



CHINA STARCH HOLDINGS LIMITED

中國澱粉控股有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號 : 3838)

2014
INTERIM
REPORT
中期報告



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Corporate Information

公司資料

EXECUTIVE DIRECTORS

Mr. Tian Qixiang (*Chairman*)
Mr. Gao Shijun (*Chief Executive Officer*)
Mr. Yu Yingquan
Mr. Liu Xianggang

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chen Zhijun
Mr. Sun Mingdao
Mr. Yue Kwai Wa, Ken

COMPANY SECRETARY

Mr. Leung Siu Hong, FCCA, FCPA, FCIS, FCS

AUTHORISED REPRESENTATIVES

Mr. Yu Yingquan
Mr. Leung Siu Hong

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 3312, Tower 1
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

AUDITOR

PricewaterhouseCoopers
22/F, Prince's Building
Central
Hong Kong

執行董事

田其祥先生(主席)
高世軍先生(行政總裁)
于英全先生
劉象剛先生

獨立非執行董事

陳志軍先生
孫明導先生
余季華先生

公司秘書

梁兆康先生 · FCCA, FCPA, FCIS, FCS

授權代表

于英全先生
梁兆康先生

註冊辦事處

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

總辦事處及香港主要營業地點

香港
銅鑼灣
勿地臣街一號
時代廣場
一座3312室

核數師

羅兵咸永道會計師事務所
香港
中環
太子大廈22樓

LEGAL ADVISERS

As to Hong Kong Law:
Chiu & Partners

As to Cayman Islands Law:
Conyers Dill & Pearman

PRINCIPAL BANKERS

Agricultural Bank of China
Bank of China
China Construction Bank Corporation
China Merchants Bank
China Minsheng Bank Corporation Limited
Huaxia Bank
Industrial and Commercial Bank of China
Industrial Bank Company Limited
Shandong Shouguang Rural Commercial Bank

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road
George Town
Grand Cayman KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

WEBSITE

www.chinastarch.com.hk

法律顧問

香港法律：
趙不渝 馬國強律師事務所

開曼群島法律：
康德明律師事務所

主要往來銀行

中國農業銀行
中國銀行
中國建設銀行
招商銀行
民生銀行
華夏銀行
中國工商銀行
興業銀行
山東壽光農村商業銀行

開曼群島股份過戶及登記處

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road
George Town
Grand Cayman KY1-1110
Cayman Islands

香港股份過戶及登記分處

卓佳證券登記有限公司
香港
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Condensed Consolidated Statement of Comprehensive Income

簡明合併綜合收益表

		(Unaudited)		
		Six months ended 30 June		
		(未經審核)		
		截至六月三十日止六個月		
		2014	2013	
		二零一四年	二零一三年	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
Turnover	營業額	3	2,249,623	1,536,171
Cost of sales	銷貨成本		(2,085,287)	(1,365,469)
Gross profit	毛利		164,336	170,702
Distribution expenses	分銷費用		(59,997)	(35,950)
Administrative expenses	行政費用		(41,839)	(44,184)
Other income	其他收入		8,157	8,472
Operating profit	經營利潤		70,657	99,040
Finance income	融資收入		16,700	17,444
Finance expenses	融資費用		(11,607)	(476)
Profit before taxation	除稅前利潤	4	75,750	116,008
Income tax expenses	所得稅支出	5	(17,040)	(27,871)
Profit and total comprehensive income for the period	期內利潤及綜合收益總額		58,710	88,137
Attributable to:	以下各項應佔：			
Owners of the Company	本公司擁有人		57,418	87,437
Non-controlling interests	非控股股東權益		1,292	700
			58,710	88,137
Basic and diluted earnings per share (RMB)	每股基本及攤薄盈利(人民幣)	7	0.0096	0.0148

Condensed Consolidated Statement of Financial Position

簡明合併財務狀況表

		30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2013 二零一三年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
		Note 附註	
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	8	1,259,291
Prepaid lease payments	預付租賃款	8	200,797
Deposit for acquisition of prepaid lease payments	收購預付租賃款的保證金		20,835
Deposit for acquisition of property, plant and equipment	收購物業、廠房及設備的保證金		-
Deferred tax assets	遞延稅項資產		1,009
			1,481,932
Current assets	流動資產		
Prepaid lease payments	預付租賃款	8	4,589
Inventories	存貨		219,583
Trade and other receivables	貿易及其他應收款	9	541,350
Pledged bank deposits	已抵押銀行存款		-
Fixed deposits with maturity period over three months	三個月以上定期存款		430,000
Cash and cash equivalents	現金及現金等價物		302,564
			1,498,086
Total assets	總資產		2,980,018
Equity and liabilities	權益及負債		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	10	532,656
Reserves	儲備		1,448,821
			1,981,477
Non-controlling interests	非控股股東權益		24,725
Total equity	權益總額		2,006,202

Condensed Consolidated Statement of Financial Position

簡明合併財務狀況表

			30 June	31 December
			2014	2013
			二零一四年	二零一三年
			六月三十日	十二月三十一日
			RMB'000	RMB'000
			人民幣千元	人民幣千元
		Note	(Unaudited)	(Audited)
		附註	(未經審核)	(經審核)
Non-current liabilities	非流動負債			
Borrowings	借款		3,251	3,768
Deferred income	遞延收入		35,937	37,845
			39,188	41,613
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款	11	523,572	510,656
Income tax payable	應付所得稅		13,646	21,314
Borrowings	借款		371,131	426,921
Employee housing deposits	員工房屋保證金		26,279	26,279
			934,628	985,170
Total liabilities	總負債		973,816	1,026,783
Total equity and liabilities	權益及負債總額		2,980,018	3,005,589
Net current assets	流動資產淨額		563,458	571,952
Total assets less current liabilities	總資產減流動負債		2,045,390	2,020,419

Condensed Consolidated Statement of Changes in Equity

簡明合併權益變動表

		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling interests 非控股股東權益		Total
		Share capital	Share premium	Special reserve	Capital reserve	Statutory reserve	Retained earnings	Total	Total	
		股本	股份溢價	特別儲備	資本儲備	法定儲備	留存盈利	總計	股東權益	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2013	於二零一三年一月一日	523,670	222,046	27,080	56,196	137,403	878,435	1,844,830	21,470	1,866,300
Profit and total comprehensive income for the period	期內利潤及綜合收益總額	-	-	-	-	-	87,437	87,437	700	88,137
2012 final dividend	二零一二年末期股息	-	(31,496)	-	-	-	-	(31,496)	-	(31,496)
Issue of share under scrip dividend scheme	根據以股代息計劃發行股份	8,687	11,154	-	-	-	-	19,841	-	19,841
Transfer to statutory reserve	轉入法定儲備	-	-	-	-	148	(148)	-	-	-
At 30 June 2013 (unaudited)	於二零一三年六月三十日(未經審核)	532,357	201,704	27,080	56,196	137,551	965,724	1,920,612	22,170	1,942,782
At 1 January 2014	於二零一四年一月一日	532,357	201,704	27,080	56,196	149,436	988,600	1,955,373	23,433	1,978,806
Profit and total comprehensive income for the period	期內利潤及綜合收益總額	-	-	-	-	-	57,418	57,418	1,292	58,710
2013 final dividend	二零一三年末期股息	-	(31,882)	-	-	-	-	(31,882)	-	(31,882)
Issue of share under scrip dividend scheme	根據以股代息計劃發行股份	299	269	-	-	-	-	568	-	568
Transfer to statutory reserve	轉入法定儲備	-	-	-	-	314	(314)	-	-	-
At 30 June 2014 (unaudited)	於二零一四年六月三十日(未經審核)	532,656	170,091	27,080	56,196	149,750	1,045,704	1,981,477	24,725	2,006,202

Condensed Consolidated Statement of Cash Flows

簡明合併現金流量表

		(Unaudited)	
		Six months ended 30 June	
		(未經審核)	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net cash generated from operating activities	經營活動產生的現金淨額	266,469	81,003
Net cash used in investing activities	投資活動使用的現金淨額	(443,474)	(364,386)
Net cash generated from financing activities	融資活動產生的現金淨額	324,369	187,892
Net increase/(decrease) in cash and cash equivalent	現金及現金等價物增加/(減少)淨額	147,364	(95,491)
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物	155,200	459,266
Cash and cash equivalents at 30 June	於六月三十日的現金及現金等價物	302,564	363,775

Notes to the Condensed Consolidated Interim Financial Statements

簡明合併中期財務報表附註

1. REVIEW OF UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

These condensed consolidated interim financial statements for the six months ended 30 June 2014 have been reviewed by the Audit Committee and are approved for issue by the Board of Directors on 28 August 2014.

2. BASIS OF PREPARATION

These condensed consolidated interim financial statements for the six months ended 30 June 2014 have been prepared in accordance with the disclosure requirements of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Accounting Standard 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants. The condensed consolidated interim financial statements should be read in conjunction with the annual audited financial statements for the year ended 31 December 2013 (the “2013 Financial Statements”), which have been prepared in accordance with Hong Kong Financial Reporting Standards.

The accounting policies applied in the condensed consolidated interim financial statements are consistent with those of the 2013 Financial Statements, except for the accounting policy changes that are expected to be reflected in the 2014 annual audited financial statements. Details of these changes in accounting policies are set out in note 2.1 of the 2013 Financial Statements. The adoption of these changes has no material financial effect on the Group’s results and financial position for the current or prior periods. The Group has not applied any new standard or amendment that is not effective for the current accounting period.

These condensed consolidated interim financial statements are presented in Renminbi (“RMB”), unless otherwise stated. These condensed consolidated interim financial statements have not been audited.

1. 審閱未經審核簡明合併中期財務報表

此截至二零一四年六月三十日止六個月簡明合併中期財務報表已經由審核委員會審閱，並於二零一四年八月二十八日獲董事會批准刊發。

2. 編製基準

截至二零一四年六月三十日止六個月的簡明合併中期財務報表乃根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)的披露規定及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」而編製。簡明合併中期財務報表應與截至二零一三年十二月三十一日止年度按照香港財務報告準則編製的年度經審核財務報表(「二零一三年財務報表」)一併閱讀。

簡明合併中期財務報表所採用的會計政策與二零一三年財務報表所採用者一致，惟預期於二零一四年度經審核財務報表內反映之會計政策變動除外。該等會計政策變動之詳情載於二零一三年財務報表附註2.1。採用該等變動對本集團本期間或過往期間的業績及財務狀況並無重大財務影響。本集團並未採納任何於本會計期間尚未生效之新準則或修訂。

除另有說明外，簡明合併中期財務報表以人民幣(「人民幣」)列賬。簡明合併中期財務報表乃未經審核。

Notes to the Condensed Consolidated Interim Financial Statements

簡明合併中期財務報表附註

3. SEGMENT INFORMATION

An analysis of the Group's turnover for the period is as follows:

3. 分部資料

本集團期內之營業額分析如下：

		Cornstarch	Lysine	Starch-based sweetener	Modified starch	Electricity and steam	Total
		玉米澱粉	賴氨酸	澱粉糖	變性澱粉	電力及蒸汽	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Six months ended	截至二零一四年六月三十日						
30 June 2014	止六個月						
Sales to external customers	向外來客戶銷售	1,593,667	366,467	110,824	137,153	41,512	2,249,623
Inter-segment sales	分部間銷售	99,153	8,484	–	–	47,554	155,191
Reportable segment results	可報告分部業績	126,308	(7,841)	5,668	18,225	14,408	156,768
Unallocated income	未分配收入						5,447
Unallocated expenses	未分配開支						(91,558)
Finance income	融資收入						16,700
Finance expenses	融資費用						(11,607)
Profit before taxation	除稅前利潤						75,750
Six months ended	截至二零一三年六月三十日						
30 June 2013	止六個月						
Sales to external customers	向外來客戶銷售	1,036,919	257,693	107,684	102,767	31,108	1,536,171
Inter-segment sales	分部間銷售	81,730	–	–	–	63,506	145,236
Reportable segment results	可報告分部業績	68,583	73,938	4,691	15,902	3,980	167,094
Unallocated income	未分配收入						6,001
Unallocated expenses	未分配開支						(74,055)
Finance income	融資收入						17,444
Finance expenses	融資費用						(476)
Profit before taxation	除稅前利潤						116,008

Notes to the Condensed Consolidated Interim Financial Statements

簡明合併中期財務報表附註

4. PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging/
(crediting):

4. 除稅前利潤

除稅前利潤已扣除／(計入)下列各項：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	58,755	35,769
Amortisation of prepaid lease payments	預付租賃款的攤銷	1,813	1,374
Total depreciation and amortisation	折舊及攤銷總額	60,568	37,143
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備的虧損／(收益)	1,340	(457)
Net foreign exchange loss	匯兌虧損淨額	434	2,679
Cost of inventories recognised as expenses	確認為支出的存貨成本	1,995,337	1,281,611
Employee benefits expenses (including directors' emoluments)	僱員福利開支 (包括董事酬金)	63,358	60,611
Research and development expenses (note)	研究及開發費用(附註)	3,116	3,412

Note:

Research and development expenses include staff costs of employees in the research and development department, which are included in the employee benefits expenses as disclosed above.

附註：

研究及開發成本包括研發部僱員之員工開支，並已計入上表所披露之僱員福利開支中。

Notes to the Condensed Consolidated Interim Financial Statements

簡明合併中期財務報表附註

5. INCOME TAX EXPENSES

No provision for Hong Kong profits tax has been made as the Group entities' profit neither arose in nor was derived from Hong Kong during both periods. Taxation on overseas profits has been calculated on the estimated assessable profits for the periods at the rates of taxation prevailing in the countries in which the Group operates.

5. 所得稅支出

由於本集團於兩段期間均無在香港產生或賺取利潤，故並無就香港利得稅作出撥備。海外利得稅則就期內估計應課稅利潤按本集團經營業務國家的現行稅率計算。

		Six months ended 30 June	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current income tax	即期所得稅		
PRC corporate income tax	中國企業所得稅	16,958	27,790
Deferred taxation	遞延稅項	82	81
		17,040	27,871

6. DIVIDENDS

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2014 (2013: nil).

A final dividend of HK0.67 cents per share (with a scrip dividend option) for the year ended 31 December 2013 (2012: HK0.67 cents per share) has been approved at the annual general meeting of the Company held on 20 May 2014. The payment of the final dividend and the issue of the scrip shares have been completed on 23 June 2014.

7. EARNINGS PER SHARE

The calculation of basic earnings per share for the six months ended 30 June 2014 is based on earnings of RMB57,418,000 (2013: RMB87,437,000) and on the weighted average number of 5,992,296,000 ordinary shares (2013: 5,889,121,000 ordinary shares) in issue.

No diluted earnings per share has been presented because no dilutive potential ordinary shares exist for both six months ended 30 June 2014 and 2013.

6. 股息

董事會不建議就截至二零一四年六月三十日止六個月派發中期股息(二零一三年：無)。

截至二零一三年十二月三十一日止年度的末期股息每股0.67港仙(附有以股代息選擇)(二零一二年：每股0.67港仙)已於二零一四年五月二十日舉行的本公司股東週年大會上獲批准。本公司已於二零一四年六月二十三日完成支付末期股息及發行代息股份。

7. 每股盈利

截至二零一四年六月三十日止六個月的每股基本盈利乃按照盈利人民幣57,418,000元(二零一三年：人民幣87,437,000元)及已發行5,992,296,000股普通股(二零一三年：5,889,121,000股普通股)的加權平均數計算。

由於截至二零一四年及二零一三年六月三十日止六個月均無具攤薄效用的潛在普通股，故並無呈列每股攤薄盈利。

Notes to the Condensed Consolidated Interim Financial Statements

簡明合併中期財務報表附註

8. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND PREPAID LEASE PAYMENTS

8. 物業、廠房及設備及預付租賃款的變動

		Property, plant and equipment 物業、廠房及 設備 RMB'000 人民幣千元	Prepaid lease payments 預付租賃款 RMB'000 人民幣千元
Net book value:	賬面淨值：		
At 1 January 2014	於二零一四年一月一日	1,208,295	151,919
Additions	添置	111,483	55,280
Disposals	出售	(1,732)	–
Depreciation and amortisations	折舊及攤銷	(58,755)	(1,813)
		1,259,291	205,386
At 30 June 2014	於二零一四年六月三十日	1,259,291	205,386

As at 30 June 2014, the Group pledged certain leasehold land and buildings of RMB27,167,000 for securing banking facilities granted to a subsidiary of the Group (31 December 2013: nil).

於二零一四年六月三十日，本集團抵押價值人民幣27,167,000元的若干租賃土地及樓宇，以擔保本集團一間附屬公司獲授之銀行信貸（二零一三年十二月三十一日：無）。

Included in the Group's property, plant and equipment and prepaid lease payments with carrying amount of RMB258 million are items located in the existing production facilities, which are subject to the relocation plan as disclosed in the announcement of the Company dated 15 July 2014. The management has performed impairment assessment on these assets by comparing to the recoverable amount, no provision has been noted. The exact recoverable amount will be provided in form of subsidies and the extent of which is subject to the determination by the Municipal Government of Shouguang.

本集團的物業、廠房及設備以及預付租賃款包括賬面值為人民幣258,000,000元位於現有生產設施的項目，而該等項目已列入本公司日期為二零一四年七月十五日的公佈所披露的搬遷計劃搬遷計劃內。管理層已評估該等資產的減值，將其與可收回金額作對比，據悉並無作出撥備。確實的可收回金額將以補貼方式提供，而金額以壽光市政府決定為準。

The management has not committed to a plan to sell any asset located in the existing plant in Shouguang pursuant to the relocation plan.

管理層並無計劃根據搬遷計劃出售位於壽光市現有廠房的任何資產。

Notes to the Condensed Consolidated Interim Financial Statements

簡明合併中期財務報表附註

9. TRADE AND OTHER RECEIVABLES

9. 貿易及其他應收款

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables	貿易應收款	274,395	165,181
Bank acceptance bills	銀行承兌票據	221,560	308,461
Other receivables and prepayments	其他應收款及預付款項	45,395	49,932
		541,350	523,574

The Group normally grants credit period ranging 0 to 120 days (31 December 2013: 0 to 120 days) to customers.

本集團一般給予客戶零至一百二十日(二零一三年十二月三十一日：零至一百二十日)的信貸期。

An ageing analysis of trade receivables at the end of the reporting period is shown as follows:

以下為於報告期末貿易應收款的賬齡分析：

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
0-30 days	零至三十日	242,730	110,794
31-60 days	三十一至六十日	13,735	21,314
61-90 days	六十一至九十日	2,827	12,478
Over 90 days	九十日以上	15,103	20,595
		274,395	165,181

As at 31 December 2013, included in other receivables and prepayments is an amount due from non-controlling interests of RMB11,833,000. No impairment has been made to receivables from non-controlling interests.

於二零一三年十二月三十一日，其他應收款及預付款項包括應收非控股股東權益款項為人民幣11,833,000元。應收非控股股東權益款項並無出現減值。

Notes to the Condensed Consolidated Interim Financial Statements

簡明合併中期財務報表附註

9. TRADE AND OTHER RECEIVABLES (Continued)

The detail of bank acceptance bills at the end of the reporting period is shown as follows:

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Endorsed bills	背書票據	131,209	123,970
Bills on hand	手頭票據	90,351	140,458
Discounted bills	貼現票據	-	44,033
		221,560	308,461

The bank acceptance bills are normally with maturity period of 180 days (31 December 2013: 180 days). There is no recent history of default on bank acceptance bills.

銀行承兌票據一般到期期限為一百八十日(二零一三年十二月三十一日：一百八十日)。銀行承兌票據近期並無違約紀錄。

10. SHARE CAPITAL

As at 30 June 2014, the total number of issued ordinary shares of the Company was 5,995,892,043 (31 December 2013: 5,992,129,668).

10. 股本

於二零一四年六月三十日，本公司共有5,995,892,043股(二零一三年十二月三十一日：5,992,129,668股)已發行普通股。

Notes to the Condensed Consolidated Interim Financial Statements

簡明合併中期財務報表附註

11. TRADE AND OTHER PAYABLES

11. 貿易及其他應付款

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and bills payables	貿易應付款及應付票據		
0–60 days	零至六十日	38,727	81,427
61–90 days	六十一至九十日	9,296	2,555
Over 90 days	九十日以上	28,190	14,802
		76,213	98,784
Advances from customers	客戶墊款	172,609	63,430
Others	其他	274,750	348,442
		523,572	510,656

As at 30 June 2014, bills payables are secured by bank acceptance bills of RMB3,190,000 (31 December 2013: RMB9,000,000).

於二零一四年六月三十日，應付票據以人民幣3,190,000元(二零一三年十二月三十一日：人民幣9,000,000元)的銀行承兌票據作抵押。

Included in trade and other payables is an amount due to non-controlling interests of RMB12,550,000 (31 December 2013: nil).

貿易及其他應付款包括應付非控股股東權益款項人民幣12,550,000元(二零一三年十二月三十一日：無)。

12. COMMITMENTS

At 30 June 2014, the Group's commitments in respect of capital expenditures are as follows:

12. 承擔

於二零一四年六月三十日，本集團就資本開支作出的承擔如下：

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Authorised but not contracted for in respect of:	已授權但未訂約：		
— Property, plant and equipment	— 物業、廠房及設備	110,684	296,800
— Prepaid lease payments	— 預付租賃款	—	18,820
		110,684	315,620
Contracted for but not provided for in respect of:	已訂約但未撥備：		
— Property, plant and equipment	— 物業、廠房及設備	329,800	210,226

Notes to the Condensed Consolidated Interim Financial Statements

簡明合併中期財務報表附註

13. RELATED PARTY TRANSACTIONS

During the period, the Group entered into the following significant transactions with the related parties:

(a) Transactions with related parties

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Purchase of electricity and steam from non-controlling interests	自非控股股東權益 購買電力和蒸汽	38,289	37,151

These transactions are conducted in accordance with their respective contract prices.

該等交易乃根據其各自的合約價格進行。

(b) Key management compensation

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Short-term benefits	短期福利	745	745
Retirement benefit scheme contributions	退休福利計劃供款	51	45
		796	790

(c) Balance with a related party

		30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元	31 December 2013 二零一三年 十二月三十一日 RMB'000 人民幣千元
Amount due (to)/from non-controlling interests	(應付)/應收非控股股東 權益款項	(12,550)	11,833

Balance is unsecured, interest-free and shall be settled in accordance with the respective credit terms.

結餘為無抵押、免息及將根據各自的信貸條款償還。

13. 關連方交易

於期內，本集團與關連方訂立以下重大交易：

(a) 與關連方進行的交易

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Purchase of electricity and steam from non-controlling interests	自非控股股東權益 購買電力和蒸汽	38,289	37,151

該等交易乃根據其各自的合約價格進行。

(b) 主要管理層的報酬

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Short-term benefits	短期福利	745	745
Retirement benefit scheme contributions	退休福利計劃供款	51	45
		796	790

(c) 與關連方之結餘

		30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元	31 December 2013 二零一三年 十二月三十一日 RMB'000 人民幣千元
Amount due (to)/from non-controlling interests	(應付)/應收非控股股東 權益款項	(12,550)	11,833

結餘為無抵押、免息及將根據各自的信貸條款償還。

Management Discussion and Analysis

管理層討論及分析

GENERAL REVIEW AND OUTLOOK

Review

In the past few years, China's economy and growth have been running at a generally slower pace, but there is still pressure for it to slow down further. The corn refinery industry in China has also experienced a structural change by undergoing a significant level of consolidation. This change has tended to drag down the industry's growth and increase the downward pressure on the industry players, many players have quitted the industry due to several negative impacts caused by the slowdown, such as losing competitiveness, continuous operating losses and serious financial difficulties etc. As a result, the industry has become more stringent and austere, whilst those who are able to sustain growth and outperform its competitors can survive. The Company, as one of the leading cornstarch manufacturers in China, is also unavoidably affected by the trend of this business cycle. Although the Group's results in the first half of 2014 is not as favourable as those in the previous years, the financial position of the Group remains strong and healthy despite this challenge.

During the current period under review, an increase in overall sales volume was noted when compared to the corresponding period in last year. The increase was mainly due to the additional sales volume. Turnover of the Group recorded a substantial growth by 46.4% to approximately RMB2,249,623,000 (2013: RMB1,536,171,000) with gross profit margin of the Group decreased by 3.8 percentage point to 7.3% (2013: 11.1%) and contributed a gross profit of approximately RMB164,336,000 (2013: RMB170,702,000). Profit after taxation decreased by 33.4% to approximately RMB58,710,000 (2013: RMB88,137,000).

Basic earnings per share of the Company was RMB0.0096 per share based on the weighted average number of 5,992,296,000 ordinary shares (2013: RMB0.0148 per share based on the weighted average number of 5,889,121,000 ordinary shares).

Relocation of production site in Shouguang

As disclosed in the announcement of the Company dated 15 July 2014, the Group expected that the relocation (the "Relocation") of the existing production plants and facilities (the "Existing Plant") located in Shouguang, Shandong Province of the People's Republic of China (the "PRC") to the new production site (the "New Plant") as granted by the Municipal Government of Shouguang (the "Shouguang Government") will be completed by the end of 2014.

The New Plant has an annual cornstarch and lysine production capacities of approximately 450,000 tonnes and 55,000 tonnes respectively, which are the same as the production capacities of the Existing Plant. The production facilities of modified starch, with an annual production capacity of approximately 100,000 tonnes, are being constructed and are expected to be completed in or about the fourth quarter of 2014. For the purpose of the Relocation, the production of modified starch in the Existing Plant was temporarily suspended since mid July 2014. The modified starch production will be resumed shortly after the completion of the modified starch production facilities on the New Plant. The Group has stocked up sufficient finished goods for sales to modified starch customers during the construction period.

概覽及前景

回顧

過往數年，中國的經濟及增長放緩，而進一步下降的壓力猶在。中國玉米深加工行業亦經歷結構性轉變，進行重大程度的整合。這種轉變往往拖累行業增長，令業界承受更大壓力，業內不少公司已因行業不景氣造成的若干負面影響而退出，有關因素包括失去競爭力、持續經營虧損及嚴重財務困難等。因此，行業情況愈趨嚴峻，只有能維持增長及較競爭對手優勝者才能生存。本公司作為中國龍頭玉米澱粉製造商之一，亦無可避免地受到這種業務週期趨勢影響。儘管本集團於二零一四年上半年的業績未及過往年度，本集團在上述的不利環境下仍能維持強勁及穩健的財務狀況。

在本回顧期間，整體銷量較去年同期增加，主因是額外銷量。本集團營業額大幅增加46.4%至約人民幣2,249,623,000元(二零一三年：人民幣1,536,171,000元)，毛利率減少3.8個百分點至7.3%(二零一三年：11.1%)，錄得毛利約人民幣164,336,000元(二零一三年：人民幣170,702,000元)。除稅後溢利減少33.4%至約人民幣58,710,000元(二零一三年：人民幣88,137,000元)。

根據加權平均股數5,992,296,000股普通股計算，本公司的每股基本盈利為每股人民幣0.0096元(二零一三年：根據加權平均股數5,889,121,000股普通股計算，每股人民幣0.0148元)。

搬遷位於壽光的生產廠房

誠如本公司日期為二零一四年七月十五日的公佈所披露，本集團預期搬遷位於中華人民共和國(「中國」)山東省壽光的現有生產廠房及設施(「現有廠房」)至壽光市政府(「壽光市政府」)批授的新生產工地(「新廠房」)(「搬遷事宜」)將於二零一四年年底前完成。

新廠房的玉米澱粉及賴氨酸年度產能分別約為450,000噸及55,000噸，與現有廠房的產能相同。變性澱粉生產設施正在建造中，預期約將於二零一四年第四季完成，年度產能約為100,000噸。為進行搬遷事宜，現有廠房由二零一四年七月中起暫時停止生產變性澱粉。待新廠房內的變性澱粉生產設施竣工後，本集團將會儘快恢復生產變性澱粉。本集團已存儲足夠製成品以於建造期間銷售予變性澱粉客戶。

Management Discussion and Analysis

管理層討論及分析

As at the date of this report, the Group's production and sale of electricity at the Existing Plant are being carried out as usual. In the meantime, the sale of steam has been suspended due to the Relocation. The exact date of suspension of the operation of electricity is subject to the approval by the Shouguang Government. As there will be no production facilities of electricity and steam in the New Plant, the segment of electricity and steam may or may not be further engaged in, subject to any acquisition opportunities, in the future. Turnover of electricity and steam segment only contributed to approximately 1.8% of the total turnover of the Group for the six months ended 30 June 2014.

It is estimated that the Relocation will result in a write-off of non-current assets of the Group of approximately RMB187 million in respect of the existing production facilities and buildings located on the Existing Plant. The land on which the Existing Plant is located will be resumed by the Shouguang Government after the completion of Relocation. Subsidies, the extent of which is subject to determination by the Shouguang Government, are expected to be provided to the Group by the Shouguang Government as a result of or in connection with the Relocation.

The Board is of the opinion that the Relocation, the current suspension of the Group's steam business and the proposed suspension of the Group's electricity business will not have any material adverse financial impact. No impairment has been made in relation to the non-current assets located on the Existing Plant as at 30 June 2014.

Outlook

The Group has been launching a project to upgrade the existing cornstarch production facilities in the Linqing plant from annual production capacity of 400,000 tonnes to 600,000 tonnes. The construction of the upgraded facilities in the Linqing plant is expected to be completed in the fourth quarter of 2014. In the meantime, the Group has carried out certain improvement on reducing production overheads of starch-based sweetener, of which the production facilities are located in the Linqing plant.

It is the Company's objective to become a leading cornstarch manufacturer in the PRC. We will keep our commitment to develop our businesses using cornstarch as raw material and to produce our products at competitive prices.

BUSINESS ANALYSIS

Cornstarch and ancillary corn-refined products

Six months ended 30 June

截至六月三十日止六個月

Turnover	營業額	1,593,667	1,036,919
Gross profit	毛利	126,308	68,583
Gross profit margin	毛利率	7.9%	6.6%

於本報告日期，本集團如常於現有廠房生產及銷售電力。同時，基於搬遷事宜已暫停銷售蒸汽。暫停電力業務的確實日期須待壽光市政府批准後方可作實。由於新廠房並無電力及蒸汽的生產設施，電力及蒸汽分部會否持續經營，須視乎日後會否出現任何收購機會而定。截至二零一四年六月三十日止六個月，電力及蒸汽分部的營業額僅佔本集團總營業額約1.8%。

估計搬遷事宜將導致本集團須就位於現有廠房的現有生產設施及樓宇撇銷約人民幣187,000,000元的非流動資產。現有廠房所在的土地將於搬遷事宜完成後由壽光市政府收回。預期壽光市政府將因應搬遷事宜或就此向本集團提供補貼，金額由壽光市政府釐定。

董事會認為，搬遷事宜、目前暫停本集團的蒸汽業務及本集團建議停產電力均不會造成任何重大不利的財務影響。於二零一四年六月三十日，並無就位於現有廠房的非流動資產作出減值。

前景

本集團亦已展開一項將臨清廠房現有玉米澱粉生產設施的年度產能由400,000噸提升至600,000噸的項目。於臨清廠房加設升級設施的工程預期將於二零一四年第四季完成。同時，本集團已為降低澱粉糖的生產成本而進行若干改進，而該等生產設施正是位於臨清廠房。

本公司的目標是成為中國龍頭玉米澱粉製造商。我們將致力發展業務，利用玉米澱粉作為原材料，並以具競爭力的價格生產產品。

業務分析

玉米澱粉及玉米深加工副產品

Management Discussion and Analysis

管理層討論及分析

Turnover of cornstarch and ancillary corn-refined products increased significantly by 53.7% to approximately RMB1,593,667,000 (2013: RMB1,036,919,000). This business segment represented about 70.9% (2013: 67.5%) of total turnover of the Group for the period under review.

The products of this segment include cornstarch, corn gluten meal, corn fibre, corn germ and corn slurry. As cornstarch is widely applicable in various industries with the nature of low substitutability and is non-reusable, the Directors are confident about the future development of the industry. Our production cost in the New Plant will be reduced by using modern production facilities and deploying automatic machineries more extensively. Gross profit margin of this business segment increased slightly from 6.6% to 7.9% during the period under review. The average selling price of cornstarch was approximately RMB2,397 per tonne (2013: RMB2,514 per tonne).

During the period under review, sales volume of cornstarch increased significantly by 58.3% to 425,629 tonnes (2013: 268,922 tonnes).

Lysine and related products

Six months ended 30 June

截至六月三十日止六個月

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Turnover	營業額	366,467	257,693
Gross (loss)/profit	(毛虧)/毛利	(7,841)	73,938
Gross (loss)/profit margin	(毛虧)/毛利率	(2.1%)	28.7%

The business segment of lysine includes the sales of lysine, fertilisers and other deep-processing products during the period under review. The turnover of this business segment increased significantly by 42.2% to approximately RMB366,467,000 (2013: RMB257,693,000). This business segment represented about 16.3% (2013: 16.8%) of total turnover of the Group for the period under review.

With the overcapacity of lysine and the depressed animal feed market, the average selling price of our lysine products was inevitably and deeply suppressed, which resulted in a trading loss during the period from March to May 2014. The selling price of lysine products become relatively stable subsequent to the end of June 2014. During the period under review, the Group continuously spent much effort in the development of overseas lysine market. Sales volume of lysine products increased significantly from 30,096 tonnes to 67,596 tonnes.

玉米澱粉及玉米深加工副產品的營業額大幅增加53.7%至約人民幣1,593,667,000元(二零一三年:人民幣1,036,919,000元)。於回顧期內,此業務分部佔本集團總營業額約70.9%(二零一三年:67.5%)。

此分部的產品包括玉米澱粉、玉米蛋白粉、玉米糖麩、玉米胚芽及玉米漿。因應玉米澱粉被取代性低及不可重用的特質,玉米澱粉廣泛應用於多種工業,故董事對未來行業發展充滿信心。通過使用現代化的生產設施及增加運用自動化機器,我們於新廠房的生產成本將會下降。於回顧期內,此業務分部的毛利率由6.6%微升至7.9%。玉米澱粉的平均售價約為每噸人民幣2,397元(二零一三年:每噸人民幣2,514元)。

於回顧期內,玉米澱粉的銷量大幅增加58.3%至425,629噸(二零一三年:268,922噸)。

賴氨酸及有關產品

於回顧期內,賴氨酸的業務分部包括銷售賴氨酸、肥料及其他深加工產品。此業務分部的營業額大幅增加42.2%至約人民幣366,467,000元(二零一三年:人民幣257,693,000元)。於回顧期內,此業務分部佔本集團總營業額約16.3%(二零一三年:16.8%)。

由於賴氨酸的產能過剩及動物飼料市場不景,我們的賴氨酸產品的平均售價無可避免地大幅受壓,使二零一四年三月至五月期間出現貿易虧損。賴氨酸產品的售價於二零一四年六月底後相對穩定。於回顧期內,本集團不斷努力開發海外賴氨酸市場。賴氨酸產品銷量由30,096噸大幅增加至67,596噸。

Management Discussion and Analysis

管理層討論及分析

Starch-based sweetener

澱粉糖

Six months ended 30 June		2014	2013
截至六月三十日止六個月		二零一四年	二零一三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Turnover	營業額	110,824	107,684
Gross profit	毛利	5,668	3,891
Gross profit margin	毛利率	5.1%	3.6%

Turnover of starch-based sweetener increased slightly by 2.9% to approximately RMB110,824,000 (2013: RMB107,684,000). This business segment represented about 4.9% (2013: 7.0%) of total turnover of the Group for the period under review.

澱粉糖的營業額微升2.9%至約人民幣110,824,000元(二零一三年：人民幣107,684,000元)。於回顧期內，此業務分部佔本集團總營業額約4.9%(二零一三年：7.0%)。

Modified starch

變性澱粉

Six months ended 30 June		2014	2013
截至六月三十日止六個月		二零一四年	二零一三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Turnover	營業額	137,153	102,767
Gross profit	毛利	28,491	21,940
Gross profit margin	毛利率	20.8%	21.3%

Turnover of modified starch increased by 33.5% to approximately RMB137,153,000 (2013: RMB102,767,000). This business segment represented about 6.1% (2013: 6.7%) of total turnover of the Group for the period under review.

變性澱粉的營業額增加33.5%至約人民幣137,153,000元(二零一三年：人民幣102,767,000元)。於回顧期內，此業務分部佔本集團總營業額約6.1%(二零一三年：6.7%)。

An increase in turnover of this business segment was mainly attributable to the strong demand in both domestic and overseas markets.

此業務分部的營業額增加，主因是國內及海外市場均出現強勁需求。

Electricity and steam

電力及蒸汽

Six months ended 30 June		2014	2013
截至六月三十日止六個月		二零一四年	二零一三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Turnover	營業額	41,512	31,108
Gross profit	毛利	11,710	2,350
Gross profit margin	毛利率	28.2%	7.6%

Turnover of electricity and steam increased by 33.4% to approximately RMB41,512,000 (2013: RMB31,108,000). This business segment represented about 1.8% (2013: 2.0%) of total turnover of the Group for the period under review.

電力及蒸汽的營業額上升33.4%至約人民幣41,512,000元(二零一三年：人民幣31,108,000元)。於回顧期內，此業務分部佔本集團總營業額約1.8%(二零一三年：2.0%)。

Management Discussion and Analysis

管理層討論及分析

An increase in turnover of this segment was mainly attributable to the reconnection of power supply to the Shouguang local electricity union network since August 2013. Benefited from the decrease in coal price, the gross profit margin increased to 28.2% (2013: 7.6%) during the period under review.

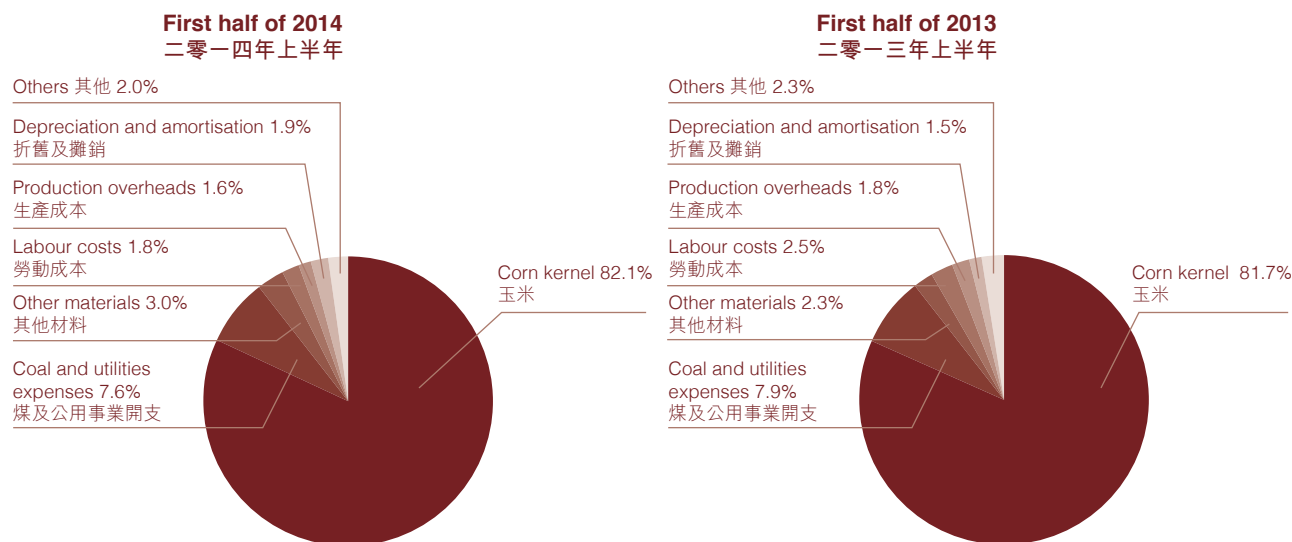
此分部的營業額增加的主因是自二零一三年八月起重新接入壽光地方電力聯網。受惠於煤價下跌，毛利率於回顧期內增加至28.2%（二零一三年：7.6%）。

Cost of goods sold

Cost of goods sold increased significantly by 52.7% to approximately RMB2,085,287,000 (2013: RMB1,365,469,000). The increase in cost of goods sold was mainly attributable to the increase in sales volume during the period under review. The cost of goods sold of the Group mainly consists of corn kernel and coal, which are subject to the price changes in the commodity market in China. The average corn kernel cost and coal price during the period under review was approximately RMB2,004 per tonne (2013: RMB2,047 per tonne) and RMB608 per tonne (2013: RMB657 per tonne) respectively. Instead of entering into any future contract to hedge the price fluctuation of corn kernel and coal, the Group makes bulk purchases from the spot market when the management considers the price of corn kernel and coal is low.

銷貨成本

銷貨成本大幅增加52.7%至約人民幣2,085,287,000元（二零一三年：人民幣1,365,469,000元）。銷貨成本增加的主因是銷量於回顧期內上升。本集團銷貨成本主要包括玉米粒及煤，兩者均受中國商品市場價格波動影響。於回顧期內，玉米粒的平均成本及煤價分別約為每噸人民幣2,004元（二零一三年：每噸人民幣2,047元）及人民幣608元（二零一三年：每噸人民幣657元）。本集團並無訂立任何遠期合約對沖玉米粒及煤的價格波動，取而代之的是本集團會於管理層認為玉米粒及煤的價格處於低位時在現貨市場作大量採購。



REVIEW OF OTHER OPERATIONS

Distribution and administrative expenses

The increase in distribution expenses was mainly attributable to the increase in transportation costs.

The decrease in administrative expenses was due to a reduction in loss of exchange difference during the period under review.

Income tax

The decrease in income tax expenses was mainly attributable to the decrease in profit before taxation.

其他營運回顧

分銷及行政費用

分銷費用增加的主因是運輸成本上升。

行政費用減少的原因是回顧期內的匯兌差額損失減少。

所得稅

所得稅開支減少的主因是除稅前溢利減少。

Management Discussion and Analysis

管理層討論及分析

HUMAN RESOURCES AND REMUNERATION POLICIES

As at 30 June 2014, the Group had 2,221 full time staff (2013: 2,373). The Company's remuneration policy and share option scheme have remained unchanged since the 2013 Annual Report. Information regarding employee benefits expenses for the six months ended 30 June 2014 is set out in note 4 to the Condensed Consolidated Interim Financial Statements.

FINANCIAL REVIEW

Finance expenses

As a result of an increase in borrowings and interest rate during the period under review, finance expenses increased significantly from approximately RMB476,000 to RMB11,607,000.

Liquidity, financial resources and capital structure

As at 30 June 2014, the available and unutilised banking facilities of the Group amounted to approximately RMB1,440 million and RMB1,070 million respectively. As at 31 December 2013, the available and unutilised banking facilities of the Group amounted to approximately RMB1,290 million and RMB866 million respectively.

The Directors are of the opinion that the working capital available to the Group is sufficient for its present requirements. The major financial figures and key financial ratios are summarised as follows:

人力資源及薪酬政策

於二零一四年六月三十日，本集團僱用2,221名(二零一三年：2,373名)全職員工。本公司的薪酬政策及購股權計劃自二零一三年年報以來一直維持不變。有關截至二零一四年六月三十日止六個月的僱員福利開支的資料，載於簡明綜合中期財務報表附註4。

財務回顧

財務開支

由於回顧期內的借款及利率增加，融資費用由約人民幣476,000元大幅增加至人民幣11,607,000元。

流動資金、財務資源及資本架構

於二零一四年六月三十日，本集團的可提用及未動用銀行信貸分別約為人民幣1,440,000,000元及人民幣1,070,000,000元。於二零一三年十二月三十一日，本集團的可提用及未動用銀行信貸分別約為人民幣1,290,000,000元及人民幣866,000,000元。

董事認為，本集團可動用的營運資金足以應付其現有需要。主要財務數據及關鍵財務比率概列如下：

		30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元	31 December 2013 二零一三年 十二月三十一日 RMB'000 人民幣千元
Cash advances for discounted bills, secured	貼現票據現金墊款，有抵押	–	44,033
Bank borrowings, secured	銀行借款，有抵押	49,950	60,000
Bank borrowings, unsecured	銀行借款，無抵押	320,000	319,565
Government loan, interest-free and unsecured	政府貸款，免息及無抵押	4,432	7,091
		374,382	430,689
Carrying amount payables:	應付賬面值：		
Within 1 year	一年內	371,132	426,921
1 to 2 years	一年至兩年	886	886
2 to 5 years	兩年至五年	2,364	2,659
Over 5 years	超過五年	–	223
		374,382	430,689
Debtors turnover (days)	應收賬款週轉(天數)	39	45
Creditors turnover (days)	應付賬款週轉(天數)	8	11
Inventories turnover (days)	存貨週轉(天數)	26	33
Current ratio	流動比率	1.6	1.6
Quick ratio	速動比率	1.4	1.2
Gearing ratio — borrowings to total assets	槓桿比率 — 借款除以總資產	12.6%	14.3%

Management Discussion and Analysis

管理層討論及分析

The bank borrowings carried interest at fixed rates ranging from 6.00% to 6.30% per annum.

銀行借款乃按固定年息率介乎6.00%至6.30%計息。

Pledge of assets

As at 30 June 2014, bills payables were secured by bank acceptance bills in the amount of RMB3,190,000 (31 December 2013: RMB9,000,000). In addition, the net book value of leasehold land and buildings pledged as security for a bank loan granted to a subsidiary of the Group amounted to approximately RMB27,167,000 (31 December 2013: nil).

資產抵押

於二零一四年六月三十日，應付票據以人民幣3,190,000元(二零一三年十二月三十一日：人民幣9,000,000元)的銀行承兌票據作抵押。此外，就本集團一間附屬公司獲授的銀行貸款而抵押予銀行的租賃土地及樓宇的賬面淨值約為人民幣27,167,000元(二零一三年十二月三十一日：無)。

Contingent liabilities

The Group did not have any significant contingent liabilities as at 30 June 2014.

或然負債

於二零一四年六月三十日，本集團並無任何重大或然負債。

Financial management, treasury policy and foreign currency exposure

There were no significant changes in the Group's financial management, treasury policy and foreign currency exposure as disclosed under the Management Discussion and Analysis in the 2013 Annual Report.

財務管理、庫務政策及外匯風險

誠如二零一三年年報內管理層討論及分析一節所披露，本集團的財務管理、庫務政策及外匯風險並無重大變動。

Disclosure of Additional Information

其他資料的披露

INTERIM DIVIDEND

The Board does not recommend the payment of interim dividend for the six months ended 30 June 2014 (2013: nil).

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 30 June 2014, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") as recorded in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules, were as follows:

Name of Director	The Company/ associated corporation	Capacity/nature of interest	Number and class of securities held (note 1)	Percentage of shareholding 佔股權概約 百分比
董事姓名	本公司／相聯法團	身份／權益性質	持有證券數目及類別(附註1)	
Mr. Tian Qixiang ("Mr. Tian") 田其祥先生(「田先生」)	The Company 本公司	Interest in a controlled corporation 受控制法團權益	3,705,385,194 ordinary shares of HK\$0.1 each (L) (note 2) 3,705,385,194股 每股面值0.1港元的普通股(L)(附註2)	61.79%
	Merry Boom Group Limited 怡興集團有限公司	Beneficial owner 實益擁有人	131 ordinary shares of US\$1 each (L) 131股每股面值1美元的普通股(L)	54.58%
Mr. Gao Shijun 高世軍先生	Merry Boom Group Limited 怡興集團有限公司	Beneficial owner 實益擁有人	60 ordinary shares of US\$1 each (L) 60股每股面值1美元的普通股(L)	25.00%
Mr. Yu Yingquan 于英全先生	Merry Boom Group Limited 怡興集團有限公司	Beneficial owner 實益擁有人	1 ordinary share of US\$1 each (L) 1股每股面值1美元的普通股(L)	0.42%

Notes:

- (1) The letter "L" denotes the Directors' long position in the shares of the Company or the relevant associated corporation.
- (2) These shares were held by Merry Boom Group Limited. Merry Boom Group Limited is owned as to approximately 54.58% by Mr. Tian. Mr. Tian is deemed to be interested in all the shares held by Merry Boom Group Limited under the SFO.

Save as disclosed above, as at 30 June 2014, none of the Directors and the chief executive of the Company nor their respective associates had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to be recorded in the register kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

中期股息

董事會並不建議就截至二零一四年六月三十日止六個月派發中期股息(二零一三年:無)。

董事及主要行政人員於本公司或其相聯法團股份、相關股份或債券中的權益及淡倉

於二零一四年六月三十日，董事及本公司主要行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部分)的股份、相關股份及債券中，擁有根據證券及期貨條例第352條須記錄於本公司存置的登記冊內或根據上市規則所載的上市發行人董事進行證券交易的標準守則(「標準守則」)須另行知會本公司及聯交所的權益及淡倉如下：

附註：

- (1) 字母「L」表示董事於本公司或有關相聯法團股份的好倉。
- (2) 此等股份由怡興集團有限公司持有。怡興集團有限公司由田先生擁有約54.58%權益。根據證券及期貨條例，田先生被視為於怡興集團有限公司持有的所有股份中擁有權益。

除上文所披露者外，於二零一四年六月三十日，董事及本公司主要行政人員或彼等各自的聯繫人士概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部分)的股份、相關股份及債券中，擁有根據證券及期貨條例第352條須記錄於本公司存置的登記冊內或根據標準守則須另行知會本公司及聯交所的任何權益或淡倉。

Disclosure of Additional Information

其他資料的披露

INTERESTS OF THE SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2014, so far as is known to the Directors, the following persons, other than a Director or chief executive of the Company, have an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東於本公司股份及相關股份中的權益

於二零一四年六月三十日，據董事所知，按根據證券及期貨條例第336條本公司須存置的登記冊所記錄，以下人士（董事或本公司主要行政人員除外）於本公司股份或相關股份中擁有權益或淡倉：

Name of shareholder	Capacity/nature of interest	Number of shares/ underlying shares (note 1)	Percentage of issued share capital (note 5) 佔已發行股本百分比 (附註5)
股東名稱	身份／權益性質	股份／相關股份數目(附註1)	
Merry Boom Group Limited 怡興集團有限公司	Beneficial owner 實益擁有人	3,705,385,194 (L)	61.79% (note 2) (附註2)
Victory Investment China Group Limited ("VICGL")	Beneficial owner 實益擁有人	292,000,000 (L)	6.52% (note 3, 4) (附註3, 4)
	Person having a security interest in shares 於股份持有保證權益的人	99,000,000 (L)	
Wang Ruiyun 王瑞雲	Interest in a controlled corporation (VICGL) 受控制法團權益 (VICGL)	391,000,000 (L)	6.52% (note 3) (附註3)

Notes:

- (1) The letter "L" denotes the long position in the shares of the Company.
- (2) These shares were held by Merry Boom Group Limited. Merry Boom Group Limited is owned as to approximately 54.58% by Mr. Tian, an executive Director and Chairman of the Company. Mr. Tian is deemed to be interested in all the shares held by Merry Boom Group Limited under the SFO as disclosed under the paragraph headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares or Debentures of the Company or its associated corporations" above.
- (3) In accordance with the corporate and individual substantial shareholder notices of VICGL and Wang Ruiyun filed on 17 August 2010, they are interested in 145,000,000 underlying shares through the holding of certain unlisted cash-settled equity derivatives.
- (4) In accordance with the corporate substantial shareholder notice of VICGL filed on 17 August 2010, VICGL holds a long position in 99,000,000 shares jointly with another corporate shareholder named "Goldstone Fund Ltd".
- (5) The percentage of shareholding is calculated on the basis of 5,995,892,043 shares in issue as at 30 June 2014.

附註：

- (1) 字母「L」指於本公司股份的好倉。
- (2) 此等股份由怡興集團有限公司持有。怡興集團有限公司由本公司執行董事兼主席田先生擁有約54.58%權益。根據證券及期貨條例，如上文「董事及主要行政人員於本公司或其相聯法團股份、相關股份或債券中的權益及淡倉」一段所披露，田先生被視為於怡興集團有限公司持有的所有股份中擁有權益。
- (3) 根據VICGL及王瑞雲於二零一零年八月十七日提交的法團及個人大股東通知，彼等透過持有若干非上市現金結算權益衍生工具而擁有145,000,000股相關股份權益。
- (4) 根據VICGL於二零一零年八月十七日提交的法團大股東通知，VICGL與另一名法團股東「Goldstone Fund Ltd」共同持有99,000,000股股份的好倉。
- (5) 持股百分比乃根據二零一四年六月三十日有5,995,892,043股已發行股份計算。

Save as disclosed above, as at 30 June 2014, other than the Directors and chief executive of the Company whose interests or short positions are set out in the paragraph headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares or Debentures of the Company or its Associated Corporations" above, the Directors and the chief executive of the Company were not aware of any person who had an interest or a short position in the shares, or underlying shares of the Company which were required to be recorded in the register kept by the Company pursuant to section 336 of the SFO.

除上文所披露者外，於二零一四年六月三十日，除上文「董事及主要行政人員於本公司或其相聯法團股份、相關股份或債券中的權益及淡倉」一段所載董事及本公司主要行政人員的權益或淡倉外，董事及本公司行政人員概不知悉任何人士於本公司股份或相關股份中擁有根據證券及期貨條例第336條須記錄於本公司存置的登記冊內的權益或淡倉。

Disclosure of Additional Information

其他資料的披露

ISSUE OF SHARES

On 23 June 2014, the Company issued 3,762,375 new shares (the "Scrip Shares") in lieu of the 2013 final cash dividend at a market value of HK\$0.1898 each in accordance to the scrip dividend scheme (the "Scrip Dividend Scheme") approved in the annual general meeting (the "2014 AGM") of the Company held on 20 May 2014.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Except for the above issue of Scrip Shares pursuant to the Scrip Dividend Scheme and the Share Option Scheme, at no time during the period under review was the Company, its holding company, its subsidiaries or fellow subsidiaries a party to any arrangements whose objects are, or one of whose objects is, to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

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

There was no purchase, sale or redemption by the Company or any of its subsidiaries, of the Company's listed securities during the period under review.

CHANGES IN INFORMATION OF DIRECTORS

Mr. Yue Kwai Wa, Ken, an independent non-executive Director of the Company, has been appointed as an executive director of Legend Strategy International Holdings Group Company Limited (stock code: 1355), the shares of which are listed on the main board of the Stock Exchange, with effect from 4 July 2014.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

CORPORATE GOVERNANCE

During the six months ended 30 June 2014, the Company has complied with the applicable code provisions as set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules, except that Mr. Tian, the chairman of the Board, did not attend the 2014 AGM because of his other business engagement.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted its own Securities Dealing Code (the "Dealing Code") on terms no less exacting than the Model Code. The Dealing Code applies to all Directors and to all employees who have received it and are informed that they are subject to its provisions. Having made specific enquiry, all Directors confirmed to the Company that they have complied with the required standard set out in the Dealing Code throughout the period under review.

發行股份

於二零一四年六月二十三日，本公司根據於二零一四年五月二十日舉行之本公司股東週年大會（「二零一四年股東週年大會」）所通過之以股代息計劃（「以股代息計劃」），按市值每股0.1898港元發行3,762,375股新股份（「代息股份」）代替二零一三年末期現金股息。

董事購入股份或債券的權利

除上文根據以股代息計劃發行之代息股份及購股權計劃外，於回顧期內任何時間，本公司、其控股公司、其附屬公司或同系附屬公司概無參與任何目的為或其中一個目的為令董事可藉購入本公司或任何其他法人團體的股份或債券而獲益的安排。

購買、出售或贖回本公司的上市證券

於回顧期內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司的上市證券。

董事資料變更

本公司獨立非執行董事余季華先生獲委任為枋瀆國際集團控股有限公司（股份代號：1355，其股份於聯交所主板上市）的執行董事，自二零一四年七月四日起生效。

除上文所披露者外，概無根據上市規則第13.51B(1)條規定須予披露的其他資料。

企業管治

於截至二零一四年六月三十日止六個月，本公司已遵守上市規則附錄十四所載的企業管治守則載列的適用守則條文，惟董事會主席田先生因另有公務而並未出席二零一四年股東週年大會。

董事進行證券交易的標準守則

本公司已採納其自訂的證券買賣守則（「買賣守則」），其條款不比標準守則寬鬆。買賣守則適用於所有董事及所有已收到該守則，並獲通知須遵守該守則規定的僱員。經具體查詢後，全體董事向本公司確認彼等於整個回顧期內一直遵守買賣守則所載的規定標準。

Disclosure of Additional Information

其他資料的披露

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") comprises all independent non-executive Directors. The Audit Committee has reviewed and discussed with the management of the Company the unaudited consolidated interim results for the six months ended 30 June 2014.

By Order of the Board

Tian Qixiang

Chairman

Shouguang, The People's Republic of China, 28 August 2014

審核委員會

本公司審核委員會(「審核委員會」)由所有獨立非執行董事所組成。審核委員會已審閱並與本公司管理層討論截至二零一四年六月三十日止六個月的未經審核合併中期業績。

承董事會命

主席

田其祥

中華人民共和國，壽光，二零一四年八月二十八日

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