiles of the current directors (“**Directors**”, each a “**Director**”) and senior management of the Group.

以下載列本集團現任董事(「**董事**」)及高級管理層的簡介。

Name 姓名	Age 年齡	Position 職位	Date of appointment as Director 獲委任為董事日期
<b>Executive Directors</b> 執行董事			
Chen Weizhong 陳衛忠	42	Chairman of the Board, executive Director and chief executive officer 董事會主席、執行董事及首席執行官	13 May 2013 二零一三年五月十三日
Sheng Mingjian 盛明健	39	Executive Director and vice general manager 執行董事及副總經理	17 December 2013 二零一三年十二月十七日
Wang Chao 王超	36	Executive Director and managing director of sales and marketing 執行董事及銷售及市場推廣董事總經理	17 December 2013 二零一三年十二月十七日
<b>Non-executive Director</b> 非執行董事			
Zhang Bihong 張弼弘	38	Non-executive Director 非執行董事	17 December 2013 二零一三年十二月十七日
<b>Independent non-executive Directors</b> 獨立非執行董事			
Shen Zhenchang 沈振昌	67	Independent non-executive Director 獨立非執行董事	17 December 2013 二零一三年十二月十七日
Lei Jiasu 雷家驩	58	Independent non-executive Director 獨立非執行董事	17 December 2013 二零一三年十二月十七日
Ma Chaosong 馬朝松	41	Independent non-executive Director 獨立非執行董事	17 December 2013 二零一三年十二月十七日

## EXECUTIVE DIRECTORS

**Mr. Chen Weizhong (陳衛忠)**, aged 42, is the chairman of the Board, founder, chief executive officer (“**CEO**”) of the Group and the executive Director. He is primarily responsible for our Group’s overall strategic planning, recipes use and control, distribution network expansion and overall business operations. He has over 20 years of experience in the condiment industry in the PRC and possesses unique information regarding the research, development and intellectual property related to our products, including the trade-secret recipes of fermentation starter and cooking wine spices.

## 執行董事

**陳衛忠先生**，42歲，為董事會主席、本集團創始人、首席執行官(「**首席執行官**」)及執行董事。彼主要負責本集團的整體策略規劃、配方運用及控制、經銷網絡擴張及總體業務經營。彼在中國的調味品行業擁有逾20年的經驗，並在與我們產品有關的研究、開發及知識產權方面擁有獨家資料，包括酒藥及料酒香辛料的商業秘密配方。



## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事及高級管理人員履歷(續)

Mr. Chen started his career in the condiment industry as early as 1990 and has accumulated extensive experience in the condiment industry since then, especially in production, research and development, and sales and marketing. Before founding our Group in 2005, he was the chairman and general manager of Zhejiang Zhong Wei Brewing Co., Ltd. (“**Zhong Wei**”) from 1995 to 2012. Mr. Chen completed a business administration advance class at Zhejiang University (浙江大學工商管理高級研修班) in 2008.

Mr. Chen has been a member of the China Condiment Industrial Association (中國調味品協會) since 2008. He is also the chairman of the Huzhou Rice Wine Industrial Association (湖州黃酒協會) since 2012.

**Mr. Sheng Mingjian (盛明健)**, aged 39, is our vice general manager and executive Director. Mr. Sheng is primarily responsible for the management of our Group’s financing activities and assisting Mr. Chen to manage the overall business operations. He has more than 10 years of experience in the condiment industry, and has extensive management experience in capital and business operations. Before joining our Group in 2006, he was the general manager of Zhong Wei from 2001 to 2006.

**Mr. Wang Chao (王超)**, aged 36, is our managing director of sales and marketing and executive Director. Mr. Wang is primarily responsible for our Group’s sales and marketing. He has 14 years of experience in the condiment industry. Mr. Wang joined Huzhou Lao Heng He Brewing Factory (湖州老恒和釀造廠) (currently Huzhou Lao Heng He Brewery Co., Ltd. (“**Huzhou Lao Heng He**”)) in 1998 where he worked in various departments, including business operation department and finance department. Since 2006, Mr. Wang worked in management positions in Huzhou Lao Heng He’s customer service centre and sales and marketing department. Mr. Wang graduated from Zhejiang Electronic Polytechnic School (浙江省電子工業學校), a technical middle school in 1998.

### NON-EXECUTIVE DIRECTOR

**Mr. Zhang Bihong (張弼弘)**, aged 38, is our non-executive Director. Mr. Zhang has more than 18 years of experience in the areas of auditing, tax, asset valuation and financial management. He is currently a certified tax agent in China (issued by China Certified Tax Agents Association on 2 June 2000). Mr. Zhang was responsible for overseeing the implementation of various internal control measures.

陳先生早在一九九零年已進入調味品行業，並自此起於調味品行業(特別是在生產、研究與開發以及銷售及市場推廣方面)積累了豐富的經驗。在於二零零五年成立本集團之前，彼於一九九五年至二零一二年期間擔任浙江中味釀造有限公司(「中味」)的主席兼總經理。陳先生於二零零八年完成浙江大學工商管理高級研修班的學習。

陳先生自二零零八年起為中國調味品協會的成員。彼亦自二零一二年起擔任湖州黃酒協會主席。

盛明健先生，39歲，為我們的副總經理及執行董事。盛先生主要負責管理本集團的融資活動及協助陳先生管理總體業務經營。彼在調味品行業擁有逾10年經驗，並在資本及業務營運方面擁有豐富的管理經驗。在於二零零六年加入本集團之前，彼於二零零一年至二零零六年期間擔任中味的總經理。

王超先生，36歲，為我們的銷售及市場推廣董事總經理及執行董事。王先生主要負責本集團的銷售及市場推廣事務。彼在調味品行業擁有14年的經驗。王先生於一九九八年加入湖州老恒和釀造廠(現稱湖州老恒和釀造有限公司(「湖州老恒和」))，曾於該廠的多個部門工作，包括業務營運部門及財務部門。自二零零六年起，王先生於湖州老恒和的客戶服務中心以及銷售及市場推廣部擔任管理職務。王先生於一九九八年畢業於一所中等專業學校浙江省電子工業學校。

### 非執行董事

張弼弘先生，38歲，為我們的非執行董事。張先生在審計、稅務、資產估值及財務管理方面擁有逾18年的經驗。彼目前為中國的註冊稅務師(由中國註冊稅務師協會於二零零零年六月二日頒發)。張先生負責監督各項內部控制措施的執行情況。

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事及高級管理人員履歷(續)

Prior to joining our Group in 2012, Mr. Zhang served as the director and chief financial officer of Tianli Agritech, Inc. (豐澤科技發展有限公司), a company listed on NASDAQ (Stock Code: OINK), from 2010 to 2011. He was a partner of Beijing Zhong Cheng Xin An Rui Accounting Firm (北京中誠信安瑞會計師事務所) from 2008 to 2009. Mr. Zhang was the senior manager at BDO-Reanda Xin Public Accountants (利安達會計師事務所) from 2005 to 2008 and served as a senior manager at Inner Mongolia Zhong Tian Hua Zheng Accounting Firm (內蒙古中天華會計師事務所) from 1995 to 2005. Mr. Zhang graduated from Inner Mongolia Agricultural College (內蒙古林學院) in 1995 with a diploma in economics (accounting).

在於二零一二年加入本集團之前，張先生於二零一零年至二零一一年期間擔任豐澤科技發展有限公司(一間於納斯達克上市的公司(股份代號：OINK))的董事兼首席財務官。彼於二零零八年至二零零九年為北京中誠信安瑞會計師事務所的合夥人。張先生於二零零五年至二零零八年期間擔任利安達會計師事務所的高級經理，並於一九九五年至二零零五年期間擔任內蒙古中天華會計師事務所的高級經理。張先生於一九九五年畢業於內蒙古林學院並獲得經濟學(會計)文憑。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Shen Zhenchang (沈振昌)**, aged 67, is our independent non-executive Director. Mr. Shen has more than 40 years of experience in the cooking wine industry. From 1971 to 2006, Mr Shen worked with China Shaoxing Rice Wine Group (中國紹興黃酒集團有限公司) (previously known as Shaoxing City Rice Wine Corporation (紹興市釀酒總公司)). Before his retirement from the China Shaoxing Rice Wine Group in 2006, Mr. Shen was the director of its office of general affairs.

Mr. Shen is a member of the China Brewing Industry Association (rice wine branch) (中國釀酒工業協會黃酒分會), where he has been the deputy council director and secretary general since 2000.

Additionally, Mr. Shen currently serves as a member of National Wine Brewing Standard Technology Committee (全國釀酒標準化技術委員會), a judge at the reviewing committee of China Alcoholic Drinks Association Science Technology Award (中國酒業協會科學技術獎), and the deputy director of the editorial board of China Rice Wine magazine (《中國黃酒》).

## 獨立非執行董事

沈振昌先生，67歲，為我們的獨立非執行董事。沈先生在料酒行業擁有逾40年經驗。自一九七一年至二零零六年，沈先生於中國紹興黃酒集團有限公司(前稱為紹興市釀酒總公司)任職。於二零零六年從中國紹興黃酒集團有限公司退休之前，沈先生擔任該公司總務處主任。

沈先生為中國釀酒工業協會黃酒分會會員，彼自二零零零年起擔任該分會的副理事長兼秘書長。

此外，沈先生目前為全國釀酒標準化技術委員會委員、中國酒業協會科學技術獎評委會委員以及《中國黃酒》雜誌的編委會副主任。

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事及高級管理人員履歷(續)

**Mr. Ma Chaosong (馬朝松)**, aged 41, is our independent non-executive Director. Mr. Ma is a senior accountant (issued by the Beijing Senior Specialized Technique Qualification Evaluation Committee on 6 January 2006), certified public accountant (issued by the Chinese Institute of Certified Public Accountants on 28 September 1999), certified tax agent (issued by China Certified Tax Agents Association on 11 May 2012) and certified public valuer (issued by the Ministry of Finance of the PRC on 24 April 2012) in China. Since 2000 Mr. Ma has been the chairman of Beijing Xin Li Heng Tax Agency Co., Ltd. (北京信利恒稅務師事務所有限責任公司). He has more than 10 years of experience in auditing, accounting and taxation. In May 2011, Mr. Ma was appointed as an independent director of China National Complete Plant Import & Export Corp. Ltd. (中成進出口股份有限公司) (SZSE: 000151). From 1997 to 1999, Mr. Ma was a project manager at Zhong Ce Accounting Firm (中測會計師事務所).

In 1997, Mr. Ma graduated from the Research Institute of Fiscal Science, Ministry of Finance of the PRC (財政部財政科學研究所), with a master's degree in accounting. He graduated from Renmin University of China (中國人民大學) in 1994 with a bachelor's degree in accounting.

**Mr. Lei Jiasu (雷家驩)**, aged 58, is our independent non-executive Director. Currently, Mr. Lei is the director of the Research Centre of Chinese Enterprise Growth and Economic Security in Beijing Tsinghua University (清華大學中國企業成長與經濟安全研究中心). Since 1996, he has been a lecturer in the School of Economics and Management of Beijing Tsinghua University (清華大學經濟管理學院). Between 1994 and 1996, he worked as a post-doctoral researcher in Beijing Tsinghua University. From 1983 to 1989, Mr. Lei taught as a lecturer in Xi'an Electronic and Technology University (西安電子科技大學).

In 2001, Mr. Lei was awarded the title of professor by Beijing Tsinghua University. He graduated as a doctoral research fellow from the School of Economics and Management of Beijing Tsinghua University (清華大學經濟管理學院) in 1993.

馬朝松先生，41歲，為我們的獨立非執行董事。馬先生為中國的高級會計師(於二零零六年一月六日獲北京市高級專業技術資格評審委員會頒發)、執業會計師(於一九九九年九月二十八日獲中國註冊會計師協會頒發)、註冊稅務師(於二零一二年五月十一日獲中國註冊稅務師協會頒發)及註冊資產評估師(於二零一二年四月二十四日獲中國財政部頒發)。自二零零零年以來，馬先生擔任北京信利恒稅務師事務所有限責任公司的主席。彼在審計、會計及稅務方面擁有逾10年經驗。於二零一一年五月，馬先生獲委任為中成進出口股份有限公司(深交所：000151)的獨立董事。自一九九七年至一九九九年，馬先生擔任中測會計師事務所的項目經理。

馬先生於一九九七年畢業於中國財政部財政科學研究所，獲頒會計碩士學位。彼於一九九四年畢業於中國人民大學，獲頒會計學士學位。

雷家驩先生，58歲，為我們的獨立非執行董事。雷先生目前為清華大學中國企業成長與經濟安全研究中心主任。彼自一九九六年起擔任清華大學經濟管理學院講師。於一九九四年至一九九六年期間，彼為清華大學的博士後研究員。於一九八三年至一九八九年期間，雷先生在西安電子科技大學擔任講師。

在二零零一年，雷先生獲清華大學授予教授職稱。彼於一九九三年獲清華大學經濟管理學院博士學位。

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事及高級管理人員履歷(續)

### SENIOR MANAGEMENT

### 高級管理層

Name 姓名	Age 年齡	Year joined 加入年份	Position 職位
Chen Weizhong 陳衛忠	42	2005 二零零五年	Chairman of the Board, executive Director and chief executive officer 董事會主席、執行董事及 首席執行官
Sheng Mingjian 盛明健	39	2006 二零零六年	Executive Director and vice general manager 執行董事及副總經理
Wang Chao 王超	36	2006 二零零六年	Executive Director and managing director of sales and marketing 執行董事及銷售及市場推廣董事 總經理
Wan Peiyao 萬培耀	41	2005 二零零五年	Director of production 生產部主管
Zhao Yaqin 趙雅琴	35	2005 二零零五年	Financial controller 財務總監

**Mr. Chen Weizhong (陳衛忠)**, aged 42, is the chairman of the Board, CEO and executive Director. His biographical details are set out above under the section headed "Profile of Directors and Senior Management — Executive Directors" to this annual report.

**Mr. Sheng Mingjian (盛明健)**, aged 39, is our vice general manager and executive Director. His biographical details are set out above under the section headed "Profile of Directors and Senior Management — Executive Directors" to this annual report.

**Mr. Wang Chao (王超)**, aged 36, is our managing director of sales and marketing and executive Director. His biographical details are set out above under the section headed "Profile of Directors and Senior Management — Executive Directors" to this annual report.

**陳衛忠先生**，42歲，為董事會主席、首席執行官及執行董事。彼之履歷詳情載於本年報上文「董事及高級管理人員履歷 — 執行董事」一節。

**盛明健先生**，39歲，為我們的副總經理及執行董事。彼之履歷詳情載於本年報上文「董事及高級管理人員履歷 — 執行董事」一節。

**王超先生**，36歲，為我們的銷售及市場推廣董事總經理及執行董事。彼之履歷詳情載於本年報上文「董事及高級管理人員履歷 — 執行董事」一節。

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事及高級管理人員履歷(續)

**Mr. Wan Peiyao (萬培耀)**, aged 41, is our director of production. He is primarily responsible for the Group's production management. He has more than 10 years of experience in the condiment and cooking wine industry. Mr. Wan joined our Group in 2005, and has worked in various departments including workshop operation department, cooking wine production department and plant operation department. Prior to joining our Group, Mr. Wan was the plant manager and executive assistant to the general manager of Huzhou Ganchang Wine Company (湖州乾昌酒業有限公司) from 2000 to 2005. Mr. Wan passed the test for first-class sommelier of PRC (國家一級品酒師) in December 2012.

Mr. Wan graduated from Zhejiang University of Technology (浙江工業大學) with a bachelor's degree in Industrial Engineering (Biochemistry) in 1995.

**Ms. Zhao Yaqin (趙雅琴)**, aged 35, is our financial controller. Ms. Zhao is responsible for the Group's financing, account and tax matters. She has more than 10 years of experience in the areas of financial management, accounting practices and tax arrangements. She joined our Group in 2005 as manager of our finance department and became our financial controller in 2012. Prior to joining our Group, Ms. Zhao was the manager of finance department of Zhong Wei from 2003 to 2005.

Ms. Zhao received a diploma in accounting from the Central Radio and Television University (中央廣播電視大學) in 2006.

萬培耀先生，41歲，為我們的生產部主管。彼主要負責本集團的生產管理。彼於調味料及料酒行業擁有逾10年經驗。萬先生於二零零五年加入本集團，曾於工場經營部、料酒生產部及工廠經營部等多個部門任職。於加入本集團前，自二零零零年至二零零五年期間，萬先生曾任湖州乾昌酒業有限公司工廠經理及總經理執行助理。萬先生於二零一二年十二月通過國家一級品酒師測試。

萬先生於一九九五年畢業於浙江工業大學，獲得工業工程(生物化學)學士學位。

趙雅琴女士，35歲，為我們的財務總監。趙女士負責本集團的財務、會計及稅務事務。彼於財務管理、會計實務及稅務籌劃領域擁有逾10年經驗。彼於二零零五年加入本集團，擔任財務部經理，並於二零一二年擔任財務總監。於加入本集團前，趙女士曾於二零零三年至二零零五年期間擔任中味的財務部經理。

趙女士於二零零六年取得中央廣播電視大學會計文憑。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### BUSINESS REVIEW

For details of our business review, please refer to the section on “Chairman’s Statement” on pages 5 to 9 to this annual report.

### FINANCIAL REVIEW

#### Overview

The key financial indicators of the Group are as follows:

### 業務回顧

有關我們業務回顧之詳情，請參閱本年報第5至9頁的「主席報告」一節。

### 財務回顧

#### 概覽

本集團主要財務指標如下：

		Year ended 31 December		Year-on-year change 按年變動 (%)
		截至十二月三十一日止年度 2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	
<b>Income statement items</b>	<b>收益表項目</b>			
Sales	銷售額	530,433	337,125	57.3%
Gross profit	毛利	313,069	192,899	62.3%
Profit attributable to owners of the Company	本公司擁有人應佔利潤	174,207	98,438	77.0%
EBITDA	除利息、稅項、折舊及 攤銷前利潤	234,975	153,739	52.8%
Earnings per share (RMB cents) <sup>(Note a)</sup>	每股盈利(人民幣分) (附註a)			
— basic and diluted	— 基本及攤薄	46.5	26.3	76.8%
<b>Selected financial ratios</b>	<b>節選財務比率</b>			
Gross profit margin (%)	毛利率(%)	59.0%	57.2%	3.1%
Net profit margin attributable to owners of the Company (%)	本公司擁有人應佔 淨利潤率(%)	32.8%	29.2%	12.3%
EBITDA margin (%)	除利息、稅項、折舊及 攤銷前利潤率(%)	44.3%	45.6%	(2.9%)
Return on equity holders' equity (%)	權益持有人權益回報(%)	58.8%	74.0%	(20.5%)
Gearing ratio <sup>(Note b)</sup>	資本負債比率 <sup>(附註b)</sup>	54.2%	69.4%	(21.9%)

Notes:

- (a) Please refer to Note 14 to the financial statements on pages 105 to 106 of this annual report for the calculation of earnings per share.
- (b) The gearing ratio is based on net debt divided by total equity and net debt. Net debt includes total debt net of cash and cash equivalents.

附註：

- (a) 有關每股盈利的計算方法，請參閱本年報第105至106頁的財務報表附註14。
- (b) 資本負債比率按淨債務除以總權益及淨債務計算。淨債務包括總債務減現金及現金等價物。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論與分析(續)

### Revenue

The revenue of the Group, increased by 57.3% from RMB337.1 million in 2012 to RMB530.4 million in 2013, primarily reflecting an increase in the sales of our cooking wine products, soy sauce products and vinegar products.

### 收入

本集團的收入由二零一二年的人民幣337.1百萬元增加57.3%至二零一三年的人民幣530.4百萬元，主要反映我們料酒產品、醬油產品及醋製品的銷售額增加。

		Year ended 31 December 截至十二月三十一日止年度					
		2013 二零一三年		2012 二零一二年		Change	
		Percentage of total revenue		Percentage of total revenue			
		Revenue	佔 總收入百 分比	Revenue	佔 總收入百 分比	Revenue	變化
		RMB'000	%	RMB'000	%	RMB'000	%
		人民幣千元	%	人民幣千元	%	人民幣千元	%
Cooking wine	料酒						
Premium	特級	92,600	17.5%	81,481	24.2%	11,119	13.6%
High-end	高端	90,388	17.0%	24,781	7.3%	65,607	264.7%
Medium-range	中端	191,171	36.0%	115,423	34.2%	75,748	65.6%
Mass-market	平價	19,223	3.6%	70,588	20.9%	(51,365)	(72.8%)
Subtotal	小計	393,382	74.1%	292,273	86.6%	101,109	34.6%
Soy sauce	醬油	101,899	19.2%	12,780	3.8%	89,119	697.3%
Vinegar	醋	14,239	2.7%	9,291	2.8%	4,948	53.3%
Other products	其他產品	20,913	4.0%	22,781	6.8%	(1,868)	(8.2%)
Total	合計	530,433	100.0%	337,125	100.0%	193,308	57.3%

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論與分析(續)

Revenue from cooking wine products increased by 34.6% from RMB292.3 million for the year of 2012 to RMB393.4 million for the year of 2013, reflecting increases in all product lines except for our mass-market cooking wine products. The increase in sales volume for all cooking wine products except for our mass-market products primarily reflected an increase in demand for our higher-end products, especially the high-end and mid-range cooking wine products, such as the 15% ABV Cooking Wine (15度料酒), Steamed Fish Cooking Wine (蒸魚料酒), Scallion & Ginger Cooking Wine (蔥薑料酒) and Lao Heng He Cooking Wine (老恒和料酒). This change in product mix of the cooking wine products contributed mainly to the increased revenue.

Revenue from the Group's soy sauce products increased by 696.1% from RMB12.8 million for the year of 2012 to RMB101.9 million for the year of 2013. The increase in sales of the Group's soy sauce products for the year of 2013 as compared to the year of 2012 primarily reflected an increase in sales volume and average selling prices for the Group's soy sauce products due to (i) the addition to the Group's distribution network of a leading soy sauce distributor, which helps to deepen our market penetration, especially in eastern China market which had high purchasing power for condiment products; and (ii) the Group's increasing focus on the production of higher-end soy sauce, with an increasing demand for the Group's high-end soy sauce products with higher retail prices such as the new Premium Flavored Soy Sauce (鮮上鮮醬油).

Revenue from the Group's vinegar products increased by 52.7% from RMB9.3 million for the year of 2012 to RMB14.2 million for the year of 2013, which was mainly attributable to the growing market demand of the naturally-brewed vinegar, such as Crab Vinegar (蟹醋), Rose Rice Vinegar (玫瑰米醋) and Premium Zhejiang Vinegar (上品浙醋).

The Group's shift in focus to the cooking wine business affected the Group's other products, which decreased by 8.3% from RMB22.8 million for the year of 2012 to RMB20.9 million for the year of 2013.

The Company believes the strong performance of the Group's sales is largely contributed by (i) increasing recognition of the "Lao Heng He" ("老恒和") brand; (ii) growing consumer consciousness of food safety and preference for naturally-brewed cooking wine products which the Company introduced to the market; (iii) rising disposable income level in the PRC, and (iv) the Group's expansion of its distribution network which resulted in further market penetration.

料酒產品的收入由二零一二年的人民幣292.3百萬元增加34.6%至二零一三年的人民幣393.4百萬元，反映我們除平價料酒產品外的所有產品類別銷量增加。我們除平價產品外的所有料酒產品銷量增加，主要反映我們較高檔產品的需求增加，尤其是高檔及中檔料酒產品，如15度料酒、蒸魚料酒、蔥薑料酒及老恒和料酒。料酒產品的產品組合調整是推動收入增加的主因。

本集團醬油產品的收入由二零一二年的人民幣12.8百萬元增加696.1%至二零一三年的人民幣101.9百萬元。本集團二零一三年醬油產品的銷售額較二零一二年增加，主要反映本集團醬油產品的銷量及平均售價增加，原因是(i)本集團的經銷網絡中增加了一名領先的醬油經銷商，這有助於深化我們的市場滲透，尤其是在對調味品擁有高購買力的華東市場；及(ii)隨著市場對本集團零售價較高的高端醬油產品(如新品鮮上鮮醬油)的需求不斷增加，本集團增加對生產更高端醬油的重視。

本集團醋製品的收入由二零一二年的人民幣9.3百萬元增加52.7%至二零一三年的人民幣14.2百萬元，主要由於蟹醋、玫瑰米醋及上品浙醋等天然釀造醋的市場需求不斷增加。

本集團將重心轉向料酒業務，影響了本集團其他產品，由二零一二年的人民幣22.8百萬元下降8.3%至二零一三年的人民幣20.9百萬元。

本公司認為本集團銷售額的強勁表現很大程度上受惠於：(i)「老恒和」品牌的知名度日益上升；(ii)消費者食品安全意識不斷提升，並更青睞本公司引入市場的天然釀造料酒產品；(iii)中國的可支配收入水平提升；及(iv)本集團拓展其經銷網絡導致進一步市場滲透。



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論與分析(續)

### Cost of Sales

The Group's cost of sales increased by 50.8% from RMB144.2 million in 2012 to RMB217.4 million in 2013, reflecting increases in all major cost of sales components. The increase in cost of sales was mainly in line with the increase in sales revenue.

### Gross Profit and Gross Profit Margin

As a result of the foregoing, the Group's gross profit increased by 62.3% from RMB192.9 million in 2012 to RMB313.1 million in 2013. The gross profit margin increased from 57.2% in 2012 to 59.0% in 2013, primarily contributed by the increase in the gross profit margin of soy sauce products with higher selling prices such as the Premium Flavored Soy Sauce (鮮上鮮醬油).

### Other Income and Gains

Other income increased by 125.5% from RMB5.1 million in 2012 to RMB11.5 million in 2013. Other income consists primarily of subsidy received and gains from sales of materials. The increase in other income is primarily due to the RMB10.3 million subsidy received, partially offset by the decrease in interest compensation from RMB3.6 million to zero in 2013.

### Selling and Distribution Expenses

Selling and distribution expenses primarily consist of advertising expenses, marketing expenses, travelling expenses, and salaries and wages for our sales employees.

The Group's selling and distribution expenses increased slightly from RMB24.1 million in 2012 to RMB25.7 million in 2013. The Group's selling and distribution expenses as a percentage of the Group's revenue decreased from 7.1% for 2012 to 4.8% for 2013, primarily reflecting the increase in revenue for the year of 2013. Despite the considerable increase in revenue, our selling and distribution expenses remained stable as the Group mainly adopted the distributorship model for its sales.

### 銷售成本

本集團的銷售成本由二零一二年的人民幣144.2百萬元增加50.8%至二零一三年的人民幣217.4百萬元，反映所有主要銷售成分的成本增加。銷售成本的增加乃主要由於銷售收入的增加。

### 毛利及毛利率

由於上述原因，本集團的毛利由二零一二年的人民幣192.9百萬元增加62.3%至二零一三年的人民幣313.1百萬元。毛利率由二零一二年的57.2%增加至二零一三年的59.0%，主要是因為具有較高零售價的鮮上鮮醬油等醬油產品的毛利率上升。

### 其他收入及收益

其他收入由二零一二年的人民幣5.1百萬元增加125.5%至二零一三年的人民幣11.5百萬元。其他收入主要包括已收補貼及銷售材料的收益。其他收入增加主要是因為，已收補貼人民幣10.3百萬元被利息補償由人民幣3.6百萬元降低至二零一三年的人民幣零元部分抵銷。

### 銷售及經銷開支

銷售及經銷開支主要包括廣告開支、營銷開支、差旅開支及我們銷售員工的薪金及工資。

本集團的銷售及經銷開支由二零一二年的人民幣24.1百萬元輕微增加至二零一三年的人民幣25.7百萬元。本集團的銷售及經銷開支佔本集團收入的百分比由二零一二年的7.1%下降至二零一三年的4.8%，主要反映二零一三年的收入增加。儘管收入大幅增長，惟我們的銷售及經銷開支仍維持穩定，因為本集團就其銷售主要採用了非直營模式。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論與分析(續)

### Administrative Expenses

The administrative expenses increased by 223.6% from RMB22.9 million in 2012 to RMB74.1 million in 2013. This increase mainly reflected (i) research and development expenses of RMB42.8 million for new fermentation and processing methods of base wine and soy sauce to improve their nutrition and flavor; and (ii) listing expenses of RMB19.2 million.

### Finance Cost

Finance cost increased by 13.5% from RMB15.5 million in 2012 to RMB17.6 million in 2013. The increase in finance costs primarily reflected an increase in interest on bank loans from RMB11.8 million for the year of 2012 to RMB17.6 million for the year of 2013 as a result of an increase in the average balance of the Group's bank loans in 2013.

### Profit before Tax

As a result of the foregoing, the profit before tax increased by 53.0% from RMB135.4 million to RMB207.2 million.

### Income Tax Expense

Income tax expense decreased by 11.1% from RMB37.0 million in 2012 to RMB32.9 million in 2013, with the effective income tax rate decreased from 27.3% in 2012 to 15.9% in 2013, mainly due to the subsidiaries of the Group in Mainland China, Huzhou Laohenghe Brewery Co. Limited and Huzhou Laohenghe Wine Co., Limited, having been granted the "Certificate of New and Advanced Technology Enterprise" and are entitled to the beneficial tax rate of 15% for three years starting from 1 January 2013. As such, the corporate income tax of the Group for the year of 2013 in respect of its operations in the PRC has been provided at the rate of 15% (2012: 25%) on the taxable profit.

### Profit for the year attributable to the owners of the Company

For the foregoing reasons, profit attributable to the owners of the Company increased from RMB98.4 million in 2012 to RMB174.2 million in 2013.

### Net Profit Margin

Net profit margin increased 3.6 percentage points from 29.2% in 2012 to 32.8% in 2013. The increase in net profit margin was mainly attributable to an increase in net profit, primarily due to increases in revenue and gross margin.

### 行政開支

行政開支由二零一二年的人民幣22.9百萬元增加223.6%至二零一三年的人民幣74.1百萬元。該增長主要反映(i)用於改善基酒和醬油的營養和口感的新發酵工藝和加工工藝的研究與開發開支人民幣42.8百萬元；及(ii)上市費用人民幣19.2百萬元。

### 融資成本

融資成本由二零一二年的人民幣15.5百萬元增加13.5%至二零一三年的人民幣17.6百萬元。融資成本的增加主要反映了二零一三年本集團的平均銀行貸款餘額增加，導致銀行貸款利息由二零一二年的人民幣11.8百萬元增加至二零一三年的人民幣17.6百萬元。

### 除稅前利潤

由於上述原因，除稅前利潤由人民幣135.4百萬元增加53.0%至人民幣207.2百萬元。

### 所得稅開支

所得稅開支由二零一二年的人民幣37.0百萬元下降11.1%至二零一三年的人民幣32.9百萬元，且實際所得稅稅率由二零一二年的27.3%下降至二零一三年的15.9%，主要原因是本集團中國內地附屬公司湖州老恒和釀造有限公司及湖州老恒和酒業有限公司已獲頒發「高新技術企業證書」，並有權於自二零一三年一月一日起三年內享受15%的優惠稅率。因此，二零一三年本集團就其中國業務應課稅利潤繳納企業所得稅的稅率為15%（二零一二年：25%）。

### 本公司擁有人應佔年內利潤

由於上述原因，本公司擁有人應佔利潤由二零一二年的人民幣98.4百萬元增加至二零一三年的人民幣174.2百萬元。

### 淨利潤率

淨利潤率由二零一二年的29.2%增加3.6個百分點至二零一三年的32.8%。淨利潤率增加主要是由於收入及毛利增加令淨利潤增加。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論與分析(續)

### FINANCIAL AND LIQUIDITY POSITION

#### Trade and Bills Receivables

Trade and bills receivables increased from RMB78.4 million as of 31 December 2012 to RMB88.9 million as of 31 December 2013, mainly due to increase in sales.

Details of the ageing analysis of trade and bills receivables are set out in Note 19 to the financial statements on pages 111 to 114 of this annual report. The turnover days of trade receivables increased from 43 days in 2012 to 52 days in 2013, mainly reflecting an increase in the proportion of sales to Category A distributors (who employs extensive distribution networks and sales channel with each covering one or more provinces for distributing our products) which normally had longer credit terms. The Company implemented a multi-category distributor system to manage distribution of its products since 2011, based on their distribution scale and capabilities. The Company classify its distributors into Categories A (the highest), B, C and D (the lowest).

#### Inventories

Inventories increased from RMB114.6 million as of 31 December 2012 to RMB326.7 million as of 31 December 2013, primarily due to increase in work in progress, which in turn reflected increased production of base wine.

The Group monitors the level of inventory maintained by its distributors on a regular basis. The Group's sales representatives maintain frequent telephone or email communications with each of its Categories A, B and C distributors, review their monthly inventory reports and visit their warehouses on a regular basis. The Group's sales representatives visit its Category A and B distributors' warehouses at least on a monthly basis and those Category C distributors at least every three months to ensure that they keep optimal stock level and the Group's products are sold to end customers within the shelf life. The Group generally expect its distributors to maintain stock sufficient for five to 20 days of supply. In the event a distributor maintains stocks of more than 20 days of supply, the relevant sales representatives will assist such distributor in marketing and promotional activities and suggest smaller-sized orders to be placed for the succeeding periods to minimize excess inventory.

As at 31 December 2013, the Group's inventories with a carrying amount of RMB70.3 million were pledged to secure general banking facilities granted to the Group.

### 財務及流動資金狀況

#### 應收貿易款項及應收票據

應收貿易款項及應收票據由二零一二年十二月三十一日的人民幣78.4百萬元增至二零一三年十二月三十一日的人民幣88.9百萬元，主要由於銷售增長。

應收貿易款項及應收票據賬齡分析詳情載於本年報第111至114頁的財務報表附註19。應收貿易款項的周轉天數從二零一二年的43天增加至二零一三年的52天，主要反映向通常擁有較長信貸期的A類經銷商(其通常擁有龐大的經銷網絡及銷售渠道，覆蓋一個或多個省份銷售本公司的產品)銷售產品的銷售比例增加。自二零一一年起，本公司實施多類別經銷商系統來管理其產品經銷，本公司根據經銷商的經銷規模及能力將其經銷商分為A類(最高)、B類、C類及D類(最低)。

#### 存貨

存貨由二零一二年十二月三十一日的人民幣114.6百萬元增至二零一三年十二月三十一日的人民幣326.7百萬元，主要由於在製品增加，進而反映基酒產量增加。

本集團定期監控其經銷商維持的存貨水平。本集團的銷售代表與其各個A類、B類及C類經銷商保持緊密的電話或電郵聯繫、審閱彼等的月度存貨報告並定期拜訪彼等的倉庫。本集團的銷售代表至少每月拜訪一次其A類及B類經銷商的倉庫，以及至少每三個月拜訪一次C類經銷商的倉庫，以確保彼等維持最佳的存貨水平，並確保本集團的產品在保質期內出售予終端消費者。本集團通常期望其經銷商維持足以供應5至20天的存貨。倘若某經銷商所維持存貨的供應天數超過20天，相關銷售代表將協助該經銷商進行市場推廣及促銷活動，並建議在隨後期間下訂額度較小的訂單，盡量降低過高的存貨。

於二零一三年十二月三十一日，本集團賬面值為人民幣70.3百萬元的存貨被抵押，以獲得授予本集團的一般銀行信貸。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論與分析(續)

### Borrowings

As of 31 December 2013, the Group's total borrowings amounted to RMB233.0 million.

The Group's principal sources of liquidity include cash generated from business operations and bank and other borrowings. The cash from these sources are primarily used for the Group's working capital and the expansion of production capacity.

### 借款

截至二零一三年十二月三十一日，本集團借款總額為人民幣233.0百萬元。

本集團流動資金的主要來源包括業務經營產生的現金和銀行及其他借款。來自該等來源的現金主要用於本集團的營運資金及擴大產能。

### MATERIAL ACQUISITION AND DISPOSAL

The Company has no material acquisition and disposal as at 31 December 2013.

### 重大收購及出售事項

於二零一三年十二月三十一日，本公司並無重大收購及出售事項。

### NET GEARING RATIOS

The gearing ratio of the Group was 54.2% as at 31 December 2013, representing a decrease of 21.9% as compared to 69.4% as at 31 December 2012.

The gearing ratio is based on net debt divided by total equity and net debt as at 31 December 2013. Net debt includes total debt net of cash and cash equivalents.

### 淨資本負債比率

於二零一三年十二月三十一日，本集團資本負債比率為54.2%，較二零一二年十二月三十一日的69.4%下降21.9%。

資本負債比率按二零一三年十二月三十一日之淨債務除以總權益及淨債務計算。淨債務包括總債務減現金及現金等價物。

### CAPITAL COMMITMENT

Capital commitment as at 31 December 2013 amounted to approximately RMB14.2 million (2012: RMB9.1 million), which was mainly related to purchase of plant, property and equipment, as well as advertising contract.

### 資本承擔

於二零一三年十二月三十一日的資本承擔為約人民幣14.2百萬元(二零一二年：人民幣9.1百萬元)，主要有關購買廠房、物業及設備，以及廣告合約。

### CONTINGENT LIABILITIES

As at 31 December 2013, the Group did not have material contingent liability.

### 或有負債

截至二零一三年十二月三十一日，本集團並無任何重大或有負債。

### PLEDGE OF ASSETS

Details of the Group's bank loans which are secured by the assets of the Group, are included in Note 18 and 24 to the financial statements on pages 111 and pages 117 to 118 of this annual report.

### 資產質押

有關以本集團資產作抵押的本集團銀行貸款的詳情載於本年報第111頁、第117至118頁的財務報表附註18及附註24。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論與分析(續)

Except as disclosed in this annual report, the Group has not entered into any off-balance sheet guarantees or other commitments to guarantee the payment obligations of any third party. It does not have any interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to it or engages in leasing or hedging or research and development or other services with it.

### Principal sources of liquidity of the Group

The Group's principal sources of liquidity have historically been cash generated from operations and bank and other borrowings. The Group has historically used cash from such sources for working capital, production facility expansions, other capital expenditures and debt service requirements. The Group anticipate these uses will continue to be its principal uses of cash in the future, and expect its cash flow will be sufficient to fund its ongoing business requirements. Meanwhile, the Group has decided to further broaden its financing channel to improve our capital structure.

## FUTURE PROSPECTS

For details of the Group's business outlook, please refer to the section on "Chairman's Statement" on pages 5 to 9 of this annual report.

## MARKET RISKS

### Interest rate risk

The Group is exposed to interest rate risk resulting from its long-term and short-term borrowings. They review its borrowings regularly to monitor its interest rate exposure, and will consider hedging significant interest rate exposure should the need arise. For details on the effective interest rates and terms of repayment of the interest-bearing bank and other borrowings of the Group as at 31 December 2013, please refer to Note 24 to the financial statements.

### Liquidity risk

The Group has established an appropriate liquidity risk management policy to maintain sufficient cash and cash equivalents and have available funding through capital contribution and bank borrowings. The Company's management also monitors the utilization of bank borrowings and ensures compliance with loan covenants. For details on the maturity profile of the Group's financial liabilities as at 31 December 2013, please refer to Note 34 to the financial statements.

除本年報所披露者外，本集團並無訂立任何資產負債表外擔保或其他承擔，以擔保任何第三方的付款責任。其並不擁有向其提供融資、流動資金、市場風險或信貸支持，或為其從事租賃或對沖或開發或其他服務的任何未合併實體的任何權益。

### 本集團流動資金的主要來源

過去，本集團流動資金的主要來源為經營產生的現金和銀行及其他借款。本集團過去將來自該等來源的現金用於營運資金、生產設施擴張、其他資本支出及償債需要。本集團預期該等用途將繼續為其未來的主要現金用途，及預期其現金流量將足以滿足其持續經營業務的需求。同時，本集團已決定進一步拓寬其融資渠道以改善我們的資本架構。

## 未來前景

關於本集團業務前景的詳情，請參閱本年報第5至9頁的「主席報告」一節。

## 市場風險

### 利率風險

本集團面臨由其長期及短期借款導致的利率風險。其定期檢討其借款以監控其利率風險，並將於需要時考慮對沖重大利率風險。有關本集團於二零一三年十二月三十一日之計息銀行及其他借款的實際利率及償還條款詳情，請參閱財務報表附註24。

### 流動性風險

本集團已設立適當的流動性風險管理政策，以維持充足的現金及現金等價物並透過注資及銀行借款取得資金。本公司管理層亦監控銀行借款的動用及確保遵守貸款契約。有關本集團於二零一三年十二月三十一日之金融負債的到期情況詳情，請參閱財務報表附註34。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論與分析(續)

### EMPLOYEES AND WELFARE CONTRIBUTION

As at the 31 December 2013, the Group had 202 employees. The employees' remuneration packages are determined with reference to their experience and qualifications and general market conditions.

The total remuneration paid to the Group's employees (excluding directors' and chief executive's remuneration) for the year ended 31 December 2013 amounted to approximately RMB10,876,000 (2012: approximately RMB10,061,000), which included the Group's contribution to the employee benefit plan for the year 2013 of RMB1,078,000 (2012: RMB1,031,000). Details of the employee benefit expense are disclosed in Note 7 to the financial statements in this annual report.

The following table sets forth the Group's full-time employees by function as of 31 December 2013:

		As of 31 December 2013 截至二零一三年十二月三十一日	
		Number of employees 僱員人數	% of total 佔總數百分比
Production	生產	145	71.8
Management and administration	管理及行政管理	11	5.4
Sales and marketing	銷售及營銷	17	8.4
Quality Control, Research and Development and others	質量控制、研發及其他	29	14.4
Total	總計	202	100

The Group has designed an evaluation system to assess the performance of its employees. This system forms the basis of determination on employees' salaries, bonuses and promotions. We believe the salaries and bonuses that our Group's employees receive are competitive with market rates. Under applicable PRC laws and regulations, our Group is subject to social insurance contribution plans, work-related injury insurance and maternity insurance schemes.

We place a strong emphasis on providing training to our employees in order to enhance their technical and product knowledge as well as comprehension of industry quality standards and work place safety standards. We also provide regular on-site and off-site training to help our employees to improve their skills and knowledge. These training courses range from further educational studies to basic production process and skill training to professional development courses for its management personnel.

### 僱員及福利供款

於二零一三年十二月三十一日，本集團擁有 202 名僱員。僱員薪酬方案乃參考彼等的經驗及資質以及總體市況而釐定。

於截至二零一三年十二月三十一日止年度支付予本集團僱員之薪酬總額(不包括董事及最高行政人員薪酬)為約人民幣 10,876,000 元(二零一二年: 約人民幣 10,061,000 元)，包括本集團二零一三年就僱員福利計劃作出的供款人民幣 1,078,000 元(二零一二年: 人民幣 1,031,000 元)。僱員福利開支詳情披露於本年報財務報表附註 7。

下表載列本集團截至二零一三年十二月三十一日按職能劃分的全職僱員：

		As of 31 December 2013 截至二零一三年十二月三十一日	
		Number of employees 僱員人數	% of total 佔總數百分比
Production	生產	145	71.8
Management and administration	管理及行政管理	11	5.4
Sales and marketing	銷售及營銷	17	8.4
Quality Control, Research and Development and others	質量控制、研發及其他	29	14.4
Total	總計	202	100

本集團已設計評估體系，以評定其僱員的表現。該體系為釐定僱員薪金、獎金及晉升的依據。我們認為，本集團僱員收取的薪金及獎金可與市價競爭。根據適用中國法律法規，本集團須參與社會保險供款計劃、工傷保險及生育保險計劃。

我們非常重視向我們的僱員提供培訓，以便提升彼等的技術及產品知識以及對行業質量標準及工作場所安全標準的理解。我們亦提供定期場內及場外培訓，幫助我們的僱員提升技能和知識。該等培訓課程範圍由基礎生產程序及技術訓練的深造班至管理人員的專業發展課程均齊備。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Maintaining high standards of business ethics and corporate governance has always been one of the Group's key focuses. The Board and the management of the Company are committed to conducting the Group's businesses in a transparent and responsible manner, and they believe good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, sustainable business growth and enhancing Shareholders' value in the long term.

維持高水平的商業道德標準及企業管治一直是本集團其中一項重要工作。董事會及本公司管理層承諾以透明負責的方式開展本集團業務，本公司相信，良好企業管治能為有效之管理、健全之企業文化、業務可持續增長，以及提升股東長遠價值方面提供一個不可或缺之框架。

### (A) CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the “Code”) as contained in Appendix 14 to the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the “Listing Rules”) as its own code to govern its corporate governance practices.

In 2013, the Company is not subject to the Code as it is a private company in 2013. In the opinion of the Directors, the Company, since the Listing Date (being 28 January 2014) and up to the date of this annual report (the “Relevant Period”), has adopted, applied and complied with the Code provisions contained in the Code except the deviations as set out below in this annual report.

The Board will continue to review and monitor the practices of the Company with an aim to achieve and maintain a high standard of corporate governance practices.

### (A) 企業管治常規

本公司已採納香港聯合交易所證券上市規則(經不時修訂)(「上市規則」)附錄十四所載企業管治守則及企業管治報告(「守則」)所載的守則條文，以作為其本身管治其企業管治常規的守則。

由於二零一三年本公司為私營公司，因此於二零一三年無需受守則規限。董事認為，自上市日期(即二零一四年一月二十八日)至本年報日期(「有關期間」)，本公司已採納、應用及遵守守則所載守則條文，惟本年報下文所載偏離除外。

為達到及維持高標準的企業管治常規，董事會將不斷檢討及監察本公司的常規。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### (B) DIRECTORS' AND SENIOR MANAGEMENT'S SECURITIES TRANSACTIONS

The Company has adopted the "Model Code for Securities Transactions by Directors of Listed Issuer" (the "Model Code") set out in Appendix 10 to the Listing Rules as its code of conduct regarding dealings in the securities of the Company by the Directors and the Group's senior management who, because of his/her office or employment, is likely to possess inside information in relation to the Group or the Company's securities.

Upon specific enquiry, all the Directors confirmed that they have complied with the Model Code during the Relevant Period. In addition, the Company is not aware of any non-compliance of the Model Code by the senior management of the Group during the Relevant Period.

### (C) THE BOARD OF DIRECTORS

#### Board Members

During the Relevant Period, the Board consists of the following seven Directors:

#### Executive Directors

Mr. Chen Weizhong (*Chairman and CEO*)  
Mr. Sheng Mingjian  
Mr. Wang Chao

#### Non-executive Director

Mr. Zhang Bihong

#### Independent non-executive Directors

Mr. Shen Zhenchang  
Mr. Lei Jiasu  
Mr. Ma Chaosong

### (B) 董事及高級管理層之證券交易

本公司已採納載列於上市規則附錄十之上市發行人董事進行證券交易之標準守則(「標準守則」)，作為其董事及本集團高級管理層(因為他的職位或僱傭關係，乃有可能持有有關本集團或本公司證券之內幕消息)有關買賣本公司證券之行為守則。

經過具體詢問後，全體董事確認彼等於有關期間已遵守標準守則。此外，本公司並無發現於有關期間本集團高級管理層有任何違反標準守則的行為。

### (C) 董事會

#### 董事會成員

於有關期間，董事會由下列7名董事組成：

#### 執行董事

陳衛忠先生(主席兼首席執行官)  
盛明健先生  
王超先生

#### 非執行董事

張弼弘先生

#### 獨立非執行董事

沈振昌先生  
雷家驩先生  
馬朝松先生



## CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

Save as disclosed in the section headed “Profile of Directors and Senior Management” to this annual report, the Directors and senior management have no other financial, business, family or other material/relevant relationships with one another.

During the Relevant Period, the Company at all time complied with the requirement of Rule 3.10A of the Listing Rules, which requires an issuer’s board of directors to have at least one-third of its members being independent non-executive directors. In addition, the Company has duly complied with Rule 3.10(2) of the Listing Rules, which requires at least one of the independent non-executive Directors to have appropriate professional qualifications or accounting or related financial management expertise. Mr. Ma Chaosong, chairman of the Company’s audit committee (the “**Audit Committee**”) and being one of the independent non-executive Directors, possesses over 10 years of experience in the financial field. Together with another two independent non-executive Directors, Mr. Lei Jiasu and Mr. Shen Zhenchang, all of whom have wide exposure and experience in the cooking wine industry and management field, provide the Group with diversified expertise and experience. Their views and participation in Board and Board committee meetings bring independent judgment and advice on issues relating to the Group’s strategies, performance, conflicts of interest, management process and to ensure that the interests of all Shareholders are taken into account.

The Board considers that the balance between executive and non-executive Director is reasonable and adequate to provide sufficient checks and balances that safeguard the interests of Shareholders and the Group as a whole. The composition of the Board reflects the necessary balance of skills and experience appropriate for the requirements of the business development of the Group and for effective leadership. The Board has separate and independent access to the senior management and the company secretary at all times.

Directors must dedicate sufficient time and attention to the Group’s affairs. Besides, the Company also requested all Directors to disclose to the Company annually the number and the nature of offices held in public companies or organizations and other significant commitments with an indication of the time involved.

除本年報「董事及高級管理人員履歷」一節披露者外，董事及高級管理層之間概無其他財務、業務、血緣或其他重大／相關關係。

於有關期間，本公司一直遵守上市規則第3.10A條之規定，該規定要求發行人之董事會至少有三分之一成員為獨立非執行董事。此外，本公司已妥為遵守上市規則第3.10(2)條，該條規定至少有一名獨立非執行董事中擁有適當專業資格或會計或相關財務管理專業知識。本公司審核委員會（「**審核委員會**」）主席兼其中一名獨立非執行董事馬朝松先生於財務方面擁有逾10年的經驗。連同其他兩名獨立非執行董事雷家驊先生及沈振昌先生，彼等全部於料酒行業及管理領域擁有廣泛接觸及經驗，為本集團帶來多元化的專業知識及經驗。彼等提出的意見及透過參與董事會及董事委員會會議，為本集團在策略、表現、利益衝突及管理程序等事宜上，帶來獨立之判斷及意見，從而確保考慮到全體股東之利益。

董事會認為執行董事及非執行董事組合的比例合理及適當，並充分發揮制衡作用，以保障股東及本集團的整體利益。董事會的組成反映本集團業務發展所需及有效領導所適用的技能與經驗之間所需的平衡。董事會可於任何時候個別和獨立接觸高級管理層及公司秘書。

董事須付出足夠時間及精神以處理本集團的事務。另外，本公司亦要求全體董事每年向本公司披露其於公眾公司或組織及其他重大承擔擔任有關職務的數目及性質，以及所涉及的時間。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

The Company has received from the independent non-executive Directors of their respective confirmations of independence pursuant to Rule 3.13 of the Listing Rule and the Board considers that all independent non-executive Directors are independent. The Board believes that the present structure of the Board can ensure the independence and objectivity of the Board and provide an effective system of checks and balance to safeguard the interests of the Shareholders and the Company.

All Directors, including independent non-executive Directors, are clearly identified as such in all corporate communications containing the names of the Directors. A list of roles and functions of Directors is published on the websites of the Company and the Stock Exchange, and the Company shall keep updating whenever necessary.

Code provision A.1.8 of the Code provides that a listed company should arrange appropriate insurance cover in respect of legal action against its directors.

Currently, the Company is in discussion with various insurance providers in relation to obtaining the appropriate insurance cover for its Directors, and is aiming to finalize the details of the insurance coverage as soon as possible.

### Appointment, Re-election and Removal of Directors

Each of the Directors has entered into a service contract or a letter of appointment with the Company for a specific term. The initial term of office for each Director is a term of three years from their respective appointment date and is subject to retirement by rotation at an annual general meeting (the "AGM") at least once every three years. According to the articles of association of the Company (the "Articles"), one-third of the Directors for the time being shall retire from office by rotation at each AGM provided that every Director shall be subject to retirement by rotation at least once every three years. The retiring Directors shall be eligible for re-election at the relevant AGM. In addition, the Articles provide that any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the

根據上市規則第3.13條，本公司已收到獨立非執行董事各自之獨立性證明，董事會認為，全體獨立非執行董事乃屬獨立。董事會認為，董事會之現時架構可確保董事會之獨立性及客觀性並提供制衡的有效制度，以保障股東及本公司的整體利益。

本公司在所有載有董事姓名的公司通訊中，已明確說明全體董事(包括獨立非執行董事)身份。本公司及聯交所的網站公佈董事的董事角色和職能清單且本公司須於有需要時更新。

守則條文第A.1.8條規定，上市公司須就其董事可能會面對的法律行動作適當的投保安排。

目前，本公司正與多間保險提供商討論有關為其董事獲得適當投保的事宜，目標為盡快落實投保細節。

### 董事的委任、重選及罷免

各董事已與本公司訂立特定年期的服務合約或委任書。各董事之初始任期為自彼等各自委任日期起計三年，惟須至少每三年於股東週年大會(「股東週年大會」)上輪席告退一次。根據本公司組織章程細則(「細則」)，當時在任之三分之一董事應於各股東週年大會上輪席告退，惟各董事須至少每三年輪席告退一次。退任董事有資格於相關股東週年大會上膺選連任。此外，細則規定任何為填補臨時空缺而獲董事會委任的董事僅可留任至其獲委任後之本公司首屆股東

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

Company after his/her appointment, whereas any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM. The Director appointed by the Board as aforesaid shall be eligible for re-election at the relevant general meeting.

Shareholders may, at any general meeting of the members convened and held in accordance with the Articles, remove a director at any time before the expiration of his/her period of office notwithstanding to the contrary in the Articles or in any agreement between the Company and such Director.

### Directors' Continuing Professional Development

Directors must keep abreast of their collective responsibilities. All Board members received an induction package covering the regulatory obligations of a director of a listed company. The Company also plans to provide briefings and other training to develop and refresh the Directors' knowledge and skills. The Company continuously updates Directors on the latest developments regarding the Listing Rules and other applicable regulatory and statutory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices.

Directors and Senior management members have received training regarding a wide spectrum of areas relating to directors' duties and corporate governance in 2013. The Company believes that such training would keep them abreast of relevant legal requirements and good corporate governance practices.

In particular, on 28 February 2013, the Directors (including all of the current Directors as of the Listing Date) and senior management members of the Company attended a directors' training in relation to the duties and ongoing obligations of directors of listed companies, which was conducted by the Hong Kong legal advisors to the Company. The content of such training consisted of inter alia the following topics:

- Obligations of directors and senior management members arising from common law, the Hong Kong Companies Ordinance and the Listing Rules;
- Fiduciary duties of directors;
- Prospectus, announcement and circular disclosures; and

大會，而任何因現有董事會新增成員而獲董事會委任的董事僅可留任至下屆股東週年大會。前述獲董事會委任之董事有資格於相關股東大會上接受重選。

股東可隨時於股東按照細則召開及舉行的任何股東大會上，罷免任期未屆滿的董事，即使會違反細則或本公司與該董事訂立的任何協議。

### 董事之持續專業發展

董事須瞭解其集體職責。全體董事會成員已獲得整套包括介紹上市公司董事在監管責任的資料。本公司亦計劃提供簡介會及其他培訓，以發展及重溫董事的知識及技能。本公司持續向董事提供有關上市規則及其他適用監管規定的最新發展概況，以確保遵守及提高其對良好企業管治常規的意識。

於二零一三年，董事及高級管理層成員已接受有關董事職責的廣泛範圍及企業管治的培訓。本公司認為，該等培訓將使彼等符合相關的法律規定及良好的企業管治常規。

尤其是，於二零一三年二月二十八日，董事(包括於上市日期之全體現任董事)及本公司高級管理層成員曾參加有關上市公司董事職責及持續責任之董事培訓，培訓由本公司香港法律顧問開展。此次培訓內容包括以下幾個方面：

- 董事及高級管理層成員根據普通法、香港公司條例及上市規則須承擔的責任；
- 董事之受信責任；
- 招股章程、公告及通函披露；及

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

- Obligations of directors and senior management of listed companies, including those under Chapters 3, 13, 14, 14A and the relevant appendices of the Listing Rules.

Internally, the Company's senior management, including the executive Directors, will implement a training plan and conduct training sessions for its key staff members on a continuing basis. The Directors are required to submit to the Company details of training sessions undertaken by them in each financial year for the Company's maintenance of proper training records of the Directors.

### Board and Board Committee Meetings

Under code provision A.1.1 of the Code, the Board should meet regularly and Board meetings should be held at least four times a year at approximately quarterly intervals and under code provision A.2.7 of the Code, the chairman of the board should at least annually hold meeting with the non-executive Directors (including independent non-executive Directors) without the executive Directors present.

During the Relevant Period, one Board meeting was held on 25 March 2014 to approve the Groups' financial results for the year ended 31 December 2013 and other relevant matters. All Board members attended the said meeting present in person or by means via telephonic conferencing, which constituting presence at a meeting as if he has participating present in person under the Articles. The Board intends to meet at least four times per year in the future, and the chairman of the Board intends to hold at least one meeting per year with the non-executive Directors (including the independent non-executive Directors) without the executive Directors present.

During the Relevant Period, the Board considers that all meetings have been legally and properly convened in compliance with the relevant laws and regulations (including the Listing Rules and the Articles). With the assistance of the company secretary, the chairman of the Board takes the lead to ensure that Board meetings and Board committee meetings are convened in accordance with the requirements set out in the Articles, the terms of reference of the respective Board committees and the Listing Rules. The Director's attendance at the Board meetings is set out in the section "Attendance at Board and Board Committee Meetings" below.

- 上市公司董事及高級管理層之責任，包括根據上市規則第3、13、14、14A章及有關附錄規定須承擔之責任。

本公司高級管理層(包括執行董事)亦將在內部實施培訓計劃，持續為其主要僱員提供一系列培訓。董事須向本公司提交彼等於各財政年度所接受的培訓詳情，以便本公司保持適當的董事培訓紀錄。

### 董事會及董事委員會會議

根據守則條文第A.1.1條，董事會須定期舉行會議，每年最少須舉行四次董事會會議，約於每季度舉行，而根據守則條文第A.2.7條，董事會主席應至少每年與非執行董事(包括獨立非執行董事)舉行一次沒有執行董事出席的會議。

於有關期間，於二零一四年三月二十五日舉行一次董事會會議，以批准本集團截至二零一三年十二月三十一日止年度的財務業績及其他相關事宜。全體董事會成員親身或以電話視像會議方式出席上述會議，根據細則，以電話視像會議方式出席會議可當作親自出席會議。董事會擬於未來每年至少召開四次會議，而董事會主席擬至少每年與非執行董事(包括獨立非執行董事)舉行一次沒有執行董事出席的會議。

於有關期間，董事會認為所有會議均遵循相關法律法規(包括上市規則及細則)依法及妥善召開。在公司秘書的協助下，董事會主席領導董事會以確保董事會會議及董事委員會會議均根據細則所載規定、各董事委員會的權責範圍及上市規則召開。董事出席董事會會議之情況載於下文「出席董事會及董事委員會會議」一節。

## CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

A tentative schedule for regular Board meetings for 2014 has been provided to the Directors. At least 14 days' notice for all regular Board meetings will be given to all Directors and all Directors must be given the opportunity to include items or businesses for discussion in the agenda. For all other Board meetings, reasonable notice will be given. Relevant agenda and accompanying Board papers will be sent to all Directors at least three days in advance of every regular Board meeting.

All matters and decisions reached, including any concerns raised by Directors or dissenting views expressed, will be recorded in minutes of Board meeting or other Board committees meetings in sufficient detail. Draft and final versions of minutes of Board/Board committee meetings will be sent to all Directors/committee members for comment and records respectively, within reasonable time after the respective meetings are held. In addition, the minutes of all Board meeting or Board committee meeting are available for open inspection at any reasonable time on reasonable notice by any Director.

Upon making reasonable request to the Company, Board members have the right to seek independent professional advice or services at the Company's expense to assist them to perform their duties to the Company.

Should a potential conflict of interest involving substantial Shareholder(s) or Director(s) arise and the Board considers the matter to be material, the Company will hold a physical Board meeting to discuss and consider the matter, instead of passing than a written resolution. Independent non-executive Directors who, and whose associates, have no material interest in the transaction should be required to be present at that Board meeting.

本公司已向董事提供董事會二零一四年常規會議的初擬時間表。所有董事將在所有董事會常規會議至少十四天前接獲會議通知，且全體董事須有機會提出商討項目或事項列入會議議程。如屬所有其他董事會會議，將會給予合理通知。相關議程及相關董事會文件將在舉行每次常規董事會會議前至少三天送交所有董事。

在董事會會議或其他董事委員會會議的會議紀錄中，將對所達致的所有事項或決定(包括董事提出的任何疑慮或表達的反對意見)作出足夠詳細的記錄。各會議結束後，將於合理時段內將董事會/董事委員會會議之會議紀錄的初稿及終稿分別發送予全體董事/委員會成員，初稿供董事表達意見，最後定稿則作其紀錄之用。此外，於接獲任何董事的合理通知後，所有董事會會議或董事委員會會議的會議紀錄可於任何合理時間內供公開查閱。

向本公司作出合理要求後，董事會成員有權尋求獨立專業意見或服務，費用由本公司支付，以協助彼等履行其對本公司的責任。

倘出現涉及主要股東或董事的潛在利益衝突，而董事會認為有關事項屬重大，則本公司將舉行董事會會議討論及考慮有關事項(而非通過書面決議案)。在交易中本身及其聯繫人均沒有重大利益的獨立非執行董事應該出席有關的董事會會議。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### Attendance at Board and Board Committee Meetings

Attendance of each Director at all the Board meetings and Board committee meetings held during the Relevant Period is set out as follows. No general meeting has been held by the Company during the Relevant Period:

Name of director	董事姓名	Board meeting 董事會 會議	Audit Committee meeting 審核 委員會會議	Nomination Committee meeting 提名 委員會會議	Remuneration Committee meeting 薪酬 委員會會議
<i>Executive Directors</i> 執行董事					
Mr. Chen Weizhong (Chairman of the Board)	陳衛忠先生 (董事會主席)	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Sheng Mingjian	盛明健先生	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Wang Chao	王超先生	1/1	N/A 不適用	N/A 不適用	N/A 不適用
<i>Non-executive Directors</i> 非執行董事					
Mr. Zhang Bihong	張弼弘先生	1/1	N/A 不適用	N/A 不適用	N/A 不適用
<i>Independent non-executive Directors</i> 獨立非執行董事					
Mr. Shen Zhenchang	沈振昌先生	1/1	1/1	1/1	1/1
Ms. Lei Jiasu	雷家驩先生	1/1	1/1	1/1	1/1
Mr. Ma Chaosong	馬朝松先生	1/1	1/1	1/1	1/1

### 出席董事會及董事委員會會議

各董事出席於有關期間舉行的全部董事會會議及董事委員會會議的情況載列如下。於有關期間，本公司概無舉行股東大會：

## (D) CHAIRMAN AND CHIEF EXECUTIVE

Code provision A.2.1 of the Code provides that the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and the chief executive should be clearly established and set out in writing.

Currently, the positions of the chairman and the CEO of the Company are held by Mr. Chen Weizhong. Although this deviates from the practice in code provision A.2.1 of the Code, Mr. Chen has considerable and extensive experience in the cooking wine industry and management in general. The Board believes that it is in the best interest of the Company to have an executive chairman so the Board can benefit from his knowledge of the business and his capability in leading the Board in discussing the strategy and long-term development of the Group.

## (D) 主席及最高行政人員

守則條文A.2.1條規定，主席與最高行政人員的角色應有區分，並不應由同一人兼任。主席與最高行政人員之間職責的分工應清楚界定並以書面訂明。

目前，本公司主席及首席執行官均由陳衛忠先生擔任。儘管這偏離了守則條文第A.2.1條的規定，惟陳先生具備相當豐富的料酒行業及整體管理經驗。董事會相信，由陳先生同時兼任主席及首席執行官職務符合本公司的最佳利益，可讓董事會受益於其業務知識及領導董事會討論本集團策略及長期發展的能力。

## CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

From a corporate governance point of view, the decisions of the Board are made collectively by way of voting and therefore the chairman should not be able to monopolize the voting result. The Board considers that the balance of power between the Board and the senior management can still be maintained under the current structure. The Remuneration and Nomination Committees also regularly review the structure and composition of the Board and will make appropriate recommendations to the Board regarding any proposed changes.

The Board will continue to review and monitor the practices of the Company with an aim to maintaining and implementing a high standard of corporate governance practices.

Mr. Chen, as the chairman of the Board, is responsible for ensuring that the Directors receive in a timely manner, adequate information which is accurate, clear, complete and reliable. He ensures that all Directors are properly briefed on issues arising at the Board meetings. Mr. Chen is also responsible for ensuring good corporate governance practices and procedures are established, all Directors make full and active contribution to the Board's affairs, and the Board acts in the best interests of the Company and its Shareholders.

Under the leadership of Mr. Chen, the Board works effectively and performs its responsibilities with all key and appropriate issues discussed in a timely manner. Appropriate steps are taken to provide effective communication between the Shareholders and the Board. Mr. Chen will ensure appropriate steps are taken and the Shareholders' views are communicated to the Board as a whole.

A culture of openness and constructive relations among Directors are promoted within the Board, facilitating effective contribution of non-executive Directors and ensuring constructive relations between executive and non-executive Directors.

從企業管治的層面來看，董事會以投票方式集體作出決策，因此主席不能主導投票結果。董事會認為，目前的架構仍能保持董事會與高級管理層之間的權力平衡。薪酬及提名委員會亦會定期檢討董事會架構及組成，並將就任何潛在變動向董事會作出適當建議。

董事會將繼續檢討及監控本公司的常規，旨在維持及實行高水平的企業管治常規。

作為董事會主席，陳先生負責確保董事及時收到準確、清晰、完整及可靠的充足資料。彼確認就於董事會會議上提出之問題獲適當簡報。陳先生亦負責確保維持良好的企業管治常規及程序、全體董事全力積極參與董事會事務，以及董事會的行事符合本公司及其股東的最佳利益。

於陳先生帶領下，董事會有效運作，並履行職責，及時商討所有關鍵及適當議題，亦採取適當措施，促進股東與董事會之間的有效溝通。陳先生將確保採取合適的步驟及將股東的意見整體傳達給董事會。

董事會內部倡導開誠佈公的文化及董事之間建立建設性關係，為促進非執行董事作出有效貢獻及確保執行董事及非執行董事保持建設性的關係。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### (E) BOARD COMMITTEES

#### Functions and Duties of the Board

The Board supervises the management of business and affairs of the Company. The primary duties of the Board include:

- (a) overall management of the business and strategic development;
- (b) deciding business plans and investment plans;
- (c) monitoring the ongoing operation of the Company and to ensure that it is managed in the best interests of the Shareholders as a whole while taking into account the interests of other stakeholders;
- (d) convening general meetings and reporting to the Shareholders; and
- (e) exercising other powers, functions and duties conferred by Shareholders in general meetings.

The Board delegates the authority and responsibility of daily operations, business strategies and day to day management of the Company to the CEO and the senior management.

The Board is responsible for performing the corporate governance duties as set out in code provision D.3.1 of the Code including:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct applicable to Directors, senior management and employees of the Company; and
- (e) to review the Company's compliance with the Code and disclosure in this corporate governance report.

### (E) 董事委員會

#### 董事會的職能及職責

董事會監督本公司業務管理及事項，董事會的主要職責包括：

- (a) 業務及策略發展的整體管理；
- (b) 決定業務計劃及投資計劃；
- (c) 監控本公司的持續營運，以及確保其管理方式既符合整體股東的最佳利益，又顧及其他持有本公司股份者的利益；
- (d) 召開股東大會及向股東匯報；及
- (e) 執行股東於股東大會上授予的其他權力、職能及職責。

董事會將本公司日常營運、業務策略及日常管理之職權及責任轉授予首席執行官及高級管理層。

董事會亦負責履行守則條文第D.3.1條所載的企業管治職責，包括：

- (a) 制定及檢討本公司的企業管治政策及常規及向董事會提供推薦建議；
- (b) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (c) 檢討及監察本公司遵守法律及監管規定的政策及常規；
- (d) 制定、檢討及監察本公司董事、高級管理層及僱員適用的操守守則；及
- (e) 檢討本公司遵守守則之情況並於本企業管治報告作出披露。



# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### Delegation by the Board

The Company established three committees and has delegated various responsibilities to the committees including the Audit Committee, the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”). All Board committees perform their distinct roles in accordance with their respective terms of reference which are available to public on the websites of the Company and the Stock Exchange.

The senior management, under the leadership of the CEO, is delegated by the Board the authority and responsibility for the daily operations and management of the Group. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions to be entered by the Company.

### Audit Committee

The Company established the Audit Committee on 17 December 2013 with written terms of reference in compliance with Rules 3.21 and 3.22 of the Listing Rules and code provision C.3.3 of the Code. The Audit Committee has three members, namely Mr. Ma Chaosong, Mr. Lei Jiasu and Mr. Shen Zhenchang. Mr. Ma Chaosong, the Company’s independent non-executive Director, has been appointed as the chairman of the Audit Committee, and possess the appropriate professional qualifications required under the Listing Rules.

The primary responsibilities of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group, oversee the audit process and perform other duties and responsibilities as assigned by the Board. The Audit Committee has access to independent professional advice, if required, and is provided with sufficient resources to perform its duties.

### 董事會授權

本公司成立三個委員會，並已將多項職責轉授予委員會，包括審核委員會、薪酬委員會(「**薪酬委員會**」)及提名委員會(「**提名委員會**」)。所有董事委員會根據彼等各自的職能範圍(可供公眾於本公司及聯交所網站查閱)履行彼等獨有的職責。

在首席執行官的領導下，高級管理層獲董事會轉授本集團日常經營及管理的權力及責任。對所轉授職能及工作任務進行定期檢討。於本公司訂立任何重大交易之前，須獲得董事會批准。

### 審核委員會

本公司於二零一三年十二月十七日設立審核委員會，其書面職能範圍乃遵照上市規則第3.21及3.22條及守則條文C.3.3條制定。審核委員會有三名成員，即馬朝松先生、雷家驩先生及沈振昌先生。本公司的獨立非執行董事馬朝松先生已獲委任為審核委員會主席，彼擁有上市規則規定的適當專業資格。

審核委員會的主要職責為審閱及監督本集團的財務報告程序及內部監控系統、監督審核程序以及履行董事會賦予的其他職責及責任。審核委員會可獲取獨立專業意見(如有需要)，並獲提供充足資源以履行其職責。

## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

During the Relevant Period, the Audit Committee held a meeting on 24 March 2014, with all members present in person or through tele-graphic communication, during which the following works were performed;

- Assess the independence of the Company's auditors.
- Discussion with external auditors about the scope of work and fee in respect of their audit work for the year ended 31 December 2013.
- Review the Group's financial results for the year ended 31 December 2013, significant issues on financial reporting and internal control, appointment of external auditors, and arrangements for the employees to raise concerns about possible improprieties

The attendance of the Audit Committee members at the above meeting is set out in the above section headed "Attendance at Board and Board Committee Meetings".

#### Remuneration Committee

The Company established the Remuneration Committee on 17 December 2013 with written terms of reference in compliance with Rules 3.25 and 3.26 of the Listing Rules and Code provision B.1.2 of the Code. The Remuneration Committee has three members, namely Mr. Shen Zhenchang, Mr. Lei Jiasu and Mr. Ma Chaosong. Mr. Shen Zhenchang, the Company's independent non-executive Director, has been appointed as the chairman of the Remuneration Committee. The Remuneration Committee has access to independent professional advice, if required, and is provided with sufficient resources to perform its duties.

The primary duties of the Remuneration Committee are to review, determine and make recommendations to the Board on the policy and structure of the remuneration (including bonuses and other compensation) payable to the Directors and senior management and make recommendations on employee benefit arrangements.

於有關期間，審核委員會於二零一四年三月二十四日舉行一次會議，全體成員親身或以電話視像會議方式出席會議，在此期間，進行下列工作：

- 評估本公司核數師的獨立性。
- 與外聘核數師討論有關其於截至二零一三年十二月三十一日止年度審核工作的工作範圍及費用。
- 檢討本集團截至二零一三年十二月三十一日止年度之財務業績、有關財務申報及內部監控之重大問題、委任外聘核數師及安排僱員就可能出現之不當行為提出疑問

審核委員會成員出席上述會議之情況載於上文「出席董事會及董事委員會會議」一節。

#### 薪酬委員會

本公司於二零一三年十二月十七日設立薪酬委員會，其書面職能範圍乃遵照上市規則第3.25及3.26條以及守則條文第B.1.2條制定。薪酬委員會有三名成員，即沈振昌先生、雷家驩先生及馬朝松先生。本公司的獨立非執行董事沈振昌先生已獲委任為薪酬委員會主席。薪酬委員會可獲取獨立專業意見(如有需要)，並獲提供充足資源以履行其職責。

薪酬委員會的主要職責為檢討、釐定應付董事及高級管理層的薪酬(包括花紅及其他薪酬)政策及架構，並就此向董事會提供推薦建議，以及就僱員福利安排提供推薦建議。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

The Remuneration Committee will consult with chairman of the Board about the remuneration proposals for the other executive Directors.

During the Relevant Period, the Remuneration Committee of the Company held a meeting on 24 March 2014 with all members present in person or through tele-graphic communication, to review and make recommendations on the existing remuneration packages of all Directors and senior management. The attendance of the Remuneration Committee members at the above meeting is set out in the section "Attendance at Board and Board Committee Meetings" above.

Pursuant to code provision B.1.5 of the Code, the annual remuneration of the members of the senior management by band for the year ended 31 December 2013 is set out below:

Remuneration band (RMB) 薪酬帶(人民幣)		Number of Individual 人數
Nil – 1,000,000	零–1,000,000	5
1,000,001 – 1,500,000	1,000,001–1,500,000	—
1,500,001 – 2,000,000	1,500,001–2,000,000	—

Details of the remuneration of each Director for the year ended 31 December 2013 are set out in Note 9 to the financial statements on pages 101 to 102 in this annual report.

### Nomination Committee

The Company established the Nomination Committee on 17 December 2013 with written terms of reference in compliance with code provision A.5.1 and A.5.2 of the Code. The Nomination Committee consists of three members, namely Mr. Lei Jiasu, Mr. Shen Zhenchang and Mr. Ma Chaosong. Mr. Lei Jiasu, the Company's independent non-executive Director, has been appointed as the chairman of the Nomination Committee. The Nomination Committee has access to professional advice, if required, and is provided with sufficient resources to perform its duties.

薪酬委員會將就其他執行董事的薪酬建議徵詢董事會主席之意見。

於有關期間，本公司薪酬委員會於二零一四年三月二十四日舉行一次會議，全體成員親身或以電話視像會議方式出席會議，以審閱全體董事及高級管理層的現有薪酬待遇及就此提供推薦建議。薪酬委員會成員出席上述會議之情況載於上文「出席董事會及董事委員會會議」一節。

根據守則之守則條文第B.1.5條，截至二零一三年十二月三十一日止年度高級管理層成員按薪酬帶劃分之年度薪酬載列如下：

各位董事於截至二零一三年十二月三十一日止年度之薪酬詳情載於本年報第101至102頁所載財務報表附註9。

### 提名委員會

本公司於二零一三年十二月十七日設立提名委員會，其書面職能範圍乃遵照守則條文第A.5.1及A.5.2條制定。提名委員會包括三名成員，即雷家驩先生、沈振昌先生及馬朝松先生。本公司的獨立非執行董事雷家驩先生已獲委任為提名委員會主席。提名委員會可獲取獨立專業意見(如有需要)，並獲提供充足資源以履行其職責。

## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board annually and make recommendations on any proposed changes to the Board compositions to complement the Company's corporate strategy. The Nomination Committee is also responsible for identifying suitably qualified individuals and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning of Directors. Furthermore, it also assesses the independence of the independent non-executive Directors.

During the Relevant Period, the Nomination Committee has held a meeting on 24 March 2014, during which the diversity, structure, size and composition of the Board, the independence of the independent non-executive Directors and the qualifications of the retiring directors standing for re-election at the AGM were reviewed and considered, and relevant recommendation was made to the Board. The attendance of the Nomination Committee members at the above meeting is set out in the section headed "Attendance at Board and Board Committee Meetings" above.

In assessing the Board composition, the Nomination Committee takes into account the various aspects set out in the Board diversity policy, which were then adopted by the Company during the Board meeting held on 25 March 2014 (the "**Board Diversity Policy**"), including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience. The Nomination Committee discussed and agreed on measurable objectives for achieving diversity on the Board, where necessary, and recommends them to the Board for adoption. The Nomination Committee considers an appropriate balance of diversity perspective of the Board is maintained. The Board Diversity Policy shall be reviewed by the Nomination Committee annually, as appropriate, to ensure its effectiveness.

In selecting candidates for directorship of the Company, the Nomination Committee makes reference to certain criteria such as the Company's needs, the integrity, experience, skills and professional knowledge of the candidate, board diversity aspects and the amount of time and effort that the candidate will devote to discharge his/her duties and responsibilities. External recruitment professionals might be engaged to carry out selection process when necessary.

提名委員會的主要職責為每年檢討董事會的架構、規模及組成，並就補充本公司的企業策略而對董事會組成作出的潛在變動提出推薦建議。提名委員會亦負責物色具備合適資格的人士，並就董事委任或重新委任以及董事繼任計劃向董事會提出建議。此外，其亦評核獨立非執行董事的獨立性。

於有關期間，提名委員會已於二零一四年三月二十四日舉行一次會議，並於會上檢討及考慮董事會之多元化、架構、規模及組成、獨立非執行董事的獨立性以及於股東週年大會上膺選連任之退任董事之資格，並已向董事會作出相關推薦意見。提名委員會成員出席上述會議之情況載於上文「出席董事會及董事委員會會議」一節。

於評估董事會組成時，提名委員會考慮本公司當時於二零一四年三月二十五日舉行之董事會會議期間採納之董事會成員多元化政策（「**董事會成員多元化政策**」）所載多個方面，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識以及行業及地區經驗。提名委員會將於必要時討論及一致同意實現董事會多元化的可衡量目標，並推薦予董事會以供採納。提名委員會認為，董事會維持了多元化方面的適當平衡。提名委員會應每年檢討董事會成員多元化政策（如適用），以確保其有效性。

於篩選本公司董事候選人時，提名委員會參考若干條件，例如本公司的需要、候選人的誠信、經驗、技能及專業知識、董事會成員多元化方面及該候選人對履行其職務及責任將付出的時間及努力。如有需要，可對外部聘請的專業人士進行篩選。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### (F) COMPLIANCE ADVISOR

The Company has appointed TC Capital Asia Limited as its compliance advisor pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance advisor will advise the Company under the following circumstances:

- the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- where the Company propose to use the proceeds of the IPO in a manner different from that detailed in the Prospectus or where the Company's business activities, developments or results deviate from any forecast, estimate, or other information as set out in the Prospectus; and
- where the Stock Exchange makes an inquiry of the Company under Rule 13.10 of the Listing Rules.

The term of the appointment has commenced on the Listing Date and will end on the date on which the Company distributes the annual report in respect of the financial results for the first full financial year commencing after the Listing Date in accordance with Rule 13.46 of the Listing Rules and such appointment may be subject to extension by mutual agreement.

### (G) AUDITORS' REMUNERATION

Apart from provision of annual audit services for the year ended 31 December 2013, Ernst & Young, the Company's external auditors, was also the reporting accountant of the Company in relation to the IPO.

### (F) 合規顧問

本公司已遵照上市規則第3A.19條，委任天財資本亞洲有限公司擔任合規顧問。根據上市規則第3A.23條，合規顧問將於本公司就以下情況作出諮詢時為本公司提供建議：

- 刊發任何監管公告、通函或財務報告；
- 擬進行可能屬須予公佈交易或關連交易的交易(包括股份發行及股份購回)時；
- 本公司首次公開發售所得款項之擬定用途與招股章程所述不同，或本公司業務活動、發展或業績與招股章程所載之任何預期、估計或其他資料不同；及
- 聯交所根據上市規則第13.10條向本公司作出查詢時。

此委任的任期已由上市日期起開始，將至本公司根據上市規則第13.46條就上市日期後開始的首個完整財政年度的財務業績派發年報當日結束，此委任可經雙方協定予以延期。

### (G) 核數師酬金

除提供截至二零一三年十二月三十一日止年度的年度審核服務外，本公司外聘核數師安永會計師行亦擔任本公司有關首次公開發售的申報會計師。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

For the year ended 31 December 2013, the remuneration paid or payable to Ernst & Young in respect of audit and non-audit services provided is set out below:

截至二零一三年十二月三十一日止年度，就安永會計師行提供的審核及非審核服務已付或應付的酬金載列如下：

Services Rendered	所提供服務	Remuneration Paid/Payable 已付／應付酬金 (RMB'000) (人民幣千元)
Audit service	核數服務	600
Non-audit service	非核數服務	
— Reporting Accountant	— 申報會計師	4,700
— Internal control assessments	— 內部控制評估	500
Total	總計	5,800

The Audit Committee has expressed its views to the Board that the level of fees paid/payable to the Company's external auditors for annual audit and non-audit services is reasonable. There has been no major disagreement between the auditors and the management of the Company during the Relevant Period.

審核委員會已向董事會反映意見，表示已付／應付本公司外聘核數師提供年度審核及非審核服務的費用水平屬合理。核數師與本公司管理層於有關期間並無任何重大意見分歧。

The Audit Committee is responsible to make recommendation to the Board as to the appointment, reappointment and removal of the external auditors. There is no disagreement between the Board and the Audit Committee regarding the re-appointment of Ernst & Young as the Company's external auditors for the financial year ending 31 December 2014 which is subject to the approval by the Shareholders at the forthcoming 2014 AGM of the Company.

審核委員會負責就外聘核數師的委聘、續聘及罷免向董事會提出推薦意見。董事會與審核委員會就續聘安永會計師事務所為本公司截至二零一四年十二月三十一日止財政年度之外聘核數師並無分歧，惟須經股東於本公司應屆二零一四年股東週年大會上批准方可作實。

### (H) DIRECTORS' RESPONSIBILITY FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge that it is their responsibility to prepare accounts of the Group and other financial disclosures required under the Listing Rules and the Company's management will provide information and explanation to the Board to enable it to make informed assessments of the financial and other decisions.

### (H) 董事於財務報表之財務報告責任

董事確認，彼等負責根據上市規則規定編製本集團賬目及其他財務披露，本公司管理層將為董事會提供資料及解釋，令董事會可對財務及其他決定作出知情評估。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the auditors of the Company in respect of their reporting responsibilities on the Company's financial statements for the year ended 31 December 2013 is set out in the "Independent Auditors' Report" contained in this annual report.

### (I) INTERNAL CONTROL

The Board is responsible for maintaining effective internal controls and conducting regular review on the effectiveness of the internal control system of the Company. Procedures have been designed for safeguarding assets against unauthorized use or disposition, maintaining of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensuring compliance of applicable laws, rules and regulations. However, the system can only provide reasonable but not absolute assurance against misstatements or losses.

The Board is responsible for presenting a balanced and clear assessment of the Group's performance and prospects. Management of the Company provides all relevant information to the Board, giving its members sufficient information and explanation that it needs to discharge their responsibilities.

During the Relevant Period, the Audit Committee and the Board conducted a review of the effectiveness of the internal control system of the Company, respectively including the adequacy of resources, staff qualifications and experiences, training programs and budget of the Company's accounting and financial reporting function. The Board considers that there are no significant defects in the Company's internal control systems in terms of completeness, reasonableness and effectiveness.

董事並無發現有關事件或狀況的任何重大不確定因素會導致本公司繼續持續經營的能力出現重大疑問。

本公司核數師就其對本公司截至二零一三年十二月三十一日止年度財務報表之申報責任發出的聲明載於本年報所載「獨立核數師報告」。

### (I) 內部監控

董事會負責維持有效的內部控制及定期檢討本公司內部控制系統的有效性。本公司已設計程序，以保障資產免被非法使用或處置，保持恰當的會計記錄以提供可靠之財務資料供內部使用或公佈，及確保遵守適用法律、法規及規例。然而，該系統僅可就防止錯誤陳述或損失提供合理而非絕對的保證。

董事會負責呈列一個有關本集團表現及前景的均衡清晰的評估。本公司管理層向董事會提供一切相關資料，令其成員獲得履行其職責所需的充分資料及解釋。

於有關期間，審核委員會及董事會已分別對本公司內部控制系統的效果進行了一次檢討，包括本公司會計及財務申報職能的資源充足性、員工資格及經驗、培訓計劃及預算。董事會認為，本公司內部控制系統在完整性、合理性及有效性方面概無重大缺陷。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### (J) COMPANY SECRETARY

The Company has appointed Mr. Au Wai Keung (“**Mr. Au**”), an external service provider, as its company secretary. Mr. Au was appointed as the company secretary of the Company on 17 December 2013. Mr. Au has confirmed that for the year under review, he has taken no less than 15 hours of relevant professional training.

Mr. Au’s primary contact person at the Company is Mr. Chen Weizhong, the CEO and executive Director of the Company.

Mr. Au is responsible for providing advice to the Board on corporate governance matters.

### (K) SHAREHOLDERS’ RIGHT

To safeguard Shareholders’ interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at Shareholders’ meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company ([www.hzlaohenghe.com](http://www.hzlaohenghe.com)) and Stock Exchange after each Shareholders’ meeting. The Company’s Articles allow a Shareholder entitled to attend and vote at a general meeting to appoint a proxy, who need not be a Shareholder, to attend the meeting and vote thereat on his/her/its behalf.

Pursuant to the Articles, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

### (J) 公司秘書

本公司已委任區偉強先生(「區先生」)(一名外部服務提供人員)擔任公司秘書。區先生於二零一三年十二月十七日獲委任為本公司之公司秘書。區先生已確認於本回顧年度，其與專業有關的培訓時間不少於15小時。

區先生於本公司之主要聯絡人為本公司首席執行官兼執行董事陳衛忠先生。

區先生負責就企業管治事宜向董事會提供意見。

### (K) 股東權利

為保障股東利益及權利，將於股東大會上就各重大事項(包括選舉個別董事)提呈獨立決議案。根據上市規則，所有於股東大會上提呈的決議案將以投票方式表決，而投票結果將於各股東大會後刊登於本公司網站([www.hzlaohenghe.com](http://www.hzlaohenghe.com))及聯交所網站。本公司細則允許股東有權出席股東大會及於會上投票或委派代表(無需為股東)代表其出席大會及於會上投票。

根據細則，任何於提請要求當日持有不少於本公司繳足股本(賦有權利在本公司股東大會投票)十分之一的一名或多名股東，應有權向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求所指明的任何業務交易；該會議須於提請該要求後兩個月內舉行。倘提請後21日內董事會未有召開該會議，則提請要求的人士可以同樣方式自行召開，且本公司須償還提請要求的人士因董事會未有召開該會議而引致的所有合理開支。



## CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

There is no provision allowing Shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

With respect to the Shareholders' right in proposing persons for election as Directors, please refer to the procedures available on the website of the Company.

Shareholders and potential investors are welcome to communicate with the Company by email: xingzheng@hzlaohenghe.com. Shareholders may also put forward their written enquiries to the Board at Balidian Town, Food and Industrial Park, Wuxing District, Huzhou City, PRC (Attention: the Board of Directors).

開曼群島公司法或細則並無條文列明股東可在股東大會上提呈任何新決議案。有意提呈決議案之股東可按上段所載程序要求本公司召開股東大會。

關於股東提名董事候選人之權利，請參閱本公司網站所載之程序。

歡迎股東及潛在投資者電郵至 xingzheng@hzlaohenghe.com 與本公司溝通。股東亦可將書面詢問寄予董事會，地址為中國湖州市吳興區八里店鎮食品工業園(收件人：董事會)。

### (L) INVESTOR RELATIONS

The Company believes that effective and proper investor relations play a vital role in creating Shareholders' value, enhancing the corporate transparency as well as establishing market confidence. The Company discloses information in compliance with the Listing Rules, and publishes periodic reports and announcements to the public in accordance with the relevant laws and regulations. The primary focus of the Company is to ensure information disclosure is timely, fair, accurate and complete, thereby enabling Shareholders, investors as well as the public to make rational and informed decisions. Updated key information and business development of the Group are also available on the Company's website to enable Shareholders and investors to have timely access to information about the Group.

The Company also endeavours to maintain an on-going dialogue with Shareholders and in particular, through general meetings which provides a forum for Shareholders to raise comments and exchange views with the Board. Directors (or their delegates as appropriate) will be available at the AGMs of the Company to address Shareholders' queries.

The Company will continue to take measures to ensure effective Shareholders' communication and transparency.

There has been no change in the Articles since the Listing Date. An up to date version of the Articles is available on the websites of the Stock Exchange and the Company.

### (L) 投資者關係

本公司相信，與投資者建立有效及適當的關係對營造股東價值、提高公司透明度及建立市場信心起著重要作用。本公司根據上市規則披露資料，及根據有關法律及法規向公眾刊發定期報告及公告。本公司盡力確保及時披露資料，而有關資料實屬公正、準確及完整，務求使股東、投資者及公眾能作出合理的知情決定。本集團最新的重要資料及業務發展亦會刊登於本公司網站，以使股東及投資者及時獲得有關本集團的資料。

本公司亦竭力與股東保持持續對話，尤其是，透過股東大會為股東提供提出意見及與董事會交換意見的討論會。董事(或其代表(如適用))將於本公司股東週年大會上處理股東的疑問。

本公司將繼續採取措施確保有效的股東交流及透明度。

自上市日期起，細則並無變動。可於聯交所及本公司網站獲取細則的最新版本。

# DIRECTORS' REPORT

## 董事會報告

The Board is pleased to present the annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2013.

### PRINCIPAL ACTIVITIES

The Company was incorporated in the Cayman Islands on 4 December 2012 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Company is an investment holding company, and its subsidiaries established in the PRC are primarily engaged in the manufacturing of cooking wine and other condiment products in China under the "Lao Heng He" brand.

The activities and particulars of the Company's subsidiaries are shown under Note 17 to the financial statements. An analysis of the Group's revenue and operating profit for the year by principal activities is set out in the section headed "Management Discussion and Analysis" in this annual report and Note 6 to the financial statements.

### RESULTS AND DIVIDEND

The consolidated results of the Group for the year ended 31 December 2013 are set out on pages 64 to 65 of this annual report.

The Board is pleased to recommend the payment of a final dividend of RMB8.3 cents per Share (the "Proposed Final Dividend") for the year 2013. Subject to the approval of the Proposed Final Dividend by the Shareholders at the AGM to be held on 28 May 2014, it is expected and, if approved, that the Proposed Final Dividend will be payable on or before 2 July 2014 to the Shareholders whose names are listed on the register of members of the Company on 11 June 2014.

董事會欣然提呈本集團截至二零一三年十二月三十一日止年度之年報及經審核綜合財務報表。

### 主要業務

本公司於二零一二年十二月四日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。本公司為投資控股公司，其於中國成立的附屬公司主要從事於中國生產「老恒和」牌料酒及其他調味品。

本公司附屬公司的業務及詳情載於財務報表附註17。本集團年內收入及經營利潤按主要業務劃分之分析載於本年報「管理層討論與分析」一節及財務報表附註6。

### 業績及股息

本集團截至二零一三年十二月三十一日止年度之綜合業績載於本年報第64至65頁。

董事會欣然建議派付二零一三年度期末股息每股人民幣8.3分（「建議期末股息」）。建議期末股息須待股東於二零一四年五月二十八日舉行之股東週年大會上批准方可作實，如獲批准，預期建議期末股息將於二零一四年七月二日或之前派付予於二零一四年六月十一日名列本公司股東名冊之股東。

## DIRECTORS' REPORT (CONTINUED) 董事會報告(續)

### CLOSURE OF THE REGISTER OF MEMBERS

#### (A) For determining the entitlement to attend and vote at the AGM

The register of members of the Company will be closed from 26 May 2014 to 28 May 2014 (both days inclusive), during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 23 May 2014.

#### (B) For determining the entitlement to the Proposed Final Dividend

The register of members will be closed from 9 June 2014 to 11 June 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the Proposed Final Dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 6 June 2014.

### FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last four financial years is set out on pages 3 to 4 of this annual report.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in Note 15 to the financial statements on pages 107 to 108 of this annual report.

### 暫停辦理股份過戶登記

#### (A) 確定出席股東週年大會及於會上投票的資格

本公司將於二零一四年五月二十六日至二零一四年五月二十八日(包括首尾兩日)暫停辦理股份過戶登記手續,期間將不會進行股份過戶。為確定有權出席股東週年大會並於會上投票之股東身份,所有過戶文件連同有關股票,須於二零一四年五月二十三日下午四時三十分前交回本公司之香港股份過戶登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

#### (B) 確定收取建議期末股息之權利

本公司將於二零一四年六月九日至二零一四年六月十一日(包括首尾兩日)暫停辦理股份過戶登記手續,期間將不會進行股份過戶。為符合資格收取建議期末股息,所有填妥之過戶表格連同有關股票,須於二零一四年六月六日下午四時三十分前交回本公司之香港股份過戶登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

### 財務概要

本集團過去四個財政年度的已公佈業績及資產及負債概要載於本年報第3至4頁。

### 物業、廠房及設備

本集團年內物業、廠房及設備變動詳情載於本年報第107至108頁的財務報表附註15。

## DIRECTORS' REPORT (CONTINUED)

### 董事會報告(續)

#### SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in Note 27 to the consolidated financial statements on pages 122 to 123 of this annual report.

#### RESERVES

Details of the movement in the reserves of the Group and of the Company during the year are set out in Note 28 to the financial statements on pages 124 to 125 of this annual report.

#### DISTRIBUTABLE RESERVES

As at 31 December 2013, the Company did not have any distributable reserves.

#### BANKING FACILITIES AND OTHER BORROWINGS

Details of the borrowings are set out in the section headed "Management Discussion and Analysis" in this annual report and Note 24 to the financial statements.

The Directors are not aware of any circumstances which would give rise to disclosure obligation pursuant to the requirements under Rule 13.18 of the Listing Rules as at 31 December 2013.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the Relevant Period.

#### 股本

本公司年內股本變動詳情載於本年報第122至123頁的綜合財務報表附註27。

#### 儲備

本集團及本公司年內儲備變動詳情載於本年報第124至125頁的財務報表附註28。

#### 可供分派儲備

於二零一三年十二月三十一日，本公司並無任何可供分派儲備。

#### 銀行融資及其他借款

借款詳情載於本年報「管理層討論與分析」一節及財務報表附註24。

董事並不知悉於二零一三年十二月三十一日有任何將導致根據上市規則第13.18條履行披露責任的情況。

#### 購買、出售或贖回本公司上市證券

本公司及其任何附屬公司於有關期間並無購買、出售或贖回本公司之任何上市證券。

## DIRECTORS' REPORT (CONTINUED) 董事會報告(續)

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles, or the law of Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

### DIRECTORS

The Directors during the Relevant Period and up to the date of this annual report are:

#### Executive Directors

Mr. Chen Weizhong (*Chairman*)  
Mr. Sheng Mingjian  
Mr. Wang Chao

#### Non-executive Director

Mr. Zhang Bihong

#### Independent Non-executive Directors

Mr. Shen Zhenchang  
Ms. Ma Chaosong  
Mr. Lei Jiasu

Pursuant to the provisions in the Articles and the wishes of the Directors, Mr. Wang Chao (王超), Mr. Zhang Bihong (張弼弘) and Mr. Lei Jiasu (雷家驕) will retire from office as Director by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election.

The Company's circular to be despatched to Shareholders will contain detailed information of the Directors standing for re-election.

### 優先購買權

細則或開曼群島法律並無有關優先購買權的任何規定，規限本公司須向現有股東按其持股比例發售新股。

### 董事

於有關期間及直至本年報日期之董事載列如下：

#### 執行董事

陳衛忠先生(主席)  
盛明健先生  
王超先生

#### 非執行董事

張弼弘先生

#### 獨立非執行董事

沈振昌先生  
馬朝松先生  
雷家驕先生

根據細則之條文及董事之願望，王超先生、張弼弘先生及雷家驕先生將於應屆股東週年大會上輪席退任董事職務，惟彼等符合資格並同意膺選連任。

本公司將於寄發予股東的通函載列有關膺選連任董事的詳情。

## DIRECTORS' REPORT (CONTINUED)

### 董事會報告(續)

#### BIOGRAPHICAL DETAILS OF THE DIRECTORS AND THE SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Group as at the date of this annual report are set out in the section headed "Profile of Directors and Senior Management" on pages 14 to 19 of this annual report.

#### DIRECTORS' SERVICE CONTRACTS

Each of the Company's Directors has entered into a service contract or letter of appointment with the Company on 17 December 2013 to the date of holding of the Company's 2016 AGM or for a term of three years from the Listing Date. The term of office of the Directors are subject to termination by their respective terms, termination notice can be served either by the Director(s) or the Company. The appointment may be renewed in accordance with the Articles and the applicable rules.

Save as disclosed above, none of the Directors (including those Directors proposed for election or re-election at the forthcoming AGM) has a service contract with the Company or any of its subsidiaries which is not determinable by the Company or its subsidiaries, as applicable, within one year without payment of compensation, other than statutory compensation.

#### CONTRACT WITH DIRECTORS AND CONTROLLING SHAREHOLDERS

No contract of significance (as defined under Notes 15.2 and 15.3 of Appendix 16 to the Listing Rules) has been entered into between the Company or any of its subsidiaries and a controlling Shareholder or any of its subsidiaries during the year ended December 31, 2013.

No contract of significance (as defined under Notes 15.2 and 15.3 of Appendix 16 to the Listing Rules) which the Company or any of its subsidiaries was a party, and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

#### 董事及高級管理人員履歷詳情

本年報日期之董事及本集團高級管理人員履歷詳情載於本年報第14頁至19頁「董事及高級管理人員履歷」一節。

#### 董事的服務合約

本公司各董事已於二零一三年十二月十七日與本公司訂立直至本公司舉行二零一六年股東週年大會日期的服務合約或委任函件，或任期自上市日期起計為期三年。董事之職位輪換乃根據彼等各自的任期終止，終止通知可由董事或本公司發出。委任可根據細則及適用條例重續。

除以上所披露者外，概無董事(包括擬於應屆股東週年大會上選聘或重選的董事)與本公司或其任何附屬公司訂立本公司不可於一年內終止而毋須支付賠償(法定賠償除外)的服務合約。

#### 與董事及控股股東的合約

截至二零一三年十二月三十一日止年度，本公司或其任何附屬公司與控股股東或其任何附屬公司之間概無訂立任何重大合約(定義見上市規則附錄16附註15.2及15.3)。

本公司或其任何附屬公司概無訂立在年末或年內任何時間存續而董事(不論直接或間接)於其中擁有重大權益之任何重大合約(定義見上市規則附錄16附註15.2及15.3)。

## DIRECTORS' REPORT (CONTINUED) 董事會報告(續)

### COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The emoluments of the Directors and senior management members of the Group are decided by the Board with reference to the recommendation given by the Remuneration committee, having regard to the Group's operating results, individual performance and comparable market statistics.

The remuneration (including fees, salaries and other benefits, retirement benefit scheme contribution) paid to the Company's Directors in aggregate for the years ended 31 December 2012 and 2013 were approximately RMB84,000 and RMB126,000, respectively.

The remuneration (including salaries and other benefits, retirement benefit scheme contribution) paid to our Group's five highest paid individuals in aggregate for the years ended 31 December 2012 and 2013 were approximately RMB384,000 and RMB494,000, respectively.

For the year ended 31 December 2013, no emoluments were paid by our Group to any director of the Company or any of the five highest paid individuals as an inducement to join or upon joining our Group or as compensation for loss of office. None of the directors has waived any emoluments for the year ended 31 December 2013.

Details of the Directors' emoluments and the emoluments of the five highest paid individuals in the Group are set out in Note 9 and Note 10 of the financial statements on pages 101 to 103 of this annual report.

Except as disclosed above, no other payments have been made or are payable, for the year ended 31 December 2013, by our Group to or on behalf of any of the Directors.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, none of the Directors nor the controlling Shareholders of the Company or their respective associates (as defined in the Listing Rules) had any interest in a business that competed or was likely compete with, either directly or indirectly, the business of the Group.

### 董事及高級管理人員酬金

董事及本集團高級管理層成員之酬金由董事會參考薪酬委員會給出的建議釐定，並考慮本集團的經營業績、個人表現及可比較市場數據。

截至二零一二年及二零一三年十二月三十一日止年度，向本公司董事支付的薪酬(包括袍金、工資和其他福利、退休福利計劃供款)總計分別約人民幣84,000元及人民幣126,000元。

截至二零一二年及二零一三年十二月三十一日止年度，向本集團五位最高薪人士支付的薪酬(包括工資和其他福利、退休福利計劃供款)總計分別約人民幣384,000元及人民幣494,000元。

截至二零一三年十二月三十一日止年度，本集團概無向本公司任何董事或五位最高薪酬人士支付薪酬，作為加入或於加入本集團時的酬金或作為離職補償。概無董事就截至二零一三年十二月三十一日止年度放棄任何酬金。

董事薪酬及本集團五位最高薪酬人士之薪酬詳情載於本年報第101頁至103頁財務報表附註9和附註10。

除上文披露者外，截至二零一三年十二月三十一日止年度，概無由本集團或代表任何董事支付或應付任何其他款項。

### 董事於競爭業務的權益

於年內，概無董事或本公司控股股東或彼等各自的聯繫人(如上市規則所定義)在直接或間接與本集團業務競爭或可能競爭的業務中擁有任何權益。

## DIRECTORS' REPORT (CONTINUED)

### 董事會報告(續)

On 8 January 2014, Mr. Chen Weizhong and Key Shine Global Holdings Limited (the “**Covenanters**”), and the Company (for itself and as trustee for each of its subsidiaries) entered into a deed of non-competition (the “**Non-competition Deed**”), pursuant to which each of the Covenanters has irrevocably, jointly and severally given certain non-competition undertakings to the Company (for itself and as trustee for each of its subsidiaries). Details of which are set out in the section headed “Relationship with Our Controlling Shareholders — Non-competition Undertaking” in the Prospectus.

The Covenanters declared that they have complied with the Non-competition Deed. The independent non-executive Directors have conducted such review for the year ended 31 December 2013 and also reviewed the relevant undertakings and are satisfied that the Non-competition Deed has been fully complied.

## MANAGEMENT CONTRACTS

Other than the Directors' service contracts and appointment letters, no contract concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence as at the end of the year or at any time during 2013.

## LOAN OR GUARANTEE FOR LOAN GRANTED TO THE DIRECTORS

During the year under review, the Group had not made any loan or provided any guarantee for any loan, directly or indirectly, to the Directors, senior management, its ultimate controlling Shareholders or their respective connected persons.

於二零一四年一月八日，陳衛忠先生與Key Shine Global Holdings Limited (「**契諾人**」)及本公司(為其本身及作為信託人為其各附屬公司)訂立一份不競爭契據(「**不競爭契據**」)。據此，各契諾人已不可撤回地共同及個別向本公司(為其本身及其各附屬公司)作出若干不競爭承諾。相關詳情載於招股章程「與我們控股股東的關係 — 不競爭承諾」一節。

契諾人宣佈彼等已遵守不競爭契據。獨立非執行董事已於截至二零一三年十二月三十一日止年度開展有關檢討並亦已檢討相關承諾且信納已完全遵守不競爭契據。

## 管理合約

除董事之服務合約及委任函件以外，於年末或二零一三年內任何時間，概無訂立或存在與本集團整體或任何重大部分業務的管理及行政事務有關的合約。

## 向董事授予的貸款或貸款擔保

於回顧年度，本集團並未向董事、高級管理層、其最終控股股東或彼等各關連人士直接或間接提供任何貸款或就任何貸款提供擔保。



## DIRECTORS' REPORT (CONTINUED) 董事會報告(續)

### INTEREST OF DIRECTORS AND CHIEF EXECUTIVE IN SECURITIES

Dealing of the Shares commenced on the Stock Exchange on 28 January 2014, which was later than the end of the reporting period. As at the date of this annual report, the interests or short positions of the Directors and chief executive of the Company 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 (the "SFO"), which (a) were required to be notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code:

#### Interests in Shares and underlying Shares of the Company

Name of Director	董事姓名	Capacity/Nature of Interest	Number of Underlying Shares	Approximate percentage of the Company's issued share capital 佔本公司已發行股本概約百分比
Name of Director	董事姓名	身份/權益性質	相關股份數目	概約百分比
Mr. Chen Weizhong	陳衛忠先生	interest of controlled corporation 受控法團權益	278,169,750	53.60%

Save as disclosed above and to the best knowledge of the Directors, as of the date hereof, none of the Directors and the chief executive has any interests and/or short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of the SFO) which will have to be 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 they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or pursuant to the Model Code.

### 董事及最高行政人員於證券之權益

股份於二零一四年一月二十八日開始在聯交所買賣，遲於報告期間截止日期。於本年報日期，本公司董事及最高行政人員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(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所(包括根據證券及期貨條例之該等條文彼等被視為或被當作擁有);或(b)根據證券及期貨條例第352條須記錄於該條所述登記冊內;或(c)根據標準守則須知會本公司及聯交所之權益或淡倉:

#### 於股份及本公司相關股份之權益

除上文所披露者外及據董事所知，於本報告日期，概無董事及最高行政人員於本公司及其相聯法團(定義見證券及期貨條例)之股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所(包括根據證券及期貨條例之該等條文彼等被視為或被當作擁有);或根據證券及期貨條例第352條或根據標準守則須列入該條所述登記冊內之任何權益及/或淡倉。

## DIRECTORS' REPORT (CONTINUED) 董事會報告(續)

### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at the date of this annual report, the following corporations/persons had interest of 5% or more in the issued Shares according to the registered required to be kept by the Company under section 336 of the SFO were as follows:

#### Long positions in the Shares and underlying Shares

### 主要股東於證券之權益

於本年報日期，下列法團／個人擁有根據證券及期貨條例第336條本公司須備存之登記冊的5%或以上已發行股份權益如下：

#### 於股份及相關股份之好倉

Name	姓名	Nature of interests 權益性質	Shares held as of date of this annual report 截至本年報日期持有之股份	
			Number of Shares held 持有股份數目	Approximate percentage of the Company's issued Share capital 佔本公司已發行股本概約百分比
Mr. Chen Weizhong	陳衛忠先生	Interest of a controlled corporation 受控法團權益	278,169,750	53.62%
Ms. Ho Ping Tanya	何平女士	Interest of a controlled corporation 受控法團權益	96,830,250	18.67%
Ms. Xing Liyu <sup>(1)</sup>	邢利玉女士 <sup>(1)</sup>	Interest of spouse 配偶權益	278,169,750	53.62%
Mr. Wong Kin San <sup>(2)</sup>	Wong Kin San先生 <sup>(2)</sup>	Interest of spouse 配偶權益	96,830,250	18.67%
Key Shine Global Holdings Limited <sup>(3)</sup>	Key Shine Global Holdings Limited <sup>(3)</sup>	Beneficial owner 實益擁有人	278,169,750	53.62%
Foremost Star Holdings Limited <sup>(4)</sup>	Foremost Star Holdings Limited <sup>(4)</sup>	Beneficial owner 實益擁有人	96,830,250	18.67%

Notes:

(1) Ms. Xing Liyu is the spouse of Mr. Chen Weizhong. Under the SFO, Ms. Xing Liyu is deemed to be interested in the same number of Shares in which Mr. Chen is interested.

附註：

(1) 邢利玉女士為陳衛忠先生的配偶。根據證券及期貨條例，邢利玉女士被視為於陳先生所擁有股份中擁有相同股份數目的權益。

## DIRECTORS' REPORT (CONTINUED)

### 董事會報告(續)

- |   |  |
|---|--|
| <p>(2) Mr. Wong Kin San is the spouse of Ms. Ho Ping Tanya. Under the SFO, Mr. Wong Kin San is deemed to be interested in the same number of Shares in which Ms. Ho Ping Tanya is interested in.</p> <p>(3) The entire issued share capital of Key Shine Global Holdings Limited is legally and beneficially owned by Mr. Chen Weizhong.</p> <p>(4) The entire issued share capital of Foremost Star Holdings Limited is legally and beneficially owned by Ms. Ho Ping Tanya.</p> | <p>(2) Wong Kin San先生為何平女士的配偶。根據證券及期貨條例，Wong Kin San先生被視為於何平女士所擁有股份中擁有相同股份數目的權益。</p> <p>(3) Key Shine Global Holdings Limited的全部已發行股本由陳衛忠先生合法實益擁有。</p> <p>(4) Foremost Star Holdings Limited的全部已發行股本由何平女士合法實益擁有。</p> |
|---|--|

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year under review was the Company, its holding company, or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities including debentures of, the Company or any other body corporate.

### 購買股份或債券之安排

於回顧年度內任何時間，本公司、其控股公司或其任何附屬公司概無參與任何安排，致令本公司董事可藉購入本公司或任何其他法人團體之股份或債務證券(包括債券)而獲益。

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contract of significance (as defined under note 15.2 of Appendix 16 to the Listing Rule) to which the Company, nor any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2013.

### 董事於重大合同中的權益

年底時或截至二零一三年十二月三十一日止年度任何時間，本公司或其任何附屬公司均無訂立任何重要合約(定義見上市規則附錄十六附註15.2)而本公司董事直接或間接獲得重大利益。

### MAJOR SUPPLIERS AND CUSTOMERS

In the year under review, the Group's largest customer accounted for 21% of the Group's total revenue. The Group's five largest customers accounted for 71% of the Group's total revenue.

### 主要供應商及客戶

於回顧年度內，本集團最大客戶佔本集團總收益的21%。本集團五大客戶佔本集團總收益的71%。

In the year under review, the Group's largest supplier accounted for 38% of the Group's total purchases. The Group's five largest suppliers accounted for 55% of the Group's total purchases.

於回顧年度內，本集團最大供應商佔本集團採購總額的38%。本集團五大供應商佔本集團採購總額的55%。

Saved as disclosed above, none of the Directors or any of their associates (as defined under the Listing Rules) or any Shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) has any beneficial interest in the Group's five largest suppliers or the Group's five largest customers.

除上文所披露者外，概無董事或彼等之聯繫人士(定義見上市規則)或任何股東(就董事所知，擁有本公司已發行股本超過5%權益)於本集團之五大供應商或本集團之五大客戶中擁有任何實益權益。

## DIRECTORS' REPORT (CONTINUED)

### 董事會報告(續)

#### EMPLOYEES

As of 31 December 2013, the Group had approximately 202 full-time employees, as compared to 189 employees as at 31 December 2012. The Group enters into employment contracts with its employees to cover matters such as position, term of employment, wage, employee benefits and liabilities for breaches and grounds for termination. Remuneration of the Group's employees includes basic salaries, allowances, bonus and other employee benefits and are determined with reference to their experience, qualifications and general market conditions.

The Group remunerates its employees based on their performance, working experience and the prevailing market wage level. The total remuneration of the employees consisted of basic salary allowances and benefits in kind.

The emolument policy for the employees of the Group is set up by the Board on the basis of their merit, qualification and competence.

The emoluments of the Directors and senior management of the Group are decided by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

Details of the Directors' emoluments and emoluments of the five highest paid individual in the Group are set out in Notes 9 and 10 to the financial statements on pages 101 to 103 of this annual report.

#### RETIREMENT BENEFITS SCHEME

The Group does not have any employee who is required to participate in the Mandatory Provident Fund in Hong Kong. The employees of the PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The employees of the PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to this retirement benefits scheme is to make the required contributions under the scheme.

#### 僱員

截至二零一三年十二月三十一日，本集團聘有約202名全職僱員，而於二零一二年十二月三十一日為189名僱員。本集團與僱員訂立僱傭合約，訂明職位、僱用年期、工資、僱員福利、違約責任及終止理由等事宜。本集團僱員的報酬包括基本薪金、津貼、花紅及其他僱員福利，並參考彼等之經驗、資格及一般市況釐定。

本集團根據僱員表現、工作經驗及現行市場工資水平給予僱員薪酬。僱員薪酬總額包括基本薪金、津貼及實物利益。

本集團僱員的薪酬政策乃由董事會根據其貢獻、資歷及能力制訂。

董事及本集團高級管理層的薪酬乃由薪酬委員會參考本集團的經營業績、個人表現及可資比較市場統計數據釐定。

董事之薪酬及本集團五名最高薪酬人士之薪酬詳情載於本年報第101至103頁的財務報表附註9及附註10。

#### 退休福利計劃

本集團並無任何僱員參與香港強制性公積金計劃。中國附屬公司的僱員為中國政府管理的國家管理退休福利計劃成員。中國附屬公司須按僱員工資的特定比率向該退休福利計劃供款，以撥付該項福利所需的款項。本集團就該退休福利計劃的唯一責任為根據該計劃作出所需供款。

## DIRECTORS' REPORT (CONTINUED) 董事會報告(續)

### CONTINUING CONNECTED TRANSACTION

During the year ended 31 December 2013, our Group have not entered into any connected transaction or continuing connected transaction which should be disclosed pursuant to the requirements of rule 14A.45 of the Listing Rules.

Save as disclosed under the section headed "Related Party Transactions" stated in Note 32 to the financial statements on pages 127 to 128 of this annual report, no contract of significance in relation to the Group's business to which the Group was a party and in which a Director had a material interest, whether directly or indirectly, subsisted during the year ended 31 December 2013.

### RELATED PARTY TRANSACTIONS

Details of the related party transactions of the Group for the year ended 31 December 2013 are set out in Note 32 of the financial statements on pages 127 to 128 of this annual report.

### SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the Board, as at the date hereof, the Company has maintained the public float as required by the Listing Rules since the Listing Date and up to the date of this annual report.

### 持續關連交易

截至二零一三年十二月三十一日止年度，本集團並無訂立任何根據上市規則第14A.45條之規定須予披露之關連交易或持續關連交易。

除本年報第127至128頁的財務報表附註32所載「關聯方交易」一節所披露者外，截至二零一三年十二月三十一日止年度，本集團概無訂立與業務有關的任何重要合約而董事直接或間接獲得重大利益。

### 關聯方交易

截至二零一三年十二月三十一日止年度，本集團關聯方交易之詳情載於本年報第127至128頁財務報表附註32。

### 足夠公眾持股量

根據本公司可獲得的公開資料及就董事會所知，於本年報日期，本公司自上市日期至本年報日期已維持上市規則規定的公眾持股量。

## DIRECTORS' REPORT (CONTINUED) 董事會報告(續)

### USE OF PROCEEDS FROM THE LISTING

The net proceeds from the Company's IPO amounted to HK\$990.2 million (equivalent to approximately RMB778.5 million after deducting share issuance costs and listing expenses). Such net proceeds are intended to be applied in accordance with the proposed applications as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus. As at the date of this annual report, the net proceeds are temporarily placed in short term deposits with licensed institutions in Hong Kong.

### 上市所得款項用途

本公司首次公開發售所得款項淨額為990.2百萬港元(於扣減股份發行費用及上市開支後相當於約人民幣778.5百萬元)。該等所得款項淨額擬按照招股章程「未來計劃及所得款項用途」一節所載的擬定用途使用。於本年報日期，所得款項淨額暫時作為短期存款存放於香港的持牌機構。

Use of proceeds	所得款項用途	Net proceeds from the Company's IPO 本公司首次公開發售 所得款項淨額 (in HK\$ Millions) (百萬港元)	
		Available 可用	Utilised during the Relevant Period 於有關期間已動用
• For the purchase of rice towards production of base wine	• 採購生產基酒的大米	495.1	—
• For expansion of production facilities for our cooking wine products	• 擴建我們料酒產品的生產設施	247.6	—
• For the repayment of loans	• 償還貸款	99.0	—
• For continued expansion of our distribution network	• 持續擴張我們的經銷網絡	49.5	—
• Additional working capital and other general corporate purposes	• 額外營運資金及其他一般企業用途	99.0	—
Total	總計	990.2	—

### EVENTS AFTER THE REPORTING PERIOD

Details of the significant events after the reporting period are set out in Note 35 to the financial statements on page 136 of this annual report.

### 報告期後事項

報告期結束後發生之重大事件詳情已載於本年報第136頁財務報表附註35。

## DIRECTORS' REPORT (CONTINUED) 董事會報告(續)

### AUDITORS

Ernst & Young has been appointed as auditors of the Company since Listing and will retire at the forthcoming AGM. A resolution will be proposed at the forthcoming AGM to re-appoint Ernst & Young as the auditors of the Company.

The consolidated financial statements of the Group for the year ended 31 December 2013 have been audited by Ernst & Young.

On behalf of the Board

**Chen Weizhong**  
*Chairman*

Hong Kong, 25 March 2014

### 核數師

安永會計師事務所自上市起已獲委任為本公司核數師，並將於應屆股東週年大會上退任。應屆股東週年大會上將提呈一項決議案以續聘安永會計師事務所為本公司核數師。

本集團截至二零一三年十二月三十一日止年度之綜合財務報表已由安永會計師事務所審核。

代表董事會

**陳衛忠**  
*主席*

香港，二零一四年三月二十五日

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告



**Independent auditors' report**

**To the shareholders of Honworld Group Limited**

*(Incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of Honworld Group Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 64 to 136, which comprise the consolidated and company statements of financial position as at 31 December 2013, and the consolidated statement of profit or loss, the consolidated statement of 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 International Financial Reporting Standards issued by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

## 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.

**獨立核數師報告**

**致老恒和釀造有限公司列位股東**

*(於開曼群島註冊成立的有限公司)*

吾等已審計列載於第64至136頁老恒和釀造有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，該等綜合財務報表包括於二零一三年十二月三十一日的綜合和公司財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

## 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則委員會頒佈的國際財務報告準則及香港公司條例的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

## 核數師的責任

吾等的責任是根據吾等的審計對該等綜合財務報表作出意見。吾等僅向整體股東報告吾等的意見，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。



# INDEPENDENT AUDITORS' REPORT (CONTINUED)

## 獨立核數師報告(續)

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 2013, and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Ernst & Young**  
Certified Public Accountants  
22/F, CITIC Tower  
1 Tim Mei Avenue  
Central, Hong Kong

25 March 2014

吾等已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求吾等遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

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

吾等相信，吾等所獲得的審計憑證能充足和適當地為吾等的審計意見提供基礎。

## 意見

吾等認為，綜合財務報表已根據國際財務報告準則真實而公平地反映 貴公司及 貴集團於二零一三年十二月三十一日的事務狀況，及 貴集團截至該日止年度的利潤及現金流量，並已按照香港公司條例的披露規定妥為編製。

**安永會計師事務所**  
執業會計師  
香港中環  
添美道1號  
中信大廈22樓

二零一四年三月二十五日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

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

		Notes 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
<b>REVENUE</b>	收入	6	530,433	337,125
Cost of sales	銷售成本		(217,364)	(144,226)
Gross profit	毛利		313,069	192,899
Other income and gains	其他收入及收益	6	11,519	5,051
Selling and distribution expenses	銷售及經銷開支		(25,679)	(24,104)
Administrative expenses	行政開支		(74,094)	(22,899)
Other expenses	其他開支		(17)	(35)
Finance costs	融資成本	8	(17,646)	(15,463)
<b>PROFIT BEFORE TAX</b>	除稅前利潤	7	207,152	135,449
Income tax expense	所得稅開支	11	(32,945)	(37,011)
<b>PROFIT FOR THE YEAR</b>	年內利潤		174,207	98,438
Attributable to: Owners of the Company	下列人士應佔： 本公司擁有人		174,207	98,438
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>	本公司普通權益持有人 應佔每股盈利	14		
Basic and diluted — For profit for the year	基本及攤薄 — 就年內利潤		RMB46.5 cents 人民幣46.5分	RMB26.3 cents 人民幣26.3分

Details of the dividends proposed for the year are disclosed in note 13 to the financial statements.

建議派付本年度股息之詳情於財務報表附註13披露。

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

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

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
<b>PROFIT FOR THE YEAR</b>	年內利潤	174,207	98,438
<b>OTHER COMPREHENSIVE INCOME</b>	其他綜合收入		
Other comprehensive income to be reclassified to profit or loss in subsequent periods:	於其後期間重新分類至損益的其他綜合收入：		
Exchange differences on translation of financial statements of operations outside Mainland China	換算中國內地以外業務的財務報表的匯兌差額	9	—
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>	年內其他綜合收入(扣除稅項)	9	—
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>	年內綜合收入總額(扣除稅項)	174,216	98,438
Attributable to:	下列人士應佔：		
Owners of the Company	本公司擁有人	174,216	98,438

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

31 December 2013 二零一三年十二月三十一日

		Notes 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	178,966	131,469
Prepaid land lease payments	預付土地租賃款項	16	23,244	23,790
Other intangible assets	其他無形資產		407	—
Prepayments for items of property, plant and equipment	物業、廠房及設備項目 之預付款項		1,852	104
Time deposits	定期存款	21	20	20
Total non-current assets	非流動資產總值		204,489	155,383
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	18	326,652	114,598
Trade and bills receivables	應收貿易款項及應收票據	19	88,939	78,414
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	20	64,578	127,548
Due from a director	應收一名董事款項		—	23
Cash and cash equivalents	現金及現金等價物	21	44,011	2,231
Total current assets	流動資產總值		524,180	322,814
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付貿易款項	22	105,891	48,104
Other payables and accruals	其他應付款項及應計項目	23	50,460	34,394
Interest-bearing bank and other borrowings	計息銀行及其他借款	24	233,000	206,400
Due to the ultimate holding company	應付最終控股公司款項	32(b)	461	—
Tax payable	應繳稅項		28,918	36,730
Total current liabilities	流動負債總額		418,730	325,628
<b>NET CURRENT ASSETS/(LIABILITIES)</b>	<b>流動資產/(負債)淨額</b>		<b>105,450</b>	<b>(2,814)</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>309,939</b>	<b>152,569</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED) 綜合財務狀況表(續)

31 December 2013 二零一三年十二月三十一日

		Notes	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
		附註		
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>309,939</b>	152,569
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Interest-bearing bank borrowings	計息銀行借款	24	—	10,000
Other long term liabilities	其他長期負債	26	4,862	5,053
Deferred tax liabilities	遞延稅項負債	25	8,751	4,406
Total non-current liabilities	非流動負債總額		<b>13,613</b>	19,459
Net assets	資產淨值		<b>296,326</b>	133,110
<b>EQUITY</b>	<b>權益</b>			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	27	31	31
Reserves	儲備	28	253,239	133,079
Proposed final dividend	建議期末股息	13	43,056	—
Total equity	權益總額		<b>296,326</b>	133,110

**Chen Weizhong**

陳衛忠  
Director  
董事

**Sheng Mingjian**

盛明健  
Director  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

		Attributable to the owners of the Company 本公司擁有人應佔					
		Issued capital 已發行 股本 RMB'000 人民幣千元	Merger reserve 合併儲備 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Statutory surplus reserve 法定 盈餘儲備 RMB'000 人民幣千元	Retained profits 保留利潤 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
At 1 January 2012	於二零一二年一月一日	31	11,000	7,003	1,352	16,286	35,672
Total comprehensive income	綜合收入總額	—	—	—	—	98,438	98,438
Capital contribution	注資	—	2,800	—	—	—	2,800
Acquisition of equity interest in a subsidiary from controlling shareholders	向控股股東收購 一間附屬公司的 股本權益	—	(3,800)	—	—	—	(3,800)
Transfer from retained profits	自保留利潤轉撥	—	—	—	5,260	(5,260)	—
At 31 December 2012	於二零一二年 十二月三十一日	31	10,000	7,003	6,612	109,464	133,110

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED) 綜合權益變動表(續)

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

## Attributable to the owners of the Company

本公司擁有人應佔

		Issued capital 已發 行股本 RMB'000 人民幣千元	Merger reserve 合併 儲備 RMB'000 人民幣千元	Capital reserve 資本 儲備 RMB'000 人民幣千元	Statutory surplus reserve 法定 盈餘儲備 RMB'000 人民幣千元	Exchange fluctuation reserve 匯兌波動 儲備 RMB'000 人民幣千元	Retained profits 保留 利潤 RMB'000 人民幣千元	Proposed final dividend 建議 期末股息 RMB'000 人民幣千元	Total equity 權益 總額 RMB'000 人民幣千元
At 1 January 2013	於二零一三年一月一日	31	10,000	7,003	6,612	—	109,464	—	133,110
Profit for the year	年內利潤	—	—	—	—	—	174,207	—	174,207
Other comprehensive income for the year:	年內其他綜合收入：								
Exchange differences on translation of financial statements of operations outside Mainland China	換算中國內地以外 業務的財務報表的 匯兌差額	—	—	—	—	9	—	—	9
Total comprehensive income	綜合收入總額	—	—	—	—	9	174,207	—	174,216
Acquisition of equity interest in a subsidiary from controlling shareholders	向控股股東收購 一間附屬公司的 股本權益	—	(11,000)	—	—	—	—	—	(11,000)
Proposed final 2013 dividend	建議二零一三年期末股息	—	—	—	—	—	(43,056)	43,056	—
Transfer from retained profits	自保留利潤轉撥	—	—	—	750	—	(750)	—	—
At 31 December 2013	於二零一三年 十二月三十一日	31	(1,000)*	7,003*	7,362*	9*	239,865*	43,056	296,326

\* These reserve accounts comprise the consolidated reserves of RMB253,239,000 (2012: RMB133,079,000) in the consolidated statement of financial position.

\* 該等儲備賬戶包括綜合財務狀況表內的綜合儲備人民幣253,239,000元(二零一二年：人民幣133,079,000元)。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

	Notes 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		207,152	135,449
Adjustments for:			
Finance costs	8	17,646	15,463
Expensed listing expenses		18,601	—
Interest compensation		—	(3,614)
Interest income	6	(49)	(564)
Depreciation	7	9,631	2,564
Recognition of prepaid land lease payments	7	546	263
Increase in inventories		253,527 (212,054)	149,561 (50,608)
Increase in trade receivables		(25,925)	(45,787)
Increase in prepayments, deposits and other receivables		(32,241)	(20,432)
Increase in trade payables		57,787	29,214
Increase/(decrease) in other payables and accruals		(251)	2,480
Decrease in other long term liabilities		(191)	(168)
Cash generated from operations		40,652	64,260
Interest received		49	564
PRC tax paid		(36,412)	(5,114)
Net cash flows from operating activities		4,289	59,710
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchases of items of property, plant and equipment	15	(57,128)	(20,290)
Additions to other intangible assets		(407)	—
Increase in prepayments for items of property, plant and equipment		(1,748)	—
Decrease in other payables and accruals		(1,190)	—
Decrease in an amount due from a director		23	1,630
Decrease in an amount due from a related party		—	12,867
Decrease/(increase) in prepayments, deposits and other receivables		100,398	(187,001)
Decrease in time deposits and pledged deposits		—	27,000
Acquisition of a subsidiary from controlling shareholders		(11,000)	—
Net cash flows from/(used in) investing activities		28,948	(165,794)



# CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED) 綜合現金流量表(續)

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

			2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動的現金流量</b>			
Capital contribution	注資		—	2,800
Share issue expenses	股份發行開支		(17,281)	—
New interest-bearing bank and other borrowings	新增計息銀行及其他借款		391,760	303,000
Increase in other payables and accruals	其他應付款項及應計費用增加		11,000	—
Increase in a balance due to the ultimate holding company	應付最終控股公司結餘增加		461	—
Repayment of interest-bearing bank and other borrowings	償還計息銀行及其他借款		(359,760)	(207,510)
Interest paid	已付利息	8	(17,646)	(14,505)
Net cash flows from financing activities	來自融資活動的淨現金流量		8,534	83,785
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物增加/(減少)淨額</b>		41,771	(22,299)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		2,231	24,530
Effect of foreign exchange rate changes, net	匯率變動之影響淨額		9	—
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終現金及現金等價物</b>	21	44,011	2,231

# COMPANY STATEMENT OF FINANCIAL POSITION

## 本公司財務狀況表

31 December 2013 二零一三年十二月三十一日

		Notes 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司之投資	17	—	—
Total non-current assets	非流動資產總值		—	—
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Due from a director	應收一名董事款項		—	23
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		—	8
Due from a subsidiary	應收一間附屬公司款項	17	461	—
Cash and cash equivalents	現金及現金等價物		30	—
Total current assets	流動資產總值		491	31
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Due to a subsidiary	應付一間附屬公司款項	17	20,951	1,750
Due to the ultimate holding company	應付最終控股公司款項		461	—
Total current liabilities	流動負債總額		21,412	1,750
Net liabilities	負債淨額		(20,921)	(1,719)
<b>EQUITY</b>	<b>權益</b>			
Issued capital	已發行股本	27	31	31
Reserves	儲備	28	(64,008)	(1,750)
Proposed final dividend	建議期末股息	13	43,056	—
Total equity	權益總額		(20,921)	(1,719)

**Chen Weizhong**

陳衛忠  
Director  
董事

**Sheng Mingjian**

盛明健  
Director  
董事

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2013 二零一三年十二月三十一日

### 1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands on 4 December 2012 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company's registered office address is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company. During the year, the Company and its subsidiaries (collectively known as the "Group") were principally engaged in the manufacture and sale of condiment products under the brand name of "Lao Heng He" in the People's Republic of China (the "PRC").

In the opinion of the directors, the holding company and the ultimate holding company of the Company is Key Shine Global Holdings Limited, which is incorporated in the British Virgin Islands ("BVI").

In preparation for the listing of the Company's shares on the Main Board of the Stock Exchange of Hong Kong Limited (the "SEHK"), a group reorganisation (the "Reorganisation") was undertaken pursuant to which the group companies controlled by Mr. Chen Weizhong and Ms. Xing Liyu (the "controlling shareholders") were transferred to the Company. The Reorganisation was completed on 15 March 2013. Details of the Reorganisation are set out in the prospectus (the "Prospectus") of the Company dated 16 January 2014.

On 16 January 2014, the Company issued the Prospectus and launched a public offering of 125,000,000 shares offered at an offer price of HK\$7.15 per share and the capitalisation of 365,000,000 shares (the "Capitalisation Issue"). The Company's shares were listed on the SEHK on 28 January 2014 (the "Listing").

### 1. 公司資料

本公司於二零一二年十二月四日根據開曼群島法例第22章《公司法》(一九六一年第三號法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司為一間投資控股公司。年內，本公司及其附屬公司(統稱「本集團」)主要於中華人民共和國(「中國」)從事「老恆和」牌調味品的製造與銷售業務。

董事認為，本公司控股公司及最終控股公司乃於英屬處女群島(「英屬處女群島」)註冊成立的Key Shine Global Holdings Limited。

為籌備本公司股份於香港聯合交易所有限公司(「香港聯交所」)主板上市而進行了集團重組(「重組」)，據此，由陳衛忠先生及邢利玉女士(「控股股東」)控制的集團公司被轉至本公司。重組於二零一三年三月十五日完成。重組詳情載於本公司日期為二零一四年一月十六日之招股章程(「招股章程」)。

於二零一四年一月十六日，本公司刊發招股章程，並按發售價每股股份7.15港元公開發售125,000,000股股份及進行365,000,000股股份資本化(「資本化發行」)。本公司股份於二零一四年一月二十八日在香港聯交所上市(「上市」)。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

## 2. BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”), which comprise all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations issued by the International Accounting Standards Board.

They have been prepared under the historical cost convention. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

### Basis of Consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2013. 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 on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries below. 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, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

## 2. 編製基準

該等財務報表乃根據國際財務報告準則（「國際財務報告準則」）編製，國際財務報告準則包括國際會計準則委員會頒佈之全部國際財務報告準則、國際會計準則（「國際會計準則」）及詮釋。

該等財務報表乃根據歷史成本慣例編製而成。除另有說明的情況外，該等財務報表以人民幣（「人民幣」）列報，而當中所有金額均湊整至最接近的千位。

### 綜合基準

綜合財務報表包括本集團於截至二零一三年十二月三十一日止年度的財務報表。附屬公司的財務報表乃按與本公司相同的報告期間及一致的會計政策編製。附屬公司業績乃自本集團取得控制權之日起綜合，並繼續綜合，直至有關控制權終止之日為止。

溢利或虧損及其他全面收益項目歸本集團母公司擁有人。有關本集團成員公司間交易的所有集團內資產及負債、權益、收入、開支及現金流量於綜合時悉數對銷。

倘有事實及情況顯示以下附屬公司會計政策所述三項控制因素中有一項或多項出現變化，本集團將重新評估其是否對投資對象擁有控制權。附屬公司擁有權益的變動（並無失去控制權）乃按權益交易列賬。

倘本集團失去對附屬公司的控制權，則終止確認(i)該附屬公司的資產（包括商譽）及負債；(ii)任何非控股權益的賬面值及(iii)於權益內記錄的累計匯兌差額；及確認(i)已收代價的公平值，(ii)所保留任何投資的公平值及(iii)損益中任何因此產生的盈餘或虧損。先前於其他全面收益內確認的本集團應佔部份按照倘本集團已直接出售相關資產或負債所需之相同基準重新分類至損益或保留利潤（如適當）。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.1 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

IFRS 1 Amendments	Amendments to IFRS 1 <i>First-time Adoption of International Financial Reporting Standards – Government Loans</i>
IFRS 7 Amendments	Amendments to IFRS 7 <i>Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities</i>
IFRS 10	<i>Consolidated Financial Statements</i>
IFRS 11	<i>Joint Arrangements</i>
IFRS 12	<i>Disclosure of Interests in Other Entities</i>
IFRS 10, IFRS 11 and IFRS 12 Amendments	Amendments to IFRS 10, IFRS 11 and IFRS 12 – <i>Transition Guidance</i>
IFRS 13	<i>Fair Value Measurement</i>
IAS 1 Amendments	Amendments to IAS 1 <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i>
IAS 19 Amendments	Amendments to IAS 19 <i>Employee Benefits</i>

### 3.1 會計政策及披露之變動

本集團已首次及就本年度之財務報表採納下列新訂及經修訂國際財務報告準則。

國際財務報告準則第1號修訂	修訂國際財務報告準則第1號首次採納國際財務報告準則 – 政府貸款
國際財務報告準則第7號修訂	修訂國際財務報告準則第7號金融工具：披露 – 抵銷金融資產及金融負債
國際財務報告準則第10號	綜合財務報表
國際財務報告準則第11號	共同安排
國際財務報告準則第12號	其他實體權益之披露
國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號修訂	修訂國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號 – 過渡指引
國際財務報告準則第13號	公平值計量
國際會計準則第1號修訂	修訂國際會計準則第1號財務報表之呈列 – 其他綜合收益項目之呈列
國際會計準則第19號修訂	修訂國際會計準則第19號僱員福利

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.1 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

IAS 27 (Revised)	<i>Separate Financial Statements</i>
IAS 28 (Revised)	<i>Investments in Associates and Joint Ventures</i>
IAS 36 Amendments	<i>Amendments to IAS 36 Impairment of Assets — Recoverable Amount Disclosures for Non-Financial Assets (early adopted)</i>
IFRIC 20	<i>Stripping Costs in the Production Phase of a Surface Mine</i>
<i>Annual Improvements 2009–2011 Cycle</i>	<i>Amendments to a number of IFRSs issued in May 2012</i>

The adoption of these new and revised IFRSs has had no significant financial effect on these financial statements.

### 3.1 會計政策及披露之變動 (續)

國際會計準則 第27號(經修訂)	獨立財務報表
國際會計準則 第28號(經修訂)	於聯營公司及 合營企業之投資
國際會計準則 第36號修訂	修訂國際會計準則 第36號資產減值 — 非金融資產之 可收回金額披露 (提早採納)
國際財務報告 詮釋委員會 第20號	露天礦場生產階段之 剝採成本
年度改進 二零零九年至 二零一一年週期	修訂於二零一二年 五月頒佈之多項 國際財務報告準則

採納該等新訂及經修訂國際財務報告準則對該等財務報表並無重大財務影響。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.2 IMPACT OF ISSUED BUT NOT EFFECTIVE IFRSS

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

IFRS 9	<i>Financial Instruments</i> <sup>4</sup>
IFRS 9, IFRS 7 and IAS 39 Amendments	Hedge Accounting and amendments to IFRS 9, IFRS 7 and IAS 39 <sup>4</sup>
IFRS 10, IFRS 12 and IAS 27 (Revised) Amendments	Amendments to IFRS 10, IFRS 12 and IAS 27 (Revised) — <i>Investment Entities</i> <sup>1</sup>
IFRS 14	<i>Regulatory Deferral Accounts</i> <sup>3</sup>
IAS 19 Amendments	Amendments to IAS 19 <i>Employee Benefits — Defined Benefit Plans: Employee Contributions</i> <sup>2</sup>
IAS 32 Amendments	Amendments to IAS 32 <i>Financial Instruments: Presentation — Offsetting Financial Assets and Financial Liabilities</i> <sup>1</sup>
IAS 39 Amendments	Amendments to IAS 39 <i>Financial Instruments: Recognition and Measurement — Novation of Derivatives and Continuation of Hedge Accounting</i> <sup>1</sup>
IFRIC 21	<i>Levies</i> <sup>1</sup>
IFRSs Amendments	<i>Annual Improvements 2010-2012 Cycle</i> <sup>2</sup>
IFRSs Amendments	<i>Annual Improvements 2011-2013 Cycle</i> <sup>2</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2014
- <sup>2</sup> Effective for annual periods beginning on or after 1 July 2014
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2016
- <sup>4</sup> No mandatory effective date yet determined but is available for adoption

### 3.2 已頒佈但尚未生效的國際財務報告準則之影響

本集團於綜合財務報表中並未採納下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則第9號	金融工具 <sup>4</sup>
國際財務報告準則第9號、國際財務報告準則第7號及國際會計準則第39號修訂	對衝會計及修訂國際財務報告準則第9號、國際財務報告準則第7號及國際會計準則第39號 <sup>4</sup>
國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第27號(經修訂)修訂	修訂國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第27號(經修訂)
國際財務報告準則第14號	— 投資實體 <sup>1</sup> 監管遞延賬戶 <sup>3</sup>
國際會計準則第19號修訂	修訂國際會計準則第19號僱員福利 — 界定福利計劃：僱員供款 <sup>2</sup>
國際會計準則第32號修訂	修訂國際會計準則第32號金融工具：呈列 — 抵銷金融資產及金融負債 <sup>1</sup>
國際會計準則第39號修訂	修訂國際會計準則第39號金融工具：確認及計量 — 衍生工具更替及對沖會計法之延續 <sup>1</sup>
國際財務報告詮釋委員會第21號	徵費 <sup>1</sup>
國際財務報告準則修訂	年度改進二零一零年至二零一二年週期 <sup>2</sup>
國際財務報告準則修訂	年度改進二零一一年至二零一三年週期 <sup>2</sup>

- <sup>1</sup> 於二零一四年一月一日或之後開始的年度期間生效
- <sup>2</sup> 於二零一四年七月一日或之後開始的年度期間生效
- <sup>3</sup> 於二零一六年一月一日或之後開始的年度期間生效
- <sup>4</sup> 尚未釐定強制生效日期但可供採納

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.2 IMPACT OF ISSUED BUT NOT EFFECTIVE IFRSS (Continued)

IFRS 9 issued in November 2009 is the first part of phase 1 of a comprehensive project to entirely replace IAS 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 IAS 39.

The Group expects to adopt these new or revised IFRSs upon the mandatory effective dates and is in the process of making an assessment of the impact of these new and revised IFRSs on the Group's results of operations and financial position upon initial application. So far, the Group considers that these new and revised IFRSs are unlikely to have any significant impact on the Group's results of operations and financial position.

### 3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;

### 3.2 已頒佈但尚未生效的國際財務報告準則之影響(續)

於二零零九年十一月頒佈之國際財務報告準則第9號為完全取代國際會計準則第39號金融工具：確認及計量之全面計劃第一階段之第一部分。該階段重點為金融資產之分類及計量。金融資產不再分為四類，而應根據實體管理金融資產之業務模式及金融資產合同現金流量特徵，於後續期間按攤銷成本或公平值計量。此舉旨在改進和簡化國際會計準則第39號規定之金融資產分類與計量方式。

本集團預期於該等強制生效日期後採納該等新訂或經修訂國際財務報告準則，而目前正評估該等新訂及經修訂國際財務報告準則於初次應用時會對本集團的經營業績及財務狀況構成的影響。迄今為止，本集團認為該等新訂及經修訂國際財務報告準則不大可能對本集團的經營業績及財務狀況構成任何重大影響。

### 3.3 主要會計政策概要

#### 附屬公司

附屬公司指由本公司直接或間接控制之實體(包括結構性實體)。倘本集團能透過其參與承擔或享有投資對象可變回報之權利，並能夠向投資對象使用其權力影響回報金額(即現有權利可使本集團能於當時指揮投資對象之相關活動)，即代表獲得控制權。

倘本公司直接或間接擁有少於投資對象大多數投票或類似權利的權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；



### 3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Subsidiaries (Continued)

- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The results of subsidiaries are included in the Company's statement of profit or loss 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 IFRS 5 are stated at cost less any impairment losses.

#### Impairment of Non-financial Assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories and financial assets), 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 of disposal, 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.

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 statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made as at the end of each reporting period as to whether there is an 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 statement of profit or loss in the period in which it arises.

### 3.3 主要會計政策概要(續)

#### 附屬公司(續)

- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司之業績按已收及應收股息計入本公司之損益表內。本公司並未根據國際財務報告準則第5號歸類為持作出售之於附屬公司之投資按成本值扣除任何減值虧損入賬。

#### 非金融資產減值

倘一項資產(存貨及金融資產除外)存在減值跡象，或需要進行年度減值測試，則會估計資產的可收回金額。資產可收回金額按該資產或現金產生單位的使用價值及公平值減出售成本兩者中的較高金額計算，並按個別資產釐定，除非該資產不能產生基本上獨立於其他資產或資產組別所產生現金流入，否則可收回金額將按該資產所屬現金產生單位釐定。

減值虧損僅於資產賬面值超過其可收回金額時方會確認。評估使用價值時，估計未來現金流量採用反映當前市場對資金時間價值及資產特定風險的評估之稅前折現率貼現至其現值。減值虧損按與該減值資產功能相符的開支類別於產生期間的損益表扣除。

於各報告期末，已就是否有跡象顯示之前確認的減值虧損可能已不存在或可能減少作出評估。倘存在上述跡象，則會估計可收回金額。就之前確認的資產減值虧損(商譽除外)僅於用以釐定該資產可收回金額的估計出現變動時方予撥回，惟撥回金額不得超過倘過往年度並無就該資產確認減值虧損情況下原應釐定的賬面值(扣除任何折舊/攤銷)。該等減值虧損撥回計入產生期間的損益表。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Related Parties

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

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

### 3.3 主要會計政策概要(續)

#### 關聯方

以下人士將被視為與本集團有關連：

- (a) 倘為以下人士或其近親：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司的主要管理層成員；

或

- (b) 該人士為符合下列任何條件的實體：
  - (i) 該實體與本集團屬同一集團的成員公司；
  - (ii) 實體為另一實體(或另一實體的母公司、附屬公司或同系附屬公司)的聯營公司或合營企業；
  - (iii) 該實體與本集團為同一第三方的合營企業；
  - (iv) 實體為一名第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
  - (v) 該實體為本集團或與本集團有關連的實體就僱員利益設立的離職後福利計劃；
  - (vi) 該實體由(a)項所列人士控制或共同控制；及
  - (vii) (a)(i)項所列人士對該實體具有重大影響力或為該實體(或該實體的母公司)的主要管理層成員。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 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 statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are 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 depreciates them accordingly.

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 principal annual rates used for this purpose are as follows:

Buildings	5%
Machinery and equipment*	5% to 20%
Furniture and fixtures	20% to 33 $\frac{1}{3}$ %
Motor vehicles	20%

\* Included in the machinery and equipment are earthen jars, for which the estimated useful lives are 20 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 the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

### 3.3 主要會計政策概要(續)

#### 物業、廠房及設備以及折舊

除在建工程外，物業、廠房及設備乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本，包括其購買價及使該資產達至營運狀況及地點作擬定用途之任何直接應佔成本。

物業、廠房及設備項目投產後所產生的支出，如維修及保養費用，一般於產生期間在損益表中支銷。於符合確認準則的情況下，用於重大檢測的支出將於該資產的賬面值中撥充資本，列作重置項目。倘物業、廠房及設備的重要部分需不時更換，則本集團會將該等部分確認為擁有特定可使用年限的個別資產，並予以相應折舊。

折舊乃按物業、廠房及設備各項目的估計可使用年限以直線法撇銷其成本至其剩餘價值計算。就此目的所使用的主要年率如下：

樓宇	5%
機器及設備*	5%至20%
傢俬及裝置	20%至33 $\frac{1}{3}$ %
汽車	20%

\* 機器及設備包括瓦壇，其估計可使用年限為20年。

倘物業、廠房及設備項目的部分有不同可使用年限，則該項目的成本以合理基準在該等部分之間分配，而各部分分開折舊。至少於各財政年度結束時，檢討並在適當情況下調整剩餘價值、可使用年限及折舊方法。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, Plant and Equipment and Depreciation (Continued)

An item of property, plant and equipment including any 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 statement of profit or loss 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 property, plant and equipment under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction 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.

#### 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 at the date of acquisition. 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 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.

#### Research and Development Costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

### 3.3 主要會計政策概要(續)

#### 物業、廠房及設備以及折舊(續)

物業、廠房及設備項目(包括任何已初步確認的重要部分)於出售或預期不會從使用或出售有關項目而取得日後經濟利益時不再確認。於不再確認資產的年度內,在損益表中確認的出售或報廢該等項目的任何損益乃指銷售所得款項淨額與有關資產賬面值的差額。

在建工程乃指在建中的物業、廠房及設備,按成本扣除任何減值虧損入賬且不予折舊。成本包括建設期間的直接建設成本。在建工程於完成並準備投入使用时,重新歸類為適當類別的物業、廠房及設備項目。

#### 無形資產(商譽除外)

單獨收購之無形資產於初始確認時按成本計量。於業務合併時所收購無形資產之成本為收購日期之公平值。無形資產之可使用年期可評估為有限或無限。年期有限之無形資產乃於其後於可使用經濟年期內攤銷,並於該無形資產出現減值跡象時進行減值評估。可使用年期有限之無形資產之攤銷期及攤銷方法須最少於各財政年度末檢討一次。

#### 研究與開發成本

所有研究成本會於產生時列支於損益表。

研發新產品項目所產生的開支只會在本集團能夠顯示其在技術上能夠完成無形資產以能供使用或出售、打算完成資產並能夠加以使用或將之出售、資產如何產生可能的未來經濟利益、有足夠資源以完成項目並且有能力可靠地計算發展期間的開支的情況下,才會撥作資本及遞延。倘未能符合以上準則,產品研發開支會在產生時支銷。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Research and Development Costs (Continued)

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding five to seven years, commencing from the date when the products are put into commercial production.

#### 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 the non-current assets and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss 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 are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

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.

### 3.3 主要會計政策概要(續)

#### 研究與開發成本(續)

遞延開發成本按成本減任何減值虧損列賬，並以直線法在相關產品不超過五至七年的商業年期(自其投產日期起計)內攤銷。

#### 經營租賃

出租人仍保留資產擁有權的大部分回報及風險的租賃均列作經營租賃處理。

倘本集團為出租人，本集團根據經營租賃出租的資產計入非流動資產，經營租賃項下之應收租金按租賃年期以直線法記入損益表。倘本集團為承租人，根據經營租賃的應付租金扣除從出租人收取的任何優惠後按租賃年期以直線法從損益表扣除。

經營租賃項下的預付土地租賃款項初時按成本列賬，其後於租賃年內按直線基準確認。

#### 投資及其他金融資產

##### 初步確認及計量

金融資產乃於初始確認時分類為按公平值計入損益之金融資產、貸款及應收款項及可供出售金融投資(倘適用)。當金融資產在初始確認時，均以公平值加收購金融資產應佔交易成本計量，惟按公平值計入損益之金融資產除外。

所有常規購入及出售之金融資產均於交易日確認，即本集團承諾購買或出售該項資產之日期。所謂金融資產之常規購入或出售乃指需按法規規定或市場慣例於一般規定之期間內轉移資產之交易。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investments and Other Financial Assets (continued)

##### Subsequent Measurement

###### *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 and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in finance costs for loans and in other expenses for receivables.

##### 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 primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) 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.

### 3.3 主要會計政策概要(續)

#### 投資及其他金融資產(續)

##### 其後計量

###### *貸款及應收款項*

有固定或可確定付款但並無在活躍市場報價之貸款及應收款項為非衍生金融資產。於初步計量後，該等資產其後用實際利率方法以攤銷成本減任何減值撥備計量。計算攤銷成本時，將考慮任何收購折讓或溢價，並計入屬於實際利率不可分割部分之費用或成本。實際利率攤銷乃計入損益表之其他收入及收益。減值產生之虧損乃於損益表確認為融資成本(就貸款而言)及其他開支(就應收款項而言)。

##### 取消確認金融資產

金融資產(或(如適用)一項金融資產的一部分或一組同類金融資產之一部分)在下列情況將首先取消確認(即從本集團綜合財務狀況表內刪除)：

- 收取該項資產現金流量的權利已屆滿；或
- 本集團已轉讓收取資產現金流量的權利，或已承擔責任根據「轉手」安排向第三方悉數支付所收取之現金流量，且並無重大延誤；及(a)本集團已轉移該資產的絕大部分風險及回報，或(b)本集團並無轉讓或保留該資產的絕大部分風險及回報，但已轉讓該資產的控制權。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 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, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing. 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.

#### Impairment of Financial Assets

The Group assesses as at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the have 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.

### 3.3 主要會計政策概要(續)

#### 取消確認金融資產(續)

本集團在轉讓其從資產收取現金流量的權利或訂立轉付安排之後，將評估其有否保留與擁有該資產相關的風險及回報以及保留的程度。倘並無轉讓或保留資產的絕大部分風險及回報，亦無轉讓資產控制權，本集團將以本集團持續參與之程度為限繼續確認所轉讓資產。在此情況下，本集團亦確認相關的負債。已轉讓的資產及相關負債按反映本集團所保留的權利和義務的基準計量。

#### 金融資產減值

本集團於各報告期末評估是否有客觀跡象顯示一項金融資產或一組金融資產出現減值。倘初步確認後發生一項或多項事件，且對可合理估計之金融資產或該組金融資產未來估計現金流量產生影響時，則存在減值。減值證據可包括債務人或一組債務人正經歷重大財務困難、拖欠或拖慢利息或本息付款、彼等可能會破產或其他財務重組而可觀察數據顯示估計未來現金流量有可計量之減少(例如與拖欠有關之延遲或經濟狀況之變動)。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 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 whether impairment exists individually 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.

The amount of any impairment loss identified 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 yet 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).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. 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 and all collateral has been realised or has been transferred to the Group.

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 write-off is later recovered, the recovery is credited to other expenses in the statement of profit or loss.

### 3.3 主要會計政策概要(續)

#### 金融資產減值(續)

##### 以攤銷成本列賬之金融資產

對於按攤銷成本列賬的金融資產，本集團首先單獨評估個別重大的金融資產是否存在減值，或共同評估非個別重大的金融資產有否客觀減值跡象。倘本集團釐定個別已評估金融資產無客觀減值跡象，則有關資產不論是否重大，會計入一組信貸風險特徵相若的金融資產，共同作減值評估。對於個別作減值評估的資產，倘其減值虧損會確認或繼續會確認，則不會計入共同減值評估。

任何所發現減值虧損的金額按資產賬面值與估計未來現金流量(不包括尚未產生的未來信貸虧損)現值之差額計量。估計未來現金流量現值按金融資產原實際利率(即首次確認時計算的實際利率)折現。

有關資產之賬面值可通過使用備抵賬目作出抵減，而有關減值於損益表中確認。利息收入於經扣減之賬面值中持續產生，並採用計算減值虧損時用以折現未來現金流量之利率累算。貸款及應收款項連同任何相關撥備在預期日後不可能收回且所有抵押品已變現或轉至本集團時撇銷。

倘於其後期間之估計減值虧損之數額因確認減值後發生之事件而增加或減少，則先前確認之減值虧損可通過調整備抵賬目而增加或減少。倘若撇銷於其後收回，則收回金額計入損益表的其他開支內。



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial Liabilities

##### Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or loans and other borrowings, as appropriate.

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

The Group's financial liabilities include trade and other payables, an amount due to the ultimate holding company and interest-bearing bank and other borrowings.

##### Subsequent Measurement

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

##### *Loans and Other Borrowings*

After initial recognition, interest-bearing bank and other 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 statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate 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 statement of profit or loss.

### 3.3 主要會計政策概要(續)

#### 金融負債

##### 初步確認及計量

金融負債於初始確認時乃分類為按公平值計入損益之金融負債或貸款及其他借款(倘適用)。

所有金融負債於初步確認時以公平值計算，如為貸款及其他借款，則扣除直接應佔交易成本。

本集團之金融負債包括應付貿易款項及其他應付款項、應付最終控股公司款項以及計息銀行及其他借款。

##### 其後計量

金融負債之計量取決於其如下分類：

##### *貸款及其他借款*

初步確認後，計息銀行及其他借款其後以實際利率法按攤銷成本計量。若貼現之影響並不重大，則按成本計量。有關收益及虧損於負債取消確認時及透過實際利率攤銷程序在損益表確認入賬。

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可分割部分之費用或成本後計算。實際利率攤銷計入損益表之財務費用內。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (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 statement of profit or loss.

#### Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position 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.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average 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 statements 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 statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits which are not restricted as to use.

### 3.3 主要會計政策概要(續)

#### 取消確認金融負債

金融負債於負債之責任已解除或註銷或屆滿時取消確認。

當現有金融負債為同一貸款人以條款明顯不同之負債取代時，或現有負債之條款有重大修改時，有關替換或修改則被視為取消確認為原有負債並確認為一項新負債，而有關賬面值之差額乃於損益表中確認。

#### 對銷財務工具

倘有現行可強制執行之法律權利對銷已確認金額，並且擬以淨額基準進行結算或同時將資產變現及清償負債，方可將金融資產及金融負債對銷，淨額於財務狀況表呈報。

#### 存貨

存貨乃以成本及可變現淨值之較低者列賬。成本以加權平均法釐定。如屬在製品及成品，成本值則包括直接物料費用、直接人工成本及適當比例的經常費用。可變現淨值為估計銷售價減預期達致完成及出售所招致之任何估計成本。

#### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時轉換為已知數額現金並於購入後一般在三個月內到期，且沒有重大價值變動風險之短期及高度流通投資，再扣除在要求時須償還及構成本集團現金管理方面一個完整部分之銀行透支。

就財務狀況表而言，現金及現金等價物包括並無限制用途之手頭及銀行現金(包括定期存款)。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 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 statement of profit or loss.

#### 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.

### 3.3 主要會計政策概要(續)

#### 撥備

倘因過往事件而導致本集團須承擔法定或推定責任，且日後大有可能因履行有關責任而導致資源流失，而有關責任數額能被可靠估計，則須就此作出撥備。

倘折算影響重大，則確認撥備之數額為預期日後履行有關責任所需開支於報告期末之現值。倘已折算之現值隨時間而有所增加，則該等增幅將於損益表列作融資成本。

#### 所得稅

所得稅包括當期稅項及遞延稅項。涉及於損益以外確認之項目之所得稅於損益以外確認，即於其他全面收益或直接於權益中確認。

當期及前期之流動稅項資產及負債以預期由稅務機關退稅或付給稅務機關之金額計量，乃基於截至報告期末已頒佈或實質上已頒佈之稅率(及稅法)，並顧及本集團經營業務所在國家當前之詮釋及慣例。

遞延稅項乃使用負債法，就於報告期末資產及負債之稅基與其就財務報告而言之賬面值之間之所有暫時性差異作出撥備。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Income Tax (Continued)

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

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

- when 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, 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.

### 3.3 主要會計政策概要(續)

#### 所得稅(續)

所有應課稅暫時性差異均被確認為遞延稅項負債，惟：

- 倘若遞延稅項負債是由非業務合併交易中初步確認商譽或資產或負債而產生，及於交易時，遞延稅項負債對會計利潤或應課稅利潤或虧損均無影響；及
- 就與附屬公司之投資有關之應課稅暫時性差異而言，倘暫時性差異之回撥時間為可以控制，而暫時性差異於可見將來相當可能不會回撥。

遞延稅項資產會就所有可扣減之暫時差異、結轉未運用稅項抵免及未運用稅務虧損確認入賬。確認遞延稅項資產的前提是有可能有應課稅利潤可用於抵銷可扣減之暫時差異，結轉未運用稅項抵免及未運用稅務虧損可予動用，惟：

- 遞延稅項資產與初步確認一項交易(並非業務合併)之資產或負債所產生之應扣減暫時性差額有關，而於交易時，遞延稅項資產對會計利潤或應課稅利潤或虧損均無影響；及
- 就與附屬公司之投資有關之可扣減暫時性差額而言，遞延稅項資產僅會於暫時性差額相當可能於可見將來將會回撥及應課稅利潤可用於抵銷暫時性差額時確認。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 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.

#### 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 goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset;
- (c) rental income, on a time proportion basis over the lease terms; and
- (d) subsidy, when it is received.

### 3.3 主要會計政策概要(續)

#### 所得稅(續)

遞延稅項資產之賬面值會於各報告期末檢討，並減至不再可能有足夠應課稅利潤令全部或部分遞延稅項資產得以動用為止；未確認之遞延稅項資產會於各報告期末重新評估，並於可能有足夠應課稅利潤令全部或部分遞延稅項資產得以收回時確認。

遞延稅項資產及負債乃根據於報告期末已頒佈或實質上已頒佈之稅率(及稅法)，按預期於資產變現或負債償還期間適用之稅率計算。

遞延稅項資產及遞延稅項負債可在現行稅項資產及負債有合法權利可予抵銷，以及遞延稅項乃關乎同一應課稅實體及同一稅務機關之情況下，方可互相抵銷。

#### 收入確認

收入乃於經濟利益很可能流入本集團，並且該收入能夠準確計量時按下列基準予以確認：

- (a) 銷售貨品的收入在附於所有權上的重大風險及利益已轉移至買家，並且本集團不再對已售出商品實施通常與所有權相聯繫的繼續管理權和有效控制權時確認；
- (b) 就利息收入而言，以應計方式利用實際利率法將財務工具估計可用年期或較短期間(如適用)內之未來估計現金收入實際貼現成金融資產賬面淨值；
- (c) 就租金收入而言，按時間比例基準於租期內確認；及
- (d) 就補貼而言，於收到時確認。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Employee Retirement Benefits

As stipulated by the rules and regulations of the PRC, the Company's subsidiaries registered in the PRC are required to contribute to a state-sponsored retirement plan for all its PRC employees at certain percentages of the basic salaries predetermined by the local governments. The state-sponsored retirement plan is responsible for the entire retirement benefit obligations payable to retired employees and the Group has no further obligations for the actual retirement benefit payments or other post-retirement benefits beyond the annual contributions.

The contributions are recognised as expenses when the Company consumes the economic benefit arising from service provided by an employee in exchange for employee benefits.

#### Early Retirement and Retirement Benefits

During the fiscal 2005 restructuring, the Group undertook the expense related to both the retirement and the early retirement schemes for the medical and social welfare of those early retired and retired employees as of 30 June 2005. The Group recognised the relevant estimated liabilities as well as charges to the statement of profit or loss once the Group undertook the obligations. These benefits are unfunded.

Where these schemes fall due more than 12 months after the statement of financial position, they shall be discounted using the appropriate discount rate, and carried at discounted amount as liabilities. The discount rate is determined using the yield rate of government bonds with similar terms at the date of the financial statements.

Actuarial gains or losses include the experience adjustment (the impact of difference between previous actuarial assumption and actual results) and the impact of changes on actuarial assumption. The actuarial gains or losses are recognised in other comprehensive income when incurred and will not be reclassified to profit or loss in a subsequent period.

### 3.3 主要會計政策概要(續)

#### 僱員退休福利

根據中國之規則及法規，本公司在中國註冊之附屬公司須按當地政府預定之僱員基本薪金若干比率為所有中國僱員向國家管理之退休計劃供款。政府管理之退休計劃負責一切向退休僱員支付退休福利之責任，除每年供款外，本集團在實際退休福利支付或其他員工退休後福利方面沒有其他責任。

當本公司動用因僱員為獲得僱員福利而提供服務所產生之經濟利益時，供款會確認為開支。

#### 提早退休及退休福利

於二零零五年財政重組期間，本集團承擔了截至二零零五年六月三十日之提早退休及退休僱員之退休計劃及提早退休計劃中有關醫療及社會福利之開支。本集團於承擔該等責任時確認相關估計負債，並從損益表扣除。該等福利均未獲撥款。

倘該等計劃自財務狀況表後12個月以後到期，則應採用適用之貼現率進行貼現，並按貼現金額列賬為負債。貼現率乃採用財務報表日期條款相似之政府債券之收益率釐定。

精確損益包括經驗調整(原有精算假設與實際結果之間之差額之影響)及精算假設變動之影響。精算損益於產生時在其他全面收益確認，且於其後期間不會重新分類至損益。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Employee Retirement Benefits (Continued)

##### Early Retirement and Retirement Benefits (Continued)

Interest expense is charged to the statement of profit or loss which is derived from the discount rate determined at the commencement of the retirement scheme within an accounting period and the early retirement scheme multiplying with the average present value over the entire terms.

#### 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 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 the 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.

#### 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.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

### 3.3 主要會計政策概要(續)

#### 僱員退休福利(續)

##### 提早退休及退休福利(續)

利息開支根據貼現率結果(在會計期間內退休計劃開始時釐定，提早退休計劃乘以整個期間之平均現值)從收益表扣除。

#### 借貸成本

收購、興建或生產須經過長時間方可作擬定用途或銷售之合資格資產的直接應佔借貸成本資本化為該等資產之成本的一部分。在該等資產基本可作擬定用途或銷售時，停止將借貸成本予以資本化。有關借款等待用於合資格資產的期間作短期投資之投資收入所得可用於扣減已資本化之借貸成本。所有其他借貸成本均須於產生期間列作開支。借貸成本包括利息以及實體借入資金所產生的其他相關成本。

#### 股息

董事建議之期末股息乃歸類為財務狀況表權益部分的單獨分配保留利潤，直至其已獲股東於股東大會上批准為止。倘該等股息已獲股東批准及宣派，則將其確認為一項負債。

中期股息乃同時建議及宣派，原因是本公司組織章程大綱及細則授予董事權力宣派中期股息。因此，中期股息於其獲建議及宣派時即時確認為一項負債。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign Currencies

These financial statements are presented in RMB, which is the Group's presentation currency. The functional currency of the Company is Hong Kong dollars while RMB is used as the presentation currency of the financial statements of the Company for the purpose of aligning with the presentation currency of the Group. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

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 measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain Hong Kong subsidiaries are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their statements of comprehensive income are translated into RMB at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

### 3.3 主要會計政策概要(續)

#### 外幣

該等財務報表以人民幣呈報，人民幣亦為本集團呈報貨幣。本公司的功能貨幣為港元，人民幣則被用作本公司財務報表的呈報貨幣，以與本集團呈報貨幣保持一致。本集團旗下各實體有各自的功能貨幣，計入各實體財務報表的項目以該功能貨幣計量。本集團實體記錄的外幣交易初步按交易日適用的相關功能貨幣匯率入賬。以外幣計值的貨幣資產及負債按報告期末功能貨幣適用匯率重新換算。償付或換算貨幣項目產生的差額於損益表確認。

按歷史成本列賬以外幣計值的非貨幣項目以初步交易日期的匯率換算。以外幣按公平值計量的非貨幣項目按計量公平值當日的匯率換算。換算按公平值計量之非貨幣項目產生的收益或虧損按確認該項目的公平值變動產生的收益或虧損處理(即其公平值收益或虧損已於其他綜合收益或損益確認的項目，其換算差額亦分別於其他綜合收益或損益內確認)。

若干香港附屬公司的功能貨幣為人民幣以外的貨幣。於報告期末，該等實體的資產及負債按報告期末的匯率換算為本公司的呈報貨幣，而其綜合收益表按該年度的加權平均匯率換算為人民幣。所產生匯兌差額於其他綜合收益確認及於匯兌變動儲備累計。出售海外業務時，與該特定海外業務有關的其他綜合收益部分於損益表確認。



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign Currencies (Continued)

For the purpose of the consolidated statement of cash flows, the cash flows of Hong Kong subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of Hong Kong subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. 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 consolidated financial statements:

#### Tax Provision

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates the tax implications of transactions and tax provisions are made accordingly. The tax treatment of such transactions is assessed periodically to take into account all the changes in tax legislation and practices.

### 3.3 主要會計政策概要(續)

#### 外幣(續)

就綜合現金流量表而言，香港附屬公司的現金流量按現金流日期適用的匯率換算為人民幣。香港附屬公司於整個年度內頻密產生的經常現金流量按該年度加權平均匯率換算為人民幣。

### 4. 重要會計判斷及估計

編製本集團之綜合財務報表時，管理層須作出會影響所呈報收入、開支、資產及負債之報告金額、其隨附披露及或有負債披露之判斷、估計及假設。有關假設及估計之不確定性或會導致須就日後受影響之資產或負債賬面值作出重大調整。

#### 判斷

於採納本集團之會計政策之過程中，除涉及估計之會計政策外，管理層已作出對綜合財務報表已確認金額構成最重大影響之判斷如下：

#### 稅項撥備

釐定所得稅撥備涉及對若干交易未來稅務處理之判斷。本集團審慎評估交易之稅務影響並計提相應之稅項撥備。該等交易之稅務處理定期評估，以計及稅務法規及慣例之所有變動。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

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

#### Judgements (Continued)

##### Deferred Tax Liabilities for Withholding Taxes

Deferred tax liabilities have not been established for income tax and withholding tax that would not be payable on certain undistributed earnings of the subsidiaries in Mainland China if the directors consider that the timing of the reversal of the related temporary differences in relation to the undistributed earnings of the subsidiaries in Mainland China can be controlled and such temporary differences will not be reversed in the foreseeable future. For those undistributed earnings of the subsidiaries in Mainland China that are considered to be repatriated and distributed by way of dividends, the related deferred tax liabilities have been recognised.

##### Estimation Uncertainty

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 described below.

#### (a) Useful Lives and Residual Values of Property, Plant and Equipment

In determining the useful life and residual value of an item of property, plant and equipment, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvements in production, or from a change in the market demand for the product or service output of the asset, expected usage of the asset, expected physical wear and tear, the repair and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way. Additional depreciation is made if the estimated useful lives and/or the residual values of items of property, plant and equipment are different from the previous estimation. Useful lives and residual values are reviewed at each financial year end date based on changes in circumstances. The carrying amounts of the property, plant and equipment are disclosed in note 15.

### 4. 重要會計判斷及估計(續)

#### 判斷(續)

##### 有關預扣稅的遞延稅項負債

倘董事認為撥回涉及中國內地附屬公司未分派盈利的相關暫時差異之時間可被控制以及有關暫時差異將不會於可見將來撥回，則並無就中國內地附屬公司之若干未分派盈利之毋須支付之所得稅及預扣稅計提遞延稅項負債。被視為以股息形式匯出及分派的中國內地附屬公司未分派盈利，已確認相關遞延稅項負債。

##### 估計不確定因素

於報告期末有關未來之主要假設及其他估計之不確定性之主要來源，會使下一個財政年度內的資產及負債賬面值引致有重大調整的風險，並於下文描述。

#### (a) 物業、廠房及設備的可使用年限及剩餘價值

為釐定物業、廠房及設備項目的可使用年限及剩餘價值，本集團須考慮多項因素，如因生產改變或改進引致技術或商業過時、或因市場對該資產的產品或服務輸出的需求改變、該資產的預期使用情況、預期實際損耗及損毀、該資產的維修保養及對使用該資產的法律或類似限制引致技術或商業過時。該資產的可使用年限的估計乃基於本集團以類似方式使用類似資產的經驗。倘物業、廠房及設備項目的估計可使用年限及/或剩餘價值有別於先前的估計，則會作出額外折舊。可使用年限及剩餘價值會於各財政年度結束日期根據情況變動進行檢討。物業、廠房及設備之賬面金額披露於附註15。

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

##### Estimation Uncertainty (Continued)

##### (b) Impairment of Trade and Other Receivables

The policy for provision for impairment losses of the Group is based on the evaluation of collectibility, the aged analysis of trade and other receivables and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

##### (c) Write-down of Inventories to Net Realisable value

Write-down of inventories to net realisable value is made based on the estimated net realisable value of the inventories. The assessment of the provision required involves management's judgement and estimates on market conditions. Where the actual outcome or expectation in future is different from the original estimate, such differences will have impact on the carrying amounts of inventories and the write-down charge/write-back of inventories in the period in which such estimate has been changed.

##### (d) Early Retirement and Retirement Benefits

The Group has recognised the early retirement and retirement benefits as a liability. The initial recognition of early retirement and retirement benefits is measured at the best estimate of the expenditure required to settle early-retired and retired employees. When the Group determines the best estimate, it takes into account headcount changes of early-retired and retired employees, effect on future expenditure arising from inflation of prices and other factors. When selecting a proper discount rate, the Group takes into account the average period of future payment for early retirement and retirement benefits and other factors. The difference between the actuarial assumptions and actual results will have an impact on the relevant accounting estimation. Although management considered that the above assumptions are reasonable, any changes in assumptions may affect the amount of provision for early retirement and retirement benefits. The assumptions that the Group used in measuring the early retirement and retirement benefits are disclosed in note 26.

#### 4. 重要會計判斷及估計(續)

##### 估計不確定因素(續)

##### (b) 貿易及其他應收款項之減值

本集團減值虧損撥備政策乃根據可收回性評估、貿易及其他應收款項之賬齡分析以及管理層之判斷作出。於評估該等應收款項之最終變現數額時須作出大量判斷，包括各客戶現時之信譽及過往收回歷史。倘本集團客戶之財務狀況惡化，導致其付款能力減低，則可能須作額外撥備。

##### (c) 撇減存貨至可變現淨值

撇減存貨至可變現淨值按存貨的估計可變現淨值為基準作出。管理層須就撥備的評估因應市況作出判斷和估計。倘日後的實際結果或預期有別於最初的估計，有關差異將會對存貨的賬面值造成影響，並須於估計有變的期間內作出存貨的撇減支出／撤回。

##### (d) 提早退休及退休福利

本集團已將提早退休及退休福利確認為負債。提早退休及退休福利在初始確認時按對向提早退休及退休僱員結算所需的開支的最佳估計計量。本集團在確定最佳估計時，會考慮提早退休及退休僱員的人數變化、通貨膨脹對未來開支的影響及其他因素。在選擇適當的貼現率時，本集團會考慮未來支付提早退休及退休福利的平均期間及其他因素。精算假設與實際結果之間的差異會對相關會計估計造成影響。儘管管理層認為上述假設合理，但假設的任何變動均可能影響提早退休及退休福利的撥備金額。本集團在計量提早退休及退休福利時使用的假設披露於附註26。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 5. OPERATING SEGMENT INFORMATION 5. 經營分部資料

The Group is principally engaged in the manufacturing and sale of condiment products. For management purposes, the Group operates in one business unit and has one reportable operating segment as follows:

- The food segment manufactures and sells condiment products.

As all of the Group's revenue is derived from sales of its products to the customers in the PRC and all of the Group's identifiable non-current assets are located in the PRC, no geographical information as required by IFRS 8 *Operating Segments* is presented.

#### Information about Major Customers

Revenue amounting to 10 percent or more of the Group's revenue derived from sales to a single customer for the reporting period is set out in the following table:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Customer A	客戶A	110,091	45,831
Customer B	客戶B	75,277	51,522
Customer C	客戶C	70,594	4,116*
Customer D	客戶D	64,760	44,183
Customer E	客戶E	56,483	39,865
Customer F	客戶F	50,653	30,134*
Customer G	客戶G	8,404*	34,352
		<b>436,262</b>	<b>250,003</b>

\* Revenue from these customers in the relevant reporting period did not exceed 10 percent of the Group's revenue.

本集團主要從事調味品的生產及銷售業務。就管理而言，本集團以單一業務單位運營，且有一個可呈報經營分部如下：

- 食品分部生產及銷售調味品。

由於本集團全部收入均來自向於中國的客戶銷售其產品，且本集團全部可識別非流動資產均位於中國，故並無根據國際財務報告準則第8號經營分部呈列地域資料。

#### 有關主要客戶之資料

下表載列於報告期間向單一客戶銷售所產生的佔本集團收益10%或以上的收益：

\* 於相關報告期間來自該等客戶的收入不超過本集團收入的10%。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 6. REVENUE, OTHER INCOME AND GAINS

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

An analysis of the Group's revenue, other income and gains is as follows:

### 6. 收入、其他收入及收益

收入(亦即本集團的營業額)指扣除退貨撥備及貿易折扣後的售出貨品發票淨值。

本集團收入、其他收入及收益分析如下：

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收入</b>		
Sale of goods	銷售貨品	530,433	337,125
<b>Other income and gains</b>	<b>其他收入及收益</b>		
Subsidy received	已收補貼	10,280	135
Gain from sale of materials	材料銷售收益	717	725
Rental income	租賃收入	440	—
Interest income	利息收入	49	564
Interest compensation	利息補償	—	3,614
Others	其他	33	13
		<b>11,519</b>	<b>5,051</b>

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

### 7. 除稅前利潤

本集團除稅前利潤乃經扣除下列各項：

			<b>2013</b>	2012
		Notes	二零一三年	二零一二年
		附註	<b>RMB'000</b>	RMB'000
			人民幣千元	人民幣千元
Costs of inventories sold	售出存貨成本		217,364	144,226
Depreciation	折舊	15	9,631	2,564
Auditors' remuneration	核數師酬金		600	—
Recognition of prepaid land lease payments	確認預付土地租賃款項	16	546	263
Minimum lease payments under operation leases:	經營租賃項下的最低租賃款項：			
Plant and machinery	廠房及機器		685	763
Office buildings	辦公樓		—	775
			<b>685</b>	1,538
Employee benefit expense (excluding directors' and chief executive's remuneration):	僱員福利開支 (不包括董事及最高行政人員酬金)：			
— Wages and salaries	— 工資及薪金		9,798	9,030
— Pension scheme contributions	— 退休金計劃供款		1,078	1,031
			<b>10,876</b>	10,061
Research and development costs	研究與開發成本			
— Current year expenditure	— 本年度支出		42,841	12,191

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 8. FINANCE COSTS

An analysis of finance costs is as follows:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Interest on bank and other borrowings wholly repayable within five years	銀行及其他借款利息 須於五年內悉數償還	17,646	11,849
Interest on bank acceptance bills	銀行承兌票據利息	—	3,614
		17,646	15,463

### 8. 融資成本

融資成本分析如下：

### 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Fees	袍金	—	—
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	120	80
Pension scheme contributions	退休金計劃供款	6	4
		126	84

### 9. 董事及最高行政人員之酬金

根據上市規則及香港公司法第161條披露之董事及最高行政人員之年內酬金如下：

#### (a) Independent non-executive directors

During the year, there were no fees or other emoluments payable to the independent non-executive directors since their appointment on 17 December 2013.

#### (a) 獨立非執行董事

年內，自獨立非執行董事於二零一三年十二月十七日獲委任時起並無應付予彼等之袍金或其他酬金。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

#### (b) Executive director and the chief executive

		Salaries, allowances and benefits		Pension scheme	Total
		Fees	in kind	contributions	
		薪金、津貼 袍金	及實物利益	退休金 計劃供款	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>2013</b>	<b>二零一三年</b>				
<i>Executive director and chief executive:</i>	<i>執行董事及最高行政人員：</i>				
Mr. Chen Weizhong	陳衛忠先生	—	120	6	126
		—	120	6	126
<b>2012</b>	<b>二零一二年</b>				
<i>Executive director and chief executive:</i>	<i>執行董事及最高行政人員：</i>				
Mr. Chen Weizhong	陳衛忠先生	—	80	4	84
		—	80	4	84

Notes:

- (a) During the year, there were no fees or emoluments payable for the service as directors to the other two executive directors and one non-executive director who were appointed on 17 December 2013.
- (b) During the year, there was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration.

附註：

- (a) 年內，並無就董事服務應付於二零一三年十二月十七日獲委任之其他兩名執行董事及一名非執行董事的袍金或酬金。
- (b) 年內，概無訂立董事或最高行政人員放棄或同意放棄任何酬金的安排。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

#### 10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid individuals during the year included three directors (2012: one), details of whose remuneration are set out in note 9 above. Details of the remuneration of the remaining two (2012: four) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	177	277
Pension scheme contributions	退休金計劃供款	12	24
		189	301

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

		2013 二零一三年	2012 二零一二年
Nil to RMB1,000,000	零至人民幣1,000,000元	2	4

The remuneration of the five highest paid employees for the year 2013 included remuneration of two executive directors who were appointed on 17 December 2013. The relevant salaries, allowances and benefits in kind and pension scheme contributions for their service as employees for the year 2013 are RMB167,000 and RMB12,000, respectively.

年內，五名最高薪僱員包括三名董事(二零一二年：一名)，其酬金詳情載於上文附註9。本公司既非董事亦非最高行政人員之其餘二名(二零一二年：四名)最高薪僱員之酬金詳情如下：

酬金介乎以下範圍的非董事及非最高行政人員之最高薪僱員人數如下：

二零一三年五名最高薪僱員酬金包括於二零一三年十二月十七日獲委任之兩名執行董事之酬金。二零一三年彼等作為僱員之相關薪金、津貼及實物利益及退休金計劃供款分別為人民幣167,000元及人民幣12,000元。

#### 11. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operated. Pursuant to the rules and regulations of the Cayman Islands, the Group was not subject to any income tax in the Cayman Islands.

The corporate income tax of the Group in respect of its operations in Mainland China has been provided at the rate of 25% (2012: 25%) on the taxable profits, based on the existing legislation, interpretations and practices in respect thereof.

#### 11. 所得稅

本集團須就本集團成員公司所處及經營業務的司法權區所產生或賺取的利潤，按實體基準繳納所得稅。根據開曼群島的規則及法規，本集團毋須繳納開曼群島所得稅。

有關本集團中國內地經營業務的企業所得稅，已經根據相關現行法律、詮釋及慣例按稅率25%(二零一二年：25%)對應課稅利潤作出撥備。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 11. INCOME TAX (Continued)

Pursuant to the approval from the National Office of Leading Group for Administration of Hi-tech Enterprise Recognition, Huzhou Laohenghe Brewery Co., Limited and Huzhou Laohenghe Wine Co., Limited were granted the “New and Advanced Technology Enterprise” status and were entitled to the beneficial tax rate of 15% for the three years ending 31 December 2015.

### 11. 所得稅(續)

根據全國高新技術企業認定管理工作領導小組辦公室發出的批文，湖州老恒和釀造有限公司及湖州老恒和酒業有限公司獲得「高新技術企業」資格，並可於截至二零一五年十二月三十一日止三個年度享受15%的優惠稅率。

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Current — PRC	即期 — 中國		
Charge for the year	年內支出	28,600	32,782
Deferred	遞延	4,345	4,229
<b>Total tax charge for the year</b>	<b>年內稅務支出總額</b>	<b>32,945</b>	<b>37,011</b>

A reconciliation of the income tax expense applicable to profit before tax at the statutory rate for the jurisdiction where most of the Company's subsidiaries are located to the tax expense at the effective tax rate is as follows:

採用本公司大部分的附屬公司所在司法權區的法定稅率計算的除稅前利潤適用的所得稅開支與按實際稅率計算的稅務開支對賬如下：

		2013 二零一三年 RMB'000 人民幣千元	%	2012 二零一二年 RMB'000 人民幣千元	%
Profit before tax	除稅前利潤	207,152		135,449	
Tax at the statutory tax rate	按法定稅率計算的稅項	51,788	25.0	33,862	25.0
Lower tax rate enacted by the local authority	地方政府頒佈的較低稅率	(20,085)	(9.8)	—	—
Effect of withholding tax at 10% on the distributable profits of the Group's subsidiaries in Mainland China	按本集團中國內地附屬公司可分派利潤之10%計算預扣稅之影響	5,324	2.6	2,933	2.2
Income not subject to tax	毋須課稅收入	(2,573)	(1.2)	—	—
Tax incentive on eligible expenditures	合資格開支之稅務優惠	(1,528)	(0.7)	—	—
Expenses not deductible for tax	稅務上不可扣減的開支	19	—	216	0.1
<b>Tax charge at the Group's effective rate</b>	<b>按本集團實際稅率計算的稅務支出</b>	<b>32,945</b>	<b>15.9</b>	<b>37,011</b>	<b>27.3</b>

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 12. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated profit attributable to owners of the Company for the year ended 31 December 2013 includes a loss of RMB19,202,000 (2012: a loss of RMB1,750,000) which has been dealt with in the financial statements of the Company (note 28).

### 12. 本公司擁有人應佔利潤

截至二零一三年十二月三十一日止年度的本公司擁有人應佔綜合利潤包括已於本公司財務報表處理的虧損人民幣19,202,000元(二零一二年:虧損人民幣1,750,000元)(附註28)。

### 13. DIVIDENDS

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Proposed final — RMB8.3 cents (2012: Nil) per ordinary share	建議派付期末 — 每股普通股 人民幣8.3分(二零一二年:零)	43,056	—

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

### 13. 股息

年內建議期末股息須待本公司股東於應屆股東週年大會上批准方可作實。

### 14. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

		2013 二零一三年 RMB 人民幣	2012 二零一二年 RMB 人民幣
Earnings per share attributable to ordinary equity holders of the Company	本公司普通權益持有人 應佔每股盈利	46.5 cents 46.5分	26.3 cents 26.3分

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares in issue during the year.

### 14. 本公司普通權益持有人應佔每股盈利

每股基本盈利金額的計算乃基於本公司普通權益持有人應佔年內利潤及年內已發行普通股加權平均數。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

#### 14. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

(Continued)

The calculation of basic earnings per share is based on:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculation	本公司普通權益持有人應佔利潤，用於每股基本盈利計算	174,207	98,438

The weighted average number of ordinary shares in issue during the years ended 31 December 2013 and 2012 used in the basic earnings per share calculation is determined on the assumption that the 10,000,000 ordinary shares with a par value of US\$0.0005 each issued in connection with the incorporation of the Company on 4 December 2012 and the 365,000,000 shares with a par value of US\$0.0005 each issued in connection through capitalisation of the share premium account arising from the Listing of the Company on 28 January 2014 had been in issue since 1 January 2012.

每股基本盈利的計算乃基於：

用於每股基本盈利計算的截至二零一三年及二零一二年十二月三十一日止年度已發行普通股加權平均數乃基於假設就本公司於二零一二年十二月四日註冊成立發行的10,000,000股每股面值0.0005美元普通股及就透過由本公司於二零一四年一月二十八日上市引起的股份溢價賬的資本化而發行的365,000,000股每股面值0.0005美元股份自二零一二年一月一日起已發行而釐定。

		2013 二零一三年 '000 千股	2012 二零一二年 '000 千股
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	375,000	375,000

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 December 2013 and 2012 in respect of a dilution as the Group had no potential dilutive ordinary shares in issue during the years.

由於本集團並無於年內發行潛在攤薄普通股，故本集團並無就攤薄而對截至二零一三年及二零一二年十二月三十一日止年度呈列之每股基本盈利金額作出調整。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 15. PROPERTY, PLANT AND EQUIPMENT      15. 物業、廠房及設備

		Buildings 樓宇 RMB'000 人民幣千元	Machinery and equipment 機器及設備 RMB'000 人民幣千元	Furniture and fixtures 傢俬及裝置 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
<b>31 December 2013</b>	二零一三年 十二月三十一日						
At 1 January 2013	於二零一三年一月一日						
Cost	成本	93,595	36,112	3,971	2,028	29	135,735
Accumulated depreciation	累計折舊	(1,461)	(2,707)	(98)	—	—	(4,266)
Net carrying amount	賬面淨額	92,134	33,405	3,873	2,028	29	131,469
At 1 January 2013, net of accumulated depreciation	於二零一三年 一月一日， 扣除累計折舊	92,134	33,405	3,873	2,028	29	131,469
Additions	添置	26,931	6,991	—	—	23,206	57,128
Depreciation provided during the year	年內折舊撥備	(4,834)	(3,369)	(379)	(1,049)	—	(9,631)
Transfers	轉撥	35	—	—	—	(35)	—
At 31 December 2013, net of accumulated depreciation	於二零一三年 十二月三十一日， 扣除累計折舊	114,266	37,027	3,494	979	23,200	178,966
At 31 December 2013	於二零一三年 十二月三十一日						
Cost	成本	120,561	43,103	3,971	2,028	23,200	192,863
Accumulated depreciation	累計折舊	(6,295)	(6,076)	(477)	(1,049)	—	(13,897)
Net carrying amount	賬面淨額	114,266	37,027	3,494	979	23,200	178,966

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

### 15. 物業、廠房及設備(續)

		Buildings 樓宇 RMB'000 人民幣千元	Machinery and equipment 機器及設備 RMB'000 人民幣千元	Furniture and fixtures 傢俬及裝置 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
<b>31 December 2012</b>	<b>二零一二年 十二月三十一日</b>						
At 1 January 2012	於二零一二年一月一日						
Cost	成本	24,525	9,308	59	—	—	33,892
Accumulated depreciation	累計折舊	(154)	(1,495)	(53)	—	—	(1,702)
Net carrying amount	賬面淨額	24,371	7,813	6	—	—	32,190
At 1 January 2012, net of accumulated depreciation	於二零一二年 一月一日， 扣除累計折舊	24,371	7,813	6	—	—	32,190
Additions	添置	65,688	18,961	3,912	2,028	11,254	101,843
Depreciation provided during the year	年內折舊撥備	(1,307)	(1,212)	(45)	—	—	(2,564)
Transfers	轉撥	3,382	7,843	—	—	(11,225)	—
At 31 December 2012, net of accumulated depreciation	於二零一二年 十二月三十一日， 扣除累計折舊	92,134	33,405	3,873	2,028	29	131,469
At 31 December 2012	於二零一二年 十二月三十一日						
Cost	成本	93,595	36,112	3,971	2,028	29	135,735
Accumulated depreciation	累計折舊	(1,461)	(2,707)	(98)	—	—	(4,266)
Net carrying amount	賬面淨額	92,134	33,405	3,873	2,028	29	131,469

As at 31 December 2012, the Group had not obtained ownership certificates of certain buildings with a net carrying amount of RMB27,818,000, which had been subsequently obtained by 28 February 2013.

As at 31 December 2012, certain of the Group's buildings with a net carrying amount of approximately RMB17,096,000 were pledged to secure bank loans granted to Zhejiang Zhongwei Brewing Co., Limited ("浙江中味釀造有限公司"), a former related company. The pledge had been subsequently released by 22 February 2013.

於二零一二年十二月三十一日，本集團尚未取得賬面淨額為人民幣27,818,000元的若干樓宇的所有權證，其後已於二零一三年二月二十八日之前取得。

於二零一二年十二月三十一日，本集團抵押賬面淨額約為人民幣17,096,000元的若干樓宇，作為授予一間前關聯公司浙江中味釀造有限公司銀行貸款的擔保。該抵押其後已於二零一三年二月二十二日之前解除。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

#### 16. PREPAID LAND LEASE PAYMENTS

#### 16. 預付土地租賃款項

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Carrying amount at 1 January	於一月一日的賬面值	24,336	12,428
Additions during the year	於年內添置	—	12,171
Recognised during the year	於年內確認	(546)	(263)
Carrying amount at 31 December	於十二月三十一日的賬面值	23,790	24,336
Less: Current portion included in prepayments, deposits and other receivables	減：計入預付款項、按金及其他應收款項的流動部分	(546)	(546)
Non-current portion	非流動部分	23,244	23,790

The leasehold land is situated in Mainland China and is held under a long term lease.

As at 31 December 2012, the Group had not obtained ownership certificates of certain land use rights with a net carrying amount of RMB4,200,000, which had been subsequently obtained by 28 February 2013.

As at 31 December 2012, certain of the Group's leasehold land with a net carrying amount of approximately RMB10,350,000 was pledged to secure bank loans granted to Zhejiang Zhongwei Brewing Co., Limited ("Zhong Wei"), a former related company. The pledge had been subsequently released by 22 February 2013.

租賃土地位於中國內地，並根據長期租約持有。

於二零一二年十二月三十一日，本集團尚未取得賬面淨額為人民幣4,200,000元的若干土地使用權的所有權證，其後已於二零一三年二月二十八日之前取得。

於二零一二年十二月三十一日，本集團抵押賬面淨額約為人民幣10,350,000元的若干租賃土地，作為授予浙江中味釀造有限公司(一間前關聯公司)銀行貸款的擔保。該抵押其後已於二零一三年二月二十二日之前解除。

#### 17. INVESTMENTS IN SUBSIDIARIES

#### 17. 於附屬公司之投資

##### Company

##### 本公司

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Investments in subsidiaries*	於附屬公司之投資*	—	—

\* Investments in subsidiaries mainly represented the investment cost in Lao Heng He Group Limited of HK\$1 (equivalent to approximately RMB1).

\* 於附屬公司之投資主要指於老恒和集團有限公司的投資成本1港元(相當於約人民幣1元)。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 17. INVESTMENTS IN SUBSIDIARIES (Continued) 17. 於附屬公司之投資(續)

#### Company

The amounts due from and to subsidiaries included in the Company's current assets and current liabilities of RMB461,000 (2012: Nil) and RMB20,951,000 (2012: RMB1,750,000), respectively, are unsecured, interest-free and are repayable on demand.

Particulars of the subsidiaries are as follows:

Name 名稱	Place and date of incorporation/establishment and place of operations 註冊/成立地點及日期及經營地點	Nominal value of issued/registered share capital 已發行/註冊股本面值	Percentage of equity attributable to the Company 應佔本公司權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
<b>Subsidiaries:</b> 附屬公司：					
Lao Heng He Group Limited 老恒和集團有限公司	Hong Kong 13 December 2012 香港 二零一二年十二月十三日	HK\$1 1港元	100	—	Investment holding 投資控股
Huzhou Chenshi Tian Niang Management Co., Limited 湖州陳氏天釀管理諮詢有限公司	PRC/Mainland China 5 February 2013 中國/中國內地 二零一三年二月五日	HK\$500,000 500,000港元	—	100	Management consulting 管理諮詢
Huzhou Laohenghe Brewery Co., Limited 湖州老恒和釀造有限公司	PRC/Mainland China 6 June 2005 中國/中國內地 二零零五年六月六日	RMB11,000,000 人民幣 11,000,000元	—	100	Manufacture and sale of condiment products 生產及銷售調味品
Huzhou Laohenghe Wine Co., Limited 湖州老恒和酒業有限公司	PRC/Mainland China 20 July 2010 中國/中國內地 二零一零年七月二十日	RMB38,000,000 人民幣 38,000,000元	—	100	Manufacture and sale of condiment products 生產及銷售調味品

The English names of the Company's subsidiaries registered in Mainland China represent the translated names of these companies as no English names have been registered.

These subsidiaries are not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

#### 本公司

本公司流動資產及流動負債內應收及應付附屬公司的款項分別為人民幣461,000元(二零一二年：零)及人民幣20,951,000元(二零一二年：人民幣1,750,000元)，該等款項為無抵押、免息及在要求時須償還。

附屬公司詳情如下：

於中國內地註冊之本公司附屬公司之英文名稱為該等公司中文名稱之翻譯，概無註冊英文名稱。

該等附屬公司未經香港安永會計師事務所或安永國際網絡其他成員公司審核。



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 18. INVENTORIES

### 18. 存貨

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Raw materials	原材料	7,155	6,353
Work in progress	在製品	311,053	101,894
Finished goods	成品	8,444	6,351
		<b>326,652</b>	<b>114,598</b>

At 31 December 2013, the Group's inventories with a carrying amount of RMB70,277,000 (2012: RMB34,437,000) were pledged to secure bank loans granted to the Group, as further detailed in note 24 to the financial statements.

於二零一三年十二月三十一日，本集團抵押賬面值為人民幣70,277,000元(二零一二年：人民幣34,437,000元)的存貨，作為授予本集團銀行貸款的擔保，進一步詳情載於財務報表附註24。

### 19. TRADE AND BILLS RECEIVABLES

### 19. 應收貿易款項及應收票據

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Trade receivables	應收貿易款項	88,939	63,014
Bills receivable	應收票據	—	15,400
Impairment	減值	—	—
Total	總計	<b>88,939</b>	<b>78,414</b>

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

#### 19. TRADE AND BILLS RECEIVABLES

(Continued)

The Group's trading terms with its customers are mainly on credit. The credit period is generally one to three months.

The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest-bearing.

An aged analysis of the trade receivables of the Group as at the end of the reporting period, based on the invoice date, is as follows:

#### 19. 應收貿易款項及應收票據(續)

本集團與客戶間的貿易條款以信貸交易為主。信貸期通常為一至三個月。

本集團致力對尚未收回的應收賬款維持嚴格監管，而過期未付之賬款亦由高級管理層定期檢討。應收貿易款項為無息。

本集團於報告期末應收貿易款項按發票日期的賬齡分析如下：

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Within 1 month	1個月以內	47,774	37,066
1 to 3 months	1至3個月	36,384	20,481
3 to 6 months	3至6個月	4,357	3,340
6 months to 1 year	6個月至1年	402	1,920
Over 1 year	1年以上	22	207
		88,939	63,014

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

#### 19. TRADE AND BILLS RECEIVABLES

(Continued)

An aged analysis of the trade receivables, based on the credit terms, that are neither individually nor collectively considered to be impaired, is as follows:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Neither past due nor impaired	既無逾期亦無減值	81,549	57,554
Less than 3 months past due	少於3個月逾期	6,947	3,494
3 to 6 months	3至6個月	251	910
6 months to 1 year	6個月至1年	170	871
Over 1 year	1年以上	22	185
		88,939	63,014

The trade receivables that were neither past due nor impaired relate to a number of diversified customers for whom there was no recent history of default.

The trade receivables that were past due but not impaired relate to a number of customers that have a good track record with the Group. Based on past experience, the directors 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.

#### 19. 應收貿易款項及應收票據(續)

個別及組合評估均不視為已減值的應收貿易款項按信用期限的賬齡分析如下：

尚未逾期亦無減值的應收貿易款項與數名不同客戶有關，彼等於近期並無違約行為記錄。

已逾期惟並無減值的應收貿易款項與數名客戶有關，彼等於本集團之付款記錄良好。根據以往經驗，董事認為其信貸質素並無重大改變，且此等結餘仍視為可全數收回，因此毋須就此等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品或採取其他改善信貸條件的措施。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 19. TRADE AND BILLS RECEIVABLES (Continued)

At 31 December 2012, the Group discounted certain bills receivable accepted by banks in the PRC (the "Discounted Bills") with a carrying amount of RMB15,400,000 (the "Discount") in exchange for cash and such amount was included as "Bank advances for discounted bills" in note 24 to the financial statements. In the opinion of the directors, the Group has retained the substantial risks and rewards, which include default risks relating to these Discounted Bills, and accordingly, the Group continued to recognise the full carrying amount of the Discounted Bills. Subsequent to the discount, the Group does not retain any rights on the use of the Discounted Bills, including sale, transfer or pledge of the Discounted Bills to any other third parties. The discounted bills were due from a former related party and had been subsequently settled by 21 February 2013.

### 19. 應收貿易款項及應收票據(續)

於二零一二年十二月三十一日，本集團貼現若干中國銀行接納的應收票據(「已貼現票據」)，賬面值為人民幣15,400,000元(「票據貼現」)，以換取現金，有關款項於財務報表附註24計為「銀行貼現票據墊款」。董事認為，本集團保留了該等已貼現票據的大部分風險和回報，包括該等已貼現票據的違約風險，因此，本集團未終止確認已貼現票據的全數賬面值。票據貼現後，本集團不再保留已貼現票據的任何使用權，包括將已貼現票據出售、轉讓或抵押予任何其他第三方的權利。已貼現票據乃應收一名前任關聯方款項，並已於其後在二零一三年二月二十一日結清。

### 20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 20. 預付款項、按金及其他應收款項

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Prepayments	預付款項	40,479	21,464
Deposits and other receivables	按金及其他應收款項	24,099	106,084
		<b>64,578</b>	<b>127,548</b>

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

上述資產概無逾期或減值。上述結餘所列金融資產涉及無近期違約記錄之應收款項。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 21. CASH AND CASH EQUIVALENTS

### 21. 現金及現金等價物

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	44,011	2,231
Time deposits	定期存款	20	20
		<b>44,031</b>	<b>2,251</b>
Less:	減：		
Non-pledged time deposit with original maturity of over six months when acquired	自購入時原於六個月後到期的無質押定期存款	(20)	(20)
Cash and cash equivalents	現金及現金等價物	<b>44,011</b>	<b>2,231</b>

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB43,912,000 (2012: RMB2,231,000). RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

於報告期末，本集團以人民幣計值的現金及銀行結餘為人民幣43,912,000元(二零一二年：人民幣2,231,000元)。人民幣不能自由兌換成其他貨幣。然而，根據中國內地《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可透過獲授權經營外匯業務的銀行將人民幣兌換成其他貨幣。

銀行現金按根據每日銀行存款利率計算的浮動利率計息。銀行結餘及定期存款乃存於近期並無拖欠賬款紀錄之信用良好的銀行。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

## 22. TRADE PAYABLES

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Within 3 months	3個月以內	68,090	33,373
3 to 6 months	3至6個月	25,285	7,283
Over 6 months	6個月以上	12,516	7,448
		<b>105,891</b>	48,104

Trade payables of the Group are non-interest-bearing and are normally settled on terms of one to three months. The carrying amounts of the trade payables approximate to their fair values.

## 22. 應付貿易款項

於報告期末應付貿易款項按發票日期的賬齡分析如下：

本集團應付貿易款項不計利息且通常須於一至三個月內結清。應付貿易款項的賬面值與其公平值相若。

## 23. OTHER PAYABLES AND ACCRUALS

Advances from customers	客戶墊款
Other payables	其他應付款項
Accruals	應計項目

All these balances are non-interest-bearing and other payables have an average term of three months.

## 23. 其他應付款項及應計項目

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Advances from customers	客戶墊款	2,619	6,518
Other payables	其他應付款項	39,149	25,691
Accruals	應計項目	8,692	2,185
		<b>50,460</b>	34,394

所有該等結餘均不計息，其他應付款項平均期限為三個月。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 24. INTEREST-BEARING BANK AND OTHER BORROWINGS

### 24. 計息銀行及其他借款

		2013 二零一三年			2012 二零一二年		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期	RMB'000 人民幣千元	Effective interest rate (%) 實際利率 (%)	Maturity 到期	RMB'000 人民幣千元
<b>Current</b>	<b>即期</b>						
Bank borrowings — secured	銀行借款 — 有抵押	6.00–8.53	2014 二零一四年	228,000	5.88–8.53	2013 二零一三年	186,000
Other borrowings — secured	其他借款 — 有抵押	19.20	2014 二零一四年	5,000	20.00	2013 二零一三年	5,000
Bank advances for discounted bills (note 19)	銀行貼現 票據墊款 (附註19)			—	N/A 不適用	2013 二零一三年	15,400
				<b>233,000</b>			<b>206,400</b>
<b>Non-current</b>	<b>非即期</b>						
Bank borrowings — secured	銀行借款 — 有抵押			—	8.53	2014 二零一四年	10,000
				<b>233,000</b>			<b>10,000</b>
							<b>216,400</b>
Analysed into:	分析如下：						
Bank borrowings repayable Within one year	應償還銀行 借款 於一年內			228,000			201,400
In the second year	第二年內			—			10,000
				<b>228,000</b>			<b>211,400</b>
Other borrowings repayable Within one year	其他應償還 借款 於一年內			5,000			5,000
				<b>233,000</b>			<b>216,400</b>

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

#### 24. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

Notes:

- (a) The Group's banking facilities amounted to RMB293,000,000 (2012: RMB233,200,000) of which RMB233,000,000 (2012: RMB216,400,000) had been utilised.
- (b) The Group's bank and other borrowings were secured by:
  - (i) the pledge of certain of the Group's inventories with a net carrying amount of RMB70,277,000 (2012: RMB34,437,000) (note 18); and
  - (ii) as at 31 December 2012, the guarantee from the controlling shareholders amounting to RMB103,000,000, which was released on 27 December 2013 (note 32(a)).

All the Group's bank and other borrowings are denominated in RMB. The carrying amounts of the Group's bank and other borrowings approximate to their fair values.

#### 24. 計息銀行及其他借款(續)

附註：

- (a) 本集團銀行融資額度為人民幣293,000,000元(二零一二年：人民幣233,200,000元)，並已動用其中的人民幣233,000,000元(二零一二年：人民幣216,400,000元)。
- (b) 本集團的銀行及其他借款由下列各項擔保：
  - (i) 本集團賬面淨值為人民幣70,277,000元(二零一二年：人民幣34,437,000元)的若干存貨抵押(附註18)；及
  - (ii) 控股股東於二零一二年十二月三十一日提供人民幣103,000,000元的擔保(已於二零一三年十二月二十七日解除)(附註32(a))。

本集團所有銀行及其他借款均以人民幣計值。本集團銀行及其他借款的賬面值與其公平值相若。



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 25. DEFERRED TAX LIABILITIES

The movements in deferred tax liabilities during the year are as follows:

### 25. 遞延稅項負債

遞延稅項負債於年內之變動如下：

		<b>Unrealised profit/(loss) on inventories</b>	<b>Withholding tax on distributable dividends</b>	<b>Total</b>
		未實現存貨 利潤/(虧損)	有關可分派 股息之預扣稅	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 1 January 2012	於二零一二年一月一日	317	(494)	(177)
Deferred tax charged to the statement of profit or loss during the year (note 11)	年內於損益表扣除之 遞延稅項(附註11)	(1,296)	(2,933)	(4,229)
Gross deferred tax liabilities as at 31 December 2012 and 1 January 2013	於二零一二年 十二月三十一日及 二零一三年一月一日 之遞延稅項負債總額	(979)	(3,427)	(4,406)
Deferred tax credited/(charged) to the statement of profit or loss during the year (note 11)	年內於損益表 計入/(扣除)之 遞延稅項(附註11)	979	(5,324)	(4,345)
Gross deferred tax liabilities as at 31 December 2013	於二零一三年 十二月三十一日 之遞延稅項負債總額	—	(8,751)	(8,751)

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 25. DEFERRED TAX LIABILITIES (Continued)

Pursuant to the Corporate Income Tax Law of the People's Republic of China, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

As at 31 December 2013, the Group has not recognised deferred tax liabilities of RMB20,532,000 (2012: RMB7,996,000) in respect of temporary differences relating to the unremitted profits of subsidiaries amounting to RMB205,323,000 (2012: RMB79,961,000), that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it is probable that these profits will not be distributed in the foreseeable future.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

### 25. 遞延稅項負債(續)

根據中華人民共和國企業所得稅法，於中國內地成立的外商投資企業向境外投資者所宣派的股息須繳納10%預扣稅。有關規定自二零零八年一月一日起生效，且適用於二零零七年十二月三十一日後之盈利。倘中國內地與境外投資者所屬的司法權區訂立稅務條約，則可能享有較低的預扣稅率。就本集團而言，適用稅率為10%。因此，本集團有責任就於中國內地成立之該等附屬公司於二零零八年一月一日起產生之盈利所分派之股息繳付預扣稅。

於二零一三年十二月三十一日，有關本集團附屬公司未匯出利潤之暫時性差異為人民幣205,323,000元(二零一二年：人民幣79,961,000元)，惟由於本公司控制該等附屬公司的股息政策，而該等利潤於可見將來可能不會獲得分派，故本集團並無就分派此等保留利潤可能應付之稅項確認遞延稅項負債人民幣20,532,000元(二零一二年：人民幣7,996,000元)。

本公司向其股東派付的股息對所得稅並無影響。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 26. OTHER LONG TERM LIABILITIES

As at 31 December 2013, the actuarial liabilities existing in relation to the retirement benefit obligations for employees who retired prior to the acquisition of Huzhou Laohenghe Brewery Co., Limited by the controlling shareholders and the early retirement obligations for employees who early retired were RMB4,862,000 (2012: RMB5,053,000). The benefit obligations arising from the plans were unfunded.

(a) The movements of the actuarial liabilities recognised in the statement of financial position are as follows:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Carrying amount at beginning of year	年初的賬面值	5,053	5,221
Benefits paid	已付利益	(191)	(168)
As at end of year	於年終	4,862	5,053

(b) The discount rates and the principal actuarial assumptions for the above obligations are as follows:

		2013 二零一三年	2012 二零一二年
Discount rate:	貼現率:		
Medical benefits	醫療福利	5%	3.6%
Survivor pension	撫恤金	4.5%–4.8%	3.2%–3.9%
Average annual benefit increase:	年度平均福利增加:		
Medical benefits	醫療福利	0%–4%	0%–4%
Survivor pension	撫恤金	15%	15%

### 26. 其他長期負債

於二零一三年十二月三十一日，有關於控股股東收購湖州老恒和釀造有限公司前退休的僱員的退休福利責任及提早退休僱員的提早退休責任而存在的精算負債為人民幣4,862,000元(二零一二年：人民幣5,053,000元)。計劃產生的福利責任為未置存基金。

(a) 於財務狀況表內按精算方法計算確認的負債變動如下：

(b) 上述責任的貼現率及主要精算假設如下：

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 27. SHARE CAPITAL

### 27. 股本

Shares		股份	
		2013 二零一三年 US\$'000 千美元	2012 二零一二年 US\$'000 千美元
Authorised:	法定：		
1,000,000,000 (2012: 100,000,000) ordinary shares of US\$0.0005 each	1,000,000,000股(二零一二年： 100,000,000股)每股0.0005美元的 普通股	500	50
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Issued:	已發行：		
10,000,000 ordinary shares of US\$0.0005 each	10,000,000股每股0.0005美元 的普通股	31	31
Fully paid:	繳足：		
10,000,000 ordinary shares of US\$0.0005 each	10,000,000股每股0.0005美元 的普通股	31	—

The movements in share capital were as follows:

股本變動如下：

- (a) As at the date of incorporation of the Company on 4 December 2012, its authorised share capital was US\$50,000 divided into 100,000,000 shares at a par value of US\$0.0005 each.
- (b) Pursuant to an ordinary resolution passed on 17 December 2013, the authorised share capital of the Company was increased from US\$50,000 to US\$500,000 by the creation of 900,000,000 additional shares of US\$0.0005 each, ranking *pari passu* in all respects with the existing shares of the Company.

- (a) 於本公司於二零一二年十二月四日註冊成立之日，其法定股本為50,000美元，分為100,000,000股每股面值0.0005美元的股份。
- (b) 根據於二零一三年十二月十七日通過的一項普通決議案，本公司的法定股本藉增設900,000,000股每股面值0.0005美元的額外股份由50,000美元增加至500,000美元，在所有方面與本公司現有股份享有同等權益。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 27. SHARE CAPITAL (Continued)

#### Shares (Continued)

The movements in share capital were as follows: (Continued)

- (c) On 28 January 2014, the Company was successfully listed on the SEHK by issuing 125,000,000 shares of US\$0.0005 each at HK\$7.15 per share.
- (d) As part of the Listing, 365,000,000 shares were issued by way of capitalisation of share premium on the proceeds from the issue of 125,000,000 shares as stated in share capital as detailed in the Prospectus.

Following the issuance of 490,000,000 shares as described above, the Company's issued shares increased from 10,000,000 shares of US\$0.0005 each to 500,000,000 shares of US\$0.0005 each. On the date of the Listing, the Company had 500,000,000 issued shares of US\$0.0005 each.

- (e) On 18 February 2014, the Company allotted and issued 18,750,000 additional shares of US\$0.0005 at HK\$7.15 per share pursuant to the exercise of the over-allotment option by the international underwriter. On the date of the approval of the financial statements, the Company has 518,750,000 issued shares of US\$0.0005 each.

### 27. 股本(續)

#### 股份(續)

股本變動如下：(續)

- (c) 於二零一四年一月二十八日，本公司按每股7.15港元發行125,000,000股每股面值0.0005美元之股份，於香港聯交所成功上市。
- (d) 如招股章程所詳述之股本所載，作為上市的一部分，透過對發行125,000,000股股份之所得款項之相關股份溢價進行資本化的方式，發行365,000,000股股份。

於發行上述490,000,000股股份後，本公司已發行股份由10,000,000股每股面值0.0005美元之股份增加至500,000,000股每股面值0.0005美元之股份。於上市日期，本公司擁有500,000,000股每股面值0.0005美元之已發行股份。

- (e) 於二零一四年二月十八日，根據國際包銷商行使超額配股權，本公司按每股7.15港元配發及發行18,750,000股每股面值0.0005美元之額外股份。於批准財務報表日期，本公司擁有518,750,000股每股面值0.0005美元之已發行股份。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 28. RESERVES

#### 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 68 to 69 of the financial statements.

#### (a) Merger Reserve

The merger reserve represents the difference between the Company's share of the nominal value of the paid-up capital of the subsidiaries acquired over the Company's cost of acquisition of the subsidiaries under the principles of the pooling-of-interests method.

#### (b) Capital Reserve

Capital reserve arose from the capital contribution by the controlling shareholders of the Company.

#### (c) Statutory Surplus Reserve

Transfers from retained profits to the statutory surplus reserve were made in accordance with the relevant PRC rules and regulations and the articles of association of the Company's subsidiaries established in the PRC, and were approved by the respective boards of directors.

### 28. 儲備

#### 本集團

本集團於本年度及過往年度的儲備金額及其變動於財務報表第68至69頁的綜合權益變動表內呈列。

#### (a) 合併儲備

合併儲備指根據權益合併法原則本公司應佔所收購附屬公司的繳足股本面值超出本公司收購附屬公司的成本的差額。

#### (b) 資本儲備

資本儲備乃由來自本公司控股股東的注資產生。

#### (c) 法定盈餘儲備

自保留利潤轉撥至法定盈餘儲備乃遵照中國有關法規及規例以及本公司於中國成立的附屬公司的組織章程細則進行，並經相關董事會批准。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 28. RESERVES (Continued)

#### Company

The amounts of the Company's reserves and the movements therein during the year are presented as follows:

		Accumulated loss 累計虧損 RMB'000 人民幣千元
Upon incorporation	註冊成立後	—
Loss for the period since its incorporation	自其註冊成立以來的期內虧損	(1,750)
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及 二零一三年一月一日	(1,750)
Loss for the year	年內虧損	(19,202)
Proposed final 2013 dividend	建議二零一三年期末股息	(43,056)
At 31 December 2013	於二零一三年十二月三十一日	(64,008)

### 28. 儲備(續)

#### 本公司

本公司於年內的儲備金額及其變動呈列如下：

### 29. PLEDGE OF ASSETS

Details of the Group's bank loans and bank advances for discounted bills which are secured by the assets of the Group, are included in note 24 to the financial statements.

### 29. 資產質押

有關以本集團資產作抵押的本集團銀行貸款及貼現票據的銀行墊款的詳情載於財務報表附註24。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 30. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its properties and equipment under operating lease arrangements. Leases for properties and equipment are negotiated for terms ranging between one to ten years.

At 31 December 2013, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Within one year	一年內	369	317
In the second to fifth years, inclusive	第二年至第五年內(包括首尾兩年)	1,104	840
After five years	五年後	336	—
		1,809	1,157

### 30. 經營租賃安排

本集團根據經營租賃安排租用若干物業及設備。物業及設備的協定租期介乎一至十年。

於二零一三年十二月三十一日，本集團根據到期之不可撤銷經營租賃支付之未來最低租賃款項總額如下：

### 31. COMMITMENTS

In addition to the operating lease commitments detailed in note 30 above, the Group had the following capital commitments at the end of the reporting period:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Contracted, but not provided for:	已訂約但未計提撥備：		
Plant and machinery	廠房及機器	3,948	—
Advertising contracts	廣告合同	10,258	9,115
		14,206	9,115

### 31. 承擔

除上文附註30所詳述的經營租賃承擔外，本集團於報告期末擁有下列資本承擔：



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 32. RELATED PARTY TRANSACTIONS

### 32. 關聯方交易

#### (a) Provision of Guarantees by Related Parties

#### (a) 關聯方提供的擔保

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Bank borrowings guaranteed by the controlling shareholders*	下列各方擔保的銀行借款： 控股股東*	—	103,000

\* The guarantees had been subsequently released upon the maturity of the relevant loans by 27 December 2013.

\* 相關擔保其後已於相關貸款到期後解除，相關貸款於二零一三年十二月二十七日期。

#### (b) Outstanding Balances with Related Parties

As disclosed in the consolidated statement of financial position, the Group had an outstanding balance due to its ultimate holding company of RMB461,000 (2012: Nil) as at the end of the reporting period. The balance was unsecured and interest-free, which was repaid subsequent to the Listing of the Company

#### (b) 與關聯方之未償還結餘

誠如綜合財務狀況表所披露，於報告期末，本集團錄得應付其最終控股公司之未償還結餘人民幣461,000元(二零一二年：零)。結餘為無抵押及免息，已於本公司上市後償還。

#### (c) Compensation for key management personnel (including directors' remuneration) of the Group:

#### (c) 本集團主要管理人員的酬金(包括董事酬金)：

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	432	288
Pension scheme contributions	退休金計劃供款	29	18
Total compensation paid to key management personnel	支付予主要管理人員的酬金總額	461	306

Further details of directors' emoluments are included in note 9 to the financial statements.

有關董事酬金的進一步詳情載於財務報表附註9。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

#### 32. RELATED PARTY TRANSACTIONS

(Continued)

- (d) The Group used Mr. Chen Weizhong's trade-secret cooking wines recipes for no consideration during the reporting period. On 1 January 2013, Mr. Chen and Huzhou Laohenghe Brewery Co., Limited entered into a licensing agreement, whereby Mr. Chen agreed to grant Huzhou Laohenghe Brewery Co., Limited and its subsidiary and any future newly set up subsidiaries an exclusive right to use Mr. Chen trade-secret cooking wines recipes for no consideration. On 23 August 2013, Mr. Chen entered into a Recipes Transfer Agreement with Huzhou Laohenghe Brewery Co., Limited to transfer the trade-secret cooking wines recipes to Huzhou Laohenghe Brewery Co., Limited for a consideration of RMB1.
- (e) Mr. Chen Weizhong has undertaken to indemnify the Group against all possible liabilities and losses in connection with the non-registration of leased properties, bill financing, and taxation claims.

#### 32. 關聯方交易(續)

- (d) 本集團於報告期間無償使用陳衛忠先生的料酒的商業秘密配方。於二零一三年一月一日，陳先生與湖州老恒和釀造有限公司訂立一項許可協議，據此，陳先生同意授予湖州老恒和釀造有限公司、其附屬公司及任何未來新成立的附屬公司獨家權利，可無償使用陳先生的料酒的商業秘密配方。於二零一三年八月二十三日，陳先生與湖州老恒和釀造有限公司訂立一項配方轉讓協議，以對價人民幣1元向湖州老恒和釀造有限公司轉讓料酒的商業秘密配方。
- (e) 陳衛忠先生已承諾就因並無登記租賃物業、票據融資以及稅項索償可能產生的所有責任及損失向本集團作出彌償。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 33. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

#### Group

#### Financial Assets

		2013 二零一三年 <b>Loans and receivables</b> 貸款及 應收款項 <b>RMB'000</b> 人民幣千元	2012 二零一二年 Loans and receivables 貸款及 應收款項 <b>RMB'000</b> 人民幣千元
Trade and bills receivables	應收貿易款項及應收票據	88,939	78,414
Financial assets included deposits and other receivables	計入按金及其他應收款項的金融資產	228	100,429
Due from a director	應收一名董事款項	—	23
Time deposits	定期存款	20	20
Cash and cash equivalents	現金及現金等價物	44,011	2,231
		<b>133,198</b>	<b>181,117</b>

#### Financial Liabilities

#### 金融負債

		2013 二零一三年 <b>Financial liabilities at amortised cost</b> 按攤銷成本列 賬的金融負債 <b>RMB'000</b> 人民幣千元	2012 二零一二年 Financial liabilities at amortised cost 按攤銷成本列 賬的金融負債 <b>RMB'000</b> 人民幣千元
Trade payables	應付貿易款項	105,891	48,104
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	22,133	17,328
Interest-bearing bank and other borrowings	計息銀行及其他借款	233,000	216,400
Due to the ultimate holding company	應付最終控股公司款項	461	—
		<b>361,485</b>	<b>281,832</b>

### 33. 按類別劃分的金融工具

各類金融工具於報告期末之賬面值如下：

#### 本集團

#### 金融資產

		2013 二零一三年 <b>Loans and receivables</b> 貸款及 應收款項 <b>RMB'000</b> 人民幣千元	2012 二零一二年 Loans and receivables 貸款及 應收款項 <b>RMB'000</b> 人民幣千元
Trade and bills receivables	應收貿易款項及應收票據	88,939	78,414
Financial assets included deposits and other receivables	計入按金及其他應收款項的金融資產	228	100,429
Due from a director	應收一名董事款項	—	23
Time deposits	定期存款	20	20
Cash and cash equivalents	現金及現金等價物	44,011	2,231
		<b>133,198</b>	<b>181,117</b>

#### 金融負債

		2013 二零一三年 <b>Financial liabilities at amortised cost</b> 按攤銷成本列 賬的金融負債 <b>RMB'000</b> 人民幣千元	2012 二零一二年 Financial liabilities at amortised cost 按攤銷成本列 賬的金融負債 <b>RMB'000</b> 人民幣千元
Trade payables	應付貿易款項	105,891	48,104
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	22,133	17,328
Interest-bearing bank and other borrowings	計息銀行及其他借款	233,000	216,400
Due to the ultimate holding company	應付最終控股公司款項	461	—
		<b>361,485</b>	<b>281,832</b>

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 33. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

Company

Financial Assets

### 33. 按類別劃分的金融工具 (續)

本公司

金融資產

		2013 二零一三年	2012 二零一二年
		<b>Loans and receivables</b>	Loans and receivables
		貸款及 應收款項	貸款及 應收款項
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Financial assets included deposits and other receivables	計入按金及其他應收款項的金融資產	—	8
Due from a director	應收一名董事款項	—	23
Amount due from a subsidiary	應收一間附屬公司款項	461	—
Cash and cash equivalents	現金及現金等價物	30	—
		<b>491</b>	<b>31</b>

Financial liabilities

金融負債

		2013 二零一三年	2012 二零一二年
		<b>Financial liabilities at amortised cost</b>	Financial liabilities at amortised cost
		按攤銷成本列 賬的金融負債	按攤銷成本列 賬的金融負債
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Due to a subsidiary	應付一間附屬公司款項	20,951	1,750
Due to the ultimate holding company	應付最終控股公司款項	461	—
		<b>21,412</b>	<b>1,750</b>

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank and other borrowings, other receivable and payables, and cash and cash equivalents. 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 and bills receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk. The directors review and agree policies for managing each of these risks and they are summarised below.

#### Interest Rate Risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations.

The effective interest rates and terms of repayment of the interest-bearing bank and other borrowings of the Group are set out in note 24 above.

The following table demonstrates the sensitivity to a reasonably possible change in RMB interest rates, with all other variables held constant, of the Group's profit before tax (through the impact of floating rate borrowings) during the reporting period.

### 34. 財務風險管理目標及政策

本集團的主要金融工具包括計息銀行及其他借款、其他應收款項及應付款項以及現金及現金等價物。該等金融工具的主要目的是為本集團的營運籌措資金。本集團有多種直接自其業務營運產生的其他金融資產及負債，如應收貿易款項及應收票據以及應付貿易款項。

本集團金融工具產生的主要風險為利率風險、信用風險及流動性風險。董事檢討及議定管理各項風險的政策，有關政策概述如下。

#### 利率風險

本集團面對的市場利率變動風險主要與本集團的債務責任有關。

本集團之計息銀行及其他借款之實際利率及還款期載於上述附註24。

下表載列報告期間內，本集團的除稅前利潤對人民幣利率的合理可能變動(所有其他因素維持不變)的敏感度(透過浮息借款的影響)。

		Increase/ (decrease) in basis points 基點 增加/(減少) RMB'000 人民幣千元	Increase/ (decrease) in profit before tax 除稅前利潤 增加/(減少) RMB'000 人民幣千元
<b>2013</b>	<b>二零一三年</b>		
RMB	人民幣	100	(2,483)
RMB	人民幣	(100)	2,483
<b>2012</b>	<b>二零一二年</b>		
RMB	人民幣	100	(1,543)
RMB	人民幣	(100)	1,543

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

#### 34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### Credit Risk

The major concentration of credit risk arises from the Group's exposure to a substantial number of trade receivables, other receivables, time deposits, and cash and cash equivalents.

Trade receivables are typically unsecured and derived from revenue earned from customers in the PRC, which are exposed to credit risk. The Group has policies in place to ensure that the sales of products are made to customers with an appropriate credit limit, and has strict control over credit limits of trade and other receivables. In addition, the balance of trade receivables is monitored on an ongoing basis and the Group's exposure to bad debts is not significant. Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in notes 19 and 20 above.

Cash and time deposits are mainly deposited with registered banks in Mainland China. The Group has policies that limit its credit exposure to any financial institutions and management believes these financial institutions are of high credit quality.

The carrying amounts of trade receivables, other receivables, time deposits, and cash and cash equivalents included in the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets. The Group has no other financial assets which carry significant exposure to credit risk.

#### 34. 財務風險管理目標及政策(續)

##### 信用風險

信用風險主要集中在本集團所面臨的大量應收貿易款項、其他應收款項、定期存款及現金及現金等價物產生的風險。

應收貿易款項一般為無抵押及來自賺取中國客戶的收入，惟面臨信用風險。本集團已制定相關政策確保產品出售予有適當信用額度的客戶，且嚴格控制貿易及其他應收款項的信用額度。此外，本集團持續監察應收貿易款項結餘的情況，而本集團的壞賬風險並不重大。有關本集團因貿易及其他應收款項產生的信用風險的進一步數據已於上文附註19及20披露。

現金及定期存款主要存於中國內地的註冊銀行。本集團制訂了限制其面臨因任何金融機構引致的信用風險的政策，且管理層認為該等金融機構具有良好的信用質素。

計入綜合財務狀況表的應收貿易款項、其他應收款項、定期存款及現金及現金等價物的賬面值為本集團有關其金融資產的最大信用風險。本集團概無其他面臨重大信用風險的金融資產。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Liquidity Risk

The Group's policy is to maintain sufficient cash and cash equivalents and have available funding through capital contribution and bank borrowings.

The maturity profile of financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

At 31 December 2013

		On demand	Less than 3 months	3 to 12 months	Total
		按要求	三個月內	三個月 至十二個月	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade payables	應付貿易款項	37,801	68,090	—	105,891
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	—	11,133	11,000	22,133
Interest-bearing bank and other borrowings	計息銀行及其他借款	—	37,534	203,390	240,924
Due to the ultimate holding company	應付最終控股公司款項	461	—	—	461
		38,262	116,757	214,390	369,409

### 34. 財務風險管理目標及政策(續)

#### 流動性風險

本集團的政策為保持充裕的現金及現金等價物並透過注資及銀行借款取得資金。

於報告期末，按已訂約但未貼現付款為基礎的金融負債的到期情況如下：

於二零一三年十二月三十一日

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

#### 34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### Liquidity Risk (Continued)

At 31 December 2012

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Total
	按要求	三個月內	至十二個月	一年至五年	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
Trade payables	14,731	33,373	—	—	48,104
Financial liabilities included in other payables and accruals	—	17,328	—	—	17,328
Interest-bearing bank and other borrowings	—	24,402	191,031	10,607	226,040
	14,731	75,103	191,031	10,607	291,472

##### 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. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

#### 34. 財務風險管理目標及政策(續)

##### 流動性風險(續)

於二零一二年十二月三十一日

##### 資本管理

本集團資本管理的主要目標為確保其持續經營能力以及維持穩健的資本比率，以支持其業務及為股東爭取最大的價值。本集團考慮經濟狀況的轉變，以管理及調整其資本架構。為維持或調整資本架構，本集團或會調整支付予股東的股息、退回股本予股東或發行新股。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

### 34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Capital Management (Continued)

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt includes trade payables, other payables and accruals, interest-bearing bank and other borrowings, an amount due to the ultimate holding company and other long term liabilities less cash balances. Capital represents total equity of the Company. The Group's policy is to keep the gearing ratio at a reasonable level. The gearing ratios as at the end of the reporting periods are as follows:

#### Group

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Trade payables	應付貿易款項	105,891	48,104
Other payables and accruals	其他應付款項及應計項目	50,460	34,394
Interest-bearing bank and other borrowings	計息銀行及其他借款	233,000	216,400
Due to the ultimate holding company	應付最終控股公司款項	461	—
Other long term liabilities	其他長期負債	4,862	5,053
Less: Cash and cash equivalents	減：現金及現金等價物	(44,011)	(2,231)
<b>Net debt</b>	<b>淨債務</b>	<b>350,663</b>	<b>301,720</b>
<b>Total equity</b>	<b>總權益</b>	<b>296,326</b>	<b>133,110</b>
<b>Capital and net debt</b>	<b>資本及淨債務</b>	<b>646,989</b>	<b>434,830</b>
<b>Gearing ratio</b>	<b>資本負債比率</b>	<b>54%</b>	<b>69%</b>

### 34. 財務風險管理目標及政策(續)

#### 資本管理(續)

本集團採用資本負債比率監控資本，該比率按淨債務除以資本再加上淨債務計算。淨債務包括應付貿易款項、其他應付款項及應計項目、計息銀行及其他借款、應付最終控股公司款項及其他長期負債減現金結餘。資本指本公司的總權益。本集團的政策是將資本負債比率維持於合理的水準。於報告期末的資本負債比率如下：

#### 本集團

	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Trade payables	105,891	48,104
Other payables and accruals	50,460	34,394
Interest-bearing bank and other borrowings	233,000	216,400
Due to the ultimate holding company	461	—
Other long term liabilities	4,862	5,053
Less: Cash and cash equivalents	(44,011)	(2,231)
<b>Net debt</b>	<b>350,663</b>	<b>301,720</b>
<b>Total equity</b>	<b>296,326</b>	<b>133,110</b>
<b>Capital and net debt</b>	<b>646,989</b>	<b>434,830</b>
<b>Gearing ratio</b>	<b>54%</b>	<b>69%</b>

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 December 2013 二零一三年十二月三十一日

#### 35. EVENTS AFTER THE REPORTING PERIOD

Except as disclosed in note 27 above, there are no material subsequent events undertaken by the Company or by the Group after 31 December 2013.

#### 36. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 25 March 2014.

#### 35. 報告期後事項

除上文附註27所披露者外，於二零一三年十二月三十一日之後本公司或本集團概無進行任何重大其後事項。

#### 36. 批准財務報表

董事會已於二零一四年三月二十五日批准及授權刊發財務報表。





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