



EcoGreen Fine Chemicals Group Limited
中怡精細化工集團有限公司*

(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 : 2341



2014
Interim Report
中期報告



* For identification purposes only
* 僅供識別



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CHAIRMAN'S STATEMENT

主席報告

REVIEW

On behalf of the Board, I would like to report the interim results of the Group for the first six months ended 30 June 2014 to the shareholders. During the period, the Group's turnover rose by 19% year on year to about RMB689 million. Earnings before interest, taxes, depreciation and amortization ("EBITDA") for the period increased by 9% year on year to RMB146 million. Unaudited profit attributable to shareholders for the period rose by 12% year on year to RMB80.13 million. Basic earnings per share for the period were RMB16.54 cents, up by 12% from that of RMB14.82 cents for the first half of the fiscal year of 2013. In appreciation of the shareholders' support, the board of directors (the "Board") resolved to declare an interim dividend of HK2 cents for the first half of 2014 (1H2013: 1.49 HK cent).

In the first half of 2014, the global economy sustained its moderate recovery. The United States was consolidating its strength for economic growth, while the euro-zone's economic was recovering. For the period under review, the economies of the emerging markets were decelerating in growth as they were constrained by structural problems. Overall, the global market for daily necessities sustained its growth momentum on the back of the world's stabilizing economy. The major global players in the industry of flavors and fragrances recorded various degrees of growth in turnover and profit, which indicated an uptrend in the industrial cycle. Nevertheless, the industry still faces great challenges such as more stringent environmental regulation, increasing market and raw materials competition, and rising competition on technological advancement in its operating environment.

During the period under review, the Group leveraged its own strength and forged ahead with its new strategy of "business transformation and upgrade", which embarked on a new master plan for the coming decade. The Group was actively diversifying its product portfolio and expanding its supply chain management business, thus strengthening its cooperation with clients. It recorded varying degrees of growth in the orders for its proprietary products and supply chain management services which led to 19% year-on-year growth in the Group's turnover for the first half of the year. Even though the tapering growth in the products' selling prices and rising production costs were exerting pressure on the gross profit margins of some products during the first half of the year, the Group still maintained its good profitability and recorded 12% year-on-year increase in unaudited profit attributable to shareholders.

Amid the volatile operating environment, the Group remained customer-oriented and dedicated to its business. During the period under review, it continued to strengthen its customer relationships by diversifying the sources of raw material procurement, executing made-to-order and promoting new products to enhance the product portfolio. In addition, it strengthened its logistic service for delivering orders overseas, and began to develop sales channels to downstream customers. These measures were aimed at upgrading and transforming the Group's business, enabling it to evolve from a firm engaged in manufacturing and sales in the upstream of the value chain into a comprehensive green chemical company with capabilities for "smart production and supply chain management services".

回顧

本人謹代表董事會向各股東匯報本集團截至二零一四年六月三十日止六個月之業績。集團期內營業額約為人民幣6.89億元，與去年同期相比上升19%。期內未計利息、稅項、折舊及攤銷之溢利（「EBITDA」）為人民幣1.46億元，同比上升9%，未經審核之期內股東應佔溢利則同比上升12%至人民幣8,013萬元。期內每股基本溢利為人民幣16.54分，相對於二零一三年上半年財政年度每股基本溢利為人民幣14.82分，同比增長達12%。為了回報廣大股東之支持，董事會議決通過就回顧期宣派二零一四年中期股息每股港幣2仙（二零一三上半年：港幣1.49仙）。

2014年上半年，全球經濟仍然延續了溫和復蘇性的增長態勢，美國經濟的增長基礎逐漸穩固，歐元區經濟回升，新興市場受制於結構性問題經濟增速持續放緩。在環球經濟回穩的背景之下，全球生活必需品市場持續增長。對於香精香料行業而言，全球主要企業的營銷數據顯示了不同程度的增長，營業額及純利大多表現亮麗，展示了行業週期的正面走勢。儘管如此，經營層面上，隨著環保監管的加強、產品以及原料資源的競爭加劇、以及技術的進步，整體經營面對的挑戰仍然很大。

期內，本集團秉承了自身的優勢，按照年初制定的「轉型升級」企業新策略，啟動了集團未來的新「十年」發展綱領。集團積極豐富產品組合及拓展供應鏈服務，加強了與客戶的合作，自製產品以及供應鏈服務的訂單取得了不同程度的增加，上半年集團銷售收入較去年同期增加19%；儘管產品價格調升幅度收窄和成本上升，令上半年部分產品的毛利率仍有壓力，但期內集團仍然保持了良好的盈利能力，股東應佔未經審核溢利仍錄得12%的上升。

在經營策略上，面對著變化的經營環境，集團一貫奉行以客為尊、勤勉經營的宗旨。期內，繼續加強了與客戶的合作關係，同時，努力地開拓多元的原料資源採購、實行按單定產、加快新產品的推銷、並結合自營生產和協助其他品牌生產這兩種方式強化訂單組合。此外，還積極地提升海外配送的物流服務、並配合市場的需求開始拓展產品的銷售渠道以及伸延客戶群至產業下游，以配合集團產業轉型升級的近期目標，使集團從一間位處上游的「製造+銷售」企業轉型升級至一間綠色化工行業中具備「精準製造+供應鏈服務」能力的綜合企業。

CHAIRMAN'S STATEMENT

主席報告

Meanwhile, the Group has been actively diversifying and globalizing its raw material procurement. On one hand, it has been developing more new product series which are formed of petroleum-based resources in recent years, in addition to those which are produced by the existing natural resources. On the other hand, the Group has started globalizing the procurement of natural raw material, mainly turpentine, with the support of its business partners. In addition, the Group has leveraged on its raw material procurement network and logistic system in mainland China to actively participate in the ongoing construction of a commodity exchange platform for the turpentine spot market trading which enable the Group to participate in the market supply and demand in the platform, thereby to revealing the pricing mechanism. The Group is aiming to build a balanced raw material procurement system for its businesses of manufacturing and supply chain management to ensure a reliable and stable supply of the raw materials, thus, enhancing its competitiveness.

The Group has planned an industrial layout of "trilogy production platform" for its strategic investment and industrial development, with the gradual upgrade of its factories in Haicang and Changtai, and the construction of a new plant with economies of scale and capability for smart production in Gulei. The three factories will together form a strategic base to establish its advanced production and logistic services to bolster its development in the coming decade and beyond. During the period under review, the Group decided on the location, and conducted project planning and environmental evaluation for the first phase of its plant in Gulei, which will be built on a site of 330 mu. Preparatory work for the construction is scheduled to be completed in the second half of the year. The construction work will begin in 2015 and will be conducted in phases. The first phase of the plant will gradually increase its contribution to the Group's revenue when it starts operation by the end of 2016.

Moreover, the Group has always been actively and prudently seeking partnerships with other companies and opportunities for investing in or acquiring other businesses with potential for synergy in order to expedite corporate growth. Presently, the Group is contemplating such possibilities and proposals in its different businesses.

OUTLOOK

In the second half of 2014, the global economy is expected to improve while will still be plagued by latent problems. The businesses will have to stay vigilant against the regulatory risks, volatility on the financial markets and the geopolitical instability in the operating environment, and also need to heed the risks and opportunities associated with the government regulation on the industry and market competition. Thus the Group is cautiously optimistic about its results for the whole year after observing the developments in customers' demand and market cycle.

在資源策略上，集團正採取有力的措施，踏出原料資源多元化及全球化之路。一方面，結合已有的天然基資源，近年已持續地開發出更多採用以石油基為原料的系列新品；另一方面，針對以松節油為主的天然基原料，已在業務夥伴的支持下，開始了國際化的策略採購。同時，利用集團在國內現有的資源採購網絡和物流系統，積極地參與電商化松節油的商品交易平臺的建設，此舉將有助集團在未來參與松節油市場的供求對接以及價格發現。本集團矢志為其製造業務及供應鏈服務建立一個更均衡的原料資源系統，以保障可靠和定的資源供應，進而提升競爭力。

在策略投資和產業發展上，配合集團「三位一體」的產業基礎佈局，計劃在逐步改造和提升海滄、長泰兩廠區的同時，推動古雷規模化精準製造新型工廠的建設，以為集團未來十年乃至更長遠的未來業務發展構建高端製造和物流服務的戰略基地。期內，已對古雷項目第一期面積為330畝的地塊，進行了地塊確定、項目規劃設計、環境評估等系列工作。計劃在下半年完成第一期開工建設的前期準備。預期將在二零一五年開始分階段投入建造，並在二零一六年年末開始逐步分批產生營業貢獻。

除此之外，集團也一直在積極、審慎地尋找企業合作，以及投資或收購其他業務的機會，以期獲得協同效益，加快企業的成長。目前，在不同業務上，正在積極地考慮一些適當的建議。

展望

展望下半年，全球經濟走勢在總體向好的同時仍存隱憂。需要留意經營環境的政策風險、金融市場的波動以及地緣政治不穩等因素所可能帶來之挑戰，同時也要密切關注業內法規、競爭所帶來的風險和機會。綜觀現有客戶需求以及市場週期之情況，本集團對全年之業績抱持審慎樂觀之期待。

CHAIRMAN'S STATEMENT

主席報告

As a conscientious enterprise dedicated to corporate social responsibilities, EcoGreen is committed to its mission of bringing health and safety to the people and the earth. As declared in its annual report for 2013, the Group began implementing its new plan for corporate development this year, paving the way for its further growth in the coming decade. With its three-pronged strategy of "Road to Dedication", "Road to Entrepreneurship" and "Road to Innovation", the Group will strive for the transformation and upgrade of its business, the reform of its business model and the exponential growth in the shareholder value. The next three years will be a crucial moment for the Group's rapid development.

In the second half of the year, the Group will build on what it achieved in the first half of the year by:

1. Pressing ahead with the strategy of "smart production and supply chain management services". It will continue to expand its product portfolio, attempt to achieve equilibrium between sales volume and the selling prices of the products, and also innovate to control costs, aiming at improving both the turnover and profit at the same time.
2. Transforming business and innovating business model to expand the scope of business and facilitate the development of new businesses.
3. Meticulous planning of the first phase of the plant in Gulei with an aim of building a new and advanced production base for the Group's exponential growth in the next several years.
4. Expediting strategic partnerships to establish a product portfolio that encompasses the upstream and downstream goods, and thus to set up a value chain with enhanced capability for value creation.
5. Enhancing the capability for risk management and corporate financing to pave the way for the Group's breakthroughs in the future.

ACKNOWLEDGEMENTS

On behalf of the Board, I would like to express my heartfelt gratitude to all our shareholders, customers, suppliers and staff members for their consistent trust and support which have been crucial to the Group's success and business growth. I would also like to extend my most sincere thanks to all the Board members for their great support and valuable advice during the period.

Yang Yirong

Chairman

Hong Kong, 26 August 2014

本集團作為一家肩負社會責任的中國良心企業，將以「成就眾生與地球的安康」為崇高使命。按2013年報中的宣示，集團將從今年開始實施一個「新十年」的發展計劃，在「精進之路」、「創業之路」以及「創新之路」三個戰略方向，實現集團業務的轉型升級、商業模式的變革以及股東價值的提升。未來三年，將會是本集團壯大發展的關鍵時期。

下半年，集團將在上半年的基礎上，繼續努力：

- 一、推動「精準製造+供應鏈服務」業務策略，根據市場的情勢，繼續擴大產品組合，並且積極爭取銷量和售價之間的平衡點，以創新手段控制成本。希望在提升營收的同時改善盈利。
- 二、實踐產業轉型和商業模式革新，以拓廣企業的成長疆域，推動新型業務儘快成型。
- 三、精心規劃建設古雷第一期工廠，以為未來幾年集團的業務倍增準備一個全新的現代產業平臺。
- 四、促進與行業夥伴的戰略合作，爭取建立一個貫通上下游的業務組合，以成就一個更具價值創造能力的產業鏈系統。
- 五、加強企業的風險控制以及資金融通的保障，以為集團的突破發展積極作出準備。

致謝

本人謹代表董事會，對股東、客戶、供應商及全體員工致以衷心謝意。大家對本集團一如以往的信任與支持是本集團取得業務成功和增長的根本要素。同時，也對各董事在期間所給與的大力支持和寶貴建議，致以真誠感謝。

主席

楊毅融

香港，二零一四年八月二十六日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS REVIEW

Aroma Chemicals

The aroma chemicals business, being the Group's core business, provides the Group with stable operating revenue. For the six months ended 30 June 2014, aroma chemicals sales increased by 9 percent to RMB376 million, accounting for 55% of the Group's sales. The gross profit margin was 27.1%, maintaining at the same level as the average gross profit margin in last year.

Naturals

During the period under review, demand for naturals of the Group maintained steady growth. Turnover grew by 5% to RMB82.53 million, accounting for 12% of the sales of the Group. Gross profit margin was 27.9%, representing a slight increase from the average gross profit margin of 27.1% last year.

Specialty Chemicals

During the period under review, the Group's specialty chemicals business was relatively outstanding. Sales increased by 19% over the corresponding period last year to RMB48.67 million, accounting for 7% of the sales of the Group, and gross profit margin was 42.9%.

Resources and Supply Chain Services

During the six months ended 30 June 2014, revenue of the Group's resources and supply chain services business increased by 62% to RMB181 million from the corresponding period last year. This business segment represented 26% of turnover of the Group with a gross profit margin of 9.2%. As a necessary complement to the core business of the Group, resources and supply chain services business also contributed to the Group's sales and earnings for the period under review.

業務分析

芳香化學品

芳香化學品業務，作為本集團的核心業務，為集團提供了穩定之主要經營收益。截至二零一四年六月三十日止六個月，芳香化學品的銷售額增加9%至人民幣3.76億元，佔集團銷售額的55%。毛利率為27.1%，與去年平均毛利率維持在同一個水平。

天然產物

於本回顧期間，本集團天然產物之需求保持著穩中有升的趨勢，營業額增長達5%至人民幣8,253萬元，佔集團銷售額的12%，毛利率為27.9%，較去年平均毛利率27.1%略有上升。

特殊化學品

於本回顧期間，本集團的特殊化學品業務表現較突出，銷售額較去年同期增長19%至人民幣4,867萬元，佔集團銷售額的7%，毛利率為42.9%。

資源及供應鏈服務

截至二零一四年六月三十日止六個月內，本集團資源及供應鏈服務業務之營業額較去年同期錄得62%增長至人民幣1.81億元。該業務單元佔本集團營業額26%，毛利率為9.2%，資源及供應鏈服務業務作為本集團核心業務的必要輔助，於回顧期間，也為集團的銷售及盈利帶來了貢獻。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW

Turnover

The Group recorded an increase of 19% in its turnover for the period ended 30 June 2014, which amounted to RMB689 million. In analysing the sales in first half of 2014, the increase of the sales volumes and the outstanding results of the Group's resources and supply chain services over the same period last year had led to the substantial increase of the turnover.

Gross Profit

During the period under review, the Group's gross profit totaled RMB162 million, increased by 14% when compared to the corresponding period last year. Under the increase of the sale proportion of the Resources and Supply Chain Services' business, gross profit margin decreased from 24.6% in first half of 2013 to 23.6% in the same period of 2014.

Operating Income and Expense

For the six months ended 30 June 2014, selling and marketing expenses accounted for 2.1% of the Group's turnover (1H2013: 2.3%) whereas the administrative expenses accounted for 3.9% of turnover (1H2013: 4.2%). Under the Group's effective cost-cutting measures, the operating expenses remained stable in these two periods. As a result of the economies of scales caused by the increase in revenue, the expenses to sales ratio further declined.

Finance Costs – Net

As a significant portion of the Group's borrowings is denominated in United States dollars, the depreciation of Chinese Renminbi in this period has led to the exchange loss amounting to RMB4.42 million (1H2013: exchange gain of RMB2.34 million). On the other hand, the higher gearing level in this period has resulted in an increase in finance cost; while at the same time, higher interest income was earned from the bank deposits, resulting in an overall increase of the net finance cost by approximately RMB3.71 million as compared to the corresponding period last year.

Profit for the Period

During the period under review, profit attributable to equity holders of the Group amounted to RMB80.13 million, up 12% over the same period last year. During the period, basic earnings per share amounted to RMB16.54 cents per share. Earnings before interest, taxes, depreciation and amortization ("EBITDA") amounted to RMB146 million, increased by 9% over the same period last year.

The Board has resolved and declared the payment of an interim dividend of HK2 cents per share for the period ended 30 June 2014.

財務回顧

營業額

本集團於截至二零一四年六月三十日止年度的營業額錄得19%的增長，金額為人民幣6.89億元。總括二零一四年上半年的銷售情況，銷量比去年同期有所增加及集團資源及供應鏈服務的突出表現，帶動總營業額出現可觀的增幅。

毛利

回顧期間，本集團的毛利為人民幣1.62億元，增幅為14%。惟在資源及供應鏈服務的銷售份額擴大情況下，本集團的毛利率由二零一三年上半年的24.6%下調至二零一四年同期23.6%之水平。

經營收入及開支

於二零一四年上半年，銷售及市場推廣成本佔銷售百分比為2.1%（二零一三年上半年：2.3%）及行政費用佔銷售百分比為3.9%（二零一三年上半年：4.2%）。在本集團積極控實行成本控制的措施下，經營成本基本上保持穩定，在銷售額增加所帶來的規模效益下，經營成本佔營業額比例進一步下降。

財務成本－淨額

基於本集團的借貸主要以美元計值，人民幣於年內之貶值導致人民幣匯兌虧損共人民幣442萬元（二零一三年上半年：匯兌收益共人民幣234萬元）。另一方面，本期間較高的借貸比率，令財務成本有所上升；與此同時，集團獲得較高的財務收益。財務收益與財務成本相互抵消後，淨財務成本較去年同期增加約人民幣371萬元。

本期間溢利

回顧期內，本集團權益持有人應佔溢利為人民幣8,013萬元，比去年同期上升12%。期內，每股基本盈利為每股人民幣16.54分。未計利息、稅項、折舊及攤銷之溢利（「EBITDA」）為人民幣1.46億元，較去年同期同比上升9%。

董事會已議決就截至二零一四年六月三十日止期間宣佈派發每股2港仙之中期股息。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW

Liquidity and Financial Resources

The Group's financial position was solid throughout the period. As at 30 June 2014, the net current assets and the current ratio of the Group were approximately RMB1,147 million (31 December 2013: approximately RMB1,177 million) and 2.3 (31 December 2013: 3.0), respectively.

The Group will continue to maintain a sound finance position and with the positive cash inflow from operations and its available banking facilities, the Group has sufficient financial resources for fulfilling its commitments, meeting working capital requirements and making future investments for expansion.

Capital Structure and Gearing Ratio

As at 30 June 2014, the equity attributable to the Company's equity holders amounted to approximately RMB1,380 million (31 December 2013: RMB1,317 million). Increase in shareholders' funds was mainly attributable to the profit generated in the period less payment of dividend during the period.

Total borrowings as of 30 June 2014 amounted to approximately RMB988 million (31 December 2013: RMB818 million). The Group's gearing ratio (total debt over total equity) was increased from 62% at 31 December 2013 to 72% at 30 June 2014.

Treasury Policies and Exposure to Fluctuations in Exchange Rates

The Group's assets, liabilities, revenues and transactions are mainly denominated in Renminbi, United States dollars and Hong Kong dollars with its operation being mainly in the PRC. Bank borrowings were denominated in Renminbi, Hong Kong dollars and United States dollars.

The Group's exposure to foreign exchange fluctuations was caused by the revaluation of Renminbi during the period under review. Nevertheless, the Group has not experienced any material difficulties or effects on its operation or liquidity as a result of fluctuations in currency exchange rate during the period.

Charge on Assets

As at 30 June 2014, bank deposits of RMB94.10 million (31 December 2013: RMB32.09 million) were pledged to secure the Group's bank borrowings.

Capital Expenditure

During the period under review, the Group invested approximately RMB3.11 million and RMB16.77 million, respectively, in the additions to property, plant and equipment and intangible assets compared with approximately RMB11.83 million and RMB1.43 million, respectively, for the same period last year.

財務回顧

流動資金及財務資源

期內，本集團之財政狀況穩健。於二零一四年六月三十日，本集團流動資產淨值及流動比率分別約為人民幣11.47億元(於二零一三年十二月三十一日：約人民幣11.77億元)及2.3(二零一三年十二月三十一日：3.0)。

本集團將繼續維持穩健財務狀況。憑藉經營所得之正數現金流入及其可用銀行信貸，本集團具備充裕財務資源以應付其承擔、營運資金需要及日後擴展投資之用。

股本架構及負債比率

於二零一四年六月三十日，本公司權益持有人應佔權益約為人民幣13.8億元(於二零一三年十二月三十一日：約人民幣13.17億元)。股東應佔權益增加主要源自期內所產生溢利減於期內派付之股息。

二零一四年六月三十日，借貸總額約為人民幣9.88億元(二零一三年十二月三十一日：人民幣8.18億元)。本集團之負債比率(總負債相對總權益)由二零一三年十二月三十一日之62%上升至二零一四年六月三十日之72%。

庫務政策及外匯波動風險

本集團之資產、負債、收入及交易主要以人民幣、美元及港元結算，而其主要於中國進行業務。銀行借貸均分別以人民幣及美元結算。

於回顧期內，本集團主要的外匯波動風險乃因重估人民幣所致。儘管如此，本集團於期內並無因匯率波動而於營運或流動資金方面遇上任何重大困難或影響。

資產抵押

於二零一四年六月三十日，銀行存款人民幣9,410萬元(二零一三年十二月三十一日：人民幣3,209萬元)作為本集團銀行借貸之抵押品。

資本開支

於回顧期內，本集團就添置物業、廠房及設備與無形資產分別投資約人民幣311萬元及人民幣1,677萬元，而去年同期則分別約為人民幣1,183萬元及人民幣143萬元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Capital Commitment

As at 30 June 2014, the Group had RMB32.1 million (31 December 2013: RMB33.8 million) capital commitments in respect of purchases of property, plant and equipment, construction-in-progress, product development projects and land use rights.

In December 2012, the Group entered into an investment agreement with a local government body in Fujian, namely 福建漳州古雷港經濟開發區管委會, in regard to the construction locally of a plant in Gulei port for the production of petroleum products (the "Project") of which the details were disclosed in the 2013 Annual Report.

There is no material change in the status of the Project in the period under review. As at 30 June 2014, the application for the selection of a new location was pending a formal reply from the local government.

Contingent Liabilities

As at 30 June 2014, the Group did not have any material contingent liabilities.

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2014, the Group had 437 full-time employees of whom 432 are based in the PRC and 5 in the Hong Kong office. Remuneration packages offered to the staff are in line with the prevailing market terms and reviewed on a regular basis. Discretionary bonuses may be rewarded to employees after assessment of the Group's and individual performance. Besides salaries and bonus, staff are also entitled to other benefits, including participation in retirement benefits schemes and the share option schemes adopted by the Company pursuant to resolutions in writing of all the shareholders of the Company passed on 28 May 2014. 20,000,000 share options remained outstanding at the period end.

資本承擔

於二零一四年六月三十日，本集團就購買物業、廠房及設備、在建工程、產品開發項目及土地使用權存在人民幣3,210萬元(二零一三年十二月三十一日：人民幣3,380萬元)之資本承擔。

於二零一二年十二月，本集團與福建一個地方政府機構(即福建漳州古雷港經濟開發區管委會)訂立一份投資協議，涉及在古雷港當地興建一座廠房，作生產石油化工品之用(「該項目」)，有關該項目之詳情已於二零一三年年報中披露。

在回顧期間，該項目的狀況沒有出現重大變化。截至二零一四年六月三十日，重新選址之申請尚待政府正式批文回覆。

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。

僱員及酬金政策

於二零一四年六月三十日，本集團有437名全職僱員，其中432名駐中國，其餘5名則駐於香港。向員工提供之薪酬與現行市場條款一致，並定期檢討。酌情花紅可於評估本集團及個別員工表現後向僱員發放。除薪金及花紅外，員工亦有權獲取其他福利，包括參與退休福利計劃及本公司根據本公司全體股東於二零一四年五月二十八日通過之書面決議案採納之購股權計劃。於期間結束時，仍有20,000,000份購股權尚未行使。

CONDENSED CONSOLIDATED BALANCE SHEET

簡明合併資產負債表

As at 30 June 2014 於二零一四年六月三十日

(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

		30 June 2014 二零一四年 六月三十日	31 December 2013 二零一三年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
ASSETS	資產		
Non-current assets	非流動資產		
Land use rights	土地使用權	7	8,848
Deposits for the acquisition of land use rights	購買土地使用權之訂金		30,037
Property, plant and equipment	物業、廠房及設備	7	338,462
Intangible assets	無形資產	7	45,393
Investment in an associate	聯營投資	8	7,014
Deferred income tax assets	遞延所得稅資產		2,656
Available-for-sale financial assets	可供出售金融資產		200
Prepayments	預付款	10	28,767
Other asset	其他資產	10	2,400
			463,662
Current assets	流動資產		
Inventories	存貨		162,571
Trade receivables and bills receivables	應收賬款及應收票據	9	554,289
Prepayments and other receivables	預付款及其他應收款	10	193,877
Amounts due from related companies	應收關聯方款項		5,121
Pledged bank deposits	已抵押之銀行存款		94,104
Cash and cash equivalents	現金及現金等價物		1,019,635
			2,029,597
Total assets	總資產		2,493,259
EQUITY AND LIABILITIES	權益及負債		
Equity attributable to owners of the Company	權益歸屬於本公司擁有人		
Share capital	股本	11	51,420
Share premium	股本溢價	11	207,589
Other reserves	其他儲備	12	104,018
Retained earnings	保留盈利	21	
– Interim/final dividend	– 中期/末期股息		7,822
– Others	– 其他		1,005,746
			1,376,595
Non-controlling interests	非控制性權益		3,084
			1,313,767
Total equity	總權益		1,316,815

CONDENSED CONSOLIDATED BALANCE SHEET

簡明合併資產負債表

As at 30 June 2014 於二零一四年六月三十日

(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

		30 June 2014 二零一四年 六月三十日	31 December 2013 二零一三年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Borrowings	借貸	13 203,302	300,744
Derivative financial instruments	衍生金融工具	1,590	1,840
Deferred income tax liabilities	遞延所得稅負債	26,200	23,200
		231,092	325,784
Current liabilities	流動負債		
Trade payables	應付賬款	14 36,746	23,058
Current income tax liabilities	即期所得稅負債	14,592	14,653
Borrowings	借貸	13 784,304	517,443
Accruals and other payables	應計費用及其他應付款	46,062	29,125
Amount due to a director	應付一董事款項	784	791
		882,488	585,070
Total liabilities	總負債	1,113,580	910,854
Total equity and liabilities	總權益及負債	2,493,259	2,227,669
Net current assets	流動資產淨值	1,147,109	1,176,537
Total assets less current liabilities	總資產減流動負債	1,610,771	1,642,599

YANG YIRONG
楊毅融
Chairman
主席

LU JIAHUA
盧家華
Executive director
執行董事

The notes on pages 15 to 31 form an integral part of this condensed consolidated interim financial information.

第15至31頁的附註為簡明合併中期財務資料的整體部份。

CONDENSED CONSOLIDATED INCOME STATEMENT

簡明合併收益表

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
	Note 附註		
Revenue	收入	689,064	577,804
Cost of goods sold	已售貨品成本	(526,628)	(435,628)
Gross profit	毛利	162,436	142,176
Other (losses)/gains – net	其他(損失)/收益 – 淨額	(624)	520
Selling and marketing costs	銷售及市場推廣成本	(14,367)	(13,063)
Administrative expenses	行政費用	(26,657)	(24,112)
Operating profit	經營溢利	120,788	105,521
Finance costs – net	財務成本 – 淨額	(14,542)	(10,835)
Share of loss of an associate	應佔聯營虧損	(98)	(82)
Profit before taxation	除稅前溢利	106,148	94,604
Taxation	稅項	(25,985)	(22,732)
Profit for the period	期內溢利	80,163	71,872
Profit attributable to: Owners of the Company	溢利歸屬於： 本公司擁有者	80,127	71,646
Non-controlling interests	非控制性權益	36	226
Profit for the period	期內溢利	80,163	71,872
Earnings per share attributable to owners of the Company during the period (expressed in RMB per share)	期內每股盈利歸屬於 本公司擁有者 (每股以人民幣列示)		
– Basic	– 基本	20	14.82 cents 分
– Diluted	– 攤薄	20	14.79 cents 分

The notes on pages 15 to 31 form an integral part of this condensed consolidated interim financial information.

第15至31頁的附註為簡明合併中期財務資料的整體部份。

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
	Note 附註		
Interim dividend	中期股息	7,822	5,729

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明合併全面收益表

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Profit for the period	期內溢利	80,163	71,872
Other comprehensive loss: <i>Items that may be reclassified to profit or loss</i>	其他全面損失： 其後可能被重新分類為損益的項目		
Currency translation differences	外幣折算差額	(2)	(16)
Total comprehensive income for the period	期內全面收益總額	80,161	71,856
Attributable to:	歸屬於：		
Owners of the Company	本公司擁有人	80,125	71,630
Non-controlling interests	非控制性權益	36	226
Total comprehensive income for the period	期內全面收益總額	80,161	71,856

The notes on pages 15 to 31 form an integral part of this condensed consolidated interim financial information.

第15至31頁的附註為簡明合併中期財務資料的整體部份。

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明合併權益變動表

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

		Unaudited 未經審核							
		Attributable to equity holders of the Company 本公司權益持有人應佔					Sub-total 小計	Non- controlling interests 非控制性權益	Total 總計
		Share capital 股本	Share premium 股份溢價	Other reserves 其他儲備	Retained earnings 保留盈利				
Balance at 1 January 2014	二零一四年一月一日結餘	50,781	199,470	104,884	958,632	1,313,767	3,048	1,316,815	
Profit for the period	期內盈利	-	-	-	80,127	80,127	36	80,163	
Other comprehensive loss for the period	期內其他全面損失總額	-	-	(2)	-	(2)	-	(2)	
Total comprehensive income for the period	期內全面收益總額	-	-	(2)	80,127	80,125	36	80,161	
Employee share option scheme:	僱員購股權計劃：								
- Value of share options granted for the employee service	- 授出購股權予僱員服務之價值	-	-	1,713	-	1,713	-	1,713	
- Proceeds from shares issued	- 發行股份所得款	639	8,119	-	-	8,758	-	8,758	
- Exercise of share options	- 行使購股權	-	-	(2,577)	2,577	-	-	-	
Dividend relating to 2013 paid in July 2014	已於二零一四年七月派付之二零一三年股息	-	-	-	(27,768)	(27,768)	-	(27,768)	
Balance at 30 June 2014	二零一四年六月三十日結餘	51,420	207,589	104,018	1,013,568	1,376,595	3,084	1,379,679	
Balance at 1 January 2013	二零一三年一月一日結餘	50,781	199,470	79,141	856,750	1,186,142	3,025	1,189,167	
Profit for the period	期內盈利	-	-	-	71,646	71,646	226	71,872	
Other comprehensive loss for the period	期內其他全面損失總額	-	-	(16)	-	(16)	-	(16)	
Total comprehensive income for the period	期內全面收益總額	-	-	(16)	71,646	71,630	226	71,856	
Dividend relating to 2012 paid in June 2013	已於二零一三年六月派付之二零一二年股息	-	-	-	(16,013)	(16,013)	-	(16,013)	
Balance at 30 June 2013	二零一三年六月三十日結餘	50,781	199,470	79,125	912,383	1,241,759	3,251	1,245,010	

The notes on pages 15 to 31 form an integral part of this condensed consolidated interim financial information.

第15至31頁的附註為簡明合併中期財務資料的整體部份。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明合併現金流量表

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Cash flows from operating activities	經營活動的現金流量		
Cash generated from operations	經營業務所得的現金	55,531	24,538
Interest paid	已付利息	(17,863)	(16,582)
Income tax paid	已付所得稅	(23,293)	(16,841)
Net cash generated from/(used in) operating activities	經營業務所得/(所用)現金淨額	14,375	(8,885)
Cash flows from investing activities	投資活動的現金流量		
Additions to property, plant and equipment	收購物業、廠房及設備	(3,106)	(11,825)
Additions to prepayments for product development projects	產品開發成本預付款增加	(16,767)	(1,431)
Net cash used in investing activities	投資活動所用現金淨額	(19,873)	(13,256)
Cash flows from financing activities	融資活動的現金流量		
Interest received	已收利息	7,742	3,412
Issue of new shares	發行新股份	8,758	-
(Increase)/decrease of pledged bank of deposits	已抵押之銀行存款(增加)/減少	(62,012)	37,070
Proceeds from borrowings	借貸所得款	449,532	479,920
Repayments of borrowings	償還借貸	(280,113)	(442,985)
(Decrease)/increase in amount due to a director	應付一董事款項(減少)/增加	(7)	12
Dividends paid	股息支付	(72)	(16,013)
Net cash generated from financing activities	融資活動所得現金淨額	123,828	61,416
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	118,330	39,275
Cash and cash equivalents at beginning of the year	年初之現金及現金等價物	901,307	833,919
Exchange losses on cash and cash equivalents	現金及現金等價物之匯兌損失	(2)	(16)
Cash and cash equivalents at end of the year	年終之現金及現金等價物	1,019,635	873,178

The notes on pages 15 to 31 form an integral part of this condensed consolidated interim financial information.

第15至31頁的附註為簡明合併中期財務資料的整體部份。

NOTES TO THE INTERIM FINANCIAL INFORMATION

中期財務資料附註

As at 30 June 2014 於二零一四年六月三十日

(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

1. GENERAL INFORMATION

EcoGreen Fine Chemicals Group Limited (“EcoGreen” or “the Company”) and its subsidiaries (together “the Group”) are principally engaged in the production and trading of fine chemicals from natural resources for use in aroma chemicals and pharmaceutical products.

The Company was incorporated in the Cayman Islands on 3 March 2003 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is P.O. Box 2681, Hutchins Drive, Cricket Square, Grand Cayman KY1-1111, Cayman Islands.

The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

This condensed consolidated interim financial information is presented in thousands of units of Chinese Renminbi (RMB’000), unless otherwise stated. This condensed consolidated interim financial information has been approved for issue by the Board of Directors on 26 August 2014.

This condensed consolidated interim financial information has not been audited.

2. BASIS OF PREPARATION

This condensed consolidated interim financial information for the six months ended 30 June 2014 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, “Interim Financial Reporting”.

This condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2013, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS(s)”).

Certain comparative figures have been reclassified to conform with current period presentation.

1. 一般資料

中怡精細化工集團有限公司(「中怡」或「本公司」)及其附屬公司(統稱「本集團」)主要從事利用天然資源買賣及生產精細化學品，以用於芳香化學品及醫藥產品。

本公司於二零零三年三月三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。其註冊辦事處地址為 P.O. Box 2681, Hutchins Drive, Cricket Square, Grand Cayman KY1-1111, Cayman Islands。

本公司以香港聯合交易所有限公司(「聯交所」)主板為其上市地點。

除另有指明者外，此等簡明合併中期財務資料均以人民幣千元為單位列值。此等簡明合併中期財務資料於二零一四年八月二十六日經董事會批准發行。

本簡明合併中期財務資料未經審核。

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資料乃根據《香港會計準則》(「HKAS」)第34號「中期財務報告」而編製。

本簡明合併中期財務資料應與截至二零一三年十二月三十一日止年度財務報表一起閱讀，該財務報表是根據《香港財務報告準則》(「HKFRS(s)」)編製的。

若干比較數字已重新分類，以符合本期間之呈列。

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As at 30 June 2014 於二零一四年六月三十日

(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

3. CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

Except as described below, the accounting policies adopted are consistent with those of the annual financial statements for the year ended 31 December 2013, as described in those annual financial statements.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

The following amendments to standards and interpretations are mandatory for the first time for the financial year beginning 1 January 2014 but do not have a material impact on the Group:

HKFRS 10, HKFRS 12 and HKAS 27 Amendment	Investment Entities
HKAS 32 Amendment	Offsetting Financial Assets and Financial Liabilities
HKAS 36 Amendment	Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets
HKAS 39 Amendment	Novation of Derivatives and Continuation of Hedged Accounting
HK(IFRIC)-Int 21	Levies

The adoption of these standards and amendments to existing standards does not have significant impact on the Group's interim financial information.

There are no other amended standards or interpretations effective for the first time for this interim period that could be expected to have a material impact on the Group.

3. 會計政策和披露的變動

此財務報表所採用的會計政策與截至二零一三年十二月三十一日止年度的年度財務報表所採用的會計政策(見有關的年度財務報表)一致，惟以下所述者除外。

本中期期間的所得稅按照預期年度總盈利適用的稅率予以計提。

以下準則修訂及詮釋於本集團二零一四年一月一日開始之財政年度首次強制應用，但並無對本集團造成重大影響：

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號的修訂	投資實體
香港會計準則第32號的修訂	金融資產和金融負債的互相抵消
香港會計準則第36號的修訂	資產減值：非金融資產可收回金額披露
香港會計準則第39號的修訂	衍生產品更替及對沖產品延續的會計處理
香港(國際財務報告詮釋委員會)－詮釋第21號	徵稅

採納該等準則及現有準則的修訂並無對本集團之中期財務資料造成重大影響。

概無其他經修訂準則或詮釋於本中期期間首次生效而預期會對本集團造成重大影響。

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As at 30 June 2014 於二零一四年六月三十日

(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

4. ESTIMATES

The preparation of this condensed consolidated interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2013.

5. FINANCIAL RISK MANAGEMENT

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risk: market risk (including foreign exchange risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk.

The condensed consolidated interim financial information do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2013.

There have been no changes in any risk management policies since the year end.

5.2 Liquidity risk

Compared to year end, there was no material change in the contractual undiscounted cash out flows for financial liabilities.

5.3 Fair value estimation

In the six months ended 30 June 2014, there were no significant changes in the business or economic circumstances that affect the fair value of the Group's financial assets and financial liabilities and there were no reclassifications of financial assets in this period.

4. 估計

編製簡明合併中期財務資料需管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響會計政策的採用及所呈報的資產、負債及收支金額。實際結果可能與該等估計有所不同。

在編製該等簡明合併中期財務資料時，管理層在應用本集團的會計政策及估計不確定因素的主要來源時所作出的重大判斷與編製截至二零一三年十二月三十一日止年度的合併財務報表所應用者相同。

5. 財務風險管理

5.1 市場風險因素

本集團業務面對各種財務風險：市場風險（包括外匯風險、公平值利率風險、現金流利率風險及價格風險）、信貸風險及流動資金風險。

本簡明合併中期財務資料並無列載年度財務報表內規定的所有財務風險管理資料及披露事項，應與本集團於二零一三年十二月三十一日之年度財務報表一併閱讀。

從年底至今，風險管理政策一直沒有任何的變化。

5.2 流動性風險

與年底相比，金融負債的合約未貼現現金流出並沒有出現重大的變化。

5.3 公允價值估計

於截至二零一四年六月三十日止六個月內，業務或經濟環境並沒有出現重大變化並影響本集團的金融資產和金融負債的公允價值；及於此期間，金融資產並沒有作出重新分類。

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(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

6. TURNOVER AND SEGMENT INFORMATION

(a) Turnover

The Group is principally engaged in the manufacturing of fine chemicals from natural resources for use in aroma chemicals and pharmaceutical products and the trading of natural materials and fine chemicals. Turnover for the Group represents revenue from the sale of goods.

6. 營業額及分部資料

(a) 營業額

本集團主要從事利用天然資源製造精細化學品，以用於芳香化學品及醫藥產品以及買賣天然原料及精細化學品。本集團營業額指從銷售貨品所產生之效益。

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Sale of goods (net of value-added tax)	銷售貨品(已扣除增值稅)	698,064	577,804

(b) Segment information – business segment

The chief operating decision-maker has been identified as the Executive Directors. The Executive Directors review the Group's internal reporting in order to assess performance and allocate resources. The Executive Directors have determined the operating segments based on these reports. The Executive Directors consider the business from a product perspective.

During the six months ended 30 June 2014, the Group is organised into two main operating segments:

- (1) manufacturing and selling of fine chemicals; and
- (2) trading of natural materials and fine chemicals.

(b) 分部資料—業務分部

執行董事為主要經營決策者。執行董事審閱本集團的內部報告，以評估表現及分配資源。執行董事根據該等報告劃分營運分部。執行董事從產品角度考慮業務的性質。

截至二零一四年六月三十日止六個月，本集團分為兩大主要經營分部：

- (1) 生產及銷售精細化學品；及
- (2) 買賣天然原料及精細化學品。

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As at 30 June 2014 於二零一四年六月三十日

(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

6. TURNOVER AND SEGMENT INFORMATION (continued)

(b) Segment information – business segment (Continued)

The segment results for the six months ended 30 June 2014 are as follows:

6. 營業額及分部資料(續)

(b) 分部資料—業務分部(續)

截至二零一四年六月三十日止年度之分部業績如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Revenue	收益		
Manufacturing	生產	507,660	465,591
Trading	貿易	181,404	112,213
Total revenue	總收益	689,064	577,804
Segment results	分部業績		
Manufacturing	生產	135,155	121,861
Trading	貿易	12,915	7,252
Unallocated corporate expense – net	未分配公司支出—淨額	(27,282)	(23,592)
Finance costs – net	財務成本—淨額	(14,542)	(10,835)
Taxation	稅項	(25,985)	(22,732)
Share of loss of an associate	應佔聯營虧損	(98)	(82)
Profit for the period	期內溢利	80,163	71,872

Other segment items charged/(credited) in the condensed consolidated income statements are as follows:

簡明合併收益表內已扣除/(計入)之其他分部項目如下：

		Manufacturing 生產		Trading 貿易	
		Six months ended 30 June 截至六月三十日止六個月		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Depreciation	折舊	19,453	19,307	29	42
Amortisation	攤銷	2,938	4,347	-	-
Provision for impairment of inventories	存貨減值撥備	308	755	33	-
(Reversal of)/provision for impairment of trade receivables	應收賬款減值(撥回)/撥備	(131)	510	427	33

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中期財務資料附註

As at 30 June 2014 於二零一四年六月三十日

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6. TURNOVER AND SEGMENT INFORMATION (continued)

(b) Segment information – business segment (Continued)

The segment assets and liabilities as at 30 June 2014 and capital expenditure for the period then ended are as follows:

6. 營業額及分部資料(續)

(b) 分部資料—業務分部(續)

於二零一四年六月三十日之資產及負債分部以及截至該日止期間之資本開支如下：

		30 June 2014 二零一四年 六月三十日	31 December 2013 二零一三年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
Segment assets	分部資產		
Manufacturing	生產	1,208,085	1,186,689
Trading	貿易	125,021	81,047
Pledged bank deposits	已抵押之銀行存款	94,104	32,092
Cash and cash equivalents	現金及現金等價物	1,019,635	901,307
Other corporate assets	其他公司資產	46,414	26,534
Total assets	資產總值	2,493,259	2,227,669
Segment liabilities	分部負債		
Manufacturing	生產	243,840	168,641
Trading	貿易	23,584	21,832
Other bank borrowings	其他銀行借貸	756,927	650,772
Deferred tax liabilities	遞延所得稅負債	26,200	23,200
Current income tax liabilities	即期所得稅負債	14,592	14,653
Other corporate liabilities	其他公司負債	48,437	31,756
Total liabilities	負債總額	1,113,580	910,854

		Six months ended 30 June 截至六月三十日止六個月 2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Capital expenditure	資本開支		
Manufacturing	生產	19,840	13,245
Trading	貿易	33	11
		19,873	13,256

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(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

6. TURNOVER AND SEGMENT INFORMATION (continued)

(c) Segment information – geographical segment

The Group's two operating segments operate in three main geographical areas.

6. 營業額及分部資料(續)

(c) 分部資料—地區分部

本集團兩大經營分部於三個主要地區經營。

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Revenue	收益		
– Mainland China	– 中國內地	548,433	464,848
– Europe	– 歐洲	40,468	48,687
– Asia (excluding Mainland China)	– 亞洲(中國內地除外)	43,475	35,596
– North America	– 北美洲	34,798	16,027
– Others	– 其他	21,890	12,646
		689,064	577,804

Revenue are allocated based on the places/countries in which customers are located.

收益乃按客戶所在地區／國家分配。

		30 June 2014 二零一四年 六月三十日	31 December 2013 二零一三年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
Total assets	資產總值		
– Mainland China	– 中國內地	2,387,127	2,168,813
– Hong Kong	– 香港	102,707	54,763
– Other	– 其他	3,425	4,093
		2,493,259	2,227,669

Total assets are allocated based on where the assets are located.

資產總值乃按資產所在地分配。

No geographical analysis of capital expenditure is presented as substantially all of the Group's capital expenditure was incurred in respect of assets located in Mainland China.

由於本集團絕大部分資本開支就位於中國內地之資產產生，因此並無呈報資本開支之地區分析。

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7. CAPITAL EXPENDITURE

7. 資本開支

		Property, plant and equipment 物業、廠房 及設備	Land use right 土地使用權	Intangible assets 無形資產
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Opening net book amount as at 1 January 2013	於二零一三年一月一日之 期初帳面淨額	384,008	9,079	50,081
Additions	添置	11,825	-	1,431
Depreciation and amortisation charge	折舊及攤銷	(19,349)	(115)	(4,232)
Disposals	出售	(5)	-	-
Closing net book amount as at 30 June 2013	於二零一三年六月三十日 之期終帳面淨額	376,479	8,964	47,280
Opening net book amount as at 1 January 2014	於二零一四年一月一日之 期初帳面淨額	354,841	8,848	48,216
Additions	添置	3,106	-	-
Depreciation and amortisation charge	折舊及攤銷	(19,482)	(115)	(2,823)
Disposals	出售	(3)	-	-
Closing net book amount as at 30 June 2014	於二零一四年六月三十日 之期終帳面淨額	338,462	8,733	45,393

8. INVESTMENT IN AN ASSOCIATE

8. 聯營投資

Movements of share of net assets during the period are as follows:

淨資產份額於此期間的變動如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
At 1 January	於一月一日	7,112	8,924
Share of loss of an associate	享有聯營虧損的份額	(98)	(82)
Disposal of an associate	出售一間聯營	-	(1,528)
At 30 June	於六月三十日	7,014	7,314
		30 June 2014 二零一四年 六月三十日	31 December 2013 二零一三年 十二月三十一日
Share of net assets	淨資產份額	7,014	7,112

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9. TRADE RECEIVABLES AND BILLS RECEIVABLE

The credit period granted by the Group to its customers is generally around 90 days. The aging analysis of trade receivables is as follows:

9. 應收賬款及應收票據

本集團給予其客戶之信貸期一般為90天。應收賬款之帳齡分析如下：

		30 June 2014 二零一四年 六月三十日	31 December 2013 二零一三年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
0 to 30 days	0至30天	143,514	153,659
31 to 60 days	31至60天	136,561	146,986
61 to 90 days	61至90天	104,014	88,064
91 to 180 days	91至180天	166,822	140,849
181 to 365 days	181至365天	8,493	932
Over 365 days	365天以上	1,594	1,113
		560,998	531,603
Less: Provision for impairment of trade receivables	減：應收賬款減值撥備	(6,709)	(6,413)
		554,289	525,190

10. PREPAYMENTS AND OTHER RECEIVABLES

10. 預付款及其他應收款

		30 June 2014 二零一四年 六月三十日	31 December 2013 二零一三年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
Prepayment for purchases of raw materials	購買原料預付款	182,622	139,512
Prepayments for product development projects	產品開發成本預付款	28,767	12,000
Input value-added tax recoverable	可收回進項增值稅	6,011	6,744
Others	其他	7,644	7,630
		225,044	165,886
Less: non-current portion	減：非流動部份		
Prepayments for product development projects	產品開發成本預付款	(28,767)	(12,000)
Other asset (Note i)	其他資產(附註i)	(2,400)	(2,400)
Prepayments and other receivables – current portion	預付款及其他應收款 – 流動部份	193,877	151,486

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10. PREPAYMENTS AND OTHER RECEIVABLES (continued)

Note:

- (i) The Group made a payment to 天津渤海商品交易所股份有限公司 (Tianjin Bohai Commodity Exchange Limited) ("BCEx") in the amount of RMB2,400,000 out of the total contract amount of RMB12,000,000 as deposit for the development cost of new product management software in relation to the listing and trading of the Group's major raw material – turpentine under the trading name of "中坤Doingcom" on BCEx's exchange. As at 30 June 2014, the listing or trading of turpentine had not taken place.

10. 預付款及其他應收款(續)

附註：

- (i) 本集團向天津渤海商品交易所股份有限公司(「渤商所」)支付人民幣2,400,000元作為本集團主要原材料松節油以「中坤」的品牌在渤商所掛牌交易而產生的新產品管理軟件開發費之定金，該合同的總全額為人民幣12,000,000元。截至二零一四年六月三十日，松節油並未在渤商所的交易平台上掛牌交易。

11. SHARE CAPITAL AND SHARE PREMIUM

11. 股本及股本溢價

Authorised share capital – Ordinary shares of HK\$0.1 each:	法定股本—每股面值 0.1港元之普通股：	Number of shares 股份數目	Nominal value of ordinary shares 普通股面值
		('000) (千計)	('000) (千計)
At 1 January 2013, 31 December 2013 and 30 June 2014	於二零一三年一月一日、 二零一三年十二月三十一日 及二零一四年六月三十日	2,000,000,000	212,000

Issued share capital – Ordinary shares of HK\$0.1 each:	已發行股本—每股面值 0.1港元之普通股：	Number of fully paid shares 已繳股款 股份數目	Nominal value of ordinary shares 普通股面值	Share Premium 股份溢價	Total 合計
		('000) (千計)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
At 1 January 2013, 31 December 2013 and 1 January 2014	於二零一三年一月一日、 二零一三年 十二月三十一日及 二零一四年一月一日	483,378	50,781	199,470	250,251
Proceeds from shares issued upon exercise of employee share option (Note i)	僱員行使購股權時所 發行股份之所得款 (附註i)	8,030	639	8,119	8,758
At 30 June 2014	於二零一四年 六月三十日	491,408	51,420	207,589	259,009

Note:

- (i) Employee share option scheme: options exercised during the period to 30 June 2014 resulted in 8,030,000 shares being issued by the Company, with exercise proceeds of RMB8,758,000. The related weighted average price at the time of exercise was RMB1.62 per share.

附註：

- (i) 僱員購股權計劃：在截至二零一四年六月三十日止期間行使的購股權導致本公司發行8,030,000股股份，行使所得款為人民幣8,758,000元。在行使時相關的加權平均價格為每股人民幣1.62元。

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As at 30 June 2014 於二零一四年六月三十日

(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

12. OTHER RESERVES

12. 其他儲備

		Unaudited 未經審核						
		Capital reserve	Contributed surplus	Statutory reserves	Capital redemption reserve	Share options equity reserve	Currency translation reserve	Total
		股本儲備	繳入盈餘	法定儲備	股本贖回儲備	購股權股本儲備	匯兌儲備	總計
At 1 January 2013	於二零一三年一月一日	685	9,500	65,695	711	2,577	(27)	79,141
Other comprehensive loss for the period	期內其他全面虧損總額	-	-	-	-	-	(16)	(16)
Balance at 30 June 2013	於二零一三年六月三十日之結餘	685	9,500	65,695	711	2,577	(43)	79,125
Balance at 1 January 2014	二零一四年一月一日結餘	685	9,500	91,496	711	2,577	(85)	104,884
Other comprehensive loss for the period	期內其他全面虧損總額	-	-	-	-	-	(2)	(2)
Employees share option scheme:	僱員購股權計劃：							
- Exercise of share options	一行使購股權	-	-	-	-	(2,577)	-	(2,577)
- Value of share options granted	一授出購股權之價值	-	-	-	-	1,713	-	1,713
Balance at 30 June 2014	二零一四年六月三十日之結餘	685	9,500	91,496	711	1,713	(87)	104,018

13. BORROWINGS

13. 貸款

Maturity of borrowings	借貸之還款期	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
		(Unaudited) (未經審核)	(Audited) (經審核)
Amounts repayable within a period:	須於以下期間償還之款項：		
- not exceeding one year	一不超過一年	784,304	517,443
- more than one year but not exceeding two years	一一年以上，但不超過兩年	202,352	198,407
- more than two years but not exceeding five years	一兩年以上，但不超過五年	950	102,337
Total borrowings	借貸總額	987,606	818,187
Less: current borrowings	減：流動借貸	(784,304)	(517,443)
Non-current borrowings	非流動借貸	203,302	300,744

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中期財務資料附註

As at 30 June 2014 於二零一四年六月三十日

(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

13. BORROWINGS (continued)

Movements in borrowings is analysed as follows:

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
Opening amount as at 1 January	一月一日的期初結餘	818,187	734,192
Proceeds of new borrowings	新借貸所得款	449,532	479,920
Repayments of borrowings	償還借款	(280,113)	(442,985)
Closing amount as at 30 June	六月三十日期終結餘	987,606	771,127

13. 貸款(續)

借款的變動分析如下：

The Group has the following undrawn borrowing facilities:

本集團有以下未動用借款額度：

		30 June 2014 二零一四年 六月三十日	31 December 2013 二零一三年 十二月三十一日
Floating rate:	浮動利息：		
- expiring within one year	- 一年內到期	372,092	698,260
- expiring beyond one year	- 一年以上到期	-	47,044
		372,092	745,304

14. TRADE PAYABLES

As at 30 June 2014, the aging analysis of trade payables and bills payable was as follows:

14. 應付賬款

於二零一四年六月三十日，應付賬款及應付票據之帳齡分析如下：

		30 June 2014 二零一四年 六月三十日	31 December 2013 二零一三年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
0 to 30 days	0至30天	21,870	14,756
31 to 60 days	31至60天	11,221	1,892
61 to 90 days	61至90天	671	2,611
91 to 180 days	91至180天	773	1,380
181 to 365 days	181至365天	1,167	972
Over 365 days	365天以上	1,044	1,447
		36,746	23,058

NOTES TO THE INTERIM FINANCIAL INFORMATION

中期財務資料附註

As at 30 June 2014 於二零一四年六月三十日

(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

15. OTHER (LOSSES)/GAINS – NET

15. 其他(損失)/收益－淨額

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Gain on disposal of an associate	出售一間聯營之收益	–	431
Realised (losses)/gains on derivative financial instruments	衍生金融工具之變現(損失)/收益	(1,631)	313
Income on government grants	政府撥款之收益	–	333
Net exchange gains	淨匯兌收益	821	505
Net fair value gains/(losses) on derivative financial instruments	衍生金融工具的公允價值收益/(虧損)	267	(1,017)
Others	其他	(81)	(45)
		(624)	520

16. OPERATING PROFIT

16. 經營盈利

Operating profit is stated after charging the following:

經營溢利已扣除以下各項：

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Amortisation of prepaid operating lease payments	預付經營租金款項攤銷	115	115
Amortisation of intangible assets	無形資產攤銷	2,823	4,232
Depreciation	折舊	19,482	19,349
Provision for impairment of inventories	存貨減值撥備	341	755
Provision for impairment of trade receivables	應收賬款減值撥備	296	543

NOTES TO THE INTERIM FINANCIAL INFORMATION

中期財務資料附註

As at 30 June 2014 於二零一四年六月三十日

(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

17. FINANCE COSTS – NET

17. 財務成本－淨額

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Interest expense on:	利息費用：		
– Bank borrowings wholly repayable within five years	– 須於五年內全數償還之銀行借貸	(17,833)	(16,547)
– Government loans wholly repayable within five years	– 須於五年內全數償還之政府貸款	(29)	(35)
Net foreign exchange gain/(loss) on financing activities	財務活動的淨匯兌收益／(損失)	(4,422)	2,335
Finance costs	財務成本	(22,284)	(14,247)
Finance income	財務收益		
– Interest income on short term bank deposits	– 短期銀行存款的利息收益	7,742	3,412
Net finance costs	淨財務成本	(14,542)	(10,835)

18. TAXATION

18. 稅項

No Hong Kong profits tax has been provided as the Group had no assessable profit arising in or derived from Hong Kong. The subsidiaries established in Mainland China are subject to Mainland China corporate income tax at a rate of 25% (2013: 25%).

由於本集團並無在香港獲得或賺取應課稅溢利，因此並無就香港利得稅作出撥備。於中國內地成立之附屬公司須按25%（二零一三年：25%）之稅率繳納中國內地企業所得稅。

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Current income tax	現有稅項		
– Mainland China enterprise income tax	– 中國內地企業所得稅	22,985	20,232
Deferred tax	遞延稅項	3,000	2,500
		25,985	22,732

NOTES TO THE INTERIM FINANCIAL INFORMATION

中期財務資料附註

As at 30 June 2014 於二零一四年六月三十日

(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

19. DIVIDENDS

An interim dividend in respect of the six months ended 30 June 2014 of HK2 cents per share, totalling approximately of RMB7,822,000, is declared. This interim dividend has not been recognised as a liability in this interim financial information. It will be recognised in owners' equity in the year ending 31 December 2014.

19. 股息

有關截至二零一四年六月三十日止六個月期間已宣派中期股息每股2港仙，合共約人民幣7,822,000元。於本中期財務資料內，並未將中期股息確認為負債，該中期股息將於截至二零一四年十二月三十一日止年度之本公司擁有人權益中確認。

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Interim dividend declared of HK2 cents (2013: HK1.49 cents) per ordinary share	已宣派中期股息每股普通股2港仙(二零一三年：1.49港仙)	7,822	5,729

The 2013 final dividend of HK7.1 cents per ordinary share, totalling HK\$34,890,000, shown as RMB27,768,000, was paid in July 2014. The 2012 final dividend of HK4.1 cents per ordinary share, totalling HK\$19,818,000, shown as RMB16,013,000 was paid in June 2013.

二零一三年的末期股息每股7.1港仙已於二零一四年七月份內支付，合計為港幣34,890,000元，列作人民幣27,768,000元。二零一二年的末期股息每股4.1港仙於二零一三年六月份內支付，合計為港幣19,818,000元，列作人民幣16,013,000元。

20. EARNINGS PER SHARE

Basic

20. 每股盈利

基本

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Earnings Profit attributable to owners of the Company	盈利 溢利歸屬於本公司擁有人	80,127	71,646
Shares Weighted average number of ordinary shares in issue ('000)	股份 已發行普通股的加權平均股數(千計)	484,343	483,378
Basic earnings per share (RMB per share)	每股基本盈利 (每股人民幣)	16.54 cents 分	14.82 cents 分

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As at 30 June 2014 於二零一四年六月三十日

(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

20. EARNINGS PER SHARE (continued)

Diluted

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Earnings	盈利		
Profit attributable to owners of the Company	溢利歸屬於本公司擁有人	80,127	71,646
Shares	股份		
Weighted average number of ordinary shares in issue ('000)	已發行普通股的加權平均股數(千計)	484,343	483,378
Adjustments assuming the exercise of share options ('000)	假設購股權被行使的調整(千計)	5,479	908
Weighted average number of ordinary shares for diluted earnings per share ('000)	計算每股攤薄盈利的普通股的加權平均股數(千計)	489,822	484,286
Diluted earnings per share (RMB per share)	每股攤薄盈利 (每股人民幣)	16.36 cents 分	14.79 cents 分

20. 每股盈利(續)

攤薄

21. RETAINED EARNINGS

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
At 1 January	於一月一日	958,632	856,750
Profit for the period	本期間溢利	80,127	71,646
Employee share option scheme: – Exercise of share options	僱員購股權計劃 – 行使購股權	2,577	–
Dividends: 2014/2013 final dividend	股息: 二零一四/二零一三年度 末期股息	(27,768)	(16,013)
At 30 June	於六月三十日	1,013,568	912,383
Representing: Retained earnings	相當於: 保留盈利	1,005,746	906,654
Declared interim dividend	已宣派中期股息	7,822	5,729
At 30 June	於六月三十日	1,013,568	912,383

21. 保留盈利

NOTES TO THE INTERIM FINANCIAL INFORMATION

中期財務資料附註

As at 30 June 2014 於二零一四年六月三十日

(All amounts in RMB thousands unless otherwise stated) (除另有指明者外，所有款額均以千元人民幣列值)

22. CONTINGENT LIABILITIES

As at 30 June 2014, the Group has no contingent liabilities in respect of bank and other guarantees and other matters arising in the ordinary course of business.

23. SIGNIFICANT RELATED PARTY TRANSACTIONS

The following transactions were carried out with related parties:

(a) 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	2013 二零一三年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	3,498	3,503
Total	總計	3,498	3,503

(b) Amounts due from related companies

		30 June 2014 二零一四年 六月三十日	31 December 2013 二零一三年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
Amounts due from related companies	應收關聯方款項	5,121	2,439

As at 30 June 2014, the balances are unsecured, interest-free and are repayable on demand.

(c) Amount due to a director

The details of the amount due to a director are as follows:

		30 June 2014 二零一四年 六月三十日	31 December 2013 二零一三年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
Mr. Yang Yirong	楊毅融先生	784	791

The amount due to a director is unsecured, non-interest bearing and is repayable on demand.

22. 或然負債

截至二零一四年六月三十日，本集團並無有關於銀行、其他擔保及日常業務過程中發生的其他事項而承擔之或然負債。

23. 重大關連方交易

與關聯方進行的交易如下：

(a) 關鍵管理人員酬金

(b) 應收關聯方款項

(c) 應付一位董事款項

應付一位董事款項的詳情如下：

於二零一四年六月三十日，款項為無抵押、免息及須應要求償還。

應付一位董事之款項為無抵押、免息及須應要求償還。

DISCLOSURE OF INTERESTS

權益披露

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN SHARES' UNDERLYING SHARES AND DEBENTURES

董事及行政總裁於股份、相關股份及債券之權益及／或淡倉

As 30 June 2014, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) to be notified to the Company and the Stock Exchange, were as follows:

於二零一四年六月三十日，本公司各董事及最高行政人員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）的股份、相關股份及債權證中，擁有(i)已根據《證券及期貨條例》（「證券及期貨條例」）第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括彼等根據證券及期貨條例有關條文被視為或當作擁有的權益及淡倉），或(ii)根據證券及期貨條例第352條存置規定須登記於本公司的登記冊內的權益及淡倉，或(iii)根據《上市發行人董事進行證券交易的標準守則》（「標準守則」）的規定須知會本公司及聯交所的權益及淡倉，如下：

(a) Long positions in ordinary shares of HK\$0.10 each of the Company

(a) 於本公司每股面值0.10港元普通股之好倉

Name of Director 董事姓名	Number of shares held 所持股數				Total 總計	% of the issued share capital of the Company 佔本公司已發行股本百分比
	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Interests in underlying shares comprised in the share options 其他權益		
Mr. Yang Yirong 楊毅融先生	400,000	-	198,294,158 (Note i) (附註i)	-	198,694,158	40.43%
Mr. Gong Xionghui 龔雄輝先生	2,050,000	-	11,368,421 (Note ii) (附註ii)	-	13,418,421	2.73%
Ms. Lu Jiahua 盧家華女士	1,550,000	-	8,526,316 (Note iii) (附註iii)	-	10,076,316	2.05%
Mr. Han Huan Guang 韓歡光先生	1,200,000	-	-	-	1,200,000	0.24%
Mr. Lin Zhigang 林志剛先生	1,800,000	-	-	-	1,800,000	0.36%
Mr. Feng Tao 馮濤先生	1,200,000	-	-	-	1,200,000	0.24%
Mr. Yau Fook Chuen 丘福全先生	300,000	-	-	-	300,000	0.06%
Mr. Wong Yik Chung, John 黃翼忠先生	100,000	-	-	-	100,000	0.02%

DISCLOSURE OF INTERESTS

權益披露

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN SHARES' UNDERLYING SHARES AND DEBENTURES (continued)

董事及行政總裁於股份、相關股份及債券之權益及／或淡倉(續)

(a) Long positions in ordinary shares of HK\$0.10 each of the Company (continued)

Notes:

- (i) These shares were beneficially owned by Marietta Limited, a private company beneficially wholly-owned by Mr. Yang Yirong.
- (ii) These shares were beneficially owned by Dragon Kingdom Investment Limited, a private company beneficially wholly-owned by Mr. Gong Xionghui.
- (iii) These shares were beneficially owned by Sunwill Investments Limited, a private company beneficially wholly-owned by Ms. Lu Jiahua.

(a) 於本公司每股面值0.10港元普通股之好倉(續)

附註：

- (i) 該等股份由楊毅融先生全資實益擁有之私人公司Marietta Limited實益擁有。
- (ii) 該等股份由龔雄輝先生全資實益擁有之私人公司Dragon Kingdom Investment Limited實益擁有。
- (iii) 該等股份由盧家華女士全資實益擁有之私人公司Sunwill Investments Limited實益擁有。

(b) Interest in registered share capital of Company's subsidiaries

A Director hold nominee shares in certain subsidiaries held in trust for the Group solely for the purpose of ensuring that the relevant subsidiaries has more than one member.

Other than as disclosed above, neither the Directors nor any chief executives, nor any of their associates, had any interests or short positions in the shares, underlying shares, or debentures of the Company or its associated corporation as at 30 June 2014.

(b) 於本公司一家附屬公司註冊股本之權益

一名董事以信託方式為本集團持有若干附屬公司之代名人股份，僅為確保有關附屬公司擁有超過一名股東。

除上文披露者外，於二零一四年六月三十日，概無董事或任何行政總裁或彼等任何聯繫人士，於本公司或其相聯法團之股份、相關股份或債券中，擁有任何權益或淡倉。

SHARE OPTIONS

2004 SHARE OPTION SCHEME

The share option scheme adopted by the Company on 16 February 2004 ("2004 Share Option Scheme"), remained in force until 15 February 2014, after which no option can be granted under the 2004 Share Option Scheme. However, options that remain outstanding as at 15 February 2014 can be exercised until their respective expiry dates. As at 30 June 2014, there were 20,000,000 options outstanding which represented approximately 4.07% of the total number of issued shares of the Company as at that date.

購股權

二零零四年購股權計劃

本公司於二零零四年二月十六日採納之購股權計劃(「二零零四年購股權計劃」)，維持生效至二零一四年二月十五日，此後不得根據二零零四年購股權計劃授出購股權。然而，於二零一四年二月十五日仍未行使之購股權可予行使，直至其各自屆滿日期為止。於二零一四年六月三十日，尚有20,000,000未行使之購股權，佔當日本公司已發行股份總數約4.07%。

DISCLOSURE OF INTERESTS

權益披露

SHARE OPTIONS (continued)

2004 SHARE OPTION SCHEME (continued)

During the first half 2014, the movements of the options which have been granted under the 2004 Share Option Scheme were as follows:

購股權(續)

二零零四年購股權計劃(續)

於二零一四年上半年期間，根據二零零四年購股權計劃所授出購股權變動如下：

Category and name of participant	類別及參與者姓名	Date of grant 授出日期	Exercise price per share 每股行使價 HK\$ 港元	Exercise period 行使期	Balance as at 1 January 2014	Granted during the period 於期內授出	Exercised during the period 於期內行使	Lapsed/Cancelled during the period 失效/註銷於期內	Balance as at 30 June 2014
					於二零一四年一月一日之結餘 ('000)				於二零一四年六月三十日之結餘 ('000)
Category 1 – Directors	類別1 – 董事								
Mr. Gong Xionghui	龔雄輝先生	8.6.2004	1.37	8.6.2004-7.6.2014	2,050	-	(2,050)	-	-
Ms. Lu Jiahua	盧家華女士	8.6.2004	1.37	8.6.2004-7.6.2014	1,550	-	(1,550)	-	-
Mr. Lin Zhigang	林志剛先生	8.6.2004	1.37	8.6.2004-7.6.2014	1,800	-	(1,800)	-	-
Mr. Yau Fook Chuen	丘福全先生	8.6.2004	1.37	8.6.2004-7.6.2014	200	-	(200)	-	-
Mr. Wong Yik Chung, John	黃翼忠先生	8.6.2004	1.37	8.6.2004-7.6.2014	200	-	(200)	-	-
Sub-total	小計				5,800	-	(5,800)	-	-
Category 2 – Employees under continuous employment contract	類別2 – 持續僱傭合約僱員	8.6.2004	1.37	8.6.2004-7.6.2014	2,230	-	(2,230)	-	-
		15.2.2014 (Note i) (附註i)	1.70	15.8.2014-14.2.2024 (Note ii) (附註ii)	-	20,000	-	-	20,000
Sub-total	小計				2,230	20,000	(2,230)	-	20,000
Total	總計				8,030	20,000	(8,030)	-	20,000

Notes:

- (i) The closing price of the shares of the Company immediately before the date on which the options were granted was HK\$1.68 per share.
- (ii) The options granted may be exercised according to the following three tranches:
- (a) up to 30% of the options granted to each grantee shall be exercisable at any time after the expiration of 6 months from the date of grant of options;
- (b) up to 60% of the options granted to each grantee shall be exercisable at any time after the expiration of 24 months from the date of grant of options; and
- (c) up to 100% of the options granted to each grantee shall be exercisable at any time after the expiration of 36 months from the date of grant of options, and in each case, not later than 14 February 2024.

附註：

- (i) 在緊接授出購股權日期前一天的本公司股份收市價為每股1.68港元。
- (ii) 獲授之購股權可分以下三階段行使：
- (a) 於授予每名承授人之購股權由授出日期6個月後起任何時間可行使最多30%之購股權；
- (b) 於授予每名承授人之購股權由授出日期24個月後起任何時間可行使最多60%之購股權；及
- (c) 於授予每名承授人之購股權由授出日期36個月後起任何時間可行使100%之購股權，及在各種情況下，不遲於二零二四年二月十四日。

DISCLOSURE OF INTERESTS

權益披露

SHARE OPTIONS *(continued)*

2014 SHARE OPTION SCHEME *(continued)*

The value of the options granted during the year is RMB7,411,000, based on the Black-Scholes valuation model. The significant inputs into the model were share price of HK\$1.68 at the grant date, exercise price shown above, expected dividend paid out rate of 2.7% and with reference to the three different tranches of the options granted, annual risk-free interest rate of 1.37%, 1.56% and 1.68% respectively, standard deviation of expected share price returns of 39.7%, 42.3% and 42.0% respectively and expected life of options of 5.2 years, 6.0 years and 6.5 years respectively. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices over the last three years. The Black-Scholes model is developed to estimate the fair value of European share options. The fair values calculated are inherently subjective and uncertain due to the assumptions made and the limitations of the model used. The value of an option varies with different variables of certain subjective assumptions. Any change in variables so adopted may materially affect the estimation of the fair value of an option.

At the annual general meeting held on 28 May 2014, the shareholders of the Company approved and adopted the new share option scheme ("2014 Share Option Scheme"). The 2014 Share Option Scheme shall be valid and effective for a period of 10 years commencing from the approval of the 2014 Share Option Scheme.

Under the 2014 Share Option Scheme, all the terms are consistent with those of the 2004 Share Option Scheme of which the details were disclosed in the 2013 annual report. During the six months ended 30 June 2014, no options were granted, exercised and cancelled.

購股權(續)

二零一四年購股權計劃(續)

根據布萊克－斯科爾斯(Black-Scholes)估值模式，在年內授出的股份期權的價值為人民幣7,411,000元。對該模式輸入的重大數據包括：於授出日期的股價為港幣1.68元、以上所列的行使價、預期股利收益率2.7%、以及參照授出之購股權可以分為三個不同批次，每年無風險利率分別為1.37%、1.56%和1.68%，預期股價回報分別為39.7%、42.3%和42.0%的標準差及股份期權期限分別為5.2年、6.0年及6.5年。按照預期股價回報的標準差而計量的波動率，根據過去三年每日股價的統計分析計算。Black-Scholes模式是用來估算歐洲股份期權的公允價值。基於作出的假設和所用模式的限制，所計算的公允價值必然是主觀和不確定的。股份期權的價值會隨著某些主觀假設的不同變數而改變。所採用的變數的任何改變可能會嚴重影響股份期權公允價值的估算。

於二零一四年五月二十八日舉行股東週年大會上，本公司股東已經批准及接納新購股權計劃(「二零一四年購股權計劃」)。二零一四年購股權計劃由計劃批准起10年內維持有效。

在二零一四年購股權計劃下，所有的條款與二零零四年購股權計劃下之條款一致，有關詳情於二零一三年年報中披露。截至二零一四年六月三十日止六個月內，並無任何購股權授出、行使或註銷。

OTHER INFORMATION

其他資料

CORPORATE GOVERNANCE

Throughout the six months ended 30 June 2014, the Company has complied with the code provisions under the Corporate Governance Code as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") except for code provisions A.2.1 and A.6.7 as explained below.

Code provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer ("CEO") should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and CEO should be clearly established and set out in writing. The Company does not presently have any officer with the title CEO. At present, Mr. Yang Yirong, being the Chairman and the President of the Company, is responsible for the strategic planning, formulation of overall corporate development policy and running the business of the Group as well as the duties of Chairman. The Board considers that, due to the nature and extent of the Group's operations, Mr. Yang is the most appropriate chief executive because he possesses in-depth knowledge and experience in fine chemicals business and is able to ensure the sustainable development of the Group. Besides, he is the founder, the chairman and the controlling shareholder of the Group since its establishment and till now. Notwithstanding the above, the Board will review the current structure from time to time. When at the appropriate time and if candidate with suitable leadership, knowledge, skills and experience can be identified within or outside the Group, the Company may make the necessary amendments.

Under the code provision A.6.7, independent non-executive directors and non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Mr. Feng Tao was unable to attend the annual general meeting of the Company held on 28 May 2014 due to other important engagements. All other independent non-executive directors and non-executive directors had attended the 2014 annual general meeting to answer questions and collect views of shareholders.

企業管治

截至二零一四年六月三十日止六個月內，本公司一直遵守聯交所證券上市規則(「上市規則」)附錄14所載之《企業管治守則》之守則條文，惟下文闡述之守則條文第A.2.1條及A.6.7條則除外。

守則條文第A.2.1條規定，主席與行政總裁之角色應有區分，並不應由一人同時兼任。主席與行政總裁之間職責之分工應清楚界定並以書面列載。本公司並無高級職員獲授行政總裁職銜。本公司主席兼總裁楊毅融先生現負責策略規劃、整體企業發展政策制定及本集團業務營運以及主席職責。董事會認為，基於本集團之業務性質及範疇，楊先生不但具備精細化工業務之豐富知識及經驗，並有能力推動本集團持續發展，故為最合適的行政總裁人選。此外，彼亦為本集團之創辦人、自成立至今之主席兼控股股東，惟董事會將不時檢討現行架構，並於合適時候及倘本集團自內部或外界物色到具備適當領導才能、知識、技能及經驗之人選，本公司或會作出所需修訂。

根據守則條文第A.6.7條，獨立非執行董事及非執行董事應出席股東大會，對公司股東的意見有公正的了解。馮濤先生因其他重要公務未能出席本公司於二零一四年五月二十八日舉行之股東週年大會。所有其他獨立非執行董事及非執行董事均已出席二零一四年度股東週年大會，回應提問及聽取股東之意見。

OTHER INFORMATION

其他資料

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

During the six months ended 30 June 2014, the Company had not redeemed, and neither the Company nor any of its subsidiaries had purchased or sold any of the Company's listed shares.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the six months ended 30 June 2014 was the Company, or any of its subsidiaries, a party to any arrangements to enable the Directors or chief executives of the Company or their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate with the exception of the Company's share option scheme, details of which are set out in the above section under the heading "Share options".

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding the Directors' securities transactions on terms not less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules. Specific enquiry has been made to all Directors and all the Directors have confirmed that they have complied with all the relevant requirements as set out in the Model Code throughout the six months ended 30 June 2014.

AUDIT COMMITTEE

The audit committee of the Company has reviewed with the management in relation to the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the unaudited consolidated interim financial information for the six months ended 30 June 2014.

By order of the Board
EcoGreen Fine Chemicals Group Limited
Yang Yirong
Chairman & President

Hong Kong, 26 August 2014

購買、出售或贖回本公司之上市股份

截至二零一四年六月三十日止六個月，本公司並無贖回，而本公司或其任何附屬公司亦無購買或出售本公司任何上市股份。

購買股份或債券之安排

於截至二零一四年六月三十日六個月止期間之任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事或本公司行政總裁或彼等之配偶或未滿十八歲子女可藉收購本公司或任何其他法人團體之股份或債券而獲利，惟透過本公司購股權計劃所購買者則除外，有關詳情載於上文「購股權」一節。

進行證券交易的標準守則

本公司已採納一套有關董事進行證券交易的行為守則，條款不遜於上市規則附錄所載上市發行人董事進行證券交易的標準守則（「標準守則」）的規定標準。本公司已向全體董事作出具體查詢，而全體董事亦已確認，彼等於截至二零一四年六月三十日止六個月期間一直遵守標準守則所載所有有關規定。

審核委員會

本公司審核委員會已與管理層審閱本集團所採納之會計原則及準則，並討論內部監控及財務申報等事宜，包括審閱截至二零一四年六月三十日止六個月之未經審核合併中期財務資料。

承董事會命
中怡精細化工集團有限公司
楊毅融
主席及總裁

香港，二零一四年八月二十六日

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Yang Yirong (*Chairman & President*)
Ms. Lu Jiahua
Mr. Gong Xionghui
Mr. Han Huan Guang
Mr. Lin Zhigang

Non-executive Director

Mr. Feng Tao (*Vice Chairman*)

Independent Non-executive Directors

Mr. Lau Wang Yip, Derrick
Mr. Yau Fook Chuen
Mr. Wong Yik Chung, John

BOARD COMMITTEES

Audit Committee

Mr. Yau Fook Chuen (*Chairman*)
Mr. Lau Wang Yip, Derrick
Mr. Wong Yik Chung, John

Remuneration Committee

Mr. Wong Yik Chung, John (*Chairman*)
Mr. Lau Wang Yip, Derrick
Mr. Yau Fook Chuen
Ms. Lu Jiahua
Mr. Han Huan Guang

Nomination Committee

Mr. Yang Yirong (*Chairman*)
Mr. Lau Wang Yip, Derrick
Mr. Yau Fook Chuen
Mr. Wong Yik Chung, John
Mr. Han Huan Guang

COMPANY SECRETARY

Mr. Lam Kwok Kin FCCA, FCPA

AUDITOR

PricewaterhouseCoopers

董事會

執行董事

楊毅融先生 (*主席兼總裁*)
盧家華女士
龔雄輝先生
韓歡光先生
林志剛先生

非執行董事

馮濤先生 (*副主席*)

獨立非執行董事

劉宏業先生
丘福全先生
黃翼忠先生

董事委員會

審核委員會

丘福全先生 (*主席*)
劉宏業先生
黃翼忠先生

薪酬委員會

黃翼忠先生 (*主席*)
劉宏業先生
丘福全先生
盧家華女士
韓歡光先生

提名委員會

楊毅融先生 (*主席*)
劉宏業先生
邱福全先生
黃翼忠先生
韓歡光先生

公司秘書

林國健先生 FCCA, FCPA

核數師

羅兵咸永道會計師事務所

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 3706, 37th Floor
Central Plaza
18 Harbour Road
Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
P.O. Box 1093
Boundary Hall, Cricket Square
Grand Cayman KY1-1102
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

PRINCIPAL BANKERS

Agricultural Bank of China Limited
Australia and New Zealand Banking Group Limited
Bank of China Limited
China Citic Bank Corporation Limited
China Merchants Bank Co. Limited
China Minsheng Banking Corp. Limited
China Citic Bank International Limited
Hang Seng Bank, Limited
Hongkong and Shanghai Banking Corporation Limited
KBC Bank N.V.
Standard Chartered Bank (Hong Kong) Limited

註冊辦事處

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

總辦事處兼香港主要營業地點

香港灣仔
港灣道18號
中環廣場
37樓3706室

股份過戶登記總處

Maples Fund Services (Cayman) Limited
P.O. Box 1093
Boundary Hall, Cricket Square
Grand Cayman KY1-1102
Cayman Islands

股份過戶登記處香港分處

卓佳登捷時有限公司
香港灣仔
皇后大道東183號
合和中心22樓

主要往來銀行

中國農業銀行股份有限公司
澳新銀行集團有限公司
中國銀行股份有限公司
中信銀行股份有限公司
招商銀行股份有限公司
中國民生銀行股份有限公司
中信銀行(國際)有限公司
恒生銀行有限公司
香港上海滙豐銀行有限公司
比利時聯合銀行
渣打銀行(香港)有限公司

SHAREHOLDER INFORMATION

股東資料

SHARE INFORMATION

Listing:	Listed on the Main Board of The Stock Exchange of Hong Kong Limited since 9 March 2004
Stock Code:	2341
Board Lot:	2,000
Trading Currency:	HK\$
Number of issued shares as at 30 June 2014:	491,408,000
Closing price at 30 June 2014:	HK\$2.16
Market Capitalisation:	HK\$1,061 million

FINANCIAL CALENDAR

Annual general meeting	28 May 2014
Interim financial period end	30 June 2014
Announcement of interim results	26 August 2014
Ex-dividend date for interim dividend	29 September 2014
Closure of register of members	3-7 October 2014
Record date for interim dividend	7 October 2014
Despatch of dividend warrants	on or about 31 October 2014
Financial year end	31 December 2014
Announcement of final results	end of March 2015*

* subject to change

INTERIM DIVIDEND

The Directors have resolved to pay an interim dividend of HK2 cents per share for the six months ended 30 June 2014 to the shareholders whose names appear on the register of members of the Company on 7 October 2014.

Dividend warrants will be despatched to shareholders on or about Friday, 31 October 2014.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 3 October 2014 to Tuesday, 7 October 2014, both days inclusive. In order to qualify for the proposed interim 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, Tricor Tengis Limited, not later than 4.30 p.m. on Tuesday, 30 September 2014.

SHAREHOLDER SERVICES

For enquiries about share transfer and registration, please contact the Company's Hong Kong branch share registrar:

Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Telephone : (852) 2980 1333
Facsimile : (852) 2810 8185
Email : is-enquiries@hk.tricorglobal.com

Holders of the Company's shares should notify the Hong Kong branch share registrar promptly of any change of addresses.

INVESTOR RELATIONS

For enquiries relating to investor relations, please contact:

EcoGreen Fine Chemicals Group Limited
Suite 3706, 37th Floor, Central Plaza
18 Harbour Road, Wanchai, Hong Kong
Telephone : (852) 2530 0609
Facsimile : (852) 2530 0619
Email : ecogreen@ecogreen.com

股份資料

上市:	由二零零四年三月九日起 於香港聯合交易所有限公司 主板上市
股份代號:	2341
買賣單位:	2,000
交易貨幣:	港元
於二零一四年六月三十日 已發行股數:	491,408,000
於二零一四年六月三十日 的收市價:	港幣2.16元
於二零一四年六月三十日 的市值:	港幣10.6億元

財務行事曆

股東週年大會	二零一四年五月二十八日
中期財政期間結算日	二零一四年六月三十日
中期業績公佈	二零一四年八月二十六日
中期股息除息日期	二零一四年九月二十九日
暫停辦理股份過戶登記手續	二零一四年十月三日至七日
中期股息記錄日期	二零一四年十月七日
寄發股息單	二零一四年十月三十日或該日前後
財政年度結算日	二零一四年十二月三十一日
年度業績公佈	二零一五年三月下旬*

* 可予更改

中期股息

董事議決就截至二零一四年六月三十日止六個月，向於二零一四年十月七日名列本公司股東名冊之股東，派付中期股息每股2港仙。

股息單將於二零一四年十月三十一日(星期五)或該日後寄發予股東。

暫停辦理股份過戶登記手續

本公司將於二零一四年十月三日(星期五)至二零一四年十月七日(星期二)(包括首尾兩天)暫停辦理股份過戶登記手續。為符合資格獲取擬派之中期股息，所有填妥之股份過戶表格連同有關股票，須於二零一四年九月三十日(星期二)下午四時三十分前交回本公司之股份過戶登記處香港分處卓佳登捷時有限公司。

股東服務

任何有關股份過戶及登記之查詢，請聯絡本公司之股份過戶登記處香港分處：

卓佳登捷時有限公司
香港灣仔
皇后大道東183號
合和中心22樓
電話：(852) 2980 1333
傳真：(852) 2810 8185
電郵：is-enquiries@hk.tricorglobal.com

持有本公司股票之人士，若更改地址，請盡快通知本公司之股份過戶登記處香港分處。

投資者關係

任何有關投資者關係之查詢，請聯絡：

中怡精細化工集團有限公司
香港灣仔港灣道18號
中環廣場37樓3706室
電話：(852) 2530 0609
傳真：(852) 2530 0619
電郵：ecogreen@ecogreen.com



EcoGreen Fine Chemicals Group Limited
中怡精細化工集團有限公司*

www.ecogreen.com