



# Daqing Dairy Holdings Limited 大慶乳業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 01007



# 2012

annual report 年報

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## Corporate Information

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors

Mr. Ng Kwong Chue Paul	(appointed on 5 September 2013)
Mr. Wang Delin (Chief Executive Officer)	(appointed on 18 August 2011)
Mr. Fu Chong	(resigned on 1 October 2012)
Mr. Xia Yuan Jun	(resigned on 3 January 2013)
Mr. Fong Pin Jan	(resigned on 10 January 2013)
Mr. Zhao Yu	(resigned on 10 January 2013)
Mr. Zhao Chuan Wen	(resigned on 21 January 2013)

##### Non-executive Director

Ms. Kou Mei In (Chairlady)	(appointed on 5 September 2013)
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##### Independent Non-executive Directors

Mr. Sze Lin Tang	(appointed on 5 September 2013)
Mr. Qiu Xiaohua	(appointed on 24 January 2014)
Mr. Cheung Hok Fung Alexander	(resigned on 15 June 2012)
Mr. Zhang Zhou	(resigned on 15 May 2012)
Ms. Chan Wah Man Carman	(resigned on 14 June 2012)
Mr. Chiang Chi Kin Stephen	(appointed on 28 November 2012 and resigned on 31 December 2013)

#### AUDIT COMMITTEE

Mr. Sze Lin Tang (Chairman)	(appointed on 5 September 2013)
Mr. Qiu Xiaohua	(appointed on 24 January 2014)
Mr. Cheung Hok Fung Alexander	(resigned on 15 June 2012)
Mr. Zhang Zhou	(resigned on 15 May 2012)
Ms. Chan Wah Man Carman	(resigned on 14 June 2012)
Mr. Chiang Chi Kin Stephen	(appointed on 28 November 2012 and resigned on 31 December 2013)

#### 董事會

##### 執行董事

吳光曙先生	(於2013年9月5日委任)
王德林先生 (行政總裁)	(於2011年8月18日委任)
付翀先生	(於2012年10月1日辭任)
夏元軍先生	(於2013年1月3日辭任)
方秉權先生	(於2013年1月10日辭任)
趙宇先生	(於2013年1月10日辭任)
趙傳文先生	(於2013年1月21日辭任)

##### 非執行董事

高美燕女士 (主席)	(於2013年9月5日委任)
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##### 獨立非執行董事

施連燈先生	(於2013年9月5日委任)
邱曉華先生	(於2014年1月24日委任)
張學鋒先生	(於2012年6月15日辭任)
張舟先生	(於2012年5月15日辭任)
陳華敏女士	(於2012年6月14日辭任)
蔣智堅先生	(於2012年11月28日委任及 於2013年12月31日辭任)

#### 審核委員會

施連燈先生(主席)	(於2013年9月5日委任)
邱曉華先生	(於2014年1月24日委任)
張學鋒先生	(於2012年6月15日辭任)
張舟先生	(於2012年5月15日辭任)
陳華敏女士	(於2012年6月14日辭任)
蔣智堅先生	(於2012年11月28日委任及 於2013年12月31日辭任)

## Corporate Information 公司資料

### REMUNERATION COMMITTEE

Mr. Sze Lin Tang ( <i>Chairman</i> )	(appointed on 5 September 2013)
Mr. Qiu Xiaohua	(appointed on 24 January 2014)
Ms. Kou Mei In	(appointed on 5 September 2013)
Mr. Cheung Hok Fung Alexander	(resigned on 15 June 2012)
Mr. Zhang Zhou	(resigned on 15 May 2012)
Ms. Chan Wah Man Carman	(resigned on 14 June 2012)
Mr. Zhao Yu	(resigned on 10 January 2013)
Mr. Zhao Chuan Wen	(resigned on 21 January 2013)

### NOMINATION COMMITTEE

Mr. Sze Lin Tang ( <i>Chairman</i> )	(appointed on 5 September 2013)
Mr. Qiu Xiaohua	(appointed on 24 January 2014)
Ms. Kou Mei In	(appointed on 5 September 2013)
Mr. Cheung Hok Fung Alexander	(resigned on 15 June 2012)
Mr. Zhang Zhou	(resigned on 15 May 2012)
Ms. Chan Wah Man Carman	(resigned on 14 June 2012)
Mr. Zhao Yu	(resigned on 10 January 2013)
Mr. Chiang Chi Kin Stephen	(appointed on 28 November 2012 and resigned on 31 December 2013)

### COMPANY SECRETARY

Ms. Wong Po Ling Pauline	(appointed on 1 June 2015)
Ms. Ho Wing Yan	(resigned on 1 June 2015)

### AUTHORISED REPRESENTATIVES

Mr. Ng Kwong Chue Paul	(appointed on 5 September 2013)
Ms. Wong Po Ling Pauline	(appointed on 1 June 2015)
Ms. Ho Wing Yan	(resigned on 1 June 2015)

### 薪酬委員會

施連燈先生( <i>主席</i> )	(於2013年9月5日委任)
邱曉華先生	(於2014年1月24日委任)
高美燕女士	(於2013年9月5日委任)
張學鋒先生	(於2012年6月15日辭任)
張舟先生	(於2012年5月15日辭任)
陳華敏女士	(於2012年6月14日辭任)
趙宇先生	(於2013年1月10日辭任)
趙傳文先生	(於2013年1月21日辭任)

### 提名委員會

施連燈先生( <i>主席</i> )	(於2013年9月5日委任)
邱曉華先生	(於2014年1月24日委任)
高美燕女士	(於2013年9月5日委任)
張學鋒先生	(於2012年6月15日辭任)
張舟先生	(於2012年5月15日辭任)
陳華敏女士	(於2012年6月14日辭任)
趙宇先生	(於2013年1月10日辭任)
蔣智堅先生	(於2012年11月28日委任及 於2013年12月31日辭任)

### 公司秘書

王寶玲女士	(於2015年6月1日委任)
何詠欣女士	(於2015年6月1日辭任)

### 授權代表

吳光曙先生	(於2013年9月5日委任)
王寶玲女士	(於2015年6月1日委任)
何詠欣女士	(於2015年6月1日辭任)

## Corporate Information 公司資料

### REGISTERED OFFICE

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

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2512, 25/F.  
Cosco Tower  
183 Queen's Road Central  
Hong Kong

### PRINCIPAL BANKERS

China Merchants Bank Co., Ltd.  
The Bank of East Asia, Limited  
Wing Lung Bank Ltd.

### AUDITORS

HLB Hodgson Impey Cheng Limited  
Certified Public Accountants

### SHARE REGISTRARS

#### Cayman Islands Principal Share Registrar and Transfer Office

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

### 註冊辦事處

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

### 香港主要營業地點

香港  
皇后大道中183號  
中遠大廈  
25樓2512室

### 主要往來銀行

招商銀行股份有限公司  
東亞銀行有限公司  
永隆銀行有限公司

### 核數師

國衛會計師事務所有限公司  
香港執業會計師

### 股份登記

#### 開曼群島主要股份過戶登記處

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

## Corporate Information 公司資料

### Hong Kong Branch Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

### Stock Code

1007

### COMPANY WEBSITE

<http://www.cre8ir.com/daqingdairy/>

### 香港股份過戶登記分處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心  
17樓1712–1716室

### 股份代號

1007

### 公司網址

<http://www.cre8ir.com/daqingdairy/>

## Chairlady's Statement 主席報告書

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Daqing Dairy Holdings Limited (the "Company"), I am pleased to present to you the annual results for the year ended 31 December 2012.

### BUSINESS REVIEW

At the request of the Company, trading in the shares of the Company has been suspended since 22 March 2012 due to the resignation of Deloitte Touche Tohmatsu, the predecessor auditors of the Company (the "Predecessor Auditors") and delay in publication of the annual results of the Company and its subsidiaries (collectively referred to as the "Group") for the years ended 31 December 2011, 2012, 2013 and 2014 and the interim results thereof.

On 21 March 2012, the Board and audit committee of the Company received a letter from the Predecessor Auditors advising their resignation as auditors of the Company. As set out in the resignation letter dated 21 March 2012 from the Predecessor Auditors advising their concerns (the "Potential Irregularities") to the financial statements including: 1) certain milk procurement transactions brought to the attention of former management and acknowledged by them to be fraudulent; 2) unexplained differences between sales receipt notes sighted during audit work in February 2012 and documents purporting to be the same sales receipt notes returned to the Company in March 2012 ostensibly following a Tax Bureau investigation; 3) the explanation provided by former management — The Tax Bureau investigation — for removing accounting records which were then not available to the Predecessor Auditors continuously during the audit; 4) the validity and commercial substance of acquisitions of milk stations, farm houses and Holstein cattle; and 5) difficulties of which the Predecessor Auditors encountered during their visits to the local branch of one of the Group's banks.

An independent review committee comprised of those independent non-executive directors at that material time and other qualified independent individuals was established in March 2012 to conduct a review on the Potential Irregularities. Subsequently, the independent review committee was dissolved due to the resignations of those independent non-executive directors.

尊敬的各位股東：

本人謹代表大慶乳業控股有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然向各位股東呈報環球乳業截至二零一二年十二月三十一日止年度的全年業績。

### 業務回顧

應本公司要求，由於本公司之前任核數師德勤•關黃陳方會計師行(「前任核數師」)辭任及延遲刊發本公司及其附屬公司(統稱為「本集團」)截至二零一一年、二零一二年、二零一三年及二零一四年十二月三十一日止年度之年度業績及其中期業績，本公司股份自二零一二年三月二十二日起暫停買賣。

於二零一二年三月二十一日，董事會及審核委員會已接獲前任核數師之函件，表示辭任本公司核數師。根據前任核數師於二零一二年三月二十一日遞交之辭任函件所載，彼等對財務報表有所憂慮(「潛在違規事項」)，包括：1)若干已提呈前任管理層注意之牛奶採購交易，且前任管理層已認可這些交易存在舞弊；2)於二零一二年二月的審計工作中所目睹的銷售單據，與進行稅務局調查後於二零一二年三月交回本公司(表面看來應為同一銷售單據)的文件之間的差異未作解釋；3)前任管理層就搬移會計記錄所提供的解釋 — 稅務局調查 — 以致憑證未能於審計過程中一直不間斷地提供給前任核數師；4)收購擠奶站、牧場及荷斯坦種乳牛的有效性及其商業實質；及5)前任核數師於到訪本集團其中一所銀行的本地分行時所遇到困難。

本公司於二零一二年三月成立獨立審查委員會，由該關鍵時間的該等獨立非執行董事及其他符合資格之獨立人士組成，以對潛在違規事項進行審查。其後，獨立審查委員會因該等獨立非執行董事辭任而解散。

## Chairlady's Statement 主席報告書

On 2 January 2013, it was discovered that the heating pipes of the offices of the subsidiary, 大慶乳品廠有限責任公司 (for identification purpose, Da Qing Dairy Ltd.) located in Daqing City, Heilongjiang Province of the People's Republic of China (the "PRC"), were cracked as result of severe coldness (below minus 32°C) in the northern area of the PRC and pipeline aging. Due to cracking of the heating pipes, the first and second floors of the offices had been soaked, and extensive damages were done to the office facilities, computers and documents in the offices of the finance, logistics, administration and engineering departments of the Group.

On 8 February 2013, the then controlling shareholder of the Company, Mr. Zhao Yu, entered into a sale and purchase agreement pursuant to which Mr. Zhao agreed to sell and Radiant State Limited (the "New Controlling Shareholder") agreed to purchase the sale shares, representing approximately 52.16% of the entire share capital of the Company at a consideration of HK\$52,704,000, representing HK\$0.1 per sale share (the "General Purchase"). As disclosed in the announcement of the Company dated 5 July 2013, the New Controlling Shareholder received valid acceptances in respect of a total 83,153,622 shares in the Company under the unconditional mandatory cash offer (the "Share Acceptance"), representing 8.23% of the entire issued share capital of the Company. Following completion of the General Purchase and the Share Acceptance, the New Controlling Shareholder held 60.39% equity interest in the Company.

On 5 September 2013, Mr. Ng Kwong Chue Paul was appointed as executive Director, Ms. Kou Mei In was appointed as non-executive Director and Mr. Sze Lin Tang was appointed as an independent non-executive Director.

On 6 November 2013, the Company has engaged RSM Corporate Advisory (Hong Kong) Limited (formerly known as "RSM Nelson Wheeler Corporate Advisory Limited") (the "Forensic Accountants") to provide forensic accounting services to the Company. The Forensic Accountants were engaged to investigate and to evaluate the Potential Irregularities raised by the Predecessor Auditors and to identify any person who may be responsible for the Potential Irregularities, if applicable (the "Forensic Investigation").

於二零一三年一月二日，本公司發現其於中華人民共和國（「中國」）黑龍江省大慶市之附屬公司大慶乳品廠有限責任公司廠區內辦公大樓的暖氣管因北方天氣極寒（達到零下32度以下）和管道老化的原因出現爆裂現象。管道爆裂造成辦公樓的一樓至二樓被水浸泡，對本集團財務、物流、行政和工程部辦公室內的辦公設備、電腦及文件造成廣泛破壞。

於二零一三年二月八日，本公司當時之控股股東趙宇先生訂立買賣協議，據此，趙先生同意出售及輝邦有限公司（「新控股股東」）同意收購待售股份（佔本公司全部股本約52.16%），代價為52,704,000港元，每股待售股份0.1港元（「全面收購」）。誠如本公司日期為二零一三年七月五日之公告所披露，新控股股東根據無條件強制性現金要約接獲有效接納總計83,153,622股本公司股份（「股份接納」），佔本公司全部已發行股本之8.23%。全面收購及股份接納完成後，新控股股東於本公司持有60.39%權益。

於二零一三年九月五日，吳光曙先生獲委任為執行董事，高美燕女士獲委任為非執行董事，而施連燈先生獲委任為獨立非執行董事。

於二零一三年十一月六日，本公司委聘羅申美企業顧問有限公司（「法證會計師」）向本公司提供法證會計服務。法證會計師就前任核數師提出之潛在違規事項進行調查及評估，並識別可能要為潛在違規事項負責之任何人士（如適用）（「法證調查」）。



## Chairlady's Statement 主席報告書

The current management of the Company has been making every effort to facilitate the Forensic Accountants in Forensic Investigation. However, (1) the Forensic Accountants were yet to commence their field work as the Company and the Forensic Accountants have encountered difficulties in procuring relevant parties including the previous management of the Group to cooperate in the field work of the Forensic Investigation; (2) two PRC law firms were engaged with the objectives to (i) effect the change of legal representatives and board of directors of Da Qing Dairy, Heilongjiang Chang Qing Dairy Products Co., Ltd. (黑龍江常慶乳業有限責任公司) and Wuchang Benniu Muye Co., Ltd (五常犇牛牧業有限責任公司) (collectively referred as to the "PRC Subsidiaries") through legal means; and (ii) obtain information requested by the Forensic Accountants; and (3) the contemplate change of respective legal representatives of the PRC Subsidiaries could not be effected and due to insufficient financial resources of the Company, the Forensic Investigation has been temporarily halted.

Subsequently, the New Controlling Shareholder appointed two individuals into the board of directors of its wholly-owned subsidiary, Global Milk Products Pte. Ltd, which is incorporated in the Republic of Singapore ("Global Milk"). However, the Directors could not locate complete books and records of the Company and Global Milk and the previous managements of the Company and Global Milk have continued ignoring the request for any information.

Given the circumstances that the books and records of the Company, Global Milk and the PRC Subsidiaries have been unable to locate and access and in the absence of the Group's previous management to explain and validate the true state of the affairs of the Company, it would be extremely difficult and time consuming to ascertain the true and correct financial position and performance of the Company. A reconstruction of the correct accounting records would also be almost impossible as it will be necessary to verify the information with external and independent sources and such sources may not be available or may be unreliable due to their connections with the Group's previous management or those responsible for the financial information which the Predecessor Auditors identified the Potential Irregularities within and outside of the Group.

本公司現任管理層竭盡全力協助法證會計師進行法證調查。然而，(1)法證會計師尚未展開調查工作，因為本公司及法證會計師於促請相關人士(包括本集團前任管理層)合作參與法證調查工作時遇到困難；(2)已委聘兩家中國律師事務所，主要目的為：(i)透過法律程序更換大慶乳品廠、黑龍江常慶乳業有限責任公司及五常犇牛牧業有限責任公司(統稱「中國附屬公司」)之法律代表及其董事會；及(ii)取得法證會計師所需資料；及(3)中國附屬公司各自之法律代表擬定變動未能實行，而由於本公司財務資源不足，法證調查已暫時中止。

其後，新控股股東委任兩名人士加入其全資附屬公司Global Milk Products Pte. Ltd (於新加坡共和國註冊成立)(「Global Milk」)之董事會。然而，董事未能找到本公司及Global Milk的完整賬冊及記錄，而本公司及Global Milk前任管理層一直並無理會索取任何資料的請求。

鑑於未能找到及查閱本公司、Global Milk及中國附屬公司之賬冊及記錄，加上本集團前任管理層不在場，不能解釋及核實本公司之真實事務狀況，故確定本公司之真實及正確財務狀況及表現將極為困難及費時。重構正確的會計記錄亦幾乎不可能，因為此舉須與外部及獨立資料來源核實資料，亦未必可取得有關資料來源，或可能因與本集團前任管理層或負責前任核數師發現潛在違規事項之財務資料之本集團內部及外部人士有關而屬不可靠。

## Chairlady's Statement 主席報告書

On 14 May 2015, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") issued a letter to the Company informing that the Company was placed in the first delisting stage pursuant to Practice Note 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

於二零一五年五月十四日，香港聯合交易所有限公司（「聯交所」）向本公司發出函件，指本公司根據聯交所證券上市規則（「上市規則」）應用指引第17條被列入第一階段除牌程序。

On 19 November 2015, the Stock Exchange issued a letter to the Company stating that the Company was placed in the second delisting stage. The Company should provide a viable resumption proposal at least 10 business days before 3 May 2016 (the expiry date of second delisting stage) to:

於二零一五年十一月十九日，聯交所向本公司發出函件，指本公司被列入第二階段除牌程序。本公司須於二零一六年五月三日前至少十個營業日（第二階段除牌程序之屆滿日）提呈可行之復牌計劃以回應以下各項：

- |   |   |
|---|---|
| 1) demonstrate sufficient operations of assets under rule 13.24 of the Listing Rules;   | 1) 證明具備上市規則第13.24條所規定之足夠資產運作；                     |
| 2) conduct forensic investigation on the issues raised by the Predecessor Auditors, disclose the findings of the investigation and take any remedial actions;   | 2) 就前任核數師提出的問題進行法證調查，並披露調查結果及採取補救措施；              |
| 3) demonstrate that there is no reasonable regulatory concern about the character, level of due care and integrity the Company's management which will pose a risk to investors and damage market confidence; | 3) 證明本公司之管理層的個性、謹慎程度及品格概無任何導致投資者風險及破壞市場信心的合理監管顧慮； |
| 4) publish all outstanding financial results and address any audit qualification;   | 4) 刊發所有尚未公佈之財務業績，並處理任何審核保留意見；                     |
| 5) demonstrate that the Company has put in place adequate financial reporting procedures and internal control systems to meet obligations under the Listing Rules; and  | 5) 證明本公司有實施充足的財務報告程序和內部監控系統，以履行上市規則之責任；及          |
| 6) inform the market of material information for the shareholders and the investors to appraise the Group's operation.  | 6) 知會股東及投資者重大市場資料，以評估本集團之營運。                      |

On 4 May 2015, the New Controlling Shareholder entered into a sale and purchase agreement with Global Courage Limited ("Global Courage") pursuant to which the New Controlling Shareholder agreed to sell and Global Courage agreed to purchase the sale shares, representing approximately 60.39% of the entire share capital of the Company at a consideration of approximately HK\$61,019,000, representing HK\$0.1 per sale share. Upon completion of the sales and purchase agreement, Global Courage is required to make an unconditional mandatory general offer in cash for all the issued shares of the Company other than those already

於二零一五年五月四日，新控股股東與Global Courage Limited（「Global Courage」）訂立買賣協議，據此，新控股股東同意出售及Global Courage同意收購銷售股份，佔本公司全部股本約60.39%，代價為約61,019,000港元（相當於每股銷售股份0.1港元）。完成買賣協議後，Global Courage須根據香港公司收購及合併守則（「收購守則」）就本公司所有已發行股份（Global Courage及其一致行動人士已擁有之股份除外）提出無條件強制性全面要約。

## Chairlady's Statement 主席報告書

owned by Global Courage and parties acting in concert with it under the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). Head & Shoulders Securities Limited will, on behalf of Global Courage, make the offer, which is unconditional in all respects in compliance with the Takeovers Code, at HK\$0.10 per offer share, which is the same as the price per sale share paid by Global Courage to the New Controlling Shareholder under the sale and purchase agreement.

It is expected that the potential investor will review the operations of the Group and explore any other business opportunities that may arise in the market, which does not limit to any particular industry, from time to time that it considers value enhancing to shareholders of the Company and/or otherwise in the best interests of the Group. The management of the Company will prepare a viable resumption proposal to be submitted to the Stock Exchange for application of resumption of trading of shares of the Company on the Stock Exchange.

*Chairlady*  
**Kou Mei In**

Hong Kong, 21 January 2016

聯合證券有限公司將代表Global Courage遵照收購守則提出要約(在各方面均為無條件), 每股要約股份為0.10港元, 相等於Global Courage根據買賣協議支付予新控股股東之每股銷售股份價格。

預期潛在投資者將審閱本集團業務, 並不時探索市場上可能出現而其認為可為本公司股東增值及/或符合本集團最佳利益之其他業務機遇(不局限於任何特定行業)。本公司管理層將編製一份可行復牌建議以提交予聯交所, 以申請本公司之股份於聯交所恢復買賣。

*主席*  
**高美燕**

香港, 二零一六年一月二十一日

## Management Discussion and Analysis

### 管理層討論與分析

#### FINANCIAL REVIEW

Due to the loss of control over the subsidiaries operated in Singapore and in the PRC, the financial statements of those subsidiaries have been de-consolidated from the consolidated financial information of the Group. There was no turnover for the year (2011: Nil). The loss for the year ended 31 December 2012 was approximately RMB22,569,000 (2011: approximately RMB1,606,997,000). The loss for the year mainly attributed from the loss on incomplete books and records in respect of bank balances and cash of approximately RMB8,569,000 (2011: approximately RMB11,520,000).

#### PROSPECTS

The Board is in the process of identifying suitable target for business cooperation and/or acquisition and preparing for the resumption proposal.

#### DIVIDEND

The Board resolved not to recommend the payment of any dividend for the year ended 31 December 2012 (2011: Nil).

#### LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

As at 31 December 2012, the Company had total assets of approximately RMB390,000 (2011: approximately RMB3,000). The main asset of the Company as at 31 December 2012 was bank balances and cash. During the year under review, the Company has yet to have any financial restructuring plan.

As at 31 December 2012, the Company's current liabilities amounted to approximately RMB15,082,000 (2011: approximately RMB5,222,000).

#### 財務回顧

由於失去對於新加坡及中國經營之附屬公司之控制權，該等附屬公司之財務報表已取消綜合入賬至本集團之綜合財務資料。年內概無營業額(二零一一年：無)。截至二零一二年十二月三十一日止年度之虧損為約人民幣22,569,000元(二零一一年：約人民幣1,606,997,000元)。年度虧損乃主要源於有關銀行結餘及現金的賬冊及記錄不完整之虧損約人民幣8,569,000元(二零一一年：約人民幣11,520,000元)。

#### 前景

董事會正在物色合適業務合作及／或收購目標及籌備復牌建議。

#### 股息

董事會決議不會就截至二零一二年十二月三十一日止年度派發股息(二零一一年：零)。

#### 流動資金、財務資源及資產負債比率

於二零一二年十二月三十一日，本公司的總資產約為人民幣390,000元(二零一一年：約人民幣3,000元)。本公司於二零一二年十二月三十一日之主要資產為銀行結餘及現金。於回顧年內，本公司尚未有任何財務重組計劃。

於二零一二年十二月三十一日，本公司的流動負債約為人民幣15,082,000元(二零一一年：約人民幣5,222,000元)。

## Management Discussion and Analysis

### 管理層討論與分析

The net liabilities value per share of the Company was approximately RMB0.015 as at 31 December 2012 (2011: approximately RMB0.005). The net liabilities value per share was computed based on 1,010,500,000 ordinary shares in issue as at 31 December 2012 and 2011 respectively.

The gearing ratio as computed based on total interest bearing indebtedness over total assets. No gearing ratio was computed as the Company did not have interest bearing indebtedness as at 31 December 2012 and 2011 respectively.

### PLEDGE OF ASSETS

As at 31 December 2012, the Group had no charges on its assets (2011: Nil).

### CAPITAL STRUCTURE

The Company had no changes in capital structure during the year ended 31 December 2012.

### SIGNIFICANT INVESTMENT AND ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

The Company did not enter any new significant investment and acquisitions and disposals of subsidiaries during the year ended 31 December 2012 (2011: Nil).

### FOREIGN CURRENCY RISK

The Company's functional currency is RMB. The foreign currency risk of the Company is the foreign currency deposited in the bank. As at 31 December 2012, the Company had bank balances of approximately RMB93,000 (2011: approximately RMB3,000) and RMB297,000 (2011: Nil) denominated in USD and HKD respectively.

本公司於二零一二年十二月三十一日的每股負債淨值約為人民幣0.015元(二零一一年：約人民幣0.005元)。每股負債淨值乃根據分別於二零一二年及二零一一年十二月三十一日已發行的1,010,500,000股普通股計算。

資產負債比率乃以總計息負債除以總資產計算。於二零一二年及二零一一年十二月三十一日，概無計算資產負債比率，因為本公司並無計息債務。

### 資產抵押

於二零一二年十二月三十一日，本公司概無抵押任何資產(二零一一年：無)。

### 資本架構

於截至二零一二年十二月三十一日止年度，本公司概無資本架構變動。

### 重大投資以及收購及出售附屬公司

截至二零一二年十二月三十一日止年度，本公司並無訂立任何新重大投資以及收購及出售附屬公司(二零一一年：無)。

### 外幣風險

本公司之功能貨幣為人民幣。本公司之外幣風險為存於銀行之外幣。於二零一二年十二月三十一日，本公司以美元及港元計值之銀行結餘分別約為人民幣93,000元(二零一一年：約人民幣3,000元)及人民幣297,000元(二零一一年：零)。

## Biographical Details of Directors 董事履歷

### DIRECTORS

#### Executive Directors

**Mr. Ng Kwong Chue, Paul (吳光曙)** (“Mr. Ng”), aged 45, was appointed as the executive Director on 5 September 2013. He holds a bachelor degree in Commerce from the University of Melbourne. He is a member of each of CPA Australia, Hong Kong Institute of Certified Public Accountants and Hong Kong Investor Relations Association, and a fellow member of The Hong Kong Institute of Directors. He has many years of experience in corporate finance, corporate restructuring and taxation gained from international accounting firms. Mr. Ng also serves as an executive director, authorised representative, company secretary and chief investment officer of New Silkroad Culturaltainment Limited (formerly known as “JLF Investment Company Limited”) (Stock Code: 472). He was the co-founder of China Innovation Investment Limited (Stock Code: 1217) and had acted as the executive director and non-executive director of the company from April 2003 to May 2006 and from May 2006 to May 2013 respectively. Mr. Ng is also the honorary chairman for Macao ASEAN International Chamber of Commerce, the honorary president for Fujian Province Shishi Yuhu Care Charity Association and The General Association of Xiamen (H.K.) Ltd.

**Mr. Wang Delin (王德林)** (“Mr. Wang”), aged 58, was appointed as our executive Director and chief executive officer of the Company on 18 August 2011. He has extensive experience in the dairy industry and outstanding corporate management skills. During his term of office in Gong Da Group Heilongjiang Dairy Group (工大集團黑龍江乳業集團), the annual income of that company surged from RMB1 billion (with net loss of RMB0.1 billion) to RMB3.5 billion (with net profit of RMB0.3 billion) under his leadership. Between July 1985 and May 1988, Mr. Wang studied in Harbin Ship Engineering Institute (哈爾濱船舶工程學院) and graduated in moral and education profession (思想政治教育專業) of the Faculty of Social Sciences. During 1989 to 1996, he worked in Harbin Wood Integrated Processing Factory (哈爾濱木材綜合加工廠) as the deputy manager. During 1996 to July 2011, he held positions as the chairman and general manager in Gong Da Group Heilongjiang Dairy Group (工大集團黑龍江乳業集團).

### 董事

#### 執行董事

**吳光曙先生**(「吳先生」)，45歲，於二零一三年九月五日獲委任為執行董事。彼持有墨爾本大學商學士學位，並為澳洲會計師公會、香港會計師公會及香港投資者關係協會會員以及香港董事學會資深會員。彼曾任職於國際性會計師事務所，並於企業融資、公司重組及稅務方面累積多年經驗。吳先生為新絲路文旅有限公司(前稱「金六福投資有限公司」)(股份代號：472)執行董事、授權代表、公司秘書和投資總監。彼亦為中國創新投資有限公司(股份代號：1217)的共同創辦人，曾於二零零三年四月至二零零六年五月及於二零零六年五月至二零一三年五月分別擔任該公司之執行董事及非執行董事。吳先生亦為澳門東盟國際商會之名譽主席、福建石獅市玉湖愛心慈會及香港廈門聯誼總會有限公司之名譽會長。

**王德林先生**(「王先生」)，58歲，於二零一一年八月十八日獲委任為本公司執行董事兼行政總裁。彼擁有豐富的乳品行業經驗和超強的企業管理能力。特別是在工大集團黑龍江乳業集團任職期間，該公司在其領導之下，從剛開始的年收入人民幣10億元淨虧損人民幣1億元發展到目前年收入人民幣35億元，淨利潤人民幣3億元。於一九八五年七月至一九八八年五月，王先生就讀並畢業於哈爾濱船舶工程學院社會科學系思想政治教育專業。於一九八九年五月至一九九六年，他曾擔任哈爾濱木材綜合加工廠之副廠長。於一九九六年至二零一一年七月，彼任職工大集團黑龍江乳業集團董事長及總經理職務。

## Biographical Details of Directors 董事履歷

### Non-executive Director

**Ms. Kou Mei In (高美燕)** (“Ms. Kou”), aged 41, was appointed as the non-executive Director and chairlady on 5 September 2013. She is a member of each of the remuneration committee (the “Remuneration Committee”) and the nomination committee (the “Nomination Committee”) of the Company. She is the wife of Mr. Kyan Su Lone who is the sole director of Radiant State Limited, the then controlling shareholder of the Company. Ms. Kou graduated with a bachelor degree in Economics from Sun Yat-Sen University in 2000. Ms. Kou has over 7 years’ experience in corporate management, real estate development and financial investment. Currently, Ms. Kou is the chairman of Chong Ou Seng Tourism Company Limited (中澳城旅遊有限公司), Golf-Time Property Company Limited (澳門高爾夫地產有限公司) and Jing Fu-Servicos De Recurso Humano Limitada (景福人力資源有限公司) and the general manager of Kyan International Holdings Company Limited (利得國際控股有限公司). Ms. Kou is also an executive director of Macao ASEAN International Chamber of Commerce, the honorary president of Ha Mun Friendship General Association of Macao and a member of The Chinese People’s Political Consultative Conference Xiamen Committee.

### Independent Non-executive Directors

**Mr. Sze Lin Tang (施連燈)** (“Mr. Sze”), aged 45, was appointed as the independent non-executive Director on 5 September 2013. He is the chairman of each of the audit committee (the “Audit Committee”) of the Company, the Remuneration Committee and the Nomination Committee. He is currently a director of a certified public accountants firm. Mr. Sze is a member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Taxation Institute of Hong Kong and the Society of Chinese Accountants and Auditors. Mr. Sze has over 20 years of working experience in accounting, auditing and taxation sectors.

### 非執行董事

**高美燕女士**（「高女士」），41歲，於二零一三年九月五日獲委任為本公司非執行董事兼主席。彼分別為本公司薪酬委員會（「薪酬委員會」）及提名委員會（「提名委員會」）之成員。彼為本公司當時之控股股東輝邦有限公司單一董事曾志龍先生之妻子。高女士於二零零零年畢業於廣州中山大學經濟系專業，獲學士學位。高女士擁有超過7年的公司管理、房地產開發及金融投資經驗。現時，高女士為中澳城旅遊有限公司、澳門高爾夫地產有限公司及景福人力資源有限公司董事長以及利得國際控股有限公司總經理。高女士現時為澳門東盟國際商會之常務理事、澳門廈門聯誼總會名譽會長及政協廈門翔安區委員會委員。

### 獨立非執行董事

**施連燈先生**（「施先生」），45歲，於二零一三年九月五日獲委任為獨立非執行董事。彼分別為本公司審核委員會（「審核委員會」）、薪酬委員會及提名委員會之成員。彼為英國特許公認會計師公會、香港會計師公會、香港稅務學會及香港華人會計師公會會員。施先生於會計、審核及稅務方面擁有逾20年工作經驗。

## Biographical Details of Directors 董事履歷

**Mr. Qiu Xiaohua (邱曉華)** (“Mr. Qiu”), aged 58, was appointed as the independent non-executive Director on 24 January 2014. He is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. He graduated from the Department of Economics of Xiamen University, and received his Ph.D. from Beijing Normal University. He is a senior statistician. He has held several positions including secretary to the Communist Party Committee and chief of National Bureau of Statistics of China, senior researcher for China National Offshore Oil Corporation, part-time professor of Xinhua Business School. Mr. Qiu has been appointed as an executive director and vice-chairman of Zijin Mining Group Company Limited (Stock Code: 2899) since May 2012. He was the chief economist of Minsheng Securities from 1 September 2012 to 30 August 2015.

**邱曉華先生**(「邱先生」)，58歲，於二零一四年一月二十四日獲委任為獨立非執行董事。彼分別為審核委員會、薪酬委員會及提名委員會之成員。本科畢業於廈門大學經濟系，於北京師範大學獲博士學位，高級統計師。邱先生歷任國家統計局黨組書記、國家統計局局長、中海油高級研究員及新華都商學院兼職教授等職。邱先生於二零一二年五月至今任紫金礦業集團股份有限公司(股份代號：2899)之執行董事、副董事長。彼曾於二零一二年九月一日至二零一五年八月三十日擔任民生證券首席經濟學家。



## Report of the Directors 董事會報告書

The Directors submit herewith their annual report together with the audited financial statements for the year ended 31 December 2012.

董事會茲提呈截至二零一二年十二月三十一日止年度之年度報告及經審核財務報表。

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

### 香港主要營業地點

The Company is a limited liability company incorporated in the Cayman Islands and its principal place of business in Hong Kong is Room 2512, 25/F., Cosco Tower, 183 Queen's Road Central, Hong Kong.

本公司在開曼群島註冊成立為有限公司，其於香港的主要營業地點位於香港皇后大道中183號中遠大廈25樓2512室。

### PRINCIPAL ACTIVITY

### 主要業務

The Company is an investment holding company.

本公司為投資控股公司。

### RESULTS AND APPROPRIATION

### 業績及溢利分配

The results of the Company for the year ended 31 December 2012 are set out in the statement of profit or loss and other comprehensive income on page 51.

本公司截至二零一二年十二月三十一日止年度之業績載列於第51頁之全面收益表。

### FINANCIAL STATEMENTS

### 財務報表

The results of the Company for the year ended 31 December 2012 and the state of the Company's affairs as at 31 December 2012 are set out in the financial statements on pages 51 to 151.

本公司於截至二零一二年十二月三十一日止年度的業績及本公司於二零一二年十二月三十一日的財務狀況載於第51至151頁之財務報表。

### DISTRIBUTABLE RESERVE

### 可分派儲備

The Company's reserves available for distribution represent the share premium and accumulated losses which in aggregate amounted to approximately RMB(14,701,000) as at 31 December 2012 (2011: approximately RMB(5,231,000)).

於二零一二年十二月三十一日，本公司可供分派儲備指股份溢價及累積虧損，合共約為人民幣(14,701,000)元(二零一一年：約人民幣(5,231,000)元)。

### DIVIDEND

### 股息

The Board has resolved not to recommend the payment of any dividend for the year ended 31 December 2012 (2011: Nil).

董事會決議不建議就截至二零一二年十二月三十一日止年度派付任何股息(二零一一年：零)。

## Report of the Directors 董事會報告書

### FIXED ASSETS

Details of movements in fixed assets during the year are set out in note 13 to the financial statements.

### SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 22 to the financial statements.

### 固定資產

年內的固定資產變動詳情載於財務報表附註13。

### 股本

本公司於年內的股本變動詳情載於財務報表附註22。

## Report of the Directors 董事會報告書

### DIRECTORS

The Directors during the financial year and up to the date of this report were:

#### Executive Directors

- Mr. Ng Kwong Chue Paul  
(appointed on 5 September 2013)
- Mr. Wang Delin (*Chief Executive Officer*)
- Mr. Fu Chong  
(resigned on 1 October 2012)
- Mr. Xia Yuan Jun  
(resigned on 3 January 2013)
- Mr. Fong Pin Jan  
(resigned on 10 January 2013)
- Mr. Zhao Yu  
(appointed on 18 August 2011 and  
resigned on 10 January 2013)
- Mr. Zhao Chuan Wen  
(resigned on 21 January 2013)

#### Non-executive Director

- Ms. Kou Mei In (*Chairlady*)  
(appointed on 5 September 2013)

#### Independent Non-executive Directors

- Mr. Sze Lin Tang  
(appointed on 5 September 2013)
- Mr. Qiu Xiaohua  
(appointed on 24 January 2014)
- Mr. Cheung Hok Fung Alexander  
(resigned on 15 June 2012)
- Mr. Zhang Zhou  
(resigned on 15 May 2012)
- Ms. Chan Wah Man Carman  
(resigned on 14 June 2012)
- Mr. Chiang Chi Kin Stephen  
(appointed on 28 November 2012 and  
resigned on 31 December 2013)

### 董事

於本財政年度及截至本報告日期，董事包括：

#### 執行董事

- 吳光曙先生  
(於二零一三年九月五日獲委任)
- 王德林先生(*行政總裁*)
- 付翀先生  
(於二零一二年十月一日辭任)
- 夏元軍先生  
(於二零一三年一月三日辭任)
- 方秉權先生  
(於二零一三年一月十日辭任)
- 趙宇先生  
(於二零一一年八月十八日獲委任及  
於二零一三年一月十日辭任)
- 趙傳文先生  
(於二零一三年一月二十一日辭任)

#### 非執行董事

- 高美燕女士(*主席*)  
(於二零一三年九月五日獲委任)

#### 獨立非執行董事

- 施連燈先生  
(於二零一三年九月五日獲委任)
- 邱曉華先生  
(於二零一四年一月二十四日獲委任)
- 張學鋒先生  
(於二零一二年六月十五日辭任)
- 張舟先生  
(於二零一二年五月十五日辭任)
- 陳華敏女士  
(於二零一二年六月十四日辭任)
- 蔣智堅先生  
(於二零一二年十一月二十八日獲委任及  
於二零一三年十二月三十一日辭任)

## Report of the Directors 董事會報告書

Pursuant to article 84(1) of the articles of association of the Company, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. All Directors were appointed after the last annual general meeting of the Company. No Director shall retire at the forthcoming annual general meeting of the Company and shall then be eligible, offer himself for rotation at the forthcoming annual general meeting of the Company.

By virtue of article 83(3) of the articles of association of the Company, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. The Directors namely Mr. Ng Kwong Chue Paul, Mr. Wang Delin, Ms. Kou Mei In, Mr. Sze Lin Tang and Mr. Qiu Xiaohua shall hold office only until the forthcoming annual general meeting of the Company and shall then be eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

Mr. Wang Delin has entered into a service agreement with the Company for an initial fixed term commencing from 18 August 2011 to 27 October 2013 as an executive director of the Company. Mr. Chiang Chi Kin Stephen has entered into a services contract agreement with an initial fixed term from 28 November 2012 to 27 November 2013. Each of the Directors, except Mr. Wang and Mr. Chiang, has entered into an appointment letter with the Company for an initial term of three years commencing from the date of appointment. Subsequent to the issue of the joint announcement of the Company and Global Courage Limited dated 23 June 2015, the Company received the request from Mr. Wang Delin to resign as an executive Director (the "Resignation"). The Resignation will be effective from the earliest time permitted under the Hong Kong Code on Takeovers and Mergers, the Listing Rules and other applicable laws. Details of the Resignation were set out in the announcements of the Company dated 3 July 2015 and 14 July 2015.

根據本公司章程細則第84(1)條，在每屆股東週年大會上，當時三分之一的董事(若其人數並非三(3)的倍數，則以最接近但不少於三分之一的人數)將輪流退任，惟每位董事必須最少每三年於股東週年大會上退任一次。全體董事均於本公司上屆股東週年大會獲委任。概無董事必須於本公司應屆股東週年大會上退任，並於該大會上合資格膺選連任。

根據本公司章程細則第83(3)條，董事有權不時及隨時委任任何人士為董事以填補臨時董事會空缺或增添董事。獲董事會委任填補臨時空缺的任何董事須一直擔任該職務，直至本公司舉行其獲委任後的首屆股東大會為止，並於該大會上膺選連任，而獲董事會委任新加入現有董事會的任何董事，則須擔任該職務直至本公司舉行下屆股東週年大會為止，並於其該大會上合資格膺選連任。董事(即吳光曙先生、王德林先生、高美燕女士、施連燈先生及邱曉華先生)須擔任該職務，直至本公司應屆股東週年大會為止，並於本公司應屆股東週年大會上合資格膺選連任。

王德林先生已與本公司訂立服務協議，擔任本公司執行董事，初步任期由二零一一年八月十八日起計至二零一三年十月二十七日。蔣志堅先生已訂立服務合約，初步固定任期由二零一二年十一月二十八日起計至二零一三年十一月二十七日。各董事(王先生及蔣先生除外)已與本公司訂立委任書，初步自委任日期起計為期三年。本公司與 Global Courage Limited 於二零一五年六月二十三日刊發聯合公告後，本公司接獲王德林先生辭任執行董事之請求(「呈辭」)。呈辭將自香港公司收購及合併守則、上市規則及其他適用法律所允許之最早時間起生效。呈辭之詳情載於本公司日期為二零一五年七月三日及二零一五年七月十四日之公告。

## Report of the Directors 董事會報告書

Please refer to the section of Independent Non-executive Directors under the Corporate Governance Report for the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

有關根據上市規則第3.13條就獨立性作出年度確認之資料，請參閱企業管治報告下之獨立非執行董事一節。

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

### 董事及主要行政人員於股份、相關股份及債權證的權益或淡倉

As at 31 December 2012, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provision of the SFO) or which were required to be recorded in the register required to be kept under 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") as follows:

於二零一二年十二月三十一日，董事及本公司主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括彼等根據證券及期貨條例的有關條文被當作或視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益或淡倉，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益或淡倉如下：

Name of Director 董事姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行 普通股數目	Number of underlying shares held pursuant to share options 根據購股權計劃 所持的相關 股份數目		Total 合共	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比
Mr. Zhao Yu 趙宇先生	Beneficial owner 實益擁有人	527,172,000 (L)	—	—	527,172,000	52.17%
Mr. Xia Yuan Jun 夏元軍先生	Beneficial owner 實益擁有人	—	3,000,000 (L)	—	3,000,000	0.30%
Mr. Fong Pin Jan 方秉權先生	Beneficial owner 實益擁有人	—	3,000,000 (L)	—	3,000,000	0.30%

(L): Long position  
好倉

## Report of the Directors 董事會報告書

Save as disclosed above, as at 31 December 2012, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the financial year was the Company, or any of its holding companies, its subsidiaries or its fellow subsidiaries a party to any arrangement to enable the Directors and chief executives of the Company (including their spouses and children under 18 years of age) to hold any interest or short positions in the shares, or underlying shares, or debentures, of the Company or its associated corporations (with the meaning of Part XV of the SFO).

除上文所披露者截至二零一二年十二月三十一日外，董事或本公司主要行政人員並無於本公司及其相聯法團(定義見證券及期貨條例第XV部)股份、相關股份或債券中擁有或視為擁有根據證券及期貨條例第352條須記錄於該條所述登記冊的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

### 董事購買股份或債券的權利

除上文所披露者外，本公司或其任何控股公司、附屬公司或同系附屬公司於財政年度任何時間概無訂立任何安排促使董事及本公司主要行政人員(包括彼等的配偶及未成年子女)可於本公司或其聯營法團(定義見證券及期貨條例第XV部)任何股份、相關股份或債權證持有任何權益或淡倉。

## Report of the Directors 董事會報告書

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2012, no person or corporation (other than Directors or chief executives of the Company) was interested in 5% or more of the issued share capital of the Company which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the Listing Rules.

As at 31 December 2012, the Company had not been notified by any person or company, other than Directors or chief executives of the Company whose interest are set out in the section headed "DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES" in this report, who had interests or short positions in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register to be kept by the Company under section 336 of the SFO.

### SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") which was approved by the written resolutions of all the shareholders of the Company (the "Shareholders") and adopted by the resolutions of the Board passed on 10 October 2010 (the "Adoption Date"). The Share Option Scheme is for a period of 10 years commencing from the Adoption Date, after which period no further options shall be granted.

The purpose of the Share Option Scheme is to reward the Participants (as defined below) who have contributed to the Group and to encourage the participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

### 主要股東於股份、相關股份及債權證的權益及淡倉

於二零一二年十二月三十一日，概無人士(董事或本公司主要行政人員除外)按本公司根據證券及期貨條例第336條須存置的權益登記冊所示，或於根據證券及期貨條例第XV部第2及3分部的條文及上市規則須披露的本公司已發行股本中擁有5%或以上權益。

於二零一二年十二月三十一日，概無任何人士或公司(董事或本公司主要行政人員於本報告「董事及主要行政人員於股份、相關股份及債權證的權益或淡倉」所載之權益除外)曾知會本公司其於根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露，或於根據證券及期貨條例第336條須記錄於該條所述登記冊的本公司股份、相關股份或債權證中擁有權益或淡倉。

### 購股權計劃

本公司採納經本公司全體股東(「股東」)以書面決議案批准並以於二零一零年十月十日(「採納日期」)通過的董事會決議案採納的購股權計劃(「購股權計劃」)。購股權計劃自採納日期起為期10年，其後將不得另行授出購股權。

購股權計劃旨在獎勵為本集團作出貢獻的參與者(定義見下文)，並鼓勵參與者致力於為本公司及其股東之整體利益而提升本公司及其股份的價值。

## Report of the Directors 董事會報告書

Under the Share Option Scheme, the Board may offer (the "Offer") options to the Directors (including executive Directors, non-executive Directors and independent non-executive Directors and any of their respective associates) and employees (including any of their associates) of the Group, companies owned by directors of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers of any member of the Group who the Board considers, in its sole discretion, have contributed or will contribute to the Group (the "Participants"), to subscribe for Shares in the Company in accordance with the terms of the Share Option Scheme.

The total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not, in aggregate, exceed 10% in nominal amount of the aggregate of Shares in issue on the Listing Date without prior approval from the Shareholders. The maximum number of Shares issued and to be issued upon exercise of the options granted to a single Participant under the Share Option Scheme and any other share option scheme of the Company (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue for the time being.

Any Offer will remain open for acceptance by a Participant for 28 days from the date of grant and is deemed to be accepted when the Company receives from the relevant Participant the Offer letter signed by him/her specifying the number of Shares in respect of which the Offer is accepted and a remittance to the Company of HK\$1.00 as consideration for the grant of option. The option may be exercised at any time during the period to be determined and notified by the Board to the Participant at the time of making an Offer which shall not be later than 10 years from the date of grant. The exercise price will be determined by the Board, and but in any event shall not be less than the highest of (i) the nominal value of the Shares, (ii) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant, or (iii) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five Business Days immediately preceding the date of grant.

根據購股權計劃，董事會可向本集團董事董事（包括執行董事、非執行董事及獨立非執行董事以及彼等各自之任何聯繫人）及僱員（包括彼等之任何聯繫人）、本集團董事擁有的公司以及董事會依其唯一酌情權認為已經或將會為本集團作出貢獻之本集團任何成員公司的任何顧問、諮詢師、分銷商、承包商、供應商、代理、客戶、業務夥伴、合營業務夥伴、發起人、服務供應商（「參與者」）提呈可根據購股權計劃條款認購本公司股份之購股權（「要約」）。

未經股東事先批准，根據購股權計劃及本公司任何其他購股權計劃可授出的購股權之相關股份總數合共不得超過於上市日期已發行股份總數賬面值之10%。因行使根據購股權計劃及本公司任何其他購股權計劃而授予單一股東的購股權（包括已行使及尚未行使購股權）而已發行及將予發行的股份數目於任何12個月期間最多不得超過當時已發行股份之1%。

任何要約自授出日期起計28日內可供參與者接納，並於本公司自相關參與者接獲列明所接納要約之相關股份數目的經其簽署的要約函件以及作為授出購股權的代價匯予本公司之1.00港元之時被視為已獲接納。購股權可於董事會於提出要約之時釐定並知會參與者之期間內隨時行使，惟自授出日期起計不得超過10年。行使價將由董事會釐定，惟無論如何不得低於(i)股份的賬面值，(ii)股份於授出日期在聯交所發佈的每日股價表所報的收市價，或(iii)股份於緊接授出日期前五個營業日在聯交所發佈的每日報價表所報的平均收市價三者中之最高者。



## Report of the Directors

### 董事會報告書

Details of the movements in share options granted under the Share Option Scheme during the year ended 31 December 2012 are as follows:

截至二零一二年十二月三十一日止年度，根據購股權計劃授出的購股權的變動詳情如下：

Name of Category	Date of Grant of Share Option	Outstanding at 01.01.2012 於二零一二年一月一日尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Cancelled during the year 年內註銷	Outstanding at 31.12.2012 於二零一二年十二月三十一日尚未行使	Vesting Period 歸屬期間	Exercise Period 行使期	Exercise price (HK\$) 行使價 (港元)
Directors:										
董事：										
Mr. Xia Yuan Jun (resigned on 3 January 2013)	28.04.2011	3,000,000	0	0	0	0	3,000,000	28.4.2011-27.10.2014	28.10.2012-27.10.2014	3.512
夏元軍先生 (於二零一三年一月三日辭任)	二零一一年四月二十八日							二零一一年四月二十八日至二零一四年十月二十七日	二零一二年十月二十八日至二零一四年十月二十七日	
Mr. Fu Chong (resigned on 1 October 2012)	28.04.2011	3,000,000	0	0	(3,000,000)	0	0	28.4.2011-27.10.2014	28.10.2012-27.10.2014	3.512
付翀先生 (於二零一二年十月一日辭任)	二零一一年四月二十八日							二零一一年四月二十八日至二零一四年十月二十七日	二零一二年十月二十八日至二零一四年十月二十七日	
Mr. Fong Pin Jan (resigned on 10 January 2013)	28.04.2011	3,000,000	0	0	0	0	3,000,000	28.4.2011-27.10.2014	28.10.2012-27.10.2014	3.512
方秉權先生 (於二零一三年一月十日辭任)	二零一一年四月二十八日							二零一一年四月二十八日至二零一四年十月二十七日	二零一二年十月二十八日至二零一四年十月二十七日	
Other Employees:										
其他僱員：										
	28.04.2011	18,000,000	0	0	0	0	18,000,000	28.4.2011-27.10.2014	28.10.2012-27.10.2014	3.512
	二零一一年四月二十八日							二零一一年四月二十八日至二零一四年十月二十七日	二零一二年十月二十八日至二零一四年十月二十七日	
Total:										
合共：										
		27,000,000	0	0	(3,000,000)	0	24,000,000			

Save as disclosed above, there were no options outstanding, granted, exercised, cancelled or lapsed during the year ended 31 December 2012.

除上文所披露者外，截至二零一二年十二月三十一日止年度，概無尚未行使、已授出、已行使、已註銷及已失效的購股權。

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company had maintained the public float as required under the Listing Rules.

## 充足公眾持股量

根據本公司所獲資料及就董事所知，截至本報告日期，本公司已維持上市規則規定的公眾持股量。

## Report of the Directors 董事會報告書

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, no Directors or their respective associates (as defined in the Listing Rules) had any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

### DIRECTORS' INTERESTS IN CONTRACTS

No contract of significance to which the Company, its holding companies, or any of its subsidiaries was a party, and in which a Director had a material interest, subsisted at the end of the reporting period or at any time during the reporting period.

### DELAY IN DESPATCH OF ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

Due to suspension of trading in the Company's shares on the Stock Exchange and losing control of subsidiaries operated in Singapore and in the PRC, the Company has not been able to despatch the annual report for the financial year ended 31 December 2012 (the "Annual Report") to its members within the due date as required by the Listing Rules.

The delay in the despatch of the Annual Report constitutes a breach of Rule 13.46(2) of the Listing Rules by the Company.

### 董事於競爭業務之權益

年內，概無董事或彼等各自之聯繫人(定義見上市規則)於與本集團業務構成競爭或可能構成競爭之業務中擁有任何直接或間接權益。

### 董事的合約權益

於年末或年內任何時間，概無本公司、其控股公司或其任何附屬公司為董事擁有重大權益的合約的訂約方。

### 延遲寄發截至二零一二年十二月三十一日止年度之年報

由於本公司股份於聯交所暫停買賣及對於新加坡及中國營運之附屬公司失去控制權，本公司未能根據上市規則之規定於到期日內寄送截至二零一二年十二月三十一日止財政年度之年報(「年報」)予其股東。

延遲寄發年報導致本公司違反上市規則第13.46(2)條。

## Report of the Directors 董事會報告書

### NON-COMPLIANCE OF APPENDIX 16 “DISCLOSURE OF FINANCIAL INFORMATION” OF THE LISTING RULES

Given the circumstances that the Directors lose control of subsidiaries operated in Singapore and in the PRC and unable to locate and to get access to the complete books and records of the de-consolidated subsidiaries, no sufficient data available to compile the Annual Report so as to comply with the Appendix 16 “Disclosure of Financial Information” of the Listing Rules. The following information has been omitted from this annual report:

1. Connected transactions and continuing connected transactions with the connected person as defined in Chapter 14A of the Listing Rules;
2. Details of related party transactions;
3. Details of the number and remuneration of employees, remuneration policies, and the retirement benefits scheme;
4. Details of commitments and contingent liabilities; and
5. Information in respect of major customers and major suppliers.

### 違反上市規則附錄十六「財務資料披露」

由於董事對於新加坡及中國營運之附屬公司失去控制權的情況，以及未能找到及查閱取消綜合入賬附屬公司之完整賬冊及記錄，並無充份可使用之數據，編製年報，使其符合上市規則附錄十六「財務資料披露」。於本年報以下資料已省略：

1. 與關連人士(定義見上市規則第14A章)之關連交易及持續關連交易；
2. 關連方交易之詳情；
3. 僱員之數目及薪酬、薪酬政策及退休福利計劃之詳情；
4. 承擔及或然負債之詳情；及
5. 關於主要客戶及主要供應商之資料。

## Report of the Directors 董事會報告書

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past four financial periods is set out in the financial summary on page 152 of this report.

### RETIREMENT BENEFIT PLANS

The employees of the Group in the PRC are members of a state-managed retirement benefits scheme operated by the PRC Government. The Group is required to contribute a specified percentage of its payroll costs to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions under the scheme.

Particulars of employee retirement benefit plans of the Group are set out in note 24 to the financial statements.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated.

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

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the financial year.

### EVENTS AFTER THE REPORTING DATE

Save as disclosed in note 28 to the financial statements, there is no other significant events occurred after the reporting date and up to the date of signing this annual report.

### CORPORATE GOVERNANCE

Full details on the Company's corporate governance practices are set out on pages 29 to 40.

### 財務摘要

本集團過往四個財政期間的業績與資產及負債摘要載於本報告第152頁財務摘要一節。

### 退休福利計劃

本集團於中國的僱員均為由中國政府經辦的國有管理退休福利計劃成員。本集團須以其薪資成本特定百分比向退休福利計劃供款，為福利撥付資金。本集團就退休福利計劃應負的唯一責任為根據計劃撥付特定供款。

有關本集團僱員退休福利計劃的詳情載於財務報表附註24。

### 優先購股權

本公司章程細則及開曼群島(即本公司註冊成立的司法權區)法例概無優先購股權條文。

### 購買、贖回或出售本公司上市證券

於財政年度，本公司或其任何附屬公司概無購買、贖回或出售任何本公司之上市證券。

### 報告日期後事項

除財務報表附註28所披露者外，於報告日期後及截至簽署本年報日期，概無發生其他重大事件。

### 企業管治

本公司企業管治常規之全部細節載於第29至40頁。

## Report of the Directors

### 董事會報告書

#### AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") was established with written terms of reference which are in line with the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules and the existing Audit Committee comprises two independent non-executive Directors.

The existing Audit Committee has reviewed the Company's financial statements for the year ended 31 December 2012.

#### AUDITORS

On 21 March 2012, Deloitte Touche Tohmatsu, the then auditors of the Company resigned and HLB Hodgson Impey Cheng Limited ("HLB") has been appointed as auditors of the Company on 3 July 2015. The financial statements for the year ended 31 December 2012 have been audited by HLB who will retire and, being eligible, offer themselves for re-appointment in the forthcoming annual general meeting.

By order of the Board

**Ms. Kou Mei In**

*Chairlady*

Hong Kong, 21 January 2016

#### 審核委員會

本公司已成立審核委員會(「審核委員會」)，並制定符合上市規則附錄十四所載《企業管治常規守則》之書面職權範圍，現任審核委員會由兩名獨立非執行董事組成。

現任審核委員會已審閱本公司截至二零一二年十二月三十一日止年度的財務報表。

#### 核數師

於二零一二年三月二十一日，本公司其時之核數師德勤•關黃陳方會計師行辭任，而國衛會計師事務所有限公司(「國衛」)已於二零一五年七月三日獲委任為本公司核數師。截至二零一二年十二月三十一日止年度之財務報表已由國衛審核，其將於應屆股東週年大會退任及符合資格提呈膺選連任。

承董事會命

主席

**高美燕女士**

香港，二零一六年一月二十一日

## Corporate Governance Report 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Directors recognise the importance of incorporating the elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability to the Shareholders as a whole. Thus, the Company adopted the principles and the code provisions of the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 of the Listing Rules.

In accordance with the requirements of the Listing Rules, the Company has established an audit committee (the “Audit Committee”). The Company has also established a nomination committee (the “Nomination Committee”) and a remuneration committee (the “Remuneration Committee”) with defined terms of reference. The terms of reference of these Board committees are available on the Stock Exchange’s website and the Company’s website.

The existing Board except Mr. Wang Delin (who tendered to resign as an executive Director as per the announcements of the Company dated 3 July 2015 and 14 July 2015) (the “Existing Board”) has reviewed the Company’s corporate governance practice for the financial year under review, and has formed the opinion that the Existing Board was unable to comment on the compliance of the CG Code for the year ended 31 December 2012 due to incomplete records of the Company from the previous Board. The Existing Board is of the view that apart from achieving the resumption of the Company, one of its main priorities in 2016 is to improve the corporate governance of the Group.

### 企業管治常規

董事認同為達致向整體股東有效的問責性，在本集團管理架構及內部控制程序引進良好企業管治元素非常重要。因此，本公司採用上市規則附錄十四所載的企業管治守則（「企業管治守則」）的原則及守則條文。

根據上市規則的規定，本公司已成立審核委員會（「審核委員會」）。本公司亦已成立具明文職權範圍的提名委員會（「提名委員會」）及薪酬委員會（「薪酬委員會」）。該等董事會屬下委員會的職權範圍可於聯交所網站及本公司網站查閱。

除王德林先生（根據本公司日期為二零一五年七月三日及二零一五年七月十四日之公告，彼呈辭執行董事）外，現任董事會（「現任董事會」）已審閱本公司就回顧財政年度之企業管治常規，並認為現任董事會未能評論截至二零一二年十二月三十一日止年度已遵守企業管治守則，因為未能從前任董事會取得本公司的完整記錄。現任董事會認為除實現本公司復牌外，本公司於二零一六年的其中一個首要目標是提升本集團的企業管治。

## Corporate Governance Report 企業管治報告

### MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the model code as set out in Appendix 10 of the Listing Rules (the "Model Code") as the required standard for securities transactions by Directors. The Existing Board was unable to make specific enquiry of all past Directors, whether they have complied with the required standard set in the Model Code and its code of conduct regarding directors' securities transactions for the year ended 31 December 2012 due to the fact that past Directors were uncontactable and incomplete records of the Company from the previous Board.

### BOARD OF DIRECTORS

#### Composition of the Board of Directors

As at 31 December 2012, the Board comprises five executive Directors, namely Mr. Zhao Chuan Wen, Mr. Zhao Yu (being the chairman), Mr. Xia Yuan Jun, Mr. Fong Pin Jan and Mr. Wang Delin (being the chief executive officer); and one independent non-executive Director, namely Mr. Chiang Chi Kin Stephen.

The roles of the chairman and chief executive officer are segregated and are not exercised by the same individual.

#### Functions of the Board

The principal function of the Board is to consider and approve strategies, financial objectives, annual budget, investment proposals of the Group and to assume the responsibilities of corporate governance of the Group. The Board delegates the authority and responsibility for implementing day-to-day operations, business strategies and management of the Group's businesses to the executive Directors, senior management and certain specific responsibilities to the Board committees.

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的標準守則(「標準守則」)作為董事進行證券交易的規定標準。現任董事會未能就全體前任董事於截至二零一二年十二月三十一日止年度是否已遵守標準守則所載的規定標準及就董事證券交易之行為守則向彼等作出具體查詢，因為無法聯絡前任董事以及未能從前任董事會取得本公司的完整記錄。

### 董事會

#### 董事會的組成

於二零一二年十二月三十一日，董事會由五名執行董事趙傳文先生、趙宇先生(為主席)、夏元軍先生、方秉權先生及王德林先生(為行政總裁)，及一名獨立非執行董事蔣志堅先生組成。

主席與首席執行官的職責應區分，並非由同一人擔任。

#### 董事會的職能

董事會的主要職能為考慮及批核本集團的策略、財務目標、年度預算及投資建議，以及承擔本集團企業管治的責任。董事會將執行日常運作、業務策略及本集團業務管理的權力及責任授予執行董事及高級管理層，並將若干具體責任授予董事會屬下委員會。

## Corporate Governance Report 企業管治報告

### Board Meetings and Board Practices

During the year ended 31 December 2012, the Board held eleven board meetings. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Company's articles of association. All Directors may access the advice and services of the company secretary who regularly updates the Board on governance and regulatory matters. All Directors will also be provided with sufficient resources to discharge their duties, and upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances, at the Company's expense. All minutes of board meetings were recorded in sufficient detail of the matters considered by the Board and the decisions reached.

### 董事會會議及董事會常規

於截至二零一二年十二月三十一日止年度內，董事會召開了十一次董事會會議。根據本公司章程細則，董事可親身或透過其他電子通訊方式出席會議。公司秘書向全體董事提供意見及服務，並定期向董事會提供管治及規管事宜的最新資料。所有董事亦將獲得充分的資源以履行其職責，並在合理的要求下，可按合適的情況尋求獨立專業意見，費用由本公司承擔。董事會會議的所有會議記錄需足夠詳細地記錄董事會已考慮的事項及作出的決定。



## Corporate Governance Report

### 企業管治報告

For the year ended 31 December 2012, eleven board meetings were held. Details of the attendance of Directors are as follows:

截至二零一二年十二月三十一日止年度，已舉行十一次董事會會議。董事之出席詳情如下：

Name of the Director 董事姓名	Board Meeting 董事會會議
<b>Executive Directors</b> 執行董事	
Mr. Zhao Yu ( <i>Chairman</i> ) (resigned on 10 January 2013) 趙宇先生(主席)(於二零一三年一月十日辭任)	10/11
Mr. Fong Pin Jan (resigned on 10 January 2013) 方秉權先生(於二零一三年一月十日辭任)	10/11
Mr. Fu Chong (resigned on 1 October 2012) 付翀先生(於二零一二年十月一日辭任)	2/9
Mr. Wang Delin (appointed on 18 August 2011) 王德林先生(於二零一一年八月十八日獲委任)	11/11
Mr. Xia Yuan Jun (resigned on 3 January 2013) 夏元軍先生(於二零一三年一月三日辭任)	6/11
Mr. Zhao Chuan Wen (resigned on 21 January 2013) 趙傳文先生(於二零一三年一月二十一日辭任)	11/11
<b>Independent Non-executive Directors</b> 獨立非執行董事	
Mr. Cheung Hok Fung Alexander (resigned on 15 June 2012) 張學鋒先生(於二零一二年六月十五日辭任)	4/8
Ms. Chan Wah Man Carman (resigned on 14 June 2012) 陳華敏女士(於二零一二年六月十四日辭任)	7/8
Mr. Zhang Zhou (resigned on 15 May 2012) 張舟先生(於二零一二年五月十五日辭任)	5/7
Mr. Chiang Chi Kin Stephen (appointed on 28 November 2012 and resigned on 31 December 2013) 蔣志堅先生(於二零一二年十一月二十八日獲委任及於二零一三年十二月三十一日辭任)	1/1

## Corporate Governance Report 企業管治報告

### CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

The Existing Board was unable to obtain the confirmation on the participation in continuous professional development of past Directors for the year ended 31 December 2012 due to the fact that past Directors were uncontactable and incomplete records of the Company from the previous Board.

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

Mr. Wang Delin has entered into a services contract agreement with an initial fixed term from 18 August 2011 to 27 October 2013 being as an executive Director. Mr. Chiang Chi Kin Stephen has entered into a services contract agreement with an initial fixed term from 28 November 2012 to 27 November 2013. Each of the Directors, except Mr. Wang and Mr. Chiang, has entered into a service contract or appointment letter with the Company for an initial term of three years commencing from the date of appointment, and subject to termination in accordance with the provisions of the service contract or appointment letter giving the other not less than three months' prior written notice.

By virtue of article 83(3) of the articles of association of the Company, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In compliance with the code provision in A.4.2 of the CG Code all Directors are subject to retirement by rotation at least once every three years. Furthermore, pursuant to the article 84(1) of the articles of association of the Company, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

### 董事之持續專業發展

現任董事會未能就前任董事於截至二零一二年十二月三十一日止年度是否參與持續專業發展取得確認，因為無法聯絡前任董事以及未能從前任董事會取得本公司的完整記錄。

#### 委任、重選及罷免董事

王德林先生已就擔任執行董事訂立服務合約協議，初步固定任期由二零一一年八月十八日至二零一三年十月二十七日。蔣志堅先生已訂立服務協議，初步任期由二零一二年十一月二十八日至二零一三年十一月二十七日。除王先生及蔣先生外，各董事已與本公司訂立服務合約或委任書，自委任日期起初步任期為期三年，惟根據服務合約或委任書的條文，其中一方可向對方發出至少三個月的事先書面通知而予以終止。

根據本公司的章程細則第83(3)條，董事有權不時及隨時委任任何人士為董事以填補臨時董事空缺或增添董事。獲委任填補臨時空缺的任何董事須一直擔任該職務，直至本公司舉行其獲委任後的首屆股東大會為止，並於該大會上膺選連任，而獲委任新加入現行董事會的任何董事，則須擔任該職務直至本公司舉行下屆股東週年大會為止，並於該大會上合資格膺選連任。

遵照企業管治守則的守則條文第A.4.2條的規定，全體董事必須最少每三年輪流退任一次。此外，根據本公司章程細則第84(1)條，在每屆股東週年大會上，當時三分之一的董事（若其人數並非三(3)的倍數，則以最接近但不超過三分之一的人數）將輪流退任，惟每位董事必須最少每三年於股東週年大會上退任一次。

## Corporate Governance Report

### 企業管治報告

Regarding the resignations of the Directors, Mr. Fu Chong, Mr. Xia Yuan Jun, Mr. Fong Pin Jan, Mr. Zhou Yu and Mr. Zhao Chuan Wen resigned as the executive Directors on 1 October 2012, 3 January 2013, 10 January 2013, 10 January 2013 and 21 January 2013 respectively. Besides, Mr. Zhang Zhou, Ms. Chan Wah Man Carman, Mr. Cheung Hok Fung Alexander resigned as the independent non-executive Directors on 15 May 2012, 14 June 2012 and 15 June 2012 respectively. Furthermore, Mr. Chiang Chi Kin Stephen, who was appointed as the independent non-executive Director on 28 November 2012, resigned as the same on 31 December 2013.

Regarding the appointments of the Directors, Mr. Wang Delin was appointed as the executive Director and the chief executive officer of the Company on 18 August 2011. Mr. Ng Kwong Chue Paul was appointed as the executive Director on 5 September 2013. Ms. Kou Mei In was appointed as the non-executive Director and the chairlady of the Company on 5 September 2013. Moreover, Mr. Sze Lin Tang and Mr. Qiu Xiaohua were appointed as the independent non-executive Directors on 5 September 2013 and 24 January 2014 respectively. Lastly, as the above mentioned, Mr. Chiang Chi Kin Stephen was appointed as the independent non-executive Director on 28 November 2012 but resigned as the same on 31 December 2013.

#### Independent Non-executive Directors

During the year under review, the Company did not fulfill the requirements under Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules due to the resignations of Mr. Cheung Hok Fung Alexander, Ms. Chan Wah Man Carman and Mr. Zhang Zhou as the independent non-executive Directors, the Company did not include at least three independent non-executive directors, at least one of the independent non-executive directors having appropriate professional qualifications, accounting or related financial management expertise and independent non-executive directors representing at least one-third of the board after their resignations. Mr. Chiang Chi Kin Stephen was appointed as the independent non-executive Director on 28 November 2012, but resigned as the same on 31 December 2013. Mr. Sze Lin Tang with accounting professional qualification and Mr. Qiu Xiaohua were appointed as the independent non-executive Directors on 5 September 2013 and 24 January 2014 respectively to rectify the non-compliance of Rule 3.10(2) and to be loose the non-compliance of Rules 3.10(1) and 3.10A of the Company.

就董事辭任而言，付翀先生、夏元軍先生、方秉權先生、趙宇先生及趙傳文先生分別於二零一二年十月一日、二零一三年一月三日、二零一三年一月十日、二零一三年一月十日及二零一三年一月二十一日辭任執行董事。此外，張舟先生、陳華敏女士及張學鋒先生分別於二零一二年五月十五日、二零一二年六月十四日及二零一二年六月十五日辭任獨立非執行董事。另外，蔣智堅先生於二零一二年十一月二十八日獲委任為獨立非執行董事，並於二零一三年十二月三十一日辭任獨立非執行董事。

就董事委任而言，王德林先生於二零一一年八月十八日獲委任為執行董事及本公司行政總裁。吳光曙先生於二零一三年九月五日獲委任為執行董事。高美燕女士於二零一三年九月五日獲委任為非執行董事兼本公司主席。此外，施連燈先生及邱曉華先生分別於二零一三年九月五日及二零一四年一月二十四日獲委任為獨立非執行董事。最後，誠如上文所述，蔣智堅先生於二零一二年十一月二十八日獲委任為獨立非執行董事，並於二零一三年十二月三十一日辭任獨立非執行董事。

#### 獨立非執行董事

於回顧年度，由於張學鋒先生、陳華敏女士及張舟先生已辭任獨立非執行董事，本公司未能符合上市規則第3.10(1)條、第3.10(2)條及第3.10A條之規定，本公司並不包括至少三名獨立非執行董事，而至少一名獨立非執行董事擁有合適專業資格、會計或相關財務管理專業知識，且獨立非執行董事於彼等辭任後佔董事會至少三分之一。蔣志堅先生於二零一二年十一月二十八日獲委任為獨立非執行董事，但於二零一三年十二月三十一日辭任。施連燈先生(具備會計專業資格)及邱曉華先生分別於二零一三年九月五日及二零一四年一月二十四日獲委任為獨立非執行董事，以糾正本公司第3.10(2)條不合規事宜及解除第3.10(1)及3.10A條不合規事宜。

## Corporate Governance Report 企業管治報告

Due to the fact that Mr. Cheung Hok Fung Alexander, Ms. Chan Wah Man Carman, Mr. Zhang Zhou and Mr. Chiang Chi Kin Stephen were uncontactable, the Existing Board was unable to get access to the written confirmation of their independence pursuant to Rule 3.13 of the Listing Rules, therefore the Existing Board was unable to comment on the independence of these independent non-executive Directors.

### Delegation of Powers

The Board delegates day-to-day operations of the Group to executive Directors and management of the Company with department heads responsible for different aspects of the business/functions, while reserving certain key matters in making strategic decision for its approval. When the Board delegates aspects of its management and administration functions to management, it gives clear directions as to the powers of management, in particular, with respect to the circumstances where management need to report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

## BOARD COMMITTEES

### Audit Committee

The Audit Committee was established on 10 October 2010 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the CG Code as set out in Appendix 14 of the Listing Rules. The primary duties of the Audit Committee are to provide the Board with an independent review of the effectiveness of the financial reporting process, internal control and risk management system of the Group, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

During the year under review, the Company did not fulfill the requirements under Rule 3.21 of the Listing Rules due to the resignations of Mr. Cheung Hok Fung Alexander, Ms. Chan Wah Man Carman and Mr. Zhang Zhou. Mr. Chiang Chi Kin Stephen was appointed as a member of the Audit Committee on 28 November 2012, but resigned as the same on 31 December 2013.

For the year ended 31 December 2012, the Audit Committee did not conduct any meetings due to the resignations of the committee members.

由於無法聯絡張學鋒先生、陳華敏女士及張舟先生及蔣志堅先生，現任董事會未能取得其根據上市規則第3.13條發出的獨立性確認書，因此現任董事會未能就該等獨立非執行董事的獨立性發表意見。

### 授權

董事會授權執行董事及本公司管理層負責本集團的日常營運，亦授權部門主管負責不同的業務職責，惟若干重大事項的策略決定仍須經董事會批准。董事會授權管理層負責管理及行政職務時會對管理層的權力作出明確指示，特別是代表本公司作出決定或訂立任何承擔前須向董事會報告並獲董事會事先批准。

### 董事委員會

#### 審核委員會

本公司遵照上市規則第3.21條及上市規則附錄十四企業管治守則第C3段的規定，於二零一零年十月十日成立具書面職權範圍的審核委員會。審核委員會的主要職責是就本集團財務報告程序、內部控制及風險管理制度的有效程度向董事會提供獨立檢討，監管審計程序及履行董事會所委派的其他職務及責任。

於回顧年度，由於張學鋒先生、陳華敏女士及張舟先生已辭任，本公司未能符合上市規則第3.21條之規定。蔣志堅先生於二零一二年十一月二十八日獲委任為審核委員會成員，但於二零一三年十二月三十一日辭任有關職位。

於截至二零一二年十二月三十一日止年度，由於委員會成員辭任，故審核委員會並無舉行任何會議。

## Corporate Governance Report

### 企業管治報告

The existing Audit Committee consists of two independent non-executive Directors, namely, Mr. Sze Lin Tang (being the chairman of the Audit Committee and a Hong Kong Certified Public Accountant) and Mr. Qiu Xiaohua.

The existing Audit Committee has reviewed the Company's financial statements for the year ended 31 December 2012.

#### Remuneration Committee

The Remuneration Committee was established on 10 October 2010 with written terms of reference in compliance with paragraph B1 of the CG Code as set out in Appendix 14 of the Listing Rules. The primary duties of the Remuneration Committee include (but without limitation): (a) making recommendations to the Directors on the policy and structure for all remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (b) determining the terms of the specific remuneration package of the Directors and senior management; (c) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Directors from time to time; and (d) considering and approving the grant of share options to eligible Participants under the Share Option Scheme.

As at 31 December 2012, the Remuneration Committee consisted of two executive Directors, namely Mr. Zhao Chuan Wen and Mr. Zhao Yu. During the year under review, the Company did not fulfill the requirement under Rule 3.25 of the Listing Rules due to the resignations of Mr. Cheung Hok Fung Alexander, Ms. Chan Wah Man Carman and Mr. Zhang Zhou.

For the year ended 31 December 2012, the Remuneration Committee did not conduct any meetings due to the resignation of the committee members.

現任審核委員會由兩名獨立非執行董事施連燈先生(為審核委員會主席及香港執業會計師)及邱曉華先生組成。

現任審核委員會已審閱本公司截至二零一二年十二月三十一日止年度的財務報表。

#### 薪酬委員會

本公司遵照上市規則附錄十四企業管治守則第B1段的規定，於二零一零年十月十日成立具書面職權範圍的薪酬委員會。薪酬委員會的主要職責包括(但不限於)：(a)就全體董事及高級管理層的薪酬政策及結構，以及就制訂該等薪酬政策設立正式而具透明度的程序，向董事作出建議；(b)釐定董事及高級管理層的具體薪酬福利條款；(c)參照董事不時議決的公司目標及宗旨，檢討及批准按表現為基準的薪酬；及(d)審議及批准向購股權計劃的合資格參與者授予購股權。

於二零一二年十二月三十一日，薪酬委員會由兩名執行董事趙傳文先生及趙宇先生組成。於回顧年度，由於張學鋒先生、陳華敏女士及張舟先生已辭任，本公司未能符合上市規則第3.25條之規定。

於截至二零一二年十二月三十一日止年度，由於委員會成員辭任，故薪酬委員會並無舉行任何會議。

## Corporate Governance Report 企業管治報告

### Remuneration Policy for Directors and Senior Management

The emolument policy of the employees of the Group is determined on the basis of their merit, qualifications and competence.

The emoluments of the Directors are recommended and determined by the Remuneration Committee, having regard to the corporate goals and objectives resolved by Directors from time to time. Directors are entitled to an aggregate annual basic salary. In addition, each of the executive Directors is also entitled to a discretionary bonus as determined by the Remuneration Committee by reference to the performance of the Group.

The Company has adopted a Share Option Scheme on 10 October 2010. The purpose of the Share Option Scheme is to reward eligible Participants who have contributed to the Group and to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

### Nomination Committee

The Nomination Committee was established on 10 October 2010 with written terms of reference as recommended in paragraph A4.5 of the CG Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Nomination Committee are to formulate the nomination procedures and standards for candidates for Directors and senior management, to conduct preliminary review of the qualifications and other credentials of the candidates for Directors and senior management and to recommend suitable candidates for Directors and senior management to the Board.

For the year ended 31 December 2012 the Nomination Committee did not conduct any meetings due to the resignations of the committee members.

### 董事及高級管理層的薪酬政策

本集團僱員的薪酬政策按彼等的價值、資質及能力而釐定。

董事酬金乃經考慮董事不時議決的公司目標，由薪酬委員會建議及釐定。董事有權享有基本年薪總額。此外，各執行董事亦可有權享有薪酬委員會經參考本集團業績而釐定的酌情花紅。

本公司於二零一零年十月十日採納購股權計劃。購股權計劃旨在獎勵對本集團有貢獻之合資格參與者，並鼓勵參與者致力為本公司及其股東之整體利益提升本公司及其股份的價值。

### 提名委員會

根據上市規則附錄十四企業管治守則第A4.5段的建議，具書面職權範圍的提名委員會於二零一零年十月十日成立。提名委員會的主要職責為就董事及高級管理層人選制定提名程序及標準，以初步審閱董事及高級管理層人選的資格及其他重要證明，並向董事會推薦合適的董事及高級管理層人選。

於截至二零一二年十二月三十一日止年度，由於委員會成員辭任，故提名委員會並無舉行任何會議。

## Corporate Governance Report 企業管治報告

### ACCOUNTABILITY AND AUDIT

#### Directors' and Auditor's Responsibilities for the Financial Statements

The Board acknowledges its responsibility to prepare the Group's financial statements for each financial period to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the financial statements for the year ended 31 December 2012, the Board has selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis. The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

#### Auditor's Remuneration

Deloitte Touche Tohmatsu ("Deloitte") resigned as auditor of the Company (the "Auditor") with effect from 21 March 2012. HLB Hodgson Impey Cheng Limited ("HLB") has been appointed as the new Auditor with effect from 3 July 2015 to fill the causal vacancy left by the resignation of Deloitte. The remuneration in respect of audit and non-audit services for the year ended 31 December 2012 provided by the Auditor, HLB, are as follows:

#### Type of Services

##### 服務類別

**RMB'000**

人民幣千元

Audit services	核數服務	650
Non-audit services (Note)	非核數服務(附註)	244
Total	總計	894

Note: The non-audit services was related to interim financial statements review.

### 問責及審核

#### 董事及核數師對財務報表的責任

董事會知悉有責任編製本集團各財政期間的財務報表，以真實而公允地呈列本集團該期間的財務狀況及業績與現金流量。編製截至二零一二年十二月三十一日止年度的財務報表時，董事會已選取適用會計政策並貫徹使用，並審慎、公允而合理地作出判斷及估計，以及按持續經營基準編製財務報表。董事有責任作出一切合理而必須的步驟，保護本集團的資產，並且防止及偵查欺詐及其他不正常情況。

#### 核數師酬金

德勤•關黃陳方會計師行(「德勤」)已辭任本公司核數師，自二零一二年三月二十一日起生效。國衛會計師事務所有限公司(「國衛」)已獲委任為本公司之新任核數師，自二零一五年七月三日起生效，以填補德勤辭任而產生之臨時空缺。有關核數師國衛於截至二零一二年十二月三十一日止年度提供核數服務及非核數服務之酬金如下：

附註：非核數服務涉及審閱中期財務報表。

## Corporate Governance Report 企業管治報告

### NON-COMPLIANCE WITH FINANCIAL REPORTING PROVISIONS OF THE LISTING RULES

On 21 March 2012, Deloitte resigned as the auditor of the Company. The Company was in the process of identifying a suitable replacement to fill the vacancy following the resignation of Deloitte.

On 26 June 2013, HLB was appointed as the auditor of the Company to fill the casual vacancy following the resignation of Deloitte. However, due to incomplete record, the appointment of HLB was formally engaged by the Board on 3 July 2015.

Thus, the Company could not timely comply with the financial reporting provisions under the Listing Rules in announcing and publishing its annual results and annual reports for the years ended 31 December 2011, 2012, 2013 and 2014 and its interim results and interim reports for the six months ended 30 June 2012, 2013, 2014 and 2015.

### INTERNAL CONTROL

The Board acknowledges its responsibility for the effectiveness of the Group's internal control systems. The Existing Board was unable to comment on the effectiveness of the Group's internal control system for the year ended 31 December 2012 due to the fact that past Directors were uncontactable and incomplete records of the Company from the previous Board.

### COMPANY SECRETARY

The Company has engaged in a service contract with an external service provider, Ms. Ho Wing Yan ("Ms. Ho"), who was appointed as the company secretary of the Company (the "Company Secretary"). Ms. Ho confirmed that she has received 15 hours professional trainings under the requirement of Rule 3.29 of the Listing Rules during the year under review.

On 1 June 2015, Ms. Ho resigned as the Company Secretary and Ms. Wong Po Ling Pauline was appointed as the Company Secretary.

### 違反上市規則之財務報告條文規定

於二零一二年三月二十一日，德勤辭任本公司核數師。本公司正在物色合適的替代核數師，以填補德勤辭任後之空缺。

於二零一三年六月二十六日，國衛獲委任為本公司核數師，以填補德勤辭任後之臨時空缺。然而，由於記錄不完整，董事會於二零一五年七月三日才正式委任國衛。

因此，本公司於公佈及刊發其截至二零一一年、二零一二年、二零一三年及二零一四年十二月三十一日止年度之年度業績及年報以及截至二零一二年、二零一三年、二零一四年及二零一五年六月三十日止六個月之中期業績及中期報告時，未能及時遵守上市規則項下之財務報告條文規定。

### 內部控制

董事會知悉其須對本集團內部控制系統成效負責。現任董事會未能評論本集團截至二零一二年十二月三十一日止年度的內部控制系統是否有效，因為無法聯絡前任董事以及未能從前任董事會取得本公司的完整記錄。

### 公司秘書

本公司已與外部服務供應商何詠欣女士（「何女士」）訂立服務合約，彼獲委任為本公司之公司秘書（「公司秘書」）。何女士確認，彼於回顧年度已根據上市規則第3.29條之規定接受15個小時專業培訓。

於二零一五年六月一日，何女士辭任公司秘書及王寶玲女士獲委任為公司秘書。



## Corporate Governance Report 企業管治報告

### INVESTORS AND SHAREHOLDERS RELATIONS

The Board recognises the importance of maintaining clear, timely and effective communication with the Shareholders and investors. The Board also recognises that effective communication with investors is the key to establish investor confidence and to attract new investors. Therefore, the Group is committed to maintaining a high degree of transparency to ensure that the investors and the Shareholders receive accurate, clear, comprehensive and timely information of the Group by the publication of annual reports, interim reports, announcements and circulars. The Company also publishes all documents on the Company's website at <http://www.cre8ir.com/daqingdairy/>. The Board continues to maintain regular dialogues with institutional investors and analysts to keep them informed of the Group's strategy, operations, management and plans. The Directors and the committee members are available to answer questions at annual general meetings of the Company. Separate resolutions would be proposed at general meetings of the Company on each substantially separate issue.

#### Shareholders' Right

Pursuant to the Company's Memorandum and Articles of Association, the Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Shareholders may put forward their proposals or inquiries to the Board by sending their written request to the Company's correspondence address in Hong Kong.

### 投資者及股東關係

董事會認同與股東及投資者保持清晰、及時而有效的溝通的重要性。董事會亦認同與投資者進行有效溝通是建立投資者信心及吸引新投資者的關鍵所在。因此，本集團致力保持高透明度，確保投資者及股東通過刊發年報、中期報告、公佈及通函得到準確、清晰、完整而及時的本集團資料，而本公司亦在公司網站 <http://www.cre8ir.com/daqingdairy/> 刊登全部文件。董事會與機構投資者及分析員保持定期溝通，讓彼等得悉本集團的策略、營運、管理及計劃。董事及委員會成員均出席本公司股東週年大會解答問題。各區別分明的議題須以獨立決議案方式於本公司股東大會上提呈。

#### 股東權利

根據本公司之組織章程大綱及章程細則，董事會可於其認為適當的任何時候召開特別大會。任何一位或以上於遞呈要求當日持有本公司有權於大會上投票之繳足股本不少於十分之一的股東，有權隨時透過向本公司董事會或秘書發出書面要求，要求董事會召開特別大會，以處理有關要求中指明的任何事項；上述會議應於相關要求遞呈後兩(2)個月內舉行。倘遞呈後二十一日內董事會未有召開該大會，則遞呈要求人士可自行以同樣方式召開大會，而遞呈要求人士因董事會未有召開大會而合理產生的所有開支應由本公司向要求人作出償付。

股東可將書面要求發送至本公司在香港的通訊地址，藉此向董事會提交建議或諮詢。

## Independent Auditors' Report 獨立核數師報告書



國衛會計師事務所有限公司  
Hodgson Impey Cheng Limited

31/F, Gloucester Tower 香港  
The Landmark 中環  
11 Pedder Street 畢打街11號  
Central 置地廣場  
Hong Kong 告羅士打大廈31樓

### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF DAQING DAIRY HOLDINGS LIMITED

*(Incorporated in Cayman Islands with limited liability)*

We were engaged to audit the financial statements of Daqing Dairy Holdings Limited (the "Company") set out on pages 51 to 151, which comprise the Company's statements of financial position as at 31 December 2012, and the statement of profit or loss and other comprehensive income and the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other persons for the contents of this report. Except for the inability to obtain sufficient appropriate audit evidence as explained below, we conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

### 獨立核數師報告書

致大慶乳業控股有限公司股東

*(於開曼群島註冊成立之有限公司)*

本行獲委聘以審核大慶乳業控股有限公司〔貴公司〕載於第51至151頁的財務報表，其中包括 貴公司於二零一二年十二月三十一日的財務狀況表，與截至該日止年度的損益及其他全面收益表及綜合權益變動表，以及主要會計政策概要及其他資料解釋。

### 董事對財務報表的責任

本公司董事須負責遵照國際會計準則理事會所頒佈之國際財務報告準則〔國際財務報告準則〕及香港公司條例披露規定編製及真實而公平地呈列該等財務報表，且有關內部控制對 貴公司董事編製財務報表而言乃屬必要，以確保其並無重大錯誤陳述（不論其由欺詐或錯誤引起）。

### 核數師之責任

吾等之責任是根據吾等之審核對該等財務報表作出意見，並僅向閣下（作為一個團體）報告，且不得作其他用途。吾等不會就本報告之內容向任何其他人士負有或承擔任何責任。除如下文所述未能取得充足的合適審核證據外，吾等已根據香港會計師公會頒佈之香港審計準則進行審核。該等準則要求吾等遵守道德規範，並規劃及執行審核工作，以合理確定該等財務報表是否不存有任何重大錯誤陳述。

## Independent Auditors' Report 獨立核數師報告書

Because of the matters described in the Basis for Disclaimer of Opinion paragraphs, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### BASIS FOR DISCLAIMER OF OPINION

#### a) Opening balances and the comparative information

The opening balances and the comparative figures disclosed in the financial statements are based on the audited financial statements of the Company for the year ended 31 December 2011 of which our auditors' report dated 21 January 2016 expressed a disclaimer opinion. The matters which resulted in that disclaimer opinion included (a) authenticity of accounting records and de-consolidation of all subsidiaries; (b) incomplete books and records; (c) non-compliance with IFRSs and omission of disclosures; (d) bank balances and cash; (e) amount due to a subsidiary; (f) trade and other payables; (g) impairment loss recognised in respect of trade and other receivables; (h) contingent liabilities and commitments; (i) share-based payments; (j) events after the reporting period; (k) related party transactions; and (l) going concern basis of accounting. Due to lack of complete books and records of the Company, we have been unable to obtain sufficient appropriate audit evidence as to whether the opening balances as at 1 January 2012 and the comparative figures for the year ended 31 December 2011 were properly recorded and accounted for and in compliance with the requirements of applicable IFRSs including International Accounting Standard ("IAS") 1 "Presentation of Financial Statements". There were no alternative audit procedures that we could perform to satisfy ourselves as to whether the opening balances and the comparative figures were free from material misstatement. Any adjustments to the opening balances as at 1 January 2012 that would be required may have a consequential significant effect on the Company's assets and liabilities as at 1 January 2012 and 31 December 2012 and its results for the years ended 31 December 2011 and 2012, and the presentation and disclosure thereof in the financial statements.

然而，由於不發表意見之基準各段所述之事宜，吾等未能取得充足的合適審核證據以就審核意見提供基準。

### 不發表意見之基準

#### a) 年初結餘及比較資料

於財務報表披露之年初結餘及比較數字乃根據 貴公司截至二零一一年十二月三十一日止年度之經審核財務報表，吾等就此於日期為二零一六年一月二十一日之核數師報告不發表意見。導致不發表意見之事項包括(a)會計記錄是否真確及取消綜合所有附屬公司；(b)賬冊及記錄不完整；(c)違反國際財務報告準則及遺漏披露資料；(d)銀行結餘及現金；(e)應付附屬公司款項；(f)其他應付款項；(g)就應收貿易賬款及其他應收款項確認之減值虧損；(h)或然負債及承擔；(i)以股份為基礎付款；(j)報告期後事項；(k)關連方交易；及(l)會計之持續經營基準。由於 貴公司之賬冊及記錄不完整，吾等未能取得充足之合適審核證據，證明於二零一二年一月一日之年初結餘及截至二零一一年十二月三十一日止年度之比較數字已妥為記錄及入賬及符合適用國際財務報告準則(包括國際會計準則(「國際會計準則」)第1號「呈列財務報表」)之規定。概無吾等可履行之替代審核程序以讓吾等信納年初結餘及比較數字並無重大失實陳述。如須對二零一二年一月一日之年初結餘作出任何調整，可能對 貴公司於二零一二年一月一日及二零一二年十二月三十一日之資產及負債及 貴公司截至二零一一年及二零一二年十二月三十一日止年度之業績及其於財務報表之呈列及披露造成重大後續影響。

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### b) Authenticity of accounting records and de-consolidation of all subsidiaries

As disclosed in note 2.1 to the financial statements, the predecessor auditors of the Company (the "Predecessor Auditors") identified certain potential irregularities in respect of certain accounting records and transactions recorded in the books of the Company's indirectly wholly-owned subsidiaries incorporated in the People's Republic of China (the "PRC") namely, Da Qing Dairy Ltd. (大慶乳品廠有限責任公司), Heilongjiang Chang Qing Dairy Products Co., Ltd. (黑龍江常慶乳業有限責任公司) and Wuchang Benniu Muye Co., Ltd (五常犇牛牧業有限責任公司) (collectively referred as to the "PRC Subsidiaries"). The Predecessor Auditors subsequently resigned on 21 March 2012. As disclosed in note 2.1 to the financial statements, certain new directors were appointed following the change in controlling shareholder of the Company and it was announced on 6 November 2013 that a firm of forensic accounting specialists (the "Forensic Accountants") was appointed to investigate these potential irregularities (the "Forensic Investigation"). Both the Forensic Accountants and the directors of the Company have been unable to get access to the books and records of the PRC Subsidiaries. The directors of the Company have also been unable to locate complete books and records of the Company and Global Milk Products Pte. Ltd which is the Company's directly wholly-owned subsidiary incorporated in the Republic of Singapore ("Global Milk"). The directors of the Company have further confirmed to us that the previous management of the Company and its subsidiaries (the "Group") did not response to their request for any information of the Group. Furthermore, the Company resolved to put Global Milk into winding up in a shareholder's meeting held on 3 December 2015.

Given these circumstances, the directors of the Company have not consolidated the financial statements of Global Milk and the PRC Subsidiaries (collectively referred as to the "De-consolidated Subsidiaries") and no consolidated financial statements of the Company were prepared for the years ended 31 December 2011 and 2012.

### b) 會計記錄之真實性及取消綜合入賬所有附屬公司

誠如財務報表附註2.1所披露，於貴公司在中華人民共和國(「中國」)註冊成立之間接全資附屬公司(即大慶乳品廠有限責任公司、黑龍江常慶乳業有限責任公司及五常犇牛牧業有限責任公司)(統稱「中國附屬公司」)之賬冊中，貴公司之前任核數師(「前任核數師」)發現有關若干會計記錄及交易記錄之若干潛在違規事項。其後，前任核數師於二零一二年三月二十一日辭任。誠如財務報表附註2.1所披露，貴公司之若干新董事於控股股東變動後獲委任，並於二零一三年十一月六日宣佈一間法證會計專家機構(「法證會計師」)獲委任調查該等潛在違規事項(「法證調查」)。法證會計師及貴公司董事均未能查閱中國附屬公司之賬冊及記錄。貴公司董事亦未能找到貴公司及Global Milk Products Pte. Ltd (為貴公司於新加坡共和國註冊成立之直接全資附屬公司，「Global Milk」)之完整賬冊及記錄。貴公司董事已向吾等進一步確認貴公司及其附屬公司(「貴集團」)之前任管理層並無回應貴集團任何索取資料的請求。此外，於二零一五年十二月三日舉行之股東大會上，貴公司議決對Global Milk實行清盤。

鑑於該等情況，貴公司董事並無將Global Milk及中國附屬公司(統稱「取消綜合入賬附屬公司」)之財務報表綜合入賬，而貴公司概無就截至二零一一年及二零一二年十二月三十一日止年度編製綜合財務報表。

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The resulting de-consolidation loss of approximately RMB1,583,093,000 has been recognised in the statements of profit or loss and other comprehensive income and the resulting movement of approximately RMB55,946,000 has been recorded in the statutory surplus reserve in the statement of change in equity for the year ended 31 December 2011.

The directors of the Company have determined to exclude the De-consolidated Subsidiaries in presenting the financial position, results of operations and cash flows and did not prepare consolidated financial statements for the Group under the above mentioned circumstances. The exclusion of the financial position, results and cash flows of the De-consolidated Subsidiaries and no consolidated financial statements have been prepared for the Group is a departure from the requirements of IFRS 10 "Consolidated Financial Statements".

Due to the lack of complete books and records of the De-consolidated Subsidiaries, we have been unable to obtain sufficient appropriate audit evidence and explanation to assess the accounting treatment and the loss on de-consolidation of the De-consolidated Subsidiaries and the resulting movement recorded in the statutory surplus reserve. We are also unable to ascertain the impact of the potential irregularities with respect to the accounting records and transactions of the Group, if any, and the de-consolidation of the De-consolidated Subsidiaries on the financial statements of the Company. Any adjustment that would be required may have a consequential significant effect on the net liabilities of the Company as at 31 December 2012 and the loss attributable to equity holders of the Company for the year then ended.

#### c) Incomplete books and records

As disclosed in note 2.1 to the financial statements of the Company, the directors of the Company are unable to locate the books and records of the Company and were unable to unreservedly confirm its financial position, results of operations and cash flow. We were therefore unable to carry out satisfactory audit procedures to obtain reasonable assurance regarding the completeness, accuracy, existence, valuation, ownership, classification and disclosures of the transactions undertaken by the Company. Accordingly, we were unable to ascertain whether the financial statements of the Company has been properly prepared in accordance with IFRSs.

所產生之取消綜合入賬虧損約人民幣1,583,093,000元已於損益及其他全面收益表確認及所產生之變動約人民幣55,946,000元已記入截至二零一一年十二月三十一日止年度之權益變動表內之法定盈餘儲備。

於上述情況下，貴公司董事決定於呈列財務狀況、經營業績及現金流量時不計入取消綜合入賬附屬公司，且不編製貴集團之綜合財務報表。不計入取消綜合入賬附屬公司之財務狀況、業績及現金流量及並無編製貴集團之綜合財務報表乃偏離國際財務報告準則第10號「綜合財務報表」的規定。

由於取消綜合入賬附屬公司之賬冊及記錄不完整，吾等未能取得充足之合適審核證據及解釋，以評估將取消綜合入賬附屬公司取消綜合入賬之會計處理方法及虧損，而所產生之變動記入法定盈餘儲備。吾等亦未能確定涉及貴集團之會計記錄及交易(如有)及於貴公司之財務報表將取消綜合入賬附屬公司取消綜合入賬之潛在違規事項之影響。如須調整，貴公司於二零一二年十二月三十一日之負債淨值及截至該日止年度之貴公司權益持有人應佔虧損可能受到重大後續影響。

#### c) 賬冊及記錄不完整

誠如財務報表附註2.1所披露，貴公司董事未能找到貴公司之賬冊及記錄及未能無保留確認其財務狀況、經營業績及現金流量。因此，吾等未能進行足以信納之審計程序以就貴公司進行交易是否完整、準確、存在及其估值、擁有權、分類及披露資料取得合理核證。因此，吾等未能確定貴公司之財務報表是否根據國際財務報告準則妥為編製。

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### d) Non-compliance with IFRSs and omission of disclosures

As disclosed in note 2.1 to the financial statements, as the Company's financial statements have been prepared by the directors of the Company based on incomplete books and records and the board of directors of the Company believes it is almost impossible and not practicable to ascertain the correct amounts and balances in the financial statements of the Company. Consequently, the directors of the Company were unable to represent that the financial statements of the Company comply with IFRSs, or that the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited have been complied with. Given these circumstances, which are more fully described in note 2.1, there were no practicable audit procedures that we could perform to quantify the extent of adjustments that might be necessary in respect of the Company's financial statements.

### e) Bank balances and cash

As disclosed in notes 2.1 and 19 to the financial statements, the directors of the Company were unable to locate complete books and records of bank accounts and whereabouts of these bank balances and cash as of the date of approval of the financial statements. Given these circumstances, the directors of the Company have recognised (i) losses of approximately RMB8,569,000 in respect of the aggregate amounts of the credit balances of bank transactions took place during 31 December 2012 as other suspense account in the statements of profit or loss and other comprehensive income for the year ended 31 December 2012; and (ii) liabilities of approximately RMB8,956,000 in respect of the aggregate amounts of the debit balances of bank transactions took place during 31 December 2012 as other payables in the statements of financial position at 31 December 2012. Due to lack of complete books and records of the Company, we have not been able to obtain sufficient appropriate audit evidence as to whether the bank balances and cash, the resulting loss recognised as other suspense account and the resulting liabilities recognised as other payables were properly recorded and accounted for and in compliance with the requirements of

### d) 違反國際財務報告準則及遺漏披露資料

誠如財務報表附註2.1所披露，由於貴公司之財務報表乃由貴公司董事根據不完整賬冊及記錄編製及貴公司董事會認為無法及實際上難以確認貴公司財務報表之正確賬款及結餘。因此，貴公司董事未能聲明貴公司之財務報表遵守國際財務報告準則，或香港公司條例及香港聯合交易所有限公司證券上市規則之披露規定已獲遵守。考慮到該等情況（於附註2.1全面闡釋），吾等無法進行實際審核程序以測量可能須對貴公司財務報表作出之調整。

### e) 銀行結餘及現金

誠如財務報表附註2.1及19所披露，截至該等財務報表批准日期，貴公司董事未能找到銀行賬戶之完整賬冊及記錄及該等銀行結餘及現金之流向。基於此等情況，貴公司董事已(i)就於二零一二年十二月三十一日進行銀行交易之信貸結餘總額，在二零一二年十二月三十一日之損益及其他全面收益表確認虧損約人民幣8,569,000元為其他懸欠賬項；及(ii)就於二零一二年十二月三十一日進行銀行交易之借方結餘總額，在二零一二年十二月三十一日之財務狀況表確認負債約人民幣8,956,000元為其他應付款項。由於缺少貴公司之完整賬冊及記錄，吾等未能取得充足之合適審核證據，以釐定銀行結餘及現金、已確認為其他懸欠賬項之所產生虧損及已確認為其他應付款項之所產生負債是否已妥為記錄及入賬及符合適用國際財務報告準則之規定。概無吾等可履行之替代審核程序以讓吾等

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applicable IFRSs. There were no alternative audit procedures that we could perform to satisfy ourselves as to whether the bank balances and cash, the resulting loss recognised as other suspense account and the resulting liabilities recognised as other payables were free from material misstatement. Any adjustments that would be required may have a consequential significant effect on the Company's net liabilities at 31 December 2012 and consequently net loss and cash flows of the Company for the year ended 31 December 2012, and the related disclosures thereof in the financial statements.

#### f) Amount due to a subsidiary

As disclosed in note 20 to the financial statements, the Company recorded an amount due to a subsidiary of approximately RMB810,000. As further disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate the complete books and records of the Company and Global Milk and have been unable to get access to the books and records of the PRC Subsidiaries. Due to the lack of complete books and records of the Company, Global Milk and the PRC Subsidiaries, we have been unable to obtain sufficient appropriate audit evidence to determine whether the amount due to a subsidiary was properly recorded and accounted for and in compliance with the requirements of applicable IFRSs. There were no alternative audit procedures that we could perform to satisfy ourselves as to whether the amount due to a subsidiary were free from material misstatements. Any adjustment that would be required may have a consequential significant effect on the net liabilities of the Company as at 31 December 2012 and loss attributable to the equity holders of the Company for the year then end.

#### g) Accrued expenses and other payables

As disclosed in notes 2.1, 19 and 20 to the financial statements, included in the accrued expenses and other payables in the statement of financial position of the Company as at 31 December 2012 were other payables of approximately RMB12,543,000 among which (i) RMB8,956,000 were liabilities recognised in respect of the aggregate amounts of the debit balances of bank transactions as the directors of the Company were unable to locate the complete books and records of bank accounts and whereabouts of these bank balances and cash as of the date of approval of the financial statements;

信納銀行結餘及現金、已確認為其他懸欠賬項之所產生虧損及已確認為其他應付款項之所產生負債並無重大失實聲明。如須調整，貴公司於二零一二年十二月三十一日之負債淨值及貴公司截至二零一二年十二月三十一日止年度之虧損淨額及現金流量，以及財務報表之相關披露資料可能受到重大後續影響。

#### f) 應付附屬公司款項

誠如附註11所披露，貴公司錄得應付附屬公司款項約人民幣810,000元。誠如財務報表附註2.1所進一步披露，貴公司董事未能找到貴公司及Global Milk之完整賬冊及記錄，且未能查閱中國附屬公司之賬冊及記錄。由於貴公司、Global Milk及中國附屬公司之賬冊及記錄不完整，吾等未能取得充足之合適審核證據，以釐定應付附屬公司款項是否已妥為記錄及入賬及符合適用國際財務報告準則之規定。概無吾等可履行之替代審核程序以讓吾等信納應付附屬公司款項並無重大失實陳述。如須調整，貴公司於二零一二年十二月三十一日之負債淨值及截至該日止年度之貴公司權益持有人應佔虧損可能受到重大後續影響。

#### g) 應計開支及其他應付款項

誠如財務報表附註2.1、19及20所披露，於貴公司於二零一二年十二月三十一日之財務狀況表，應計開支及其他應付款項包括其他應付款項約人民幣12,543,000元，其中(i)人民幣8,956,000元為就銀行交易借方結餘總額確認之負債，因為於該等財務報表批准日期，貴公司董事未能找到銀行賬戶之完整賬冊及記錄及該等銀行結餘及現金之下落；及(ii)人民幣3,587,000元

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and (ii) RMB3,587,000 were other payables that the directors of the Company have been unable to locate relevant books and records. Due to the lack of complete books and records of the Company, we have been unable to obtain sufficient appropriate audit evidence as to whether the accrued expenses and other payables were properly recorded and accounted for and in compliance with the requirements of applicable IFRSs. There were no alternative audit procedures that we could perform to satisfy ourselves as to whether accrued and other payables were free from material misstatements. Any adjustments that would be required may have a consequential significant effect on the balances of the Company's accrued expenses and other payables, the Company's net liabilities as at 31 December 2012 and consequently net loss and cash flows of the Company for the year ended 31 December 2012, and the related disclosures thereof in the financial statements.

### h) Contingent liabilities and commitments

As disclosed in note 2.1 to the financial statements, due to the lack of complete books and records of the Company and the De-consolidated Subsidiaries, we have been unable to obtain sufficient appropriate audit evidence and explanations as to whether the contingent liabilities and commitments committed by the Company were properly recorded and accounted for and in compliance with the requirements of applicable IFRSs including IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" and IAS 39 "Financial Instruments: Recognition and Measurements". There were no alternative audit procedures that we could perform to satisfy ourselves as to whether the contingent liabilities and commitments were free from material misstatements. Any adjustment that would be required may have a consequential significant effect on the net liabilities of the Company as at 31 December 2012 and the loss attributable to the equity holders for the year then ended and the related disclosures thereof in the financial statements.

為 貴公司董事未能找到相關賬冊及記錄之其他應付款項。由於 貴公司之賬冊及記錄不完整，吾等未能取得充足之合適審核證據，證明應計開支及其他應付款項是否已妥為記錄及入賬及符合適用國際財務報告準則之規定。概無吾等可履行之替代審核程序以讓吾等信納應計開支及其他應付款項並無重大失實聲明。如須調整， 貴公司之應計開支及其他應付款項結餘、 貴公司於二零一二年十二月三十一日之負債淨額，以及 貴公司截至二零一二年十二月三十一日止年度之虧損淨額及現金流量及其於財務報表之相關披露或會受到重大後續影響。

### h) 或然負債及承擔

誠如財務報表附註2.1所披露，由於缺乏 貴公司及取消綜合入賬附屬公司之完整賬冊及記錄，吾等未能取得充足合適審核證據及解釋，以釐定 貴公司之或然負債及承擔是否已妥為記錄及入賬及符合適用國際財務報告準則之規定(包括國際會計準則第37號「撥備、或然負債及或然資產」及國際會計準則第39號「財務工具：確認及計量」)。概無吾等可履行之替代審核程序以讓吾等信納或然負債及承擔並無重大失實陳述。如須調整， 貴公司於二零一二年十二月三十一日之負債淨值及截至該日止年度之權益持有人應佔虧損，以及財務報表之相關披露資料可能受到重大後續影響。



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#### i) Share-based payments

As disclosed in notes 2.1 and 23 to the financial statements, due to lack of complete books and records of the Company, we have not been able to obtain sufficient appropriate audit evidence as to whether the share-based payments expenses of approximately RMB13,099,000 recognised in the statement of profit or loss and other comprehensive income and the movements and the balances of the share option reserve were properly recorded and accounted for and in compliance with applicable IFRSs including IFRS 2 "Share-based Payment". There were no alternative audit procedures that we could perform to satisfy ourselves as to whether the share-based payment expenses and the balances of the share option reserve were free from material misstatements. Any adjustment that would be required may have a consequential significant effect on the balances of the share option reserve, the Company's net liabilities as at 31 December 2012 and consequently net loss and cash flow of the Company for the year ended 31 December 2012, and the related disclosures thereof in the financial statements.

#### j) Events after the reporting period

Due to lack of complete books and records of the Company, we have not been able to obtain sufficient appropriate audit evidence as to whether the events after the reporting period were properly recorded and accounted for and in compliance with the requirements of applicable IFRSs including IAS 10 "Events after the Reporting Period". There were no practical alternative procedures that we could perform over the significant transactions which occurred during the period from 1 January 2013 to the date of this auditors' report. Any adjustment that would be required may have a consequential significant effect on the Company's net liabilities as at 31 December 2012 and consequently net loss and cash flows of the Company for the year ended 31 December 2012, and the related disclosures thereof in the financial statements.

#### i) 以股份為基礎付款

誠如財務報表附註2.1及23所披露，由於缺乏貴公司之完整賬冊及記錄，吾等未能取得充足合適審核證據，以釐定於損益及其他全面收益表內確認之以股份為基礎付款開支約人民幣13,099,000元及購股權儲備之變動及結餘是否已妥為記錄及入賬及符合適用國際財務報告準則之規定(包括國際財務報告準則第2號以股份為基礎付款)。概無吾等可履行之替代審核程序以讓吾等信納以股份為基礎付款開支及購股權儲備結餘並無重大失實聲明。如須調整，購股權儲備結餘、貴公司於二零一二年十二月三十一日之負債淨值及貴公司截至二零一二年十二月三十一日止年度之虧損淨額及現金流量，以及財務報表之相關披露資料可能受到重大後續影響。

#### j) 報告期後事項

由於缺乏貴公司之完整賬冊及記錄，吾等未能取得充足合適審核證據，以釐定報告期後事項是否已妥為記錄及入賬及符合適用國際財務報告準則之規定(包括國際會計準則第10號報告期後事項)。吾等無法就二零一三年一月一日至本核數師報告日期期間發生之重大交易履行其他可行審核程序。如須調整，貴公司於二零一二年十二月三十一日之負債淨值及貴公司截至二零一二年十二月三十一日止年度之虧損淨額及現金流量，以及財務報表之相關披露資料可能受到重大後續影響。

## Independent Auditors' Report 獨立核數師報告書

### k) Related party transactions

Due to lack of complete books and records of the Company, we have not been able to obtain sufficient appropriate audit evidence as to whether the related party transactions disclosures were properly recorded and accounted for and in compliance with the requirements of applicable IFRSs including IAS 24 "Related Party Disclosures". There were no practical alternative procedures that we could perform over the related party transactions which occurred during the year ended 31 December 2012. Any adjustments that would be required may have a consequential significant effect on the Company's net liabilities as at 31 December 2012 and consequently net loss and cash flows of the Company for the year ended 31 December 2012, and the related disclosures thereof in the financial statements.

### l) Going concern basis of accounting

As explained in note 2.1 to the financial statements, in making their assessment of the Company's ability to continue as a going concern, the directors of the Company have considered (i) the Company incurred a loss attributable to the owners of the Company of approximately RMB22,569,000 for the year ended 31 December 2012 and as of that date, the Company's total liabilities exceeded its total assets by approximately RMB14,692,000; (ii) following de-consolidation of the De-consolidated Subsidiaries, the Company become an investment holding company without conducting other business; (iii) the Company has been placed in the second delisting stage as of the date of approval of the financial statements; and (iv) as disclosed in note 2.1, the directors of the Company are unable to represent that all present and contingent liabilities of the Company have been completely identified. Given these circumstances, which are more fully described in note 2.1, there were no practicable audit procedures that we could perform to form an opinion on whether management has considered all relevant events and conditions when making assessment on the Company's ability to continue as a going concern.

### k) 關連方交易

由於缺乏 貴公司之完整賬冊及記錄，吾等未能取得充足合適審核證據，以釐定關連方交易披露資料是否已妥為記錄及入賬及符合適用國際財務報告準則之規定(包括國際會計準則第24號「關連方披露」)。吾等無法就截至二零一二年十二月三十一日止年度發生之關連方交易履行其他可行審核程序。如須調整，貴公司於二零一二年十二月三十一日之負債淨值及 貴公司截至二零一二年十二月三十一日止年度之虧損淨額及現金流量，以及財務報表之相關披露資料可能受到重大後續影響。

### l) 會計之持續經營基準

誠如財務報表附註2.1所解釋，貴公司董事在評估 貴公司持續經營的能力時已考慮(i) 貴公司於截至二零一二年十二月三十一日止年度產生 貴公司擁有人應佔虧損約人民幣22,569,000元，而截至該日，貴公司之負債總額超出資產總值約人民幣14,692,000元；(ii)將取消綜合入賬附屬公司取消綜合入賬後，貴公司變為並無經營其他業務的投資控股公司；(iii)於財務報表批准日期，貴公司已被列入第二階段除牌程序；及(iv)誠如財務報表附註2.1所披露，貴公司之董事未能表示已完全識別 貴公司的所有現有及或有負債。於此情況(詳情見附註2.1)下，吾等無法執行切實可行的審核程序，讓吾等就管理層在評估 貴公司的持續經營能力時是否已考慮所有相關事項和條件作出意見。

## Independent Auditors' Report 獨立核數師報告書

### DISCLAIMER OF OPINION

Because of the significance of the matters described in the Basis for Disclaimer of Opinion paragraphs, we have been unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial statements as to whether they give a true and fair view of the state of affairs of the Company as at 31 December 2012, and of the Company's loss and cash flow for the year then ended in accordance with IFRSs and as to whether the financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### REPORT ON MATTERS UNDER SECTION 80(1) OF SCHEDULE 11 TO THE HONG KONG COMPANIES ORDINANCE WITH REFERENCE TO SECTIONS 141(4) AND 141(6) OF THE PREDECESSOR HONG KONG COMPANIES ORDINANCE (CAP.32)

In respect alone of the inability to obtain sufficient appropriate audit evidence regarding the items stated under basis for disclaimer of opinion for the year ended 31 December 2012,

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- we were unable to determine whether proper books of account had been kept for the year ended 31 December 2012.

#### HLB Hodgson Impey Cheng Limited

*Certified Public Accountants*

#### Yu Chi Fat

Practising Certificate Number: P05467

Hong Kong, 21 January 2016

### 不發表意見

由於不發表意見之基礎各段所描述事項之重要性，吾等無法獲得足夠恰當的審核憑證以提供審核意見之基礎。因此，吾等並未對財務報表是否根據國際財務報告準則真實而公平地反映 貴公司於二零一二年十二月三十一日之財務狀況及 貴公司截至該日止年度之虧損及現金流量以及財務報表是否已根據香港公司條例之披露要求妥善編製表述意見。

### 參照前香港公司條例(第32章)第141(4)及141(6)條，對香港公司條例附表11第80(1)條規定下事項之報告

僅就吾等就截至二零一二年十二月三十一日止年度之不發表意見之基準項下所列項目未能取得足夠合適之核數證據之事宜而言：

- 吾等未能獲取吾等認為對進行審核而言乃屬必需之一切資料及解釋；及
- 吾等未能釐定截至二零一二年十二月三十一日止年度之賬冊是否已妥善存置。

#### 國衛會計師事務所有限公司

*香港執業會計師*

#### 余智發

執業證書編號：P05467

香港，二零一六年一月二十一日

## Statement of Profit or Loss and Other Comprehensive Income

### 損益及其他全面收益表

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

		Notes	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
		附註		
Revenue	收益	6	—	—
Cost of sales	銷售成本		—	—
<b>Gross profit</b>	<b>毛利</b>		—	—
De-consolidation of Subsidiaries	取消綜合入賬附屬公司 取消綜合入賬	5 (a)	—	(1,583,093)
Administration expenses	行政開支		<b>(14,000)</b>	(12,384)
Other suspense account	其他懸欠賬項	9	<b>(8,569)</b>	(11,520)
<b>Loss before taxation</b>	<b>除稅前虧損</b>	7	<b>(22,569)</b>	(1,606,997)
Income tax expenses	所得稅開支	10	—	—
<b>LOSS FOR THE YEAR</b>	<b>年內虧損</b>		<b>(22,569)</b>	(1,606,997)
<b>Total comprehensive loss for the year attributable to owners of the Company</b>	本公司擁有人應佔 年內全面虧損總額		<b>(22,569)</b>	(1,606,997)
<b>Loss for the year attributable to owners of the Company</b>	本公司擁有人應佔 年內虧損		<b>(22,569)</b>	(1,606,997)
<b>Total comprehensive loss for the year attributable to owners of the Company</b>	本公司擁有人應佔年內 全面虧損總額		<b>(22,569)</b>	(1,606,997)
<b>LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	本公司擁有人應佔每股 虧損	12		
Basic and diluted	基本及攤薄		<b>RMB人民幣 (0.022)元</b>	RMB人民幣 (1.590)元

## Statement of Financial Position

### 財務狀況表

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

			2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
		Notes 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	—	—
Prepaid lease payments	預付租賃款	14	—	—
Intangible assets	無形資產	15	—	—
Deferred tax assets	遞延稅項資產	16	—	—
			—	—
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	17	—	—
Trade and other receivables	應收貿易賬款及其他 應收款項	18	—	—
Prepaid lease payments	預付租賃款	14	—	—
Bank balances and cash	銀行結餘及現金	19	390	3
			390	3
<b>Current liabilities</b>	<b>流動負債</b>			
Accrued expenses and other payables	應計開支及其他應付款項	20	15,082	5,225
			15,082	5,225
<b>Net current liabilities</b>	<b>流動負債淨額</b>		<b>(14,692)</b>	(5,222)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>(14,692)</b>	(5,222)

## Statement of Financial Position 財務狀況表

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

			2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
		Notes 附註		
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	22	9	9
Reserves	儲備		(14,701)	(5,231)
			(14,692)	(5,222)
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	16	—	—
Borrowings	借款	21	—	—
			—	—
			(14,692)	(5,222)

The financial statements on pages 51 to 151 were approved and authorised for issue by the board of directors on 21 January 2016 and are signed on its behalf by:

第51至151頁之財務報表乃於二零一六年一月二十一日經董事會批准及授權刊發，並由以下董事代表簽署：

Kou Mei In  
高美燕

Director  
董事

Ng Kwong Chue Paul  
吳光曙

Director  
董事

## Statement of Changes in Equity

### 權益變動表

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

		Share capital	Share premium	Share option reserve	Statutory surplus reserve	Retained earnings/ (accumulated losses)	Total
		股本	股份溢價	購股權儲備	法定盈餘儲備	保留盈利／(累計虧損)	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2011	於二零一一年一月一日	9	1,142,805	—	55,946	392,246	1,591,006
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	—	—	—	—	(1,606,997)	(1,606,997)
Recognition of share-based payments Released upon de-consolidation of Unconsolidated Subsidiaries	確認以股份為基礎付款 於取消綜合入賬附屬公司 取消綜合入賬時解除	—	—	10,769	—	—	10,769
		—	—	—	(55,946)	55,946	—
At 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日 及二零一二年一月一日	9	1,142,805	10,769	—	(1,158,805)	(5,222)
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	—	—	—	—	(22,569)	(22,569)
Recognition of share-based payments Lapsed of share options	確認以股份為基礎付款 購股權失效	—	—	13,099	—	—	13,099
		—	—	(2,652)	—	2,652	—
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>	<b>9</b>	<b>1,142,805</b>	<b>21,216</b>	<b>—</b>	<b>(1,178,722)</b>	<b>(14,692)</b>

Note:

a. Statutory surplus reserve

As stipulated by the relevant laws and regulations for enterprises in the People's Republic of China (the "PRC"), the Company's PRC subsidiaries are required to maintain a statutory surplus reserve fund which is non-distributable. The appropriations to such reserve are made out of net profit after taxation of the statutory financial statements of the relevant PRC subsidiaries. The statutory surplus reserve fund can be used to make up prior year losses, if any, and can be applied in conversion into capital by means of capitalisation issue.

附註：

a. 法定盈餘儲備

按中華人民共和國(「中國」)企業的相關法律及法規規定，本公司中國附屬公司須存置不可分派的法定盈餘儲備基金。該等儲備的撥款乃來自中國相關附屬公司法定財務報表的除稅後純利。法定盈餘儲備基金可用於彌補過往年度虧損(如有)，並可以資本化發行的方式轉換為資本。

## Statement of Cash Flows

### 現金流量表

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

		2012	2011
		二零一二年	二零一一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Operating activities</b>	<b>經營業務</b>		
Loss before taxation	除稅前虧損	<b>(22,569)</b>	(1,606,997)
Adjustments for:	就以下各項調整：		
Impairment for trade receivables	應收貿易賬款減值	—	787
De-consolidation of De-consolidated subsidiaries	取消綜合入賬取消綜合入賬附屬公司	—	1,583,093
Other suspense account	其他懸欠賬項	<b>8,569</b>	—
Share-based payments	以股份為基礎付款	<b>13,099</b>	10,769
Operating cash flows before movements in working capital	扣除營運資金變動前之經營現金流	<b>(901)</b>	(12,348)
Increase in trade and other payables	應收貿易賬款及其他應收款項增加	<b>1,288</b>	828
Net cash outflow from de-consolidation of De-consolidated subsidiaries	取消綜合入賬取消綜合入賬附屬公司現金流出淨額	—	(1,253,701)
Cash generated from (used in) operations	營運所得(所用)現金	<b>387</b>	(1,265,221)
Income tax paid	已付所得稅	—	—
<b>Net cash generated from (used in) operating activities</b>	<b>經營活動所得(所用)現金淨額</b>	<b>387</b>	(1,265,221)
Net increase (decrease) in cash and cash equivalents	現金及現金等價物增加(減少)淨額	<b>387</b>	(1,265,221)
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	<b>3</b>	1,265,224
Effect of exchange rate for converting the bank balances and cash held in foreign currencies	兌換以外幣持有之銀行結餘及現金之匯率影響	—	—
Cash and cash equivalents at ending of the year	年末現金及現金等價物	<b>390</b>	3



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 1. GENERAL

Daqing Dairy Holdings Limited (the "Company") is a limited company incorporated in the Cayman Islands on 15 October 2009.

The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is Room 2512, 25/F, Cosco Tower, 183 Queen's Road Central, Hong Kong.

The financial statements of the Company are presented in Renminbi ("RMB").

The Company acts as an investment holding company.

The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 28 October 2010 (the "Listing"). Trading in the shares of the Company has been suspended since 22 March 2012.

#### 1. 一般資料

大慶乳業控股有限公司(「本公司」)於二零零九年十月十五日在開曼群島註冊成立為有限公司。

本公司註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司之主要營業地點為香港皇后大道中183號中遠大廈25樓2512室。

本公司的財務報表以人民幣(「人民幣」)呈列。

本公司為一間投資控股公司。

本公司的股份已自二零一零年十月二十八日起在香港聯合交易所有限公司(「聯交所」)主板上市(「上市」)。本公司股份自二零一二年三月二十二日起暫停買賣。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 2.1 BASIS OF PREPARATION

The financial statements as at and for the year ended 31 December 2012 comprise the Company.

As disclosed in the Company's announcement dated 29 March 2012, during the audit process in respect of the financial year ended 31 December 2011, irregularities were identified by Deloitte Touche Tohmatsu, the predecessor auditors of the Company (the "Predecessor Auditors") that (i) certain milk procurement transactions brought to the attention of management and acknowledged by them to be fraudulent; (ii) unexplained differences between sales receipt notes sighted during the Predecessor Auditors' works in February 2012 and documents purporting to be the same sales receipt notes returned to the Company in March 2012 ostensibly following a Tax Bureau investigation; (iii) the explanation provided by management-The Tax Bureau investigation-for removing accounting records which were then not available to the Predecessor Auditors continuously during the audit; (iv) the validity and commercial substance of acquisitions of milk stations, farm houses and Holstein cattle; and (v) difficulties the Predecessor Auditors encountered during their visits to the local branch of one of the banks of the Company and its subsidiaries (the "Group") (collectively referred as to the "Potential Irregularities"). The Predecessor Auditors tendered its resignation as auditors of the Company with effect from 21 March 2012 and the Company applied for suspension of trading in the shares on the Main Board of the Stock Exchange on 22 March 2012.

It was further disclosed in the Company's announcement dated 29 March 2012 that an independent review committee comprised of the independent non-executive directors at that material time and other qualified independent individuals has been established to conduct a review on the Potential Irregularities raised by the Predecessor Auditors.

As disclosed in the Company's announcements dated 18 May 2012 and 20 June 2012, during May and June 2012, those independent non-executive directors at that material time forming the independent review committee tendered their resignation as the independent non-executive directors of the Company.

#### 2.1 編製基準

於二零一二年十二月三十一日及截至該日止年度的財務報表由本公司組成。

誠如本公司日期為二零一二年三月二十九日之公告所披露，於對截至二零一一年十二月三十一日止財政年度之審核過程中，本公司前任核數師（「前任核數師」）德勤•關黃陳方會計師行發現違規事項：(i)若干已提呈管理層注意之牛奶採購交易，且管理層已認可這些交易存在舞弊；(ii)於二零一二年二月的前任核數師工作中所目睹的銷售單據，與進行稅務局調查後於二零一二年三月交回本公司（表面看來應為同一銷售單據）的文件之間的差異未作解釋；(iii)管理層就搬移會計記錄所提供的解釋——稅務局調查——以致憑證未能於審計過程中一直不間斷地提供給前任核數師；(iv)收購擠奶站、牧場及荷斯坦種乳牛的有效性及其商業實質；及(v)前任核數師於到訪本公司及其附屬公司（「本集團」）其中一所銀行的本地分行時所遇到困難（統稱「潛在違規事項」）。前任核數師已於二零一二年三月二十一日起辭任本公司核數師，而本公司於二零一二年三月二十二日已申請股份於聯交所主板暫停買賣。

誠如本公司日期為二零一二年三月二十九日之公告所進一步披露，本公司於該關鍵時間已成立由獨立非執行董事及其他具合適資格之獨立人士組成之獨立審查委員會，對前任核數師指出之潛在違規狀況進行審查。

誠如本公司日期為二零一二年五月十八日及二零一二年六月二十日之公告所披露，於二零一二年五月至六月期間，於該關鍵時間組成獨立審查委員會之該等獨立非執行董事辭去彼等於本公司之獨立非執行董事職任。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 2.1 BASIS OF PREPARATION (Continued)

As disclosed in the Company's announcement dated 9 January 2013, on 2 January 2013, it was discovered that the heating pipes of the offices of a subsidiary, Da Qing Dairy Ltd. (大慶乳品廠有限責任公司) ("Da Qing Dairy"), located in Daqing City, Heilongjiang Province of the People's Republic of China ("PRC"), were cracked as result of severe coldness in the northern area of the PRC and pipeline aging. Due to cracking of the heating pipes, the first and the second floors of the offices had been soaked, and extensive damages were caused to the office facilities, computers and documents in the office of finance, logistics, administration and engineering departments of the Group (collectively referred to as the "Incident").

As disclosed in the Company's announcements dated 18 April 2013, on 8 February 2013, Mr. Zhao Yu ("Mr. Zhao"), then controlling shareholder of the Company at that material time, entered into a sale and purchase agreement pursuant to which Mr. Zhao agreed to sell and Radiant State Limited (the "New Controlling Shareholder") agreed to purchase the sale shares, representing 52.16% of the entire share capital of the Company at a consideration of HK\$52,704,000 in cash, representing HK\$0.1 per sale share (collectively referred to as the "Purchase").

As disclosed in the Company's announcement dated 5 July 2013, the New Controlling Shareholders received valid acceptances in respect of a total 83,153,622 shares in the Company under the unconditional mandatory cash offer (the "Share Acceptance"), representing 8.23% of the entire issued share capital of the Company. Following completion of the Purchase and the Share Acceptance, the New Controlling Shareholder held 60.39% equity interest in the Company.

As disclosed in the Company announcement dated 5 September 2013, Mr. Ng Kwong Chue Paul was appointed as executive director of the Company, Ms. Kou Mei In was appointed as non-executive director of the Company and Mr. Sze Lin Tang was appointed as an independent non-executive director of the Company (the "New Management").

#### 2.1 編製基準(續)

誠如本公司日期為二零一三年一月九日之公告所披露，本集團於二零一三年一月二日發現，其附屬公司大慶乳品廠有限責任公司(「大慶乳品廠」)在中華人民共和國(「中國」)黑龍江省大慶市之辦事處，因暖氣喉管無法抵禦華北酷寒天氣加上管道老化而損壞。鑑於暖氣喉管損毀，辦事處一樓和二樓出現受潮出水情況，令本集團財務、後勤、行政和工程等部門的辦公室設施、電腦及文件遭到廣泛破壞(統稱「該次事故」)。

誠如本公司日期為二零一三年四月十八日之公告所披露，於二零一三年二月八日，本公司於有關重要時間之其時控股股東趙宇先生(「趙先生」)訂立了一份買賣協議，據此趙先生同意出售而輝邦有限公司(「新控股股東」)同意購買銷售股份(相當於本公司全部股本之52.16%)，現金代價為52,704,000港元，折合每股銷售股份0.1港元(統稱「該收購」)。

誠如本公司日期為二零一三年七月五日之公告所披露，新控股股東根據無條件強制性現金要約接獲有效接納總計83,153,622股本公司股份(「股份接納」)，佔本公司全部已發行股本之8.23%。該收購及股份接納完成後，新控股股東於本公司持有60.39%權益。

誠如本公司日期為二零一三年九月五日之公告所披露，吳光曙先生獲委任為本公司之執行董事，高美燕女士獲委任為本公司之非執行董事，而施連燈先生獲委任為本公司之獨立非執行董事(「新管理層」)。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 2.1 BASIS OF PREPARATION (Continued)

As disclosed in the Company's announcement dated 6 November 2013, the Company engaged RSM Corporate Advisory (Hong Kong) Limited (formerly known as "RSM Nelson Wheeler Corporate Advisory Limited") (the "Forensic Accountants") to carry out forensic investigation in respect of the Potential Irregularities (the "Forensic Investigation"). It was further disclosed in the Company's announcements dated 29 January 2014, 4 April 2014, 13 June 2014, 5 September 2014, 28 November 2014 and 30 April 2015 that (1) the Forensic Accountants were yet to commence their field work as the Company and the Forensic Accountants have encountered difficulties in procuring relevant parties including the previous management of the Group to cooperate in the field work of the Forensic Investigation; (2) two PRC law firms were engaged with the objectives to (i) effect the change of legal representatives and board of directors of Da Qing Dairy, Heilongjiang Chang Qing Dairy Products Co., Ltd. (黑龍江常慶乳業有限責任公司) ("Chang Qing Dairy") and Wuchang Benniu Muye Co., Ltd (五常犇牛牧業有限責任公司) ("Benniu Muye") (collectively referred as to the "PRC Subsidiaries") through legal means; and (ii) obtain information requested by the Forensic Accountants; and (3) the contemplate change of respective legal representatives of the PRC Subsidiaries could not be effected and due to insufficient financial resources of the Company, the Forensic Investigation has been temporarily halted.

In addition, the New Controlling Shareholder appointed two individuals into the board of directors of its wholly-owned subsidiary, Global Milk Products Pte. Ltd, which is incorporated in the Republic of Singapore ("Global Milk"). However, the directors of the Company could not locate the complete books and records of the Company and Global Milk and the previous management of the Company and Global Milk have continued ignoring the request for any information. Subsequently in the shareholders meeting of Global Milk held on 3 December 2015, the Company resolved to put Global Milk into winding up, subject to further advice from legal advisers.

#### 2.1 編製基準(續)

誠如本公司日期為二零一三年十一月六日之公告所披露，本公司已委聘羅申美企業顧問有限公司(「法證會計師」)就潛在違規事項展開法證調查(「法證調查」)。本公司日期為二零一四年一月二十九日、二零一四年四月四日、二零一四年六月十三日、二零一四年九月五日、二零一四年十一月二十八日及二零一五年四月三十日之公告進一步披露：(1)法證會計師尚未展開調查工作，因為本公司及法證會計師於法證調查工作在促請相關人士(包括本集團前任管理層)合作方面遇上困難；(2)已委聘兩家中國律師事務所，主要目的為：(i)藉通過法律程序以變更大慶乳品廠、黑龍江常慶乳業有限責任公司(「常慶乳業」)及五常犇牛牧業有限責任公司(「犇牛牧業」)(統稱「中國附屬公司」)之法定代表人及其董事會；及(ii)取得法證會計師需要之資料；及(3)中國附屬公司各自之法定代表人擬定變動未能實行，而由於本公司財務資源不足，法證調整已暫時中止。

此外，新控股股東委任兩名個人加入其全資附屬公司Global Milk Products Pte. Ltd (於新加坡共和國註冊成立)(「Global Milk」)之董事會。然而，本公司董事未能找到本公司及Global Milk的完整賬冊及記錄，且本公司及Global Milk前任管理層一直並無理會任何資料的要求。其後，於二零一五年十二月三日舉行之Global Milk股東大會上，本公司議決對Global Milk實行清盤，惟須待法律顧問提出進一步意見。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 2.1 BASIS OF PREPARATION (Continued)

Given the circumstances that the directors of the Company have been unable to locate the complete books and records of the Company and Global Milk and to get access to the books and records of the PRC Subsidiaries and in the absence of the Group's previous management to explain and validate the true state of the affairs of the Company at 31 December 2011 and 31 December 2012, it would be extremely difficult and time consuming to ascertain the true and correct financial position and profit or loss of 31 December 2011 and 31 December 2012 for the Company or to obtain sufficient documentary information to satisfy themselves regarding the treatment of the transactions during the years and various balances of the Company, Global Milk and the PRC Subsidiaries as at 31 December 2011 and 31 December 2012. In the Company's board of directors (the "Board")' opinion, any reconstruction of the correct accounting records would also be almost impossible as it will be necessary to verify the information with external and independent sources and such sources may not be available or may be unreliable due to their connections with the Group's previous management or those responsible for the financial information which the Predecessor Auditors identified the Potential Irregularities within and outside of the Group.

#### 2.1 編製基準(續)

鑑於本公司董事未能找到本公司及Global Milk之完整賬冊及記錄以及查閱中國附屬公司之賬冊及記錄，加上本集團前任管理層不在場，不能解釋及核實本公司於二零一一年十二月三十一日及二零一二年十二月三十一日之真實事務狀況，核實確定本公司於二零一一年十二月三十一日及二零一二年十二月三十一日之真實及正確財務狀況及損益，或取得充足文檔資料令彼等信納有關年內交易處理及本公司、Global Milk及中國附屬公司於二零一一年十二月三十一日及二零一二年十二月三十一日之各項結餘將極為困難及費時。本公司董事會(「董事會」)認為，重構正確會計記錄亦將近不可能，因為此舉須與外部及獨立資料來源核實資料，而有關資料來源未必能取得，或可能與本集團前任管理層或負責前任核數師發現潛在違規事項之財務資料之本集團內部及外部人士有關而屬不可靠。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 2.1 BASIS OF PREPARATION (Continued)

As of the date of the financial statements of the Company, the directors of the Company have used its best effort, to the extent commercially practicable, to reconstruct the accounting records of the Company, Global Milk and the PRC Subsidiaries for the year ended 31 December 2011 and 2012, applying the best estimates and judgement based on the information of the Group that are available to the directors of the Company. However, given substantial portion of the books and records could not be located or accessed and the previous management of the Group did not response to the New Management's request, the Board believes that as at the date of approval of the financial statements, it is impossible and impractical to ascertain the transactions and balances of the Company, Global Milk and the PRC Subsidiaries for inclusion in the financial statements of the Company. Also, due to substantial portion of the books and records of the Group could not either be located or accessed, the Board believes that it is almost impossible, and not practical, to verify the financial information as reported in the consolidated financial statements of the Group for the previous years. Accordingly, the comparative financial information disclosed in the financial statements only represents such information as reported in the financial statements of the Company for the year ended 31 December 2011 and therefore may not be comparable with the figures for the current year.

Given these circumstances, the Board has not consolidated the financial statements of Global Milk and the PRC Subsidiaries (collectively referred to as the "De-consolidated Subsidiaries") and no consolidated financial statements of the Company were prepared for the year ended 31 December 2011 and 2012. As such, the results, assets and liabilities of the De-consolidated Subsidiaries have not been included into the financial statements of the Company since 1 January 2011. The resulting loss on de-consolidation of approximately RMB1,583,093,000, which is determined based on the net asset value of the De-consolidated Subsidiaries as at 1 January 2011, has been recognised in the statement of profit or loss and other comprehensive income during the year ended 31 December 2011 and the resulting movement of approximately RMB55,946,000 has been recorded in the statutory surplus reserve in the statement of changes in equity for the year ended 31 December 2011. Details of the De-consolidated subsidiaries were set out in note 5 to the financial statements.

#### 2.1 編製基準(續)

於本公司財務報表日期，本公司董事已在商業上屬切實可行之情況下竭盡所能重構本公司、Global Milk及中國附屬公司截至二零一一年及二零一二年十二月三十一日止年度之會計記錄，根據本公司董事可得之本集團資料應用最佳估計及判斷。然而，由於無法找到或查閱大部分賬冊及記錄，而本集團前任管理層並無回應新管理層之要求，董事會認為，於財務報表批准日期，無法及實際上難以確定本公司、Global Milk及中國附屬公司之交易及結餘以載入本公司財務報表。此外，由於無法找到或無法查閱本集團大部分賬冊及記錄，董事會相信，要核實過往年度在本集團綜合財務報表內列報之財務資料，實屬幾乎不可能且不切實際。因此，財務報表內披露之比較財務資料，僅為本公司截至二零一一年十二月三十一日止年度之財務報表所呈報之資料，未必可以與本年度之數字進行比較。

鑑於該等情況，董事會並無將Global Milk及中國附屬公司(統稱「取消綜合入賬附屬公司」)之財務報表綜合入賬，亦概無編製本公司截至二零一一年及二零一二年十二月三十一日止年度之綜合財務報表。因此，自二零一一年一月一日起，取消綜合入賬附屬公司之業績、資產及負債並無計入本公司之財務報表。取消綜合入賬產生之虧損為約人民幣1,583,093,000元(根據取消綜合入賬附屬公司於二零一一年一月一日之資產淨值釐定)已於截至二零一一年十二月三十一日止年度之損益及其他全面收益表確認，而所產生之變動約人民幣55,946,000元已記入截至二零一一年十二月三十一日止年度之權益變動表內之法定盈餘儲備。取消綜合入賬附屬公司詳情載於財務報表附註5。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 2.1 BASIS OF PREPARATION (Continued)

In the opinion of the directors of the Company, the financial statements as at and for the year ended 31 December 2012 prepared on the aforementioned basis is the most appropriate way of presenting the results and state of affairs of the Company as the directors of the Company were unable to obtain sufficient documentary information to satisfy themselves regarding the transactions and balances related to the De-consolidated Subsidiaries. However, the de-consolidation of the De-consolidated Subsidiaries is not in compliance with the requirements of International Financial Reporting Standard (“IFRS”) 10 “Consolidated Financial Statements”. Given the abovementioned circumstances, the directors of the Company are unable to ascertain the impact of the Potential Irregularities with respect to the accounting records and transactions of the De-consolidated Subsidiaries, if any, and the de-consolidation of the De-consolidated Subsidiaries on the financial statements.

Due to limited books of accounts and records available to the directors of the Company, the following disclosures have not been made in the financial statements:

- Details of the credit policy and aging of debtors and creditors as required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”);
- Details of contingent liabilities and commitments as required by the Hong Kong Companies Ordinance and IFRSs;
- Details of allowance account for credit losses, financial risk management and fair value disclosure as required by IFRS 7, “Financial Instruments — Disclosures”; and
- Entity-wide disclosures as required by IFRS 8, “Operating Segments”.

#### 2.1 編製基準(續)

本公司董事認為，根據上述基準編製於二零一二年十二月三十一日及截至該日止年度之財務報表乃呈報本公司業績及經營狀況之最恰當方法，原因為本公司董事無法取得足夠文檔資料使其信納涉及取消綜合入賬附屬公司之交易及結餘。然而，不對取消綜合入賬附屬公司作綜合入賬，並不符合國際財務報告準則(「國際財務報告準則」)第10號「綜合財務報表」之規定。鑑於上述情況，本公司董事無法確定取消綜合入賬附屬公司之會計記錄及交易之潛在違規事項(如有)及不對取消綜合入賬附屬公司作綜合入賬，會為財務報表帶來何種影響。

由於本公司董事只能取得有限之會計賬冊及記錄，以下資料並未於的財務報表內披露：

- 按聯交所證券上市規則(「上市規則」)規定，有關信貸政策以及應收賬項及應付賬項賬齡之詳細資料；
- 按香港公司條例及國際財務報告準則規定，有關或然負債及承擔之詳情；
- 按國際財務報告準則第7號「金融工具 — 披露」之規定，有關信貸虧損準備金賬戶、財務風險管理及公平值披露之詳情資料；及
- 按國際財務報告準則第8號「經營分部」之規定，有關實體之披露資料。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 2.1 BASIS OF PREPARATION (Continued)

Any adjustments arising from the matters described above would have a consequential significant effect on the net loss of the Company for the year ended 31 December 2012 and net liabilities of the Company as at 31 December 2012.

Due to the limited financial information available and the previous management of the Group did not response to the New Management's request, the directors of the Company were unable to obtain sufficient documentary information to satisfy themselves regarding the genuineness and completeness of books and records and the treatment of various balances as included in the financial statements for the year ended 31 December 2012 and have formed the opinion as follows:

As the financial statements have been prepared based on the lack of books and records available to the Company, the directors of the Company are unable to represent that all transactions entered into by the Company for the year ended 31 December 2012 have been properly reflected in the financial statements. In this connection, the directors of the Company are also unable to represent as to the completeness, existence and accuracy of identification and the disclosures of revenue and segment information in note 6, de-consolidation of De-consolidated Subsidiaries in note 5, loss before taxation in note 7, directors' and employees' emoluments in note 8, income tax expenses in note 10, dividends in note 11, loss per share in note 12, property, plant and equipment in note 13, prepaid lease payments in note 14, intangible assets in note 15, deferred tax assets/(liabilities) in note 16, inventories in note 17, trade and other receivables in note 18, bank balances and cash in note 19, accrued expenses and other payables in note 20, borrowings in note 21, share-based payments in note 23, retirement benefit plans in note 24, related party transactions in note 25 and commitments in note 26 and contingent liabilities in note 27.

#### 2.1 編製基準(續)

因上述事項所進行的任何調整可能對本公司截至二零一二年十二月三十一日止年度的虧損淨額及本公司於二零一二年十二月三十一日的負債淨值產生相應重大影響。

由於僅掌握有限財務資料以及本公司前任管理層並無回應新管理層的要求，本公司董事未能取得充足文檔資料以信納截至二零一二年十二月三十一日止年度的賬冊和記錄為真確及完整以及財務報表所載多筆結餘的處理方法，並形成以下意見：

由於財務報表乃根據本公司僅存的不完整賬冊和記錄編製，本公司董事無法說明本公司於截至二零一二年十二月三十一日止年度訂立的所有交易已於財務報表妥善反映。就此而言，本公司董事亦無法說明有關以下各項的識別及披露的完整性、存在與否及準確性：附註6收益及分部資料、附註5不予綜合入賬附屬公司取消綜合入賬、附註7除稅前虧損、附註8董事及僱員薪酬、附註10所得稅開支、附註11股息、附註12每股虧損、附註13物業、廠房及設備、附註14預付租金、附註15無形資產、附註16遞延稅項資產／(負債)、附註17存貨、附註18應收貿易賬款及其他應收款項、附註19銀行結餘及現金、附註20應計開支及其他應付款項、附註21借款、附註23以股本為基礎付款、附註24退休福利計劃、附註25關連方交易及附註26承擔及附註27或然負債。



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 2.1 BASIS OF PREPARATION (Continued)

As per assessment by the Board, based on the investigations carried out by the Forensic Accountants and the information available at this stage, all identified, required adjustments have been put through in the financial statements for the year ended 31 December 2012. Since the investigations may be ongoing, any further adjustments and disclosures, if required, would be made in the financial statements of the Company as and when the outcome of the above uncertainties is known and the consequential adjustments and disclosures are identified, and would have a consequential effect on the net loss of the Company for the year ended 31 December 2012 and net liabilities of the Company as at 31 December 2012.

During the year ended 31 December 2012, the Company incurred loss of approximately RMB22,569,000. In addition, following de-consolidation of the De-consolidated Subsidiaries, the Company become an investment holding company without conducting other business. It was further disclosed in the Company's announcements dated 19 May 2015 and 23 November 2015 respectively that the Stock Exchange has placed the Company in the first delisting stage on 14 May 2015 and subsequently placed in the second delisting stage on 19 November 2015 pursuant to Practice Note 17 of the Listing Rules. The directors of the Company have also been unable to represent that all present and contingent liabilities of the Company have been completely identified as abovementioned. These conditions indicate the existence of a material uncertainty which may cast significant effect on the Company's ability to continue as a going concern.

As disclosed in the Company's announcement dated 23 June 2015, on 4 May 2015, the New Controlling Shareholder entered into a sale and purchase agreement with Global Courage Limited ("Global Courage") pursuant to which the New Controlling Shareholder agreed to sell and Global Courage agreed to purchase the sale shares, representing of approximately 60.39% of the entire share capital of the Company at a consideration of approximately HK\$61,019,000, representing HK\$0.1 per sale share.

#### 2.1 編製基準(續)

根據董事會的評估，並基於法證會計師進行的調查及現階段所得的資料，本集團已就截至二零一二年十二月三十一日止年度的財務報表作出所有已識別的必要調整。由於調整或仍在進行，當本集團知悉上述不明朗因素的結果及識別相應的調整及披露時，將會就本公司的財務報表作出進一步調整及披露(如必要)，而這可能會對本公司截至二零一二年十二月三十一日止年度的虧損淨額及本公司於二零一二年十二月三十一日的資產淨值造成相應影響。

截至二零一二年十二月三十一日止年度，本公司產生虧損約人民幣22,569,000元。此外，繼取消綜合入賬附屬公司不再予以綜合入賬後，本公司已成為沒有經營其他業務的投資控股公司。誠如本公司日期分別為二零一五年五月十九日及二零一五年十一月二十三日之公告所進一步披露，於二零一五年五月十四日，聯交所根據上市規則應用指引第17條將本公司列入第一階段除牌程序，並其後於二零一五年十一月十九日列入第二階段除牌程序。本公司董事亦未能表示已完全識別本公司上述所有現有及或然負債。此等情況說明存在重大不明朗因素，可能對本公司的持續經營能力造成重大影響。

誠如本公司日期為二零一五年六月二十三日之公告所披露，於二零一五年五月四日，新控股股東與Global Courage Limited (「Global Courage」)訂立買賣協議，據此，新控股股東同意出售及Global Courage同意收購銷售股份，佔本公司全部股本約60.39%，代價為約61,019,000港元(相當於每股銷售股份0.1港元)。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 2.1 BASIS OF PREPARATION (Continued)

Given the circumstance that there exists potential new shareholder to invest in the Company, the directors of the Company have adopted the going concern basis in the preparation of the financial statements.

Should the Company be unable to achieve a successful restructuring and to continue to operate as a going concern, adjustments would have to be made to the financial statements to adjust the value of the Company's assets to their recoverable amounts, to provide for any further liabilities which might arise. The effect of these adjustments has not been reflected in the financial statements.

#### 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS

##### Changes in accounting policy and disclosures

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

IFRS 1 Amendment	Amendment to IFRS 1 First-time Adoption of International Financial Reporting Standards — Severe Hyperinflation and Removal of Fixed Dates for First-Time Adopters
IFRS 7 Amendments	Amendments to IFRS 7 Financial Instruments: Disclosures — Transfers of Financial Assets
IAS 12 Amendments	Amendments to IAS 12 Income Taxes — Deferred Tax: Recovery of Underlying Assets

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

#### 2.1 編製基準(續)

鑑於有潛在新股東有意投資本公司，本公司董事已採納持續經營基準編製財務報表。

倘本公司無法達至成功重組及按持續經營基準繼續經營，則須對財務報表作出調整，以調整本公司之資產價值至其可收回金額，就可能產生之任何其他負債作出撥備。該等調整之影響並無反映於財務報表內。

#### 2.2 應用國際財務報告準則

##### 會計政策及披露之變更

本公司於本年度財務報表首次採納以下新訂及經修訂國際財務報告準則：

國際財務報告準則第1號修訂本	國際財務報告準則第1號之修訂「首次採納國際財務報告準則—嚴重惡性通脹及取消首次採納者的固定過渡日」
國際財務報告準則第7號修訂本	國際財務報告準則第7號之修訂「金融工具：披露—金融資產之轉移」
國際會計準則第12號修訂本	國際會計準則第12號之修訂「所得稅—遞延稅項：相關資產的收回」

採納經修訂國際財務報告準則對該等財務報表並無重大財務影響。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Early adoption of new/revised IFRSs

During the year, the Company has early adopted the following new/revised IFRSs where early adoption is permitted:

IFRS 10	Consolidated Financial Statements
IFRS 11	Joint Arrangements
IFRS 12	Disclosure of Interests in Other Entities
IFRS 10, IFRS 11 and IFRS 12 Amendments	Amendments to IFRS 10, IFRS 11 and IFRS 12 — Transition Guidance
IAS 27 (2011)	Separate Financial Statements
IAS 28 (2011)	Investments in Associates and Joint Ventures
IAS 1 Amendments	Presentation of Financial Statement — Presentation of Items of Other Comprehensive Income

## 2.2 應用國際財務報告準則(續)

### 提早採納新訂／經修訂國際財務報告準則

年內，本公司已提早採納以下允許提早採納的新訂／經修訂國際財務報告準則：

國際財務報告準則第10號	綜合財務報表
國際財務報告準則第11號	合營安排
國際財務報告準則第12號	披露其他實體權益
國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號修訂本	國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號之修訂 — 過渡指引
國際會計準則第27號 (二零一一年)	獨立財務報表
國際會計準則第28號 (二零一一年)	於聯營公司及合營公司的投資
國際會計準則第1號修訂本	呈列財務報表 — 呈列其他全面收益項目

## Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

#### Early adoption of new/revised IFRSs (Continued)

##### *IFRS 10: Consolidated Financial Statements*

IFRS 10 establishes a single control model that applies to all entities including special purpose entities or structured entities. It includes a new definition of control which is used to determine which entities are consolidated. The changes introduced by IFRS 10 require management of the Company to exercise significant judgment to determine which entities are controlled, compared with the requirements in IAS 27 and SIC 12 Consolidation — Special Purpose Entities. IFRS 10 replaces the portion of IAS 27 Consolidated and Separate Financial Statements that addresses the accounting for consolidated financial statements. It also addressed the issues raised in SIC 12. Based on the preliminary analyses performed, IFRS 10 is not expected to have any impact on the currently held investments of the Company.

### 2.2 應用國際財務報告準則(續)

#### 提早採納新訂／經修訂國際財務報告準則(續)

##### *國際財務報告準則第10號：綜合財務報表*

國際財務報告準則第10號建立適用於所有實體(包括特殊目的實體或結構性實體)之單一控制模式。該準則包括控制權之新定義，用於釐定須綜合入賬之實體。與國際會計準則第27號及常務詮釋委員會第12號綜合 — 特殊目的實體之規定比較，國際財務報告準則第10號引入之變動規定本公司管理層須行使重大判斷，以釐定實體之控制權。國際財務報告準則第10號取代國際會計準則第27號綜合及獨立財務報表處理綜合財務報表之會計方式之部份，其亦處理常務詮釋委員會第12號提出之問題。根據已進行之初步分析，國際財務報告準則第10號預期不會對本公司現時持有之投資造成任何影響。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Early adoption of new/revised IFRSs (Continued)

#### *IFRS 11: Joint Arrangements*

IFRS 11 replaces IAS 31 Interests in Joint Ventures. It describes the accounting for joint arrangements with joint control. It addresses only two forms of joint arrangements, i.e., joint operations and joint ventures, and removes the option to account for joint ventures using proportionate consolidation. The classification of joint arrangements under IFRS 11 depends on the parties' rights and obligations arising from the arrangements. A joint operation is a joint arrangement whereby the joint operators have rights to the assets and obligations for the liabilities of the arrangement and is accounted for on a line-by-line basis to the extent of the joint operators' rights and obligations in the joint operation. A joint venture is a joint arrangement whereby the joint venturers have rights to the net assets of the arrangement and is required to be accounted for using the equity method in accordance with IAS 28 (2011).

The application of IFRS 11 had no impact on the Company's results of operations or financial position.

#### *IFRS 12: Disclosure of Interests in Other Entities*

IFRS 12 includes the disclosure requirements for subsidiaries, joint arrangements, associates and structured entities previously included in IAS 27 Consolidated and Separate Financial Statements, IAS 31 Interests in Joint Ventures and IAS 28 Investments in Associates. It also introduces a number of new disclosure requirements for these entities.

## 2.2 應用國際財務報告準則(續)

### 提早採納新訂／經修訂國際財務報告準則(續)

#### *國際財務報告準則第11號：合營安排*

國際財務報告準則第11號取代國際會計準則第31號「於合營企業的權益」。該準則闡述兩類聯合安排，即共同經營或合營企業，並撤去就合營企業採用比例綜合法入賬之選項。根據國際財務報告準則第11號，聯合安排的分類視乎有關安排產生的訂約方權利及責任而定。共同經營指共同經營者對該項安排之資產擁有權利及對該項安排之負債承擔責任之聯合安排，且以共同經營者於共同經營中之權利及責任為限按逐項對應基準入賬。合營企業指合營方對該項安排之淨資產擁有權利及根據國際會計準則第28號(二零一一年)須使用權益法入賬之聯合安排。

應用國際財務報告準則第11號並無對本公司之經營業績或財務狀況造成影響。

#### *國際財務報告準則第12號：披露其他實體權益*

國際財務報告準則第12號包括附屬公司、合營安排、聯營公司及結構性實體之披露規定，該等規定以往包括在國際會計準則第27號綜合及獨立財務報表、國際會計準則第31號於合營公司的權益及國際會計準則第28號於聯營公司的投資之內。該準則亦引入了該等實體之多項新披露規定。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Early adoption of new/revised IFRSs (Continued)

#### *Amendments to IFRS 10, IFRS 11 and IFRS 12: Transition Guidance*

In June 2012, the International Accounting Standard Board (the "IASB") issued amendments to IFRS 10, IFRS 11 and IFRS 12 which clarify the transition guidance in IFRS 10 and provide further relief from full retrospective application of these standards, limiting the requirement to provide adjusted comparative information to only the preceding comparative period. The amendments clarify that retrospective adjustments are only required if the consolidation conclusion as to which entities are controlled by the Company is different between IFRS 10 and IAS 27 or SIC-12 at the beginning of the annual period in which IFRS 10 is applied for the first time. Furthermore, for disclosures related to unconsolidated structured entities, the amendments will remove the requirement to present comparative information for periods before IFRS 12 is first applied.

#### *IAS 27 (2011) and IAS 28 (2011)*

IAS 27 (2011) was issued following the issuance of IFRS 10. The revised IAS 27 only deals with the accounting for subsidiaries, associates and joint ventures in the separate financial statements of the parent company. The adoption of IAS 27 (2011) does not have any impact on the Company's financial statements as it already complies with the requirements of the standard.

## 2.2 應用國際財務報告準則(續)

### 提早採納新訂／經修訂國際財務報告準則(續)

#### *國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號之修訂：過渡指引*

於二零一二年六月，國際會計準則理事會(「國際會計準則理事會」)頒佈國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號之修訂，以澄清國際財務報告準則第10號之過渡指引及提供進一步寬免全面追溯應用該等準則，限定僅就上一個比較期間提供經調整比較資料。該等修訂澄清，倘於首次應用國際財務報告準則第10號之年度期間開始時，國際財務報告準則第10號與國際會計準則第27號或常務詮釋委員會第12號有關本公司所控制實體之綜合結論有所不同，方須進行追溯調整。此外，就有關未經綜合之結構性實體之披露而言，修訂將刪除首次應用國際財務報告準則第12號前之期間須呈列比較資料之規定。

#### *國際會計準則第27號(二零一一年)及國際會計準則第28號(二零一一年)*

國際會計準則第27號(二零一一年)在香港財務報告準則第10號發出後發布。經修訂的國際會計準則第27號只關乎附屬公司、聯營公司及合資公司於母公司的獨立財務報表內的會計處理。採納國際會計準則第27號(二零一一年)不會對香港交易所的財務報表構成任何影響，因為本公司本已遵守該準則的規定。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Early adoption of new/revised IFRSs (Continued)

#### IAS 27 (2011) and IAS 28 (2011) (Continued)

IAS 28 (2011) stipulates that the equity method shall be applied to both joint ventures and associates. Under the equity method, the investment is initially recognised at cost and adjusted thereafter for the post-acquisition change in the Company's share of net assets of the investee. The consolidated statement of comprehensive income includes the Company's share of the post-acquisition profit or loss and the Company's share of movements in other comprehensive income of the investee.

#### Amendments to IAS 1: Presentation of Financial Statement — Presentation of Items of Other Comprehensive Income

The IAS 1 Amendments change the grouping of items presented in other comprehensive income. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, net gain on hedge of a net investment, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) would be presented separately from items which will never be reclassified (for example, actuarial gains and losses on defined benefit plans and revaluation of land and buildings). The amendments will affect presentation only and have no impact on the financial position or performance.

## 2.2 應用國際財務報告準則(續)

### 提早採納新訂／經修訂國際財務報告準則(續)

#### 國際會計準則第27號(二零一一年)及國際會計準則第28號(二零一一年)(續)

國際會計準則第28號(二零一一年)訂明權益法應同時應用於合資公司及聯營公司。根據權益法，投資項目初時按成本確認入賬，其後再因應公司所佔於所投資的公司之淨資產在收購後的變動而作出調整。綜合全面收益表包括公司所佔於所投資的公司之收購後之溢利或虧損及其他全面收益的變動。

#### 國際會計準則第1號之修訂：呈列財務報表 — 呈列其他全面收益項目

國際會計準則第1號修訂本改變於其他全面收益呈列之項目之分組。在未來某個時間可重新分類至損益(或於損益重新使用)之項目(例如投資淨額之對沖收益淨額、換算海外業務之匯兌差額、現金流量對沖之變動淨額及可供出售金融資產之虧損或收益淨額)將與不得重新分類之項目(例如定額福利計劃及重估土地及樓宇之精算收益及虧損)分開呈列。修訂本僅影響呈列方式，並不會對財務狀況及表現造成任何影響。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Issued but not yet effective IFRSs

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

IFRS 1 Amendments	Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards — Government Loans <sup>1</sup>
IFRS 7 Amendments	Amendments to IFRS 7 Financial Instruments: Disclosures — Offsetting Financial Assets and Financial Liabilities <sup>1</sup>
IFRS 9 (2014)	Financial Instruments <sup>7</sup>
Amendments to IFRS 10 and IAS 28 (2011)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>5</sup>
Amendments to IFRS 11	Accounting for Acquisitions of Interests in Joint Operations <sup>5</sup>
IFRS 13	Fair Value Measurement <sup>1</sup>
IFRS 14	Regulatory Deferral Accounts <sup>8</sup>
IFRS 15	Revenue from Contracts with Customers <sup>6</sup>
IFRS 16	Leases <sup>9</sup>

## 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則

本公司並未於該等財務報表內應用下列已頒佈但尚未生效之新訂及經修訂國際財務報告準則：

國際財務報告準則第1號修訂本	國際財務報告準則第1號之修訂「首次採納國際財務報告準則 — 政府貸款」 <sup>1</sup>
國際財務報告準則第7號修訂本	國際財務報告準則第7號之修訂「金融工具：披露 — 抵銷金融資產與金融負債」 <sup>1</sup>
國際財務報告準則第9號 (二零一四年)	金融工具 <sup>7</sup>
國際財務報告準則第10號及國際會計準則第28號之修訂本 (二零一一年)	投資者與其聯營公司或合營公司之間的資產出售或出資 <sup>5</sup>
國際財務報告準則第11號之修訂本	收購合營業務權益之會計處理 <sup>5</sup>
國際財務報告準則第13號	公平值計量 <sup>1</sup>
國際財務報告準則第14號	監管遞延賬戶 <sup>8</sup>
國際財務報告準則第15號	客戶合約收益 <sup>6</sup>
國際財務報告準則第16號	租賃 <sup>9</sup>



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Issued but not yet effective IFRSs (Continued)

The Company has not applied the following new and revised IFRSs that have been issued but are not yet effective, in these financial statements: (Continued)

IFRS 10, IFRS 12 and IAS 27 (Revised) Amendments to IFRS 10, IFRS 12 and IAS 27 (2011) — Investment Entities<sup>2</sup> Amendments

Amendments to IFRS 10, IFRS 12 and IAS 28 Investment Entities: Applying the Consolidation Exception<sup>5</sup>

Amendments to IAS 16 and IAS 38 Clarification of Acceptable Methods of Depreciation and Amortisation<sup>5</sup>

Amendments to IAS 16 and IAS 41 Agriculture: Bearer Plants<sup>5</sup>

Amendments to IAS 1 Disclosure Initiative<sup>5</sup>

IAS 19 Employee Benefits<sup>1</sup>

IAS 19 Amendments Amendments to IAS 19 Employee Benefits — Defined Benefit Plan: Employee Contributions<sup>3</sup>

## 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

本公司並未於該等財務報表內應用下列已頒佈但尚未生效之新訂及經修訂國際財務報告準則:(續)

國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第27號(經修訂)之修訂本 國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第27號(二零一一年)之修訂 — 投資實體<sup>2</sup>

國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第28號之修訂本 投資實體:應用合併之例外情況<sup>5</sup>

國際會計準則第16號及國際會計準則第38號之修訂本 澄清可接受之折舊及攤銷方法<sup>5</sup>

國際會計準則第16號及國際會計準則第41號之修訂本 農業:生產性植物<sup>5</sup>

國際會計準則第1號之修訂本 披露計劃<sup>5</sup>

國際會計準則第19號 僱員福利<sup>1</sup>

國際會計準則第19號之修訂本 國際會計準則第19號之修訂「僱員福利 — 界定福利計劃:僱員供款」<sup>3</sup>

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Issued but not yet effective IFRSs (Continued)

The Company has not applied the following new and revised IFRSs that have been issued but are not yet effective, in these financial statements: (Continued)

Amendments to IAS 27 (2011)	Equity Method in Separate Financial Statements <sup>5</sup>
IAS 32 Amendments	Amendments to IAS 32 Financial Instruments: Presentation — Offsetting Financial Assets and Financial liabilities <sup>2</sup>
IAS 36 Amendments	Recoverable Amount Disclosures for Non-Financial Assets <sup>2</sup>
IAS 39 Amendments	Amendments to IAS 39 Financial Instruments: Recognition and Measurement — Novation of Derivatives and Continuation of Hedge Accounting <sup>2</sup>
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine <sup>1</sup>
IFRIC 21	Levies <sup>2</sup>
Annual Improvements 2009–2011 Cycle	Amendments to a number of IFRSs issued in May 2012 <sup>1</sup>
Annual Improvements 2010–2012 Cycle	Amendments to a number of IFRSs issued <sup>3</sup>
Annual Improvements 2011–2013 Cycle	Amendments to a number of IFRSs issued <sup>3</sup>
Annual Improvements 2012–2014 Cycle	Amendments to a number of IFRSs <sup>5</sup>

## 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

本公司並未於該等財務報表內應用下列已頒佈但尚未生效之新訂及經修訂國際財務報告準則：(續)

國際會計準則第27號之修訂本 (二零一一年)	獨立財務報表之權益會計法 <sup>5</sup>
國際會計準則第32號修訂本	國際會計準則第32號之修訂「金融工具：呈列 — 抵銷金融資產與金融負債」 <sup>2</sup>
國際會計準則第36號修訂本	非金融資產之可回收金額披露 <sup>2</sup>
國際會計準則第39號修訂本	國際會計準則第39號之修訂「金融工具：確認及計量 — 衍生工具的更替及對沖會計的延續」 <sup>2</sup>
國際財務報告詮釋委員會第20號	露天礦生產階段的剝採成本 <sup>1</sup>
國際財務報告詮釋委員會第21號	徵稅 <sup>2</sup>
二零零九年至二零一一年週期之年度改進	對於二零一二年五月已頒佈的若干國際財務報告準則之修訂 <sup>1</sup>
二零一零年至二零一二年週期之年度改進	對若干已頒佈國際財務報告準則之修訂 <sup>3</sup>
二零一一年至二零一三年週期之年度改進	對若干已頒佈國際財務報告準則之修訂 <sup>3</sup>
二零一二年至二零一四年週期之年度改進	對若干國際財務報告準則之修訂 <sup>5</sup>

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Issued but not yet effective IFRSs (Continued)

The Company has not applied the following new and revised IFRSs that have been issued but are not yet effective, in these financial statements: (Continued)

- 1 Effective for annual periods beginning on or after 1 January 2013
- 2 Effective for annual periods beginning on or after 1 January 2014
- 3 Effective for annual periods beginning on or after 1 July 2014
- 4 Effective for annual periods beginning on or after 1 January 2015
- 5 Effective for annual periods beginning on or after 1 January 2016
- 6 Effective for annual periods beginning on or after 1 January 2017. In July 2015, the IASB confirmed to delay the effective date by one year to 1 January 2018
- 7 Effective for annual periods beginning on or after 1 January 2018
- 8 Effective for an entity that first adopts IFRSs for its annual financial statements beginning on or after 1 January 2016 and therefore is not applicable to the Company
- 9 Effective for annual periods beginning on or after 1 January 2019

## 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

本公司並未於該等財務報表內應用下列已頒佈但尚未生效之新訂及經修訂國際財務報告準則：(續)

- 1 於二零一三年一月一日或之後開始的年度期間生效
- 2 於二零一四年一月一日或之後開始的年度期間生效
- 3 於二零一四年七月一日或之後開始的年度期間生效
- 4 於二零一五年一月一日或之後開始的年度期間生效
- 5 於二零一六年一月一日或之後開始的年度期間生效
- 6 於二零一七年一月一日或之後開始的年度期間生效。於二零一五年七月，國際會計準則理事會確認生效日期延後一年至二零一八年一月一日
- 7 於二零一八年一月一日或之後開始的年度期間生效
- 8 僅對在二零一六年一月一日或之後開始之年度財務報表方才首次採納國際財務準則之實體生效，故此不適用於本公司
- 9 於二零一九年一月一日或之後開始的年度期間生效

## Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

#### Issued but not yet effective IFRSs (Continued)

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

##### *Amendments to IFRS 7 Financial Instruments: Disclosures — Transfers of Financial Assets*

IFRS 7 Amendments require an entity to disclose information about rights to set-off and related arrangements (e.g., collateral agreements). The disclosures would provide users with information that is useful in evaluating the effect of netting arrangements on an entity’s financial position. The new disclosures are required for all recognised financial instruments that are set off in accordance with IAS 32 Financial Instruments: Presentation. The disclosures also apply to recognised financial instruments that are subject to an enforceable master netting arrangement or ‘similar agreement’, irrespective of whether they are set off in accordance with IAS 32.

### 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下：

##### *國際財務報告準則第7號之修訂本金融工具：披露 — 金融資產之轉移*

國際財務報告準則第7號修訂本要求實體披露有關抵銷之權利及相關安排(例如抵押品安排)。披露將向使用者提供對評估淨額結算安排對實體之財務狀況的影響之有用資料。根據國際會計準則第32號金融工具：呈報抵銷之所有已確認金融工具須作出新披露。該等披露亦適用於受可強制執行主淨額結算安排或類似協議所規限之已確認金融工具，無論彼等是否根據國際會計準則第32號抵銷。該等披露亦適用於受可強制執行主淨額結算安排或類似協議所規限之已確認金融工具，無論彼等是否根據國際會計準則第32號抵銷。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Issued but not yet effective IFRSs (Continued)

Further information about those changes that are expected to significantly affect the Company is as follows: (Continued)

#### IFRS 9 (2014) Financial Instruments

IFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. IFRS 9 was amended in 2010 and includes the requirements for the classification and measurement of financial liabilities and for derecognition. In 2013, IFRS 9 was further amended to bring into effect a substantial overhaul of hedge accounting that will allow entities to better reflect their risk management activities in the financial statements. A finalised version of IFRS 9 was issued in 2014 to incorporate all the requirements of IFRS 9 that were issued in previous years with limited amendments to the classification and measurement by introducing a "fair value through other comprehensive income" ("FVTOCI") measurement category for certain financial assets. The finalised version of IFRS 9 also introduces an "expected credit loss" model for impairment assessments.

## 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下:(續)

#### 國際財務報告準則第9號(二零一四年)金融工具

於二零零九年頒佈之國際財務報告準則第9號引入金融資產分類及計量之新規定。國際財務報告準則第9號於二零一零年作出修訂，並加入有關金融負債分類及計量及有關終止確認之規定。於二零一三年，國際財務報告準則第9號作出進一步修訂，以落實對沖會計之實質性修訂，從而將使實體於財務報表中更好反映風險管理活動。國際財務報告準則第9號之最終版本於二零一四年頒佈，藉為若干金融資產引入「按公平值計入其他全面收益」(「按公平值計入其他全面收益」)計量類別，以納入過往年度所頒佈國際財務報告準則第9號之全部規定，且對有關分類及計量作出有限修訂。國際財務報告準則第9號之最終版本亦就減值評估引入「預期信貸虧損」模式。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Issued but not yet effective IFRSs (Continued)

Further information about those changes that are expected to significantly affect the Company is as follows: (Continued)

#### IFRS 9 (2014) Financial Instruments (Continued)

Key requirements of IFRS 9 (2014) are described as follows:

- All recognised financial assets that are within the scope of IAS 39 Financial Instruments: Recognition and Measurement to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under IFRS 9 (2014), entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

## 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下:(續)

#### 國際財務報告準則第9號(二零一四年)金融工具(續)

國際財務報告準則第9號(二零一四年)之主要規定載述如下:

- 國際會計準則第39號金融工具: 確認及計量範圍內所有已確認之金融資產其後須按攤銷成本或公平值計量。具體而言,於目的為收回合約現金流量之業務模式中持有之債務投資,以及合約現金流量純為支付本金及未償還本金之利息之債務投資,一般按其後會計期間結算日之攤銷成本計量。於目的為同時收回合約現金流量及出售金融資產之業務模式中持有之債務工具,以及金融資產合約條款令於特定日期產生之現金流量純為支付本金及未償還本金之利息之債務工具,按公平值計入其他全面收益之方式計量。所有其他債務投資及股本投資則以其後報告期結算日之公平值計量。此外,根據國際財務報告準則第9號(二零一四年),實體可以不可撤回地選擇於其他全面收益內呈列股本投資(並非持作買賣者)其後之公平值變動,而在一般情況下,僅有股息收入會於損益中確認。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Issued but not yet effective IFRSs (Continued)

Further information about those changes that are expected to significantly affect the Company is as follows: (Continued)

#### IFRS 9 (2014) Financial Instruments (Continued)

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, IFRS 9 (2014) requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under IAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.
- In the aspect of impairment assessments, the impairment requirements relating to the accounting for an entity's expected credit losses on its financial assets and commitments to extend credit were added. Those requirements eliminate the threshold that was in IAS 39 for the recognition of credit losses. Under the impairment approach in IFRS 9 (2014) it is no longer necessary for a credit event to have occurred before credit losses are recognised. Instead, expected credit losses and changes in those expected credit losses should always be accounted for. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition and, consequently, more timely information is provided about expected credit losses.

## 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下:(續)

#### 國際財務報告準則第9號(二零一四年)金融工具(續)

- 就計量指定為按公平值計入損益之金融負債而言，國際財務報告準則第9號(二零一四年)規定，金融負債因其信貸風險變動引致之公平值變動數額於其他全面收益呈列，除非於其他全面收益確認該負債之信貸風險變動影響會造成或擴大損益之會計錯配則作別論。金融負債因其信貸風險變動而引致之公平值變動其後不會重新分類至損益。根據國際會計準則第39號，指定於按公平值計入損益之金融負債之公平值變動全部數額均於損益呈列。
- 就減值評估而言，加入了有關實體對其金融資產及提供延伸信貸承擔之預期信貸虧損之會計減值規定。該等規定消除了國際會計準則第39號就確認信貸虧損之門檻。根據國際財務報告準則第9號(二零一四年)之減值方法，於確認信貸虧損前毋須已發生信貸事件。反之，實體須一直將預期信貸虧損及此等預期信貸虧損之變動入賬。於各報告日期對預期信貸虧損之金額進行更新，以反映自初次確認以來信貸風險之變動，並因此提供更適時之預期信貸虧損資料。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Issued but not yet effective IFRSs (Continued)

Further information about those changes that are expected to significantly affect the Company is as follows: (Continued)

#### IFRS 9 (2014) Financial Instruments (Continued)

IFRS 9 (2014) introduces a new model which is more closely aligns hedge accounting with risk management activities undertaken by companies when hedging their financial and non-financial risk exposures. As a principle-based approach, IFRS 9 (2014) looks at whether a risk component can be identified and measured and does not distinguish between financial items and non-financial items. The new model also enables an entity to use information produced internally for risk management purposes as a basis for hedge accounting. Under IAS 39, it is necessary to exhibit eligibility and compliance with the requirements in IAS 39 using metrics that are designed solely for accounting purposes. The new model also includes eligibility criteria but these are based on an economic assessment of the strength of the hedging relationship. This can be determined using risk management data. This should reduce the costs of implementation compared with those for IAS 39 hedge accounting because it reduces the amount of analysis that is required to be undertaken only for accounting purposes.

IFRS 9 (2014) will become effective for annual periods beginning on or after 1 January 2018 with early application permitted.

The directors of the Company anticipate that the adoption of IFRS 9 (2014) in the future may have significant impact on amounts reported in respect of the Company's financial assets and financial liabilities.

Regarding the Company's financial assets and financial liabilities, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

## 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下:(續)

#### 國際財務報告準則第9號(二零一四年)金融工具(續)

國際財務報告準則第9號(二零一四年)引入新模式,允許公司在對沖彼等之金融及非金融風險時更善用所進行之風險管理活動調整對沖會計。國際財務報告準則第9號(二零一四年)作為一種以原則為基礎之方法,著眼於風險部份之確認及計量,但並不區分金融項目及非金融項目。新模式亦允許實體利用就風險管理而編製的內部資料作為對沖會計之基準。根據國際會計準則第39號,有必要為符合及遵守國際會計準則第39號,採用僅就會計用途而設計的計量。新模式亦包括合格標準,惟該等標準基於就對沖關係強度進行之經濟評估,此可利用風險管理數據釐定。相較於國際會計準則第39號之對沖會計處理,此應可降低實行成本,因其降低了僅為會計目的而須進行之分析量。

國際財務報告準則第9號(二零一四年)將於二零一八年一月一日或之後開始之年度期間生效,並允許提早應用。

本公司董事預計,日後採納國際財務報告準則第9號(二零一四年)可能會對本公司的金融資產及金融負債之已呈報金額造成重大影響。

就本公司的金融資產及金融負債而言,在完成詳細檢討前,就該影響提供合理估計並不可行。



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Issued but not yet effective IFRSs (Continued)

Further information about those changes that are expected to significantly affect the Company is as follows: (Continued)

*Amendments to IAS 39 Financial Instruments: Recognition and Measurement — Novation of Derivatives and Continuation of Hedge Accounting*

IAS 39 is aimed to be replaced by IFRS 9 in its entirety. Before this entire replacement, the guidance in IAS 39 on hedge accounting and impairment of financial assets continues to apply. The Company expects to adopt IFRS 9 from 1 January 2015. The Company will quantify the effect in conjunction with other phases, when the final standard including all phases is issued.

*Amendments to IFRS 10, IFRS 12 and IAS 28: Investment Entities: Applying the Consolidation Exception*

The amendments to IFRS 10 and IAS 28 (2011) address an inconsistency between the requirements in IFRS 10 and in IAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The Company expects to adopt the amendments from 1 January 2016.

## 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下:(續)

*國際會計準則第39號之修訂本金融工具:確認及計量—衍生工具的更替及對沖會計的延續*

國際財務報告準則第9號旨在全面取代國際會計準則第39號。於全面取代前，國際會計準則第39號於對沖會計及金融資產之減值方面之指引繼續適用。本公司預期自二零一五年一月一日起採納國際財務報告準則第9號。於包括所有階段之最終準則頒佈時，本公司將連同其他階段量化其影響。

*國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第28號之修訂本:投資實體:應用合併之例外情況*

國際財務報告準則第10號以及國際會計準則第28號修訂本(二零一一年)針對國際財務報告準則第10號以及國際會計準則第28號(二零一一年)之間有關投資者與其聯營公司或合營公司之間的資產或注資兩者規定的不一致性。該修訂規定，當投資者與其聯營公司或合營公司之間的資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，切僅以不相關投資者於該聯營或合營公司的權益為限。該等修訂即將應用。本公司預期自二零一六年一月一日起採納該等修訂。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Issued but not yet effective IFRSs (Continued)

Further information about those changes that are expected to significantly affect the Company is as follows: (Continued)

#### *Amendments to IFRS 10, IFRS 12 and IAS 27 (2011) — Investment Entities*

The amendments to IFRS 10 issued in December 2012 include a definition of an investment entity and provide an exception to the consolidation requirement for entities that meet the definition of an investment entity. Investment entities are required to account for subsidiaries at fair value through profit or loss in accordance with IFRS 9 rather than consolidate them. Consequential amendments were made to IFRS 12 and IAS 27 (Revised). The amendments to IFRS 12 also set out the disclosure requirements for investment entities. The Company expects that these amendments will not have any impact on the Company as the Company is not an investment entity as defined in IFRS 10.

#### *IFRS 13: Fair Value Measurement*

IFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The standard does not change the circumstances in which the Company is required to use fair value, but provides guidance on how fair value should be applied where its use is already required or permitted under other IFRSs. The Company expects to adopt IFRS 13 prospectively from 1 January 2013.

## 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下:(續)

#### *國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第27號(二零一一年)之修訂本 — 投資實體*

於二零一二年十二月頒佈之國際財務報告準則第10號之修訂本包括投資實體之定義，並為符合投資實體定義之實體提供豁免綜合入賬規定。根據國際財務報告準則第9號，投資實體須透過損益按公平值入賬附屬公司，而非綜合入賬附屬公司。國際財務報告準則第12號及國際會計準則第27號(經修訂)已作出相應修訂。國際財務報告準則第12號之修訂亦載列投資實體之披露規定。由於本公司並非國際財務報告準則第10號所界定之投資實體，故本公司預期該等修訂將不會對本公司造成任何影響。

#### *國際財務報告準則第13號：公平值計量*

國際財務報告準則第13號規定了公平值之精確定義、公平值計量的單一來源及在國際財務報告準則範圍內使用的披露規定。該準則並不改變本公司需要使用公平值之情況，但為在其他國際財務報告準則已規定或允許使用公平值之情況下，應如何應用公平值提供了指引。本公司預期自二零一三年一月一日起採用國際財務報告準則第13號。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Issued but not yet effective IFRSs (Continued)

Further information about those changes that are expected to significantly affect the Company is as follows: (Continued)

#### IFRS 15: Revenue from Contracts with Customers

The core principle of IFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Thus, IFRS 15 introduces a model that applies to contracts with customers, featuring a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised. The five steps are as follows:

- i) Identify the contract with the customer;
- ii) Identify the performance obligations in the contract;
- iii) Determine the transaction price;
- iv) Allocate the transaction price to the performance obligations; and
- v) Recognise revenue when (or as) the entity satisfies a performance obligation.

IFRS 15 also introduces extensive qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

## 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下:(續)

#### 國際財務報告準則第15號:客戶合約收益

國際財務報告準則第15號的核心原則為實體應確認收入,以述明按反映實體預期可用以交換約定貨品或服務之代價的金額向客戶移交該等貨品或服務。因此,國際財務報告準則第15號引入一個適用於與客戶所訂立合約之模式,而在該模式中,乃以合約對交易作五個步驟之分析,以釐定是否需要確認收入、確認金額及確認時間。該五個步驟如下:

- i) 識別與客戶訂立之合約;
- ii) 識別合約中之履約責任;
- iii) 釐定交易價;
- iv) 將交易價分配至履約責任;及
- v) 於實體完成履約責任時(或就此)確認收入。

國際財務報告準則第15號亦引入詳盡的定性及定量披露規定,旨在讓財務報表使用者明白客戶合約所產生之收入及現金流量之性質、金額、時間及不確定因素。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Issued but not yet effective IFRSs (Continued)

Further information about those changes that are expected to significantly affect the Company is as follows: (Continued)

#### *IFRS 15: Revenue from Contracts with Customers (Continued)*

IFRS 15 will supersede the current revenue recognition guidance including IAS 18 Revenue, IAS 11 Construction Contracts and the related interpretations when it becomes effective.

IFRS 15 will become effective for annual periods beginning on or after 1 January 2017 with early application permitted. The directors of the Company anticipate that the application of IFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Company's financial statements. However, it is not practicable to provide a reasonable estimate of the effect of IFRS 15 until the Company performs a detailed review.

#### *Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation*

The amendments to IAS 16 prohibit the use of revenue-based depreciation methods for property, plant and equipment under IAS 16. The amendments to IAS 38 introduce a rebuttable presumption that the use of revenue-based amortisation methods for intangible assets is inappropriate. This presumption can be rebutted only in the following limited circumstances:

- i) when the intangible asset is expressed as a measure of revenue;
- ii) when a high correlation between revenue and the consumption of the economic benefits of the intangible assets could be demonstrated.

## 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下:(續)

#### *國際財務報告準則第15號: 客戶合約收益(續)*

於國際財務報告準則第15號生效後,將取代國際會計準則第18號收入、國際會計準則第11號建築合約及相關詮釋現時所載之收入確認指引。

國際財務報告準則第15號將於二零一七年一月一日或之後開始的年度期間生效,可獲批准提前應用。本公司董事預期,於未來應用國際財務報告準則第15號可能會對本公司財務報表所呈報的金額及所作出的披露造成重大影響。然而,本公司於完成詳盡審閱前不可能就國際財務報告準則第15號的影響作合理估計。

#### *國際會計準則第16號及國際會計準則第38號之修訂本: 澄清可接受之折舊及攤銷方法*

國際會計準則第16號的修訂禁止根據國際會計準則第16號就物業、廠房及設備使用以收益為基礎之折舊法。國際會計準則第38號的修訂引入可推翻之假設,即就無形資產使用以收益為基礎之攤銷法乃屬不恰當。此假設僅可於以下有限情況下被推翻:

- i) 於無形資產以計算收入之方式表示時;
- ii) 當可證實收益與無形資產之經濟利益消耗息息相關時。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

##### Issued but not yet effective IFRSs (Continued)

Further information about those changes that are expected to significantly affect the Company is as follows: (Continued)

*Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation (Continued)*

The amendments to IAS 16 and IAS 38 will become effective for financial statements with annual periods beginning on or after 1 January 2016. Earlier application is permitted. The amendments should be applied prospectively.

As the Company uses straight-line method for depreciation of property, plant and equipment and for amortization of intangible assets, the directors of the Company do not anticipate that the application of the amendments to IAS 16 and IAS 38 will have a material impact on the Company's financial statements.

#### 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下:(續)

*國際會計準則第16號及國際會計準則第38號之修訂本:澄清可接受之折舊及攤銷方法(續)*

國際會計準則第16號及國際會計準則第38號的修訂將對於二零一六年一月一日或之後開始之年度期間之財務報表有效,並允許提早應用。有關修訂應按前瞻基準應用。

由於本公司運用直線法計算物業、廠房及設備之折舊及無形資產之攤銷,故本公司董事預期應用國際會計準則第16號及國際會計準則第38號的修訂不會對本公司之財務報表構成重大影響。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Issued but not yet effective IFRSs (Continued)

Further information about those changes that are expected to significantly affect the Company is as follows: (Continued)

#### *Amendments to IAS 1: Disclosure Initiative*

The amendments clarify that companies should use professional judgement in determining what information as well as where and in what order information is presented in the financial statements. Specifically, an entity should decide, taking into consideration all relevant facts and circumstances, how it aggregates information in the financial statements, which include the notes. An entity does not require to provide a specific disclosure required by a IFRS if the information resulting from that disclosure is not material. This is the case even if the IFRS contain a list of specific requirements or describe them as minimum requirements.

Besides, the amendments provide some additional requirements for presenting additional line items, headings and subtotals when their presentation is relevant to an understanding of the entity's financial position and financial performance respectively. Entities, in which they have investments in associates or joint ventures, are required to present the share of other comprehensive income of associates and joint ventures accounted for using the equity method, separated into the share of items that (i) will not be reclassified subsequently to profit or loss; and (ii) will be reclassified subsequently to profit or loss when specific conditions are met.

## 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下:(續)

#### *國際會計準則第1號之修訂本：披露計劃*

有關修訂釐清公司應使用專業判斷，釐定於財務報表中呈列什麼資料及在什麼地方以及按什麼次序呈列資料。具體而言，在考慮所有相關事實及情況後，實體應決定如何於財務報表中匯集資料，包括附註。倘披露之資料並不重大，則實體毋須按國際財務報告準則所規定提供具體披露。即使國際財務報告準則載有一系列特別要求或將其描述為最低要求亦如此。

此外，有關修訂規定對呈列額外項目、標題及小計的若干其他要求，倘其呈列乃分別與了解實體財務狀況及財務表現相關。於聯營公司或合營企業有投資之實體須呈列使用權益法計算的應佔聯營公司及合營企業其他全面收益，單獨呈列應佔項目(i)隨後將不會重新分類至損益；及(ii)符合特定條件時，隨後將重新分類至損益。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

##### Issued but not yet effective IFRSs (Continued)

Further information about those changes that are expected to significantly affect the Company is as follows: (Continued)

##### *Amendments to IAS 1: Disclosure Initiative (Continued)*

Furthermore, the amendments clarify that:

- (i) an entity should consider the effect on the understandability and comparability of its financial statements when determining the order of the notes; and
- (ii) significant accounting policies are not required to be disclosed in one note, but instead can be included with related information in other notes.

The amendments will become effective for financial statements with annual periods beginning on or after 1 January 2016. Earlier application is permitted.

The directors of the Company anticipate that the application of Amendments to IAS 1 in the future may have a material impact on the disclosures made in the Company's financial statements.

#### 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下:(續)

##### *國際會計準則第1號之修訂本:披露計劃(續)*

此外,修訂釐清:

- (i) 於釐定附註序列時,實體應考慮對其財務報表之易懂性及可比較性之影響;及
- (ii) 重大會計政策毋須於一個附註內披露,但可連同相關資料載於其他附註內。

有關修訂將對於二零一六年一月一日或其後開始之年度期間之財務報表有效,且可提早應用。

本公司董事預計於日後應用國際會計準則第1號的修訂將不會對本公司財務報表所作出之披露造成重大影響。

## Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

#### Issued but not yet effective IFRSs (Continued)

Further information about those changes that are expected to significantly affect the Company is as follows: (Continued)

*Amendments to IAS 39 Financial Instruments: Recognition and Measurement — Novation of Derivatives and Continuation of Hedge Accounting*

The IAS 39 Amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria. These amendments are effective for annual periods beginning on or after 1 January 2014. The Company has not novated its derivatives during the current period. However, these amendments would be considered for future novations.

### 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下:(續)

*國際會計準則第39號之修訂本金融工具: 確認及計量 — 衍生工具的更替及對沖會計的延續*

在一項指定為套期工具的衍生金融工具的更創新達到某些標準時，國際會計準則第39號之修訂為非持續性對沖會計提供了緩衝。這些修訂會在二零一四年一月一日之後年度期間開始生效。本公司在本年度尚未更新衍生金融工具。然而，這些修訂將在以後的更新中加以考慮。



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

##### Issued but not yet effective IFRSs (Continued)

Further information about those changes that are expected to significantly affect the Company is as follows: (Continued)

##### *IFRIC 21: Levies*

IFRIC 21 clarifies that an entity recognises a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached. IFRIC 21 is effective for annual periods beginning on or after 1 January 2014. The Company does not expect that IFRIC 21 will have material financial impact on future financial statements.

#### 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下:(續)

##### *國際財務報告詮釋委員會第21號：徵稅*

國際財務報告詮釋委員會第21號表明當活動引發支付時企業如相關法規認定的一樣確認其一項徵稅義務。這項解釋公告還表明，當觸發到一個最低閾值時才會徵稅，在達到這個確切的最小閾值之前不需要確認徵稅義務。國際財務報告詮釋委員會第21號自二零一四年一月一日之後年度旗艦開始生效。本公司尚未預期到該項解釋公告會對未來的財務報表產生任何重大財務影響。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Issued but not yet effective IFRSs (Continued)

Further information about those changes that are expected to significantly affect the Company is as follows: (Continued)

#### *Annual Improvements 2010–2012 Cycle*

The Annual Improvements to IFRSs 2010–2012 Cycle issued in December 2013 sets out amendments to a number of IFRSs. Except for those described in note 2.2, the Company expects to adopt the amendments from 1 July 2014. None of the amendments are expected to have a significant financial impact on the Company.

## 2.2 應用國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則(續)

預期將對本公司產生重大影響之變動之進一步資料如下:(續)

#### *二零一零年至二零一二年週期之年度改進*

於二零一三年十二月頒佈之二零一零年至二零一二年週期國際財務報告準則年度改進載列多項對國際財務報告準則之修訂。除附註2.2所述者外，本公司預期自二零一四年七月一日起採納該等修訂。本公司預期該等修訂概不會對本集團造成重大財務影響。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost basis as explained in the accounting policies set out below.

The financial statements have been prepared in accordance with IFRSs issued by the IASB. In addition, the financial statements include applicable disclosures required by the Listing Rules and the Hong Kong Companies Ordinance.

#### (a) Basis of consolidation

The financial statements include the financial statements of the Company made up to 31 December 2012.

#### (b) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 respectively;

### 3. 重要會計政策概要

誠如下文會計政策所解釋，財務報表乃按照歷史成本法編製。

財務報表根據國際會計準則理事會所頒佈的國際財務報告準則編製。此外，財務報表包括按照上市規則及香港公司條例所規定的適用披露。

#### (a) 綜合基準

財務報表包含本公司所編製截至二零一二年十二月三十一日止的財務報表。

#### (b) 業務合併

業務收購乃採用收購法入賬。於業務合併轉撥的代價按公平值計量，而計算方法為本公司所轉撥資產、本公司對被收購方原擁有人產生的負債及本公司就交換被收購方的控制權發行的股權於收購日期的公平值總和。與收購事項有關的成本於產生時在損益中確認。

於收購日期，已收購的可識別資產及已承擔負債按其公平價值予以確認，惟下列各項除外：

- 遞延稅項資產或負債及與僱員福利安排有關的資產或負債分別根據國際會計準則第12號「所得稅」及國際會計準則第19號確認及計量；

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Business combinations (Continued)

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

### 3. 重要會計政策概要(續)

#### (b) 業務合併(續)

- 與被收購方以股份為基礎付款安排有關的負債或股本工具或本公司以股份為基礎付款安排重置被收購方以股份為基礎付款安排乃根據國際財務報告準則第2號計量；及
- 根據國際財務報告準則第5號「持作出售的非流動資產及已終止經營業務」劃分為持作出售的資產(或出售組合)根據該項準則計量。

所轉撥代價、與被收購方的任何非控股權益及收購方先前持有被收購方股權(如有)的公平值合計，倘超出所收購可識別資產及所承擔負債於收購日期的淨額，超出的部分確認為商譽。倘(經重新評估後)已收購的可識別資產及承擔的負債於收購日的淨額超出所轉撥代價、於被收購方任何非控股權益的金額及收購方先前持有被收購方權益(如有)的公平值總和，超出部分即時於損益中確認為議價收購收益。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS.

When the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39, or IAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

### 3. 重要會計政策概要(續)

#### (b) 業務合併(續)

屬現時擁有之權益且於清盤時賦予其持有人權利按比例分佔實體淨資產之非控股權益，可初步按公平值或非控股權益應佔被收購方可識別資產淨值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他種類的非控股權益乃按其公平值或(如適用)另一項國際財務報告準則指定之基準計量。

倘本公司於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，則或然代價按其於收購日期之公平值計量，並計入於業務合併所轉讓之代價之一部分。符合資格為計量期間調整之或然代價公平值變動將予追溯調整，相應調整於商譽調整。計量期間調整為於「計量期間」(不可超過自收購日期起計一年)取得有關於收購日期已存在之事實及情況之額外資料產生之調整。

不合資格為計量期間調整之或然代價公平值變動之後續會計處理取決於如何將或然代價分類。分類為權益之或然代價不會於後續報告日期重新計量，其後續結算亦於權益內入賬。分類為資產或負債之或然代價將根據國際會計準則第39號或國際會計準則第37號撥備、或然負債及或然資產(如適用)於後續報告日期重新計量，相應之盈虧於損益內確認。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Business combinations (Continued)

When a business combination is achieved in stages, the Company's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

### 3. 重要會計政策概要(續)

#### (b) 業務合併(續)

倘業務合併分階段完成，本公司以往持有的被收購方股權按收購日期(即本集團取得控制權當日)的公平值重新計量，產生的收益或虧損(如有)於損益確認。過往於收購日期前於其他全面收益確認之被收購方權益所產生款額於損益重新分類(倘有關處理方法適用於出售權益)。

倘業務合併的初步會計處理於合併產生的報告期末仍未完成，則本公司會就仍未完成會計處理的項目呈報暫定金額。該等暫定金額於計量期間內作出調整(見上文)，或確認額外資產或負債，以反映獲得有關於收購日期已存在事實及情況的新資料，而倘知悉該等資料，將會影響於當日確認的金額。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business, net of discounts and sales related taxes.

Revenue from sale of goods is recognised when goods are delivered and legal title is passed.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### (d) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

##### *The Company as lessee*

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

### 3. 重要會計政策概要(續)

#### (c) 收益確認

收益按已收或應收代價的公平值計算，即就於一般營業過程中所售貨品及所提供服務應收取的金額(扣除折讓及銷售相關稅項)。

銷售貨品於貨品運送及所有權轉移時予以確認。

金融資產的利息收入乃於經濟利益可能流入本公司及收益金額能可靠計量時予以確認。金融資產的利息收入乃按未清還本金，以適用的實際利率按時間比例計算。有關利率指將金融資產的估計未來所收現金在估計可使用期內於初步確認時折現至資產賬面淨值的利率。

#### (d) 租賃

如租賃的條款訂明向承租人轉讓擁有權的絕大部分風險及回報，則該租賃分類為融資租賃。所有其他租賃分類為經營租賃。

##### *本公司作為承租人*

經營租賃的應付租金在有關租賃期內按直線法確認為開支，惟另一系統基準為更具代表性之時間段除外，據此，租賃資產產生之經濟利益於該時間段內消耗。經營租賃項下產生之或有租金於其產生期內確認為開支。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3. 重要會計政策概要(續)

#### (e) Foreign currencies

#### (e) 外幣

##### (i) Functional and presentation currency

##### (i) 功能及列賬貨幣

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in RMB, which is the functional and presentation currency of the Company and the Company's entities.

本公司每個實體的財務報表所列項目均以該實體營運所在的主要經濟環境的貨幣計量(「功能貨幣」)。財務報表以人民幣呈列，人民幣為本公司及本公司實體的功能及列賬貨幣。

##### (ii) Transactions and balances

##### (ii) 交易及結餘

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss and other comprehensive income, except when deferred in equity as qualifying cash flow hedges or qualifying net investment hedges.

外幣交易採用交易日的匯率換算為功能貨幣。除了符合在權益中遞延入賬的現金流量對沖或淨投資對沖外，結算此等交易產生的匯兌盈虧以及將外幣計值的貨幣資產和負債以年終匯率換算產生的匯兌盈虧在損益及其他全面收益表確認。

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the profit or loss within 'finance income or costs'.

與借款以及現金及現金等價物有關的匯兌收益及虧損，會於損益內「財務收入或費用」一項呈列。

#### (f) Current and deferred tax

#### (f) 即期及遞延稅項

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

期內稅項費用包括即期和遞延所得稅。除了直接與權益相關的項目的稅項於其他全面收益或直接於權益中確認外，其餘均於損益內確認。就此而言，稅項亦分別於其他全面收益或直接於權益確認。



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Current and deferred tax (Continued)

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the jurisdictions where the Company and its subsidiaries, associates and jointly controlled entities operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill and deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

### 3. 重要會計政策概要(續)

#### (f) 即期及遞延稅項(續)

即期所得稅開支乃按本公司及其附屬公司、聯營公司及共同控制實體經營及產生應課稅收入之司法權區於結算日實行或大致已實行之稅務法律計算。管理層就需作詮釋適用稅項法規下所作稅務申報定期評估，並按預期將支付稅務機關的款項基準計提適當撥備。

遞延所得稅利用負債法就資產和負債的稅基與資產和負債在財務報表的賬面值之差產生的暫時差異確認。然而，倘若遞延稅項負債乃因初次確認商譽而產生則不予確認，而倘若遞延所得稅來自在交易(不包括企業合併)中對資產或負債的初步確認，而又卻在交易時不影響會計損益或應課稅盈虧，則不作確認。遞延稅項採用在結算日前已頒佈或實質頒佈，並在有關之遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用之稅率(及法例)而釐定。

遞延稅項資產是就可能有未來應課稅盈利而就此可使用暫時差異而確認。

遞延所得稅就附屬公司、聯營公司及共同控制實體投資產生之暫時差異而撥備，但假若本公司可以控制暫時差異之撥回時間，而暫時差異在可預見將來有可能不會撥回之情況則除外。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### (h) Retirement benefit costs

Payments to state-managed retirement benefits schemes are charged as expenses when employees have rendered service entitling them to the contributions.

#### (i) Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at costs less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Construction in progress represents property, plant and equipment in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

### 3. 重要會計政策概要(續)

#### (g) 借款成本

對於需要長時間為擬定用途或出售作準備的資產，由收購、建設或生產符合規定的資產所直接產生的借款成本，將計入該資產的成本，直到資產大體上達到擬定用途或出售時為止。

特定借款於用作合格資產開支前的臨時投資所得投資收入從合格資本化的借款成本中扣除。

所有其他借款成本會於產生期間於損益賬確認。

#### (h) 退休福利成本

向國家管理的退休福利計劃所作的供款於僱員提供使其享有該等供款的服務時列作開支。

#### (i) 物業、廠房及設備

物業、廠房及設備(在建工程除外)以成本減其後累計折舊及累計減值虧損(如有)列值。

在建工程按指興建過程中用於生產、供應或行政目的的物業、廠房及設備。在建工程按成本減任何確認的減值虧損列賬。成本包括專業費用及合資化資本及根據本公司會計政策進行資本化的借款成本。該等物業於竣工及擬作指定用途時分類為物業、廠房及設備的適當類別。在建工程完工後用於擬定用途被歸類為物業、廠房及設備的適當類別。該等資產按其他資產的相同基準於資產用作擬定用途時開始折舊。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Depreciation is recognised so as to write off the cost of property, plant and equipment, other construction in progress, less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

##### (j) Prepaid lease payments

Prepaid lease payments represent payments for leasehold land and are released over the lease terms on a straight-line basis. Prepaid lease payments which are to be released in the next twelve months or less are classified as current assets.

##### (k) Intangible assets

###### *Intangible assets acquired separately*

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

#### 3. 重要會計政策概要(續)

##### (i) 物業、廠房及設備(續)

就物業、廠房及設備以及其他在建工程提供折舊撥備以根據其估計可使用年內撇銷其成本，按直線法計及其估計剩餘價值。估計可使用年期，估計剩餘價值和折舊方法會在每年年末覆核，並採用未來適用法對估計變更的影響進行核算。

物業、廠房及設備項目於出售時或預期持續使用該資產後亦將不會產生任何經濟利益之時，取消確認。出售或報廢物業、廠房及設備項目所產生的任何收益或虧損釐定為銷售所得款項與資產賬面值之間的差額，並於損益確認。

##### (j) 預付租賃款

預計租賃款指租賃土地付款，乃於租賃期間按直線法攤銷。於未來十二個月或少於十二個月將予攤銷的預付租金歸類為流動資產。

##### (k) 無形資產

###### *獨立收購的無形資產*

獨立收購並有明確可用年期的無形資產按成本扣除累計攤銷及累計減值虧損列賬。該等無形資產乃以直線法按其估計可使用年期進行攤銷。估計可使用年期及攤銷方法乃於本報告期末檢討，任何估計變動的影響按預先計提的基準入賬。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Intangible assets (Continued)

##### Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible assets so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

### 3. 重要會計政策概要(續)

#### (k) 無形資產(續)

##### 研發支出

研究工作之費用於產生之期間確認為開支。

因內部開發活動(或內部項目之開發階段)而產生之無形資產，僅於顯示下列各項後才確認：

- 完成無形資產之技術可行性報告致使該無形資產可供使用或銷售；
- 有意完成、使用或銷售該無形資產；
- 可使用或銷售該無形資產；
- 該無形資產如何產生日後經濟利益；
- 具備充裕之技術、財務及其他資源，以完成開發工作及使用或銷售該無形資產；及
- 能夠可靠衡量該無形資產於開發時之開支。

內部產生之無形資產初步確認金額為自無形資產首次符合上述確認標準日期所產生之開支。倘並無可確認之內部產生無形資產，則開發成本於產生的期間於損益內確認。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Intangible assets (Continued)

##### *Research and development expenditure (Continued)*

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

##### *Intangible assets acquired in a business combination*

###### *Trademarks*

Trademarks acquired in a business combination are identified and recognised separately from goodwill where it satisfies the definition of an intangible asset and its fair values can be measured reliably. The costs of trademarks are their fair value at the acquisition date. Subsequent to initial recognition, intangible asset with finite useful life are carried at cost less accumulated amortisation and any accumulated impairment loss. The intangible asset will be amortised on a straight-line basis over its useful lives.

Gains and losses arising from derecognition of an intangible assets, measured as the difference between the net disposal proceeds and the carrying amount of the assets, are recognised in profit or loss when the asset is derecognised.

### 3. 重要會計政策概要(續)

#### (k) 無形資產(續)

##### *研發支出(續)*

於初步確認後，內部產生之無形資產按與分別收購之無形資產相同之基準以成本減累計攤銷及累計減值虧損計量。

##### *於業務合併中收購的無形資產*

###### *商標*

當商譽符合無形資產的定義，且其公平值能可靠計量時，於業務合併中收購的商標單獨自商譽中識別及確認。商標的成本於收購日期為其公平值。初步確認後，具有有限可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損列賬。無形資產將按直線法於其可使用年期攤銷。

取消確認無形資產時產生的收益及虧損乃計量為出售所得款項淨額與資產賬面值之間的差額，並當資產取消確認時於損益賬內確認。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (I) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

### 3. 重要會計政策概要(續)

#### (I) 有形資產及無形資產(商譽除外)

減值在各個報告期期末，本公司檢討其有形和無形資產的賬面值，以釐定是否有任何跡象顯示該等資產已發生減值損失。倘存在任何該等跡象，則會對資產的可收回金額作出估計，以釐定減值虧損的程度(如有)。倘無法估計一項資產的可收回金額，則本公司會估計該資產所屬現金產生單位的可收回金額。倘可識別合理及一致的分配基準，則公司資產亦分配至個別現金產生單位，或以可識別合理及一致的分配基準將其分配至最小組別的現金產生單位。

可收回金額為減除銷售成本後的公平值與使用價值的較高者。於評估使用價值時，估計未來現金流量乃使用除稅前折現率折減至其現值，以反映現時市場對貨幣時間值的評估及該資產(其估計未來現金流量尚未予以調整)特有的風險。

倘一項資產(或現金產生單位)的可收回數額估計為少於其賬面值，該項資產(或現金產生單位)的賬面值削減至其可收回數額。減值虧損即時於損益內確認。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (l) Impairment of tangible and intangible assets other than goodwill (Continued)

Where an impairment loss subsequently reverse, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

##### (m) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

##### (n) Related parties

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

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

#### 3. 重要會計政策概要(續)

##### (l) 有形資產及無形資產(商譽除外)(續)

當減值虧損其後撥回時，該項資產(或現金產生單位)的賬面值增至其可收回數額的經修訂估計數額，但所增加的賬面值不得超過該項資產(或現金產生單位)於以往年度原未確認減值虧損所釐定的賬面值。一項減值虧損撥回即時於損益內確認。

##### (m) 存貨

存貨按成本及可變現淨值中較低者列賬，而成本乃按加權平均法計算。

##### (n) 關連方

在下列情況下，有關人士被視為本公司之關連方：

- (a) 該人士或該人士之近親，而該人士，
  - (i) 控制或共同控制本公司；
  - (ii) 對本公司有重大影響；或
  - (iii) 為本公司或本公司母公司的主要管理層成員；或

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Related parties (Continued)

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

### 3. 重要會計政策概要(續)

#### (n) 關連方(續)

- (b) 該實體符合下列任何條件：
- (i) 該實體與本公司屬同一集團之成員公司；
  - (ii) 一間實體為另一實體的聯營公司或合營企業(或為另一實體的母公司，附屬公司或集團旗下成員公司)；
  - (iii) 該實體與本公司均為同一第三方的合營企業；
  - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
  - (v) 該實體為本公司或與本公司有關連之實體就僱員利益設立的離職福利計劃；
  - (vi) 該實體被(a)中的一名人士控制或共同控制；及
  - (vii) (a)(i)中的一名人士對該實體有重大影響或為該實體的主要管理層成員(或為該實體母公司的)。



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when a group entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### *Financial assets*

The Company's financial assets are classified into loans and receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of each reporting period subsequent to initial recognition, loans and receivables (including trade and other receivables and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

### 3. 重要會計政策概要(續)

#### (o) 金融工具

金融資產及金融負債於集團實體成為該工具合約條文的訂約方時，於財務狀況表內確認。

金融資產及金融負債初始按公平值計量。收購或發行金融資產及金融負債直接應佔的交易成本(透過損益賬按公平值處理的金融資產及金融負債除外)於初始確認時被加入金融資產或金融負債的公平值，或從金融資產或金融負債的公平值扣除(如適用)。收購透過損益以公平值計算的金融資產或金融負債的直接應佔交易成本即時於損益內確認。

#### *金融資產*

本公司的金融資產分類為貸款及應收款項。貸款及應收款項為並未於交投活躍的市場內報價而附帶固定或可議定付款的非衍生金融資產。於初步確認後的本報告期末，貸款及應收款項(包括應收貿易賬款及其他應收款項與銀行結餘及現金)使用實際利率法按攤銷成本減任何可識別減值虧損列賬(見下文有關金融資產減值虧損的會計政策)。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Financial instruments (Continued)

##### *Financial assets (Continued)*

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial assets and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

##### *Impairment of financial assets*

The financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investment have been affected.

The objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

### 3. 重要會計政策概要(續)

#### (o) 金融工具(續)

##### *金融資產(續)*

##### *實際利率法*

實際利率法乃計算金融資產的攤銷成本及按有關期間攤分利息收入的方法。實際利率乃按金融資產預計可使用年期(或按較短期間(倘適用))完全折讓估計未來現金收入(包括構成實際利率整體部份的所有已付或已收費用、交易成本及其他溢價或折讓)的比率計入初步確認的賬面淨值。

就債務工具而言，利息收入按實際利率基準確認。

##### *金融資產減值*

在本報告期末會評估金融資產是否出現減值跡象。倘有客觀證據證明金融資產的估計未來現金流量因初次確認該金融資產後發生的一項或多項事件而受到影響，則會對金融資產的估計未來現金流量進行減值。

減值的客觀證據可能包括：

- 發行人或交易對手出現重大財務困難；或
- 違約，例如未能繳付或拖欠利息或本金；或
- 借款人有可能面臨破產或財務重組。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Financial instruments (Continued)

##### *Financial assets (Continued)*

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

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit terms of the customers, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

### 3. 重要會計政策概要(續)

#### (o) 金融工具(續)

##### *金融資產(續)*

##### *金融資產減值(續)*

倘若若干類型的金融資產(如應收貿易賬款)被評估為不會個別地減值,則於其後按集體基準進行減值評估。應收款項組合出現減值的客觀證據可包括本公司過往收集付款的經驗、組合內超過客戶平均信貸期的拖欠款項的數目增加以及拖欠應收款相關的國家或本地經濟狀況出現可觀察的變動。

就按攤銷成本計算的金融資產而言,當有資產減值的客觀證據時,減值虧損會於損益賬確認,且按資產賬面值與以原本實際利率折讓的估計未來現金流量與現值之間的差額計量。

所有金融資產的賬面值直接按減值虧損扣減,惟應收款項除外,應收款項的賬面值則通過使用撥備賬目扣減。撥備賬目的賬面值的變動在損益賬中確認。當某項應收款項視為不能收回,該款項會在撥備賬目撇銷。其後收回早前撇銷的數額會記入損益賬。

就按攤銷成本計算的金融資產而言,減值虧損的數額減少,而該減少在客觀上可與減值虧損獲確認後發生的事件有關,則之前確認的減值虧損會通過損益撥回至當日資產的賬面值,惟不超過倘減值未獲確認時的攤銷成本。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Financial instruments (Continued)

##### *Financial liabilities and equity instruments*

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

##### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

##### *Financial liabilities*

Financial liabilities (including accrued expenses and other payables and borrowings) are subsequently measured at amortised cost, using the effective interest method.

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis and is included in finance costs.

### 3. 重要會計政策概要(續)

#### (o) 金融工具(續)

##### *金融負債及權益工具*

由一集團實體發行的金融負債及權益工具乃根據已訂立的合約安排內容以及金融負債及權益工具的定义分類。

##### *權益工具*

股本權益工具為證明於本公司經扣除其所有負債後所剩餘權益之任何合約。本公司發行的權益工具以已收所得款項減直接發行成本列賬。

##### *金融負債*

金融負債(包括應計開支及其他應付款項及借款)其後以實際利率法按攤銷成本計量。

##### *實際利率法*

實際利率法乃計算金融負債的攤銷成本及按有關期間攤分利息支出的方法。實際利率乃按金融負債預計可使用年期(或按較短期間(倘適用))完全折讓估計未來現金付款的比率計入初步確認的賬面淨值。

利息開支按實際利率確認，並計入財務費用。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Financial instruments (Continued)

##### *Derecognition*

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Company has transferred substantially all the risks and rewards of ownership of the financial assets.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset or retains a residual interest that does not result in the retention of substantially all the risks and rewards of ownership and the Company retains control), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### 3. 重要會計政策概要(續)

#### (o) 金融工具(續)

##### *終止確認*

當從資產收取現金流量的權利屆滿，或金融資產被轉讓以及本集團已轉讓所持的金融資產的絕大部分風險及回報時，則會終止確認金融資產。

於終止確認全部金融資產時，該資產的賬面值與已收及應收代價總和的差額及於其他全面收益表確認的累計虧損以及累計股本在損益賬中確認。

除全面取消確認外(即當本公司保留購回部分已轉讓資產之選擇權或保留不會導致保留擁有權絕大部分風險及回報之餘下權益，及本公司保留控制權)，於取消確認金融資產時，本公司會將金融資產之過往賬面值，根據於其確認為繼續參與之部分及不再確認之部分於轉讓日期之相對公平值在兩者間作出分配，而不再確認部分已於其他全面收益確認之已收代價及獲分配之任何累計收益或虧損之總和，乃於損益內確認。已於其他全面收益確認之累計收益或虧損，將按繼續確認之部分及不再確認之部分之相對公平值間作出分配。

當有關合約所指明的債項已清償、取消或到期時，則會終止確認金融負債。終止確認的金融負債的賬面值與已付及應付代價的差額在損益賬中確認。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 4. KEY SOURCE OF ESTIMATION

In the application of the Company's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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

##### (a) Estimated write-down of inventories

The Company assesses periodically if the inventories have been suffered from any impairment in accordance with the accounting policy stated in note 3.

The identification of impairment of inventories requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact carrying value of inventories and write-down in the year in which such estimate has been changed. The directors of the Company are satisfied that this risk is minimal and no allowance for obsolete and slow moving inventories was provided during the year ended 31 December 2012 (2011: RMB Nil). The carrying amount of inventories as at 31 December 2012 was approximately RMBNil (2011: RMBNil).

#### 4. 估計的主要來源

本公司董事於應用附註3所載本公司的會計政策時，須對從其他來源不顯而易見的資產及負債的賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及被認為關的其他因素而作出。實際結果或會與該等估計有所不同。

估計及相關假設會持續作出檢討。倘會計估計修訂僅影響修訂估計期間，則有關修訂會在該期間確認；或倘有關修訂既影響當期亦影響未來期間，則有關修訂會在修訂期間及未來期間確認。

於本報告期末，具有導致下個財政年度資產及負債的賬面值作出重大調整的重大風險的估計不確定因素的主要來源如下：

##### (a) 存貨的估計撇銷

本公司按照附註3所載會計政策，定期評估存貨有否減值。

辨別存貨減值需要運用判斷及估計。倘若預期有別於原先估計，則有關差異將影響到有關估計出現變動的年度存貨的賬面值及撇減。本公司董事信納該風險甚微且並無就陳舊及滯銷存貨於截至二零一二年十二月三十一日止年度作出撥備(二零一一年：無)。於二零一二年十二月三十一日，存貨的賬面值約為零(二零一一年：零)。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 4. KEY SOURCE OF ESTIMATION (Continued)

##### (b) Estimated impairment loss in respect of trade and other receivables

As explained in note 3, trade and other receivables are initially measured at fair value, and are subsequently measured at amortised cost using the effective interest method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired.

The identification of bad and doubtful debts requires the use of judgement and estimates of expected future cash inflows. Where the expectation is different from the original estimate, such difference will impact carrying value of trade and other receivables and recognised as doubtful debts expenses in the year in which such estimate has been changed. The directors of the Company are satisfied that this risk is minimal and no allowance for doubtful debts was provided during the year ended 31 December 2012 (2011: RMBNil). The carrying amount of trade and other receivables as at 31 December 2012 was approximately RMBNil (2011: RMBNil).

##### (c) Useful life and residual value property, plant and equipment

The management determines the residual value, useful lives and related depreciation charges for its property, plant and equipment. These estimates are based on the historical experience of the actual residual value and useful lives of plant and equipment of similar nature and functions and may vary significantly as a result of technical innovation and keen competition from competitors, resulting in higher depreciation charge and/or write-off or write-down of technically obsolete assets when residual value or useful lives are less than previously estimated. The carrying amount of property, plant and equipment as at 31 December 2012 was approximately RMBNil (2011: RMBNil).

#### 4. 估計的主要來源(續)

##### (b) 應收貿易賬款及其他應收款項的估計減值虧損

如附註3所載，應收貿易賬款及其他應收款項初步按公平值計量，其後按實際利息法以攤銷成本計量。倘有客觀證據顯示資產減值，則會對於損益中確認的估計不可收回款項作出適當撥備。

辨別呆壞賬需要對預計未來現金流量運用判斷及估計。倘若預期有別於原先估計，則有關差異將影響到有關估計出現變動的年度應收貿易賬款及其他應收款項的賬面值及確認為呆賬開支。本公司董事信納該風險甚微且並無就該等呆帳開支於截至二零一二年十二月三十一日止年度作出撥備(二零一一年：無)。於二零一二年十二月三十一日，應收貿易賬款及其他應收款項的賬面值約為零(二零一一年：零)。

##### (c) 物業、廠房及設備之可用年期及剩餘價值

管理層釐定其物業、廠房及設備之剩餘價值、可用年期及相關折舊開支。此等估計乃按類似性質及功能之廠房及設備之實際剩餘價值及可用年期過往經驗作出，及技術日新月異及來自競爭對手之激烈競爭，可能令剩餘價值或可用年期出現重大改變。倘剩餘價值或可用年期少於之前估計，本集團之管理層將增加折舊開支，並／或撇銷或撇減技術落後之資產。於二零一二年十二月三十一日，物業、廠房及設備的賬面值約為零(二零一一年：零)。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 5. DE-CONSOLIDATION OF DE-CONSOLIDATED SUBSIDIARIES

As explained in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years and the previous management of the Group did not response to any request for information. The financial results, assets and liabilities of the De-consolidated Subsidiaries have not been included in the financial statements of the Company and no consolidated financial statements were prepared since 1 January 2011.

Details of the net assets of the De-consolidated Subsidiaries as at 1 January 2011 are set out below:

##### (a) De-consolidation of De-consolidated Subsidiaries

Property, plant and equipment	物業、廠房及設備	526,894
Prepaid lease payments	預付租賃款	39,298
Intangible assets	無形資產	11,535
Deferred tax assets	遞延稅項資產	3,441
Inventories	存貨	20,219
Trade and other receivables	應收貿易賬款及其他 應收款項	14,924
Bank balances and cash	銀行結餘及現金	1,253,701
Trade and other payables	應付貿易賬款及其他 應付款項	(107,091)
Income tax liabilities	所得稅負債	(56,868)
Borrowings	借款	(100,000)
Deferred tax liabilities	遞延稅項負債	(22,960)
<b>Net assets of De-consolidated Subsidiaries attributable to the Company</b>	<b>本公司應佔之取消綜合入賬 附屬公司資產淨值</b>	<b>1,583,093</b>
<b>Loss on de-consolidation of De-consolidated Subsidiaries</b>	<b>取消綜合入賬附屬公司 取消綜合入賬產生之虧損</b>	<b>(1,583,093)</b>

#### 5. 取消綜合入賬附屬公司取消綜合入賬

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄，以及本集團前任管理層並無回應任何索取資料的請求。取消綜合入賬附屬公司之財務業績、資產及負債自二零一一年一月一日以來並未計入本公司之財務報表及概無編製綜合財務報表。

取消綜合入賬附屬公司於二零一二年一月一日之資產淨值詳情列載如下：

##### (a) 取消綜合入賬附屬公司取消綜合入賬

2011  
二零一一年  
RMB'000  
人民幣千元



## Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 5. DE-CONSOLIDATION OF DE-CONSOLIDATED SUBSIDIARIES (Continued)

## (b) Net cash outflow arising on de-consolidation of De-consolidated Subsidiaries

Cash and cash equivalents of De-consolidated Subsidiaries

取消綜合入賬附屬公司之現金及現金等價物

2011  
二零一一年  
RMB'000  
人民幣千元

(1,253,701)

## (c) Amounts due to the De-consolidated Subsidiaries included in the statement of financial position were as follows:

Trade and other payables

應付貿易賬款及其他應付款項

## 5. 取消綜合入賬附屬公司取消綜合入賬(續)

## (b) 取消綜合入賬附屬公司取消綜合入賬產生之現金流出淨額

## (c) 計入財務狀況表之應付取消綜合入賬附屬公司之款項如下:

2012  
二零一二年  
RMB'000  
人民幣千元2011  
二零一一年  
RMB'000  
人民幣千元

810

810

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 5. DE-CONSOLIDATION OF DE-CONSOLIDATED SUBSIDIARIES (Continued)

#### 5. 取消綜合入賬附屬公司取消綜合入賬(續)

##### (d) Particular of the De-consolidated Subsidiaries

##### (d) 取消綜合入賬附屬公司之資料

Particulars of the Company's subsidiaries which have been de-consolidated from 1 January 2011 were as follows:

本公司自二零一一年一月一日起取消綜合入賬的附屬公司的詳情如下：

Name 名稱	Place and date of incorporation/ establishment 註冊成立/ 成立地點及日期	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Attributable equity interest held 持有之應佔股權	Principal activities 主要業務
Global Milk	The Republic of Singapore 15 September 2006 新加坡共和國 二零零六年九月十五日	S\$1 1新加坡元	100%	Investment holding 投資控股
Da Qing Dairy 大慶乳品廠	The PRC 29 October 1997 中國 一九九七年十月二十九日	RMB638,000,000 人民幣638,000,000元	100%	Manufacture marketing and sales of dairy products 乳製品製造、市場推廣 及銷售
Chang Qing Dairy 常慶乳業	The PRC 7 August 2008 中國 二零零八年八月七日	RMB10,000,000 人民幣10,000,000元	100%	Manufacture marketing and sales of dairy products 乳製品製造、市場推廣 及銷售
Benniu Muye 犇牛牧業	The PRC 25 November 2010 中國 二零一零年十一月二十五日	RMB5,000,000 人民幣5,000,000元	100%	Dairy farming 乳牛畜牧

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 6. REVENUE AND SEGMENT INFORMATION

No revenue and segment information were presented as the Company did not conduct business during the year.

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the amounts for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, occurrence and accuracy of the revenue and segment information as of the date of approval of the financial statements.

#### 6. 收益及分部資料

概無呈列收益及分部資料，因為本公司於年內並無經營業務。

誠如財務報表附註2.1所披露，本公司董事未能找到或查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何索取資料的請求，本公司董事無法及實際上難以確定於當前及過往年度之金額。因此，於財務報表批准日期，本公司董事概不就收益及分部資料是否完整、發生及準確發表聲明。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 7. LOSS BEFORE TAXATION

The Company's loss before tax is arrived at after charging the amounts as set out below.

#### 7. 除稅前虧損

本公司除稅前虧損已扣除下列款項。

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Loss before taxation has been arrived at after charging:	經扣除下列各項後的除稅前虧損：		
Staff costs (including directors' emoluments):	員工成本(包括董事薪酬)：		
— Salaries and wages	— 工資及報酬	—	—
— Retirement benefit scheme contributions	— 退休金計劃供款	—	—
		—	—
Auditors' remuneration	核數師薪酬	650	828
Impairment loss recognised in respect of trade and other receivables	已確認應收貿易賬款及其他應收款項減值虧損	—	787

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the amounts for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, occurrence and accuracy of those expenses as of the date of approval of the financial statements.

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何索取資料的請求，本公司董事無法及實際上難以確定本公司於當前及過往年度之金額是否完整、存在及準確。因此，於財務報表批准日期，本公司董事概不就該等開支是否完整、發生及準確發表聲明。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

##### (a) Directors' emoluments

Details of the emoluments paid or payable to directors of the Company are as follows:

#### 8. 董事及僱員薪酬

##### (a) 董事薪酬

已付或應付本公司董事薪酬詳情如下：

Year ended 31 December 2012  
截至二零一二年十二月三十一日止年度

	Directors' Fees	Retirement benefit scheme contributions	Other emoluments	Total
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors:</b>				
— Mr. Zhao Chuan Wen, "Mr. Zhao CW" (note i)	—	—	—	—
— Mr. Zhao Yu "Mr. Zhao" (note ii)	—	—	—	—
— Mr. Wang Delin, "Mr. Wang" (note iii)	—	—	—	—
— Mr. Xia Yuan Jun, "Mr. Xia" (note iv)	—	—	—	—
— Mr. Fu Chong, "Mr. Fu" (note v)	—	—	—	—
— Mr. Fong Pin Jan, "Mr. Fong" (note vi)	—	—	—	—
<b>Independent non-executive directors:</b>				
— Mr. Cheung Hok Fung Alexander, "Mr. Cheung" (note vii)	—	—	—	—
— Ms. Chan Wah Man Carman, "Ms. Chan" (note viii)	—	—	—	—
— Mr. Zhang Zhou, "Mr. Zhang" (note ix)	—	—	—	—
— Mr. Chiang Chi Kin Stephen, "Mr. Chiang" (note x)	—	—	—	—
	—	—	—	—

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

#### 8. 董事及僱員薪酬(續)

##### (a) Directors' emoluments (Continued)

##### (a) 董事薪酬(續)

Details of the emoluments paid or payable to directors of the Company are as follows: (Continued)

已付或應付本公司董事薪酬詳情如下：(續)

		Year ended 31 December 2011 截至二零一一年十二月三十一日止年度			
		Directors' Fees	Retirement benefit scheme contributions	Other emoluments	Total
		董事袍金	退休福利計劃供款	其他薪酬	總額
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors:</b>	<b>執行董事：</b>				
— Mr. Zhao CW (note i)	— 趙傳文先生(附註i)	—	—	—	—
— Mr. Zhao Yu (note ii)	— 趙先生(附註ii)	—	—	—	—
— Mr. Wang (note iii)	— 王先生(附註iii)	—	—	—	—
— Mr. Xia (note iv)	— 夏先生(附註iv)	—	—	—	—
— Mr. Fu (note v)	— 付先生(附註v)	—	—	—	—
— Mr. Fong (note vi)	— 方先生(附註vi)	—	—	—	—
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>				
— Mr. Cheung (note vii)	— 張學鋒先生(附註vii)	—	—	—	—
— Ms. Chan (note viii)	— 陳女士(附註viii)	—	—	—	—
— Mr. Zhang (note ix)	— 張舟先生(附註ix)	—	—	—	—
		—	—	—	—

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

##### (a) Directors' emoluments (Continued)

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the amounts for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, occurrence and accuracy of the Company's directors' remuneration as of the date of approval of the financial statements.

During the year ended 31 December 2012, no remuneration was paid by the Company to the directors of the Company as an inducement to join or upon joining the Company or as compensation for loss of office (2011: RMB Nil).

Notes:

- i) Mr. Zhao CW was appointed as executive director and chairman with effect from 10 October 2010. Mr. Zhao CW resigned as chairman with effect from 18 August 2011. Mr. Zhao CW resigned as executive director with effect from 21 January 2013.
- ii) Mr. Zhao resigned as chief executive officer and was appointed as chairman with effect from 18 August 2011. Mr. Zhao resigned as executive director and chairman with effect from 10 January 2013.
- iii) Mr. Wang was appointed as executive director and chief executive officer with effect from 18 August 2011.

#### 8. 董事及僱員薪酬(續)

##### (a) 董事薪酬(續)

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何資料的請求，本公司董事認為無法及實際上難以確定本公司於當前及過往年度之賬款是否完整、存在及準確。因此，於財務報表批准日期，本公司董事概不就本公司董事薪酬是否完整、發生及準確發表聲明。

於截至二零一二年十二月三十一日止年度，本公司並無向本公司董事支付薪酬，以作為加盟公司的鼓勵或作為離職補償的酬金(二零一一年：人民幣零元)。

附註：

- i) 趙傳文先生自二零一零年十月十日起獲委任為執行董事兼主席。趙傳文先生自二零一一年八月十八日起已辭任主席。趙傳文先生自二零一三年一月二十日起已辭任執行董事。
- ii) 趙先生自二零一一年八月十八日起已辭任首席執行官並獲委任為主席。趙先生自二零一三年一月十日起已辭任執行董事及主席。
- iii) 王先生自二零一一年八月十八日起獲委任為執行董事及首席執行官。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

##### (a) Directors' emoluments (Continued)

Notes: (Continued)

- iv) Mr. Xia was appointed as executive director and deputy executive officer with effect from 10 October 2010. Mr. Xia resigned as executive director and deputy executive officer with effect from 3 January 2013.
- v) Mr. Fu was appointed as executive director and chief operations officer with effect from 10 October 2010. Mr. Fu resigned as executive director and chief operations officer with effect from 1 October 2012.
- vi) Mr. Fong was appointed as executive director and chief financial officer with effect from 10 October 2010. Mr. Fong resigned as executive director and chief financial officer with effect from 10 January 2013.
- vii) Mr. Cheung was appointed as independent non-executive director with effect from 10 October 2010. Mr. Cheung resigned as independent non-executive director with effect from 15 June 2012.
- viii) Ms. Chan was appointed as independent non-executive director with effect from 10 October 2010. Ms. Chan resigned as independent non-executive director with effect from 14 June 2012.
- ix) Mr. Zhang was appointed as independent non-executive director with effect from 10 October 2010. Mr. Zhang resigned as independent non-executive director with effect from 15 May 2012.
- x) Mr. Chiang was appointed as independent non-executive director with effect from 28 November 2012. Mr. Chiang resigned as independent non-executive director with effect from 31 December 2013.

#### 8. 董事及僱員薪酬(續)

##### (a) 董事薪酬(續)

附註：(續)

- iv) 夏先生自二零一零年十月十日起獲委任為執行董事及副首席執行官。夏先生自二零一三年一月三日起已辭任執行董事及副首席執行官。
- v) 付先生自二零一零年十月十日起獲委任為執行董事及首席營運官。付先生自二零一二年十月一日起已辭任執行董事及首席營運官。
- vi) 方先生自二零一零年十月十日起獲委任為執行董事及首席財務官。方先生自二零一三年一月十日起已辭任執行董事及首席財務官。
- vii) 張學鋒先生自二零一零年十月十日起獲委任為獨立非執行董事。張學鋒先生自二零一二年六月十五日起已辭任獨立非執行董事。
- viii) 陳女士自二零一零年十月十日起獲委任為獨立非執行董事。陳女士自二零一二年六月十四日起已辭任獨立非執行董事。
- ix) 張舟先生自二零一零年十月十日起獲委任為獨立非執行董事。張舟先生自二零一二年五月十五日起已辭任獨立非執行董事。
- x) 蔣先生自二零一二年十一月二十八日起獲委任為獨立非執行董事。蔣先生自二零一三年十二月三十一日起已辭任獨立非執行董事。



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

##### (b) Employees' emoluments

Of the five individuals with the highest emoluments in the Company, none were directors of the Company for the year ended 31 December 2012 (2011: none were directors of the Company), details of whose emoluments are included in the disclosures above.

The emoluments of the individual during the year ended 31 December 2012 (2011: None) were as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Salaries and allowances	薪酬及津貼	—	—
Retirement benefit scheme contributions	退休福利計劃供款	—	—
		—	—

During the years ended 31 December 2012 and 31 December 2011, the emoluments of each of the five highest paid individuals were within RMB1,000,000.

During the year ended 31 December 2012, no remuneration was paid by the Company to any of the five individuals with the highest emoluments in the Company as an inducement to join or upon joining the Company or as compensation for loss of office (2011: RMB Nil).

#### 8. 董事及僱員薪酬(續)

##### (b) 僱員薪酬

於截至二零一二年十二月三十一日止年度，本公司五名最高薪人士中概無為本公司董事(二零一一年：概無為本公司董事)，彼等薪酬詳情載於上文披露中。

於截至二零一二年十二月三十一日止年度的個人(二零一一年：無)薪酬如下：

	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Salaries and allowances	—	—
Retirement benefit scheme contributions	—	—
	—	—

至二零一二年十二月三十一日及二零一一年十二月三十一日止年度，五名最高薪人士各自的薪酬均低於人民幣1,000,000元。

於截至二零一二年十二月三十一日止年度，本公司並無向本公司五名最高薪人士支付酬金(二零一一年：人民幣零元)，以作為加盟公司的鼓勵或作為離職補償的酬金。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

##### (b) Employees' emoluments (Continued)

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the amounts for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, occurrence and accuracy of the disclosures on individuals with highest emoluments as of the date of approval of the financial statements.

#### 9. OTHER SUSPENSE ACCOUNT

As disclosed in notes 2.1 and 19 to the financial statements, the directors of the Company have been unable to locate the complete books and records of the Company for the current and the previous years. The other suspense account represents (i) for the year ended 31 December 2012, loss recognised in respect of the aggregate amounts of the credit balance of bank transactions of the bank balances and cash of which the directors of the Company have been unable to locate relevant books and records of bank accounts; and (ii) for the year ended 31 December 2011, loss recognised in respect of the bank balances and cash of which the directors of the Company have been unable to locate relevant bank accounts and whereabouts of the bank balances and cash. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the amounts for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, occurrence and accuracy of the loss recognised as other suspense account as of the date of approval of the financial statements.

#### 8. 董事及僱員薪酬(續)

##### (b) 僱員薪酬(續)

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何資料的請求，本公司董事認為無法及實際上難以確定本公司於當前及過往年度之賬款是否完整、存在及準確。因此，於財務報表批准日期，本公司董事概不就最高薪酬個人的披露資料是否完整、發生及準確發表聲明。

#### 9. 其他懸欠賬項

誠如財務報表附註2.1及19所披露，本公司董事未能找到本公司於當前及過往年度之完整賬冊及記錄。其他懸欠賬項指(i)於截至二零一二年十二月三十一日止年度，就本公司董事未能找到相關銀行賬戶的賬冊及記錄之銀行結餘及現金之銀行交易信貸結餘總額所確認之虧損；及(ii)於截至二零一一年十二月三十一日止年度，就本公司董事未能找到相關銀行賬戶的銀行結餘及現金所確認之虧損。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何索取資料的請求，本公司董事無法及實際上難以確定當前及過往年度之金額。因此，於財務報表批准日期，本公司董事概不就確認為其他懸欠賬項之虧損是否完整、存在及準確發表聲明。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 10. INCOME TAX EXPENSES

Hong Kong Profits Tax rate was 16.5% (2011: 16.5%). No provision for Hong Kong Profits Tax has been made as the Company did not have any assessable profit arising in Hong Kong for the year.

The income tax expenses can be reconciled to the loss before taxation per the statement of profit or loss and other comprehensive income as follows:

#### 10. 所得稅開支

香港利得稅稅率為16.5% (二零一一年：16.5%)。由於本公司於年內概無於香港產生任何應課稅利潤，故並無作出香港所得稅撥備。

所得稅開支與損益及其他全面收益表內的除稅前虧損對賬如下：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Loss before taxation	除稅前虧損	<b>(22,569)</b>	(1,606,997)
Tax at the statutory tax rates	按法定稅率之稅項	<b>(3,724)</b>	(265,154)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	<b>3,576</b>	1,777
Effect of unrecognised deductible losses and deductible temporary differences	未確認可抵扣虧損及可抵扣暫時性差異的影響	<b>148</b>	263,378
		—	—

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the amounts for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness and accuracy of the income tax expenses as of the date of approval of the financial statements.

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何索取資料的請求，本公司董事認為無法及實際上難以確定本公司於當前及過往年度之金額是否完整、存在及準確。因此，於財務報表批准日期，本公司董事概不就所得稅開支是否完整及準確發表聲明。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 11. DIVIDENDS

No dividend has been paid or proposed by the Company during the year ended 31 December 2012 (2011: RMB Nil).

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate complete books and records of the Company for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain amounts for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness and accuracy of the dividend as of the date of approval of the financial statements.

#### 12. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic loss per share attributable to owners of the Company is based on the following data:

#### 11. 股息

本公司於截至二零一二年十二月三十一日止年度並無支付或擬派任何股息(二零一一年:人民幣零元)。

誠如財務報表附註2.1所披露,本公司董事未能找到本公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何索取資料的請求,本公司董事無法及實際上難以確定當前及過往年度之金額。因此,於財務報表批准日期,本公司董事概不就股息是否完整及準確發表聲明。

#### 12. 本公司擁有人應佔每股虧損

本公司擁有人應佔每股基本虧損乃根據下列數據計算:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
<b>Loss</b>	<b>虧損</b>		
Loss for the year attributable to owners of the Company for the purpose of basic loss per share	用於計算每股基本虧損之本公司擁有人應佔年內虧損	<b>(22,569)</b>	(1,606,997)
		2012 二零一二年	2011 二零一一年
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic loss per share	用於計算每股基本虧損之普通股加權平均數	<b>1,010,500,000</b>	1,010,500,000

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 12. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (Continued)

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate complete books and records of the Company for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not respond to any request for information, it is impossible and impracticable for the directors of the Company to ascertain amounts for the current and the previous years. No representation is therefore made by the directors of the Company as to the accuracy of the loss per share of the Company as of the date of approval of the financial statements.

The computation of the diluted loss per share for the years ended 31 December 2011 and 2012 does not assume the conversion of the Company's outstanding share option since their exercise would result in a decrease in the loss per share for both years.

#### 12. 本公司擁有人應佔每股虧損 (續)

誠如財務報表附註2.1所披露，本公司董事未能找到本公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何索取資料的請求，本公司董事無法及實際上難以確定當前及過往年度之金額。因此，於財務報表批准日期，本公司董事概不就本公司每股虧損是否準確發表聲明。

計算截至二零一一年及二零一二年十二月三十一日止年度之每股攤薄虧損並未假設轉換本公司之尚未行使購股權，因為行使該等購股權將導致該兩年之每股虧損減少。



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

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

The above items of property, plant and equipment, other than construction in progress, after taking into account of their estimate residual values, are depreciated on a straight-line basis at the following rates per annum:

Buildings	20 years
Plant and machinery	10 years
Furniture, fixtures and office equipment	5 years
Motor vehicles	8 years

As disclosed in note 2.1 to the financial statements, the directors of the Company are unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the balances for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, existence and accuracy of the property, plant and equipment of the Company as of the date of approval of the financial statements.

#### 13. 物業、廠房及設備(續)

物業、廠房及設備的上述項目，除在建工程外，計及其估計剩餘價值後，根據以下年限按直線法折舊：

樓宇	20年
廠房及設備	10年
傢俬、固定裝置及辦公設備	5年
汽車	8年

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何資料的請求，本公司董事認為無法及實際上難以確定本公司於當前及過往年度之結餘是否完整、存在及準確。因此，於財務報表批准日期，本公司董事概不就本公司之物業、廠房及設備是否完整、存在及準確發表聲明。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 14. PREPAID LEASE PAYMENTS

#### 14. 預付租賃款

		2012	2011
		二零一二年	二零一一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Analysed for reporting purpose as:	按呈報用途分析如下：		
— Non-current assets	— 非流動資產	—	—
— Current assets	— 流動資產	—	—
		—	—

As disclosed in note 2.1 to the financial statements, the directors of the Company is unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the balances for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, existence and accuracy of the prepaid lease payments of the Company as of the date of approval of the financial statements.

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何資料的請求，本公司董事認為無法及實際上難以確定本公司於當前及過往年度之結餘是否完整、存在及準確。因此，於財務報表批准日期，本公司董事概不就本公司之預付租賃款是否完整、存在及準確發表聲明。



## Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 15. INTANGIBLE ASSETS

## 15. 無形資產

		Trademarks 商標 RMB'000 人民幣千元
<b>COST</b>	<b>成本</b>	
At 1 January 2011	於二零一一年一月一日	15,200
De-consolidation of De-consolidated Subsidiaries (note 5(a))	取消綜合入賬附屬公司 取消綜合入賬(附註5(a))	(15,200)
At 31 December 2011 and 2012	於二零一一年及二零一二年十二月三十一日	—
<b>AMORTISATION</b>	<b>攤銷</b>	
At 1 January 2011	於二零一一年一月一日	3,665
De-consolidation of De-consolidated Subsidiaries (note 5(a))	取消綜合入賬附屬公司 取消綜合入賬(附註5(a))	(3,665)
At 31 December 2011 and 2012	於二零一一年及二零一二年十二月三十一日	—
<b>CARRYING VALUES</b>	<b>賬面值</b>	
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>	—
At 31 December 2011	於二零一一年十二月三十一日	—

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the balances for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, existence and accuracy of the intangible assets of the Company as of the date of approval of the financial statements.

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何資料的請求，本公司董事認為無法及實際上難以確定本公司於當前及過往年度之結餘是否完整、存在及準確。因此，於財務報表批准日期，本公司董事概不就本公司之無形資產是否完整、存在及準確發表聲明。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 16. DEFERRED TAX ASSETS AND LIABILITIES

The following are the Company's major deferred tax assets (liabilities) recognised and the movements thereon, during the current and prior years:

#### 16. 遞延稅項資產及負債

以下為本公司於當前年度及上個年度已確認的遞延稅項資產(負債)及其變動:

		Timing difference on expenses recognition 確認開支的 時間性差異 RMB'000 人民幣千元	Fair value adjustments on acquisition 收購時 公平值調整 RMB'000 人民幣千元	Withholding tax on undistributed dividend 未分配股息 預扣稅 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2011	於二零一一年一月一日	(3,441)	11,407	11,553	19,519
De-consolidation of De-consolidated Subsidiaries (note 5(a))	取消綜合入賬附屬公司 取消綜合入賬(附註5(a))	3,441	(11,407)	(11,553)	(19,519)
<b>At 31 December 2011 and 2012</b>	<b>於二零一一年及 二零一二年十二月三十一日</b>	—	—	—	—

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the balances for the current and the previous years. No representation is therefore made by the directors of the Company as to completeness and the accuracy of the deferred tax assets/(liabilities) of the Company as of the date of approval of the financial statements.

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何資料的請求，本公司董事認為無法及實際上難以確定本公司於當前及過往年度之結餘是否完整、存在及準確。因此，於財務報表批准日期，本公司董事概不就本公司遞延稅項資產/(負債)是否完整及準確發表聲明。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 17. INVENTORIES

#### 17. 存貨

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Inventories	存貨	—	—

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the balances for the current and the previous years. No representation is therefore made by the directors of the Company as to completeness and the accuracy of the inventories as of the date of approval of the financial statements.

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何資料的請求，本公司董事認為無法及實際上難以確定本公司於當前及過往年度之結餘是否完整、存在及準確。因此，於財務報表批准日期，本公司董事概不就存貨是否完整及準確發表聲明。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 18. TRADE AND OTHER RECEIVABLES

#### 18. 應收貿易賬款及其他應收款項

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Trade receivables	應收貿易賬款	—	787
Impairment losses recognised	已確認減值虧損	—	787 (787)
		—	—

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate complete books and records for the current year and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the balances for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, existence and accuracy of the trade and other receivables of the Company, or to perform a detailed analysis of the Company's trade and other receivable aging, credit policy and impairment assessment.

誠如財務報表附註2.1所披露，本公司董事未能找到本公司當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何資料的請求，本公司董事無法及實際上難以確定當前及過往年度之結餘。因此，本公司董事概不就本公司之應收貿易賬款及其他應收款項是否完整、存在及準確發表聲明，或詳細分析本公司之應收貿易賬款及其他應收款項之賬齡、信貸政策及減值評估。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 19. BANK BALANCES AND CASH

As at 31 December 2012, the Company's bank balances carry market interest rate of 0.1% per annum (2011: 0.39% per annum).

The Company's bank balances and cash denominated in the following currencies:

##### Currency:

United States dollars (the "USD")

HK\$

##### 貨幣：

美元(「美元」)

港元

2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

93	3
297	—

The Company's bank balances and cash denominated in RMB are not a freely convertible currency in the international market. The remittance of RMB out of the PRC is subject to exchange restrictions imposed by the Government of the PRC.

As disclosed in note 32 of the Group's consolidated financial statements for the year ended 31 December 2010, a bank balances and cash amounted to approximately RMB11,523,000 was recorded on the statement of financial position of the Company at 31 December 2010. Except for bank balances of approximately RMB3,000, the directors of the Company have been unable to locate the bank accounts and whereabouts of the bank balances and cash. The Company engaged the Forensic Accountants to conduct investigations, including (i) send letters to the Predecessor Auditors to request them provide the relevant bank information; and (ii) send letters to banks in Hong Kong (including licensed banks, restricted licensed banks and deposit-taking companies) (collectively referred as to the "Banks") to make enquiry on whether the Company maintained any bank accounts in the Banks. However, as of the date of approval of the financial statements, the Predecessor Auditors only replied that the relevant information was not available as it was located in their PRC office. In addition, no Banks have indicated the existence of any bank accounts of the Company up to the date of approval of the financial statements. Given these circumstances, the directors of the Company recognised a loss of approximately RMB11,520,000 as other suspense account in the statements of profit or loss and other comprehensive income for the year ended 31 December 2011.

#### 19. 銀行結餘及現金

於二零一二年十二月三十一日，本公司的銀行結餘按市場年利率0.1%（二零一一年：年利率0.39%）計息。

本集團的銀行結餘及現金按下列貨幣計值：

本銀行結餘及現金按人民幣計值，於國際市場非自由兌換貨幣。中國境外人民幣匯款須遵守中國政府實施的外匯限制。

誠如本集團截至二零一零年十二月三十一日止年度的綜合財務報表附註32所披露，銀行結餘及現金約人民幣11,523,000元已記入本公司於二零一零年十二月三十一日之財務狀況表。除了約人民幣3,000元之銀行結餘外，本公司董事未能找到銀行賬戶以及該等銀行結餘及現金的下落。本公司已委聘法證會計師作出調查，包括：(i)發信予前任核數師要求對方提供相關銀行資料；及(ii)發信予在香港之銀行(包括持牌銀行、有限牌照銀行及接受存款公司)(統稱「該等銀行」)，查詢本公司是否在該等銀行開設了任何銀行賬戶。然而，於財務報表批准日期，前任核數師僅回覆稱未能提交相關資料，因其放置於前任核數師在中國之辦事處。此外，截至財務報表批准日期止，該等銀行均未示意有任何本公司銀行賬戶存在。考慮到該等情況，本公司董事於截至二零一一年十二月三十一日止年度之損益及其他全面收益表確認虧損約人民幣11,520,000元為其他懸欠賬項。

## Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 19. BANK BALANCES AND CASH (Continued)

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate the complete books and records of the Company, including books and records of certain bank transactions of the Company took place for the year ended 31 December 2012. Given the incomplete books and records of the Company and the Company's previous management did not response to any request for information, it would be impossible and impracticable to ascertain these bank transactions which took place for the year ended 31 December 2012 and to obtain sufficient documentary information to satisfy themselves regarding the nature, completeness, existence and accuracy of these bank transactions. Given these circumstances, the directors of the Company have recognised (i) losses of approximately RMB8,569,000 in respect of the aggregate amounts of the credit balances of bank transactions took place during the year ended 31 December 2012 as other suspense accounts in the statements of profit or loss and other comprehensive income for the year ended 31 December 2012; and (ii) liabilities of approximately RMB8,956,000 in respect of the aggregate amounts of the debit balances of bank transactions took place during the year ended 31 December 2012 as other payables in the statements of financial position as at 31 December 2012. No representation is therefore made by the directors of the Company as to the completeness, existence and accuracy of the bank balances and cash transactions as of the date of approval of the financial statements.

### 19. 銀行結餘及現金(續)

誠如財務報表附註2.1所披露，本公司董事未能找到本公司之完整賬冊及記錄，包括本公司於截至二零一二年十二月三十一日止年度進行若干銀行交易之賬冊及記錄。由於本公司賬冊及記錄不完整及本公司前任管理層並無回應任何索取資料的請求，故無法及實際上難以確定於截至二零一二年十二月三十一日止年度進行之該等銀行交易及取得充足文檔資料使彼等信納該等銀行交易的性質、是否完整、存在及準確。基於此等情況，本公司董事已(i)就截至二零一二年十二月三十一日止年度進行銀行交易之信貸結餘總額，在截至二零一二年十二月三十一日止年度之損益及其他全面收益表確認虧損約人民幣8,569,000元為其他懸欠賬項；及(ii)就截至二零一二年十二月三十一日止年度進行銀行交易之借方結餘總額，在二零一二年十二月三十一日之財務狀況表確認負債約人民幣8,956,000元為其他應付款項。因此，於財務報表批准日期，本公司董事概不就本公司之銀行結餘及現金交易是否完整、存在及準確發表聲明。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 20. ACCRUED EXPENSES AND OTHER PAYABLES 20. 應計開支及其他應付款項

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Accrued expenses	應計開支	1,729	828
Amount due to a subsidiary	應付附屬公司款項	810	810
Other payables	其他應付款項	12,543	3,587
		<b>15,082</b>	<b>5,225</b>

As disclosed in notes 2.1 and 19 to the financial statements, the directors of the Company have been unable to locate and get access to books and records of the Company. In addition, the directors of the Company have been unable to locate books and records of certain bank transactions took place for the year ended 31 December 2012. Given incomplete books and records of the Company and the Company's previous management did not response to any request for information, it would be impossible and impracticable to ascertain these bank transactions took place for the year ended 31 December 2012 and to obtain sufficient documentary information to satisfy themselves regarding the nature, completeness, existence and accuracy of these bank transactions. Given these circumstances, the directors of the Company have recognised liabilities of approximately RMB8,956,000 in respect of the aggregate amounts of the debit balances of bank transactions took place for the year ended 31 December 2012 in the statements of financial position as at 31 December 2012.

As further disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the balances of the amount due to a subsidiary and other payables for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, existence and accuracy of the accrued expenses and other payables as of the date of approval of the financial statements.

誠如財務報表附註2.1及19所披露，本公司董事未能找到及查閱本公司之賬冊及記錄。此外，本公司董事未能找到於截至二零一二年十二月三十一日止年度進行若干銀行交易之賬冊及記錄。由於本公司賬冊及記錄不完整及本公司前任管理層並無回應任何索取資料的請求，故無法及實際上難以確定於截至二零一二年十二月三十一日止年度進行之該等銀行交易及取得充足文檔資料使彼等信納該等銀行交易的性質、是否完整、存在及準確。基於此等情況，本公司董事已就截至二零一二年十二月三十一日止年度進行銀行交易之借方結餘總額，在二零一二年十二月三十一日之財務狀況表確認負債約人民幣8,956,000元。

誠如財務報表附註2.1進一步披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何索取資料的請求，本公司董事無法及實際上難以確定當前及過往年度之應付附屬公司款項及其他應付款項之結餘。因此，於財務報表批准日期，本公司董事概不就應計開支及其他應付款項是否完整、存在及準確發表聲明。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 21. BORROWINGS

## 21. 借款

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Bank borrowings	銀行借款		
— Unsecured	— 無抵押	—	—

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the balances for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, existence and accuracy of the borrowings as of the date of approval of the financial statements.

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何資料的請求，本公司董事認為無法及實際上難以確定本公司於當前及過往年度之結餘是否完整、存在及準確。因此，於財務報表批准日期，本公司董事概不就借款是否完整、存在及準確發表聲明。

## 22. SHARE CAPITAL

## 22. 股本

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Ordinary shares	普通股		
Authorised:	法定：		
As at 31 December 2011 and 31 December 2012 (HK\$0.00001 each)	於二零一一年十二月三十一日及 二零一二年十二月三十一日 (每股0.00001港元)	38,000,000,000	380



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 22. SHARE CAPITAL (Continued)

##### Share capital

		22. 股本(續)		
		股本		
		Number of	HK\$'000	RMB'000
		shares	千港元	人民幣千元
		股份數目		
Issued:	已發行:			
As at 31 December 2011	於二零一一年十二月三十一日及			
and 31 December 2012	二零一二年十二月三十一日	1,010,500,000	10	9

#### 23. SHARE-BASED PAYMENTS

As set out in note 16 of the Company's interim report for the six months ended 30 June 2011 which were authorized for issue on 18 August 2011 (the "2011 Interim Report"), the Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 10 October 2010 for the purpose to reward the directors and employees who have contributed to the Group and to encourage the directors and employees to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole, and will expire on 9 October 2020. Under the Scheme, the board of directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Scheme of the Company shall not, in the absence of shareholders' approval, in aggregate exceed 10% in nominal amount of the aggregate of shares in issue on the listing date.

The maximum number of shares issued and to be issued upon exercise of the options granted to each grantee under the Scheme in any 12-month period shall not exceed 1% of the shares in issue for the time being.

#### 23. 以股份為基礎付款

誠如經批准於二零一一年八月十八日刊發之本公司截至二零一一年六月三十日止六個月之中期報告(「二零一一年中期報告」)附註16所載述，本公司購股權計劃(「該計劃」)乃根據於二零一零年十月十日通過的決議案採納，以獎勵為本集團作出貢獻的董事及僱員，並鼓勵董事及僱員致力於為本公司及其股東之整體利益而提升本公司及其股份的價值，該計劃將於二零二零年十月九日屆滿。根據該計劃，本公司董事會或會向合資格僱員(包括本公司及其附屬公司董事)授出購股權，以認購本公司股份。

未經股東批准，根據本公司該計劃將予授出的所有購股權獲行使而發行的股份最高數目合共不得超過於上市日期已發行股份總數賬面值的10%。

因行使根據該計劃授予各承授人的購股權獲行使而發行及將予發行的股份數目於任何12個月期間最多不得超過當時已發行股份之1%。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 23. SHARE-BASED PAYMENTS (Continued)

Where any further grant of options to a director or employee would result in the shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the shares in issue, such further grant must be separately approved by shareholders in general meeting with such director or employee and his associates abstaining from voting. The Company must send a circular to the shareholders disclosing the identity of the director or employee in question, the number and terms of the options to be granted (and options previously granted to such director or employee) and such other information required under the Listing Rules.

At any time, the maximum number of shares which may be issued upon exercise of all options which then have been granted and have yet to be exercised under the Scheme shall not in aggregate exceed 30% of the shares in issue from time to time.

As disclosed in the Company's announcement on 28 April 2011 and the 2011 Interim Report, the Company granted to eligible directors and employees ("Grantees") 27,000,000 share options (the "Share Options") to subscribe for ordinary shares of HK\$0.00001 each in the Company, at an exercise price of HK\$3.512 per share. The Share Options vested on 28 October 2012 and the exercisable period of the Share Options was from 28 October 2012 to 27 October 2014.

The closing price of the Company's shares immediately before 28 April 2011, the date of grant, was HK\$3.15 per share.

#### 23. 以股份為基礎付款(續)

向董事或僱員進一步授出購股權，將導致當於截至及包括該進一步授出日期止12個月期間內所有已授予及將授予該名人士的購股權(包括已行使、註銷及尚未行使購股權)獲行使時的已發行股份及將予發行股份合共超過已發行股份的1%，該進一步授出必須個別由股東於股東大會上批准，而董事或僱員及其聯繫人士須於該股東大會上放棄投票。本公司必須向股東寄發通函，披露董事會或僱員的身份、將予授出的購股權(以及早前向該董事或僱員授出的購股權)數目及條款，以及該等根據上市規則規定的其他資料。

於任何時間，可能因行使所有當時已授出惟尚未根據該計劃獲行使的購股權而予以發行的股份最高數目合共不得超過不時已發行股份的30%。

誠如本公司日期為二零一一年四月二十八日之公告及二零一一年中期報告所披露，本公司向合資格董事及僱員(「承授人」)授出27,000,000份購股權(「購股權」)，以行使價每股3.512港元認購本公司每股0.00001港元的普通股。購股權已於二零一二年十月二十八日歸屬，而購股權的行使期為二零一二年十月二十八日至二零一四年十月二十七日。

本公司股份於緊接二零一一年四月二十八日(授出日期)前的收市價為每股3.15港元。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 23. SHARE-BASED PAYMENTS (Continued)

Pursuant to the monthly return on equity issuer on movements in securities submitted by the Company dated 6 November 2012, 3,000,000 share options have been lapsed up to October 2012. Details of the movement of the Share Options during the current and the previous years and the outstanding number of share options balance as at 31 December 2012 are as follows:

		Number of share options 購股權數目
Balance as at 1 January 2011	於二零一一年一月一日之結餘	—
Share options granted during the year	年內授出購股權	27,000,000
Balance as at 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日及 二零一二年一月一日之結餘	27,000,000
Lapsed of share options	購股權失效	(3,000,000)
Balance as at 31 December 2012	於二零一二年十二月三十一日之結餘	24,000,000

As further disclosed in the 2011 Interim Report, the total fair values of the options determined at the date of grant using the Binomial model were HK\$28,701,000 (equivalent to RMB23,868,000). The following assumptions were used to calculate the fair value of share options:

#### 23. 以股份為基礎付款(續)

根據本公司提交日期為二零一二年十一月六日之股份發行人的證券變動月報表，截至二零一二年十月有3,000,000份購股權已失效。當前及過往年度之購股權變動詳情以及二零一二年十二月三十一日之餘下尚未行使購股權數目如下：

誠如二零一一年中期報告進一步披露，於授出日期使用二項式模式釐定的購股權公平值總額為28,701,000港元(相等於人民幣23,868,000元)。以下乃用以計算購股權公平值的假設：

		28 April 2011 二零一一年 四月二十八日
Grant date share price	授出日期股價	HK\$3.15港元
Exercise price	行使價	HK\$3.512港元
Expected volatility	預期波幅	50%
Dividend yield	股息率	0%
Risk-free interest rate	無風險利率	1.2%

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 23. SHARE-BASED PAYMENTS (Continued)

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the Share Options are based on the directors' best estimate. Changes in variables and assumptions may result in changes in the fair value of the options.

As disclosed in the Company's announcement dated 28 April 2011 and the 2011 Interim Report, the Share Options would be vested on 28 October 2012. In the opinion of the directors of the Company, the Company recognised share-based payments of approximately RMB13,099,000 based on the vesting period and which has been charged to the statements of profit or loss and other comprehensive income for the year ended 31 December 2012 (2011: RMB10,769,000). As further disclosed in the Company's monthly return dated 6 November 2012, 3,000,000 share options have been lapsed and the Company transferred the balance of the share option reserve of approximately HK\$2,652,000 (2011: RMB Nil) to accumulated losses accordingly.

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years including the Scheme, books and records relating to the Share Options and the details of the fair value assessment underlying the Share Options. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the balances for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, existence and accuracy of the share-based payments transaction and other information as disclosed in this note as of the date of approval of the financial statements.

#### 23. 以股份為基礎付款(續)

二項式模式乃用以估計購股權之公平值。計算購股權公平值時所用之變量及假設乃基於董事之最佳估計。購股權之公平值可能因不同變量及假設而變動。

誠如本公司日期為二零一一年四月二十八日之公告及二零一一年中期報告所披露，購股權將於二零一二年十月二十八日歸屬。本公司董事認為，本公司根據歸屬期確認以股份為基礎付款約人民幣13,099,000元，並於截至二零一二年十二月三十一日止年度之損益及其他全面收益表內扣除(二零一一年：人民幣10,769,000元)。此外，另如本公司日期為二零一二年十一月六日之月報表所進一步披露，3,000,000份購股權已失效及本公司已據此轉移約2,652,000港元(二零一二年：人民幣零元)之購股權儲備結餘至累計虧損。

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄，包括該計劃、有關購股權之賬冊及記錄，以及評估相關購股權公平值之詳情。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何資料的請求，本公司董事認為無法及實際上難以確定本公司於當前及過往年度之結餘是否完整、存在及準確。因此，於財務報表批准日期，本公司董事概不就以股份為基礎付款交易及於本附錄披露之其他資料是否完整、存在及準確發表聲明。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 24. RETIREMENT BENEFIT PLANS

The employees of the Company in the PRC are members of a state-managed retirement benefits scheme operated by the PRC Government. The Company is required to contribute a specified percentage of its payroll costs to the retirement benefits scheme to fund the benefits. The only obligation of the Company with respect to the retirement benefits scheme is to make the specified contributions under the scheme.

The amounts of contributions made by the Company in respect of the retirement benefit scheme during the year ended 31 December 2012 are disclosed in note 7.

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the amounts for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, existence and accuracy of the retirement benefit plans as of the date of approval of the financial statements.

#### 24. 退休福利計劃

本公司於中國的僱員均為中國政府經辦的國有管理退付福利計劃成員。本公司須以其薪資成本特定百分比向退休福利計劃供款，以為福利撥付資金。本公司就退休福利計劃應擔唯一責任為根據計劃繳撥特定供款。

於截至二零一二年十二月三十一日止年度，本公司就退休福利計劃繳撥供款金額披露於附註7。

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何資料的請求，本公司董事認為無法及實際上難以確定本公司於當前及過往年度之賬款是否完整、存在及準確。因此，於財務報表批准日期，本公司董事概不就退休福利計劃是否完整、存在及準確發表聲明。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 25. RELATED PARTY TRANSACTIONS

##### (a) Balances with related parties

Save as disclosed in notes 18 and 20 to the financial statements, the Company did not have any significant material related party transactions during the year.

##### (b) Key management personnel emoluments

The remuneration for key management is disclosed in note 8.

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not respond to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the balances for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, existence and accuracy of the disclosure of related party transactions as of the date of approval of the financial statements.

#### 25. 關連方交易

##### (a) 關連方結餘

除綜合財務報表附註18及20所披露者外，本公司於年內並無任何重大關連方交易。

##### (b) 主要管理人員之薪酬

主要管理人員之薪酬於附註8披露。

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何資料的請求，本公司董事認為無法及實際上難以確定本公司於當前及過往年度之結餘是否完整、存在及準確。因此，於財務報表批准日期，本公司董事概不就關連方交易披露是否完整、存在及準確發表聲明。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 26. COMMITMENTS

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the amounts for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, existence and accuracy of the disclosure of commitments as of the date of approval of the financial statements.

#### 27. CONTINGENT LIABILITIES

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not response to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the amounts for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, existence and accuracy of the disclosure of contingent liabilities as of the date of approval of the financial statements.

#### 26. 承擔

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何索取資料的請求，本公司董事認為無法及實際上難以確定本公司於當前及過往年度之金額。因此，於財務報表批准日期，本公司董事概不就承擔披露是否完整、存在及準確發表聲明。

#### 27. 或然負債

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何索取資料的請求，本公司董事無法及實際上難以確定於當前及過往年度之金額。因此，於財務報表批准日期，本公司董事概不就或然負債披露是否完整、存在及準確發表聲明。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 28. EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in the financial statements, the Company had the following events after the end of the reporting period:

##### Changes in the directors of the Company

- (i) Mr. Chiang was resigned as independent non-executive director of the Company with effect from 31 December 2013.
- (ii) Mr. Ng was appointed as executive director of the Company with effect from 5 September 2013.
- (iii) Ms. Kou Mei In was appointed as non-executive director and chairlady of the Company with effect from 5 September 2013.
- (iv) Mr. Sze Lin Tang was appointed as independent non-executive director of the Company with effect from 5 September 2013.
- (v) Mr. Qiu Xiaohua was appointed as independent non-executive director of the Company with effect from 24 January 2014.
- (vi) Mr. Xia resigned as executive director and deputy chief executive director of the Company on 3 January 2013.
- (vii) Mr. Zhao and Mr. Fong resigned as executive directors of the Company with effect from 10 January 2013.
- (viii) Mr. Zhao CW resigned as executive directors of the Company with effect from 21 January 2013.

#### 28. 報告期後事項

除財務報表其他部分所披露者外，本公司於報告期後有以下事項：

##### 本公司董事變動

- (i) 蔣先生辭任本公司獨立非執行董事，自二零一三年十二月三十一日起生效。
- (ii) 吳先生獲委任為本公司執行董事，自二零一三年九月五日起生效。
- (iii) 高美燕女士獲委任為本公司非執行董事及主席，自二零一三年九月五日起生效。
- (iv) 施連燈先生獲委任為本公司獨立非執行董事，自二零一三年九月五日起生效。
- (v) 邱曉華先生獲委任為本公司獨立非執行董事，自二零一四年一月二十四日起生效。
- (vi) 夏先生於二零一三年一月三日辭任本公司執行董事及副行政總裁。
- (vii) 趙先生及方先生辭任本公司執行董事，自二零一三年一月十日起生效。
- (viii) 趙傳文先生辭任本公司執行董事，自二零一三年一月二十一日起生效。



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 28. EVENTS AFTER THE REPORTING PERIOD (Continued)

##### Year 2013

(a) *The 9 January 2013 announcement*

On 2 January 2013, it was discovered that the heating pipes of the offices of the subsidiary, Da Qing Dairy, were cracked as result of severe coldness (below minus 32°C) in the northern area of the PRC and pipeline aging. Due to cracking of the heating pipes, the first and second floors of the offices have been soaked, where extensive damages were caused to the office facilities, computers and documents in the offices of the finance, logistics, administration and engineering departments of the Group.

(b) *The 18 April 2013 announcement*

On 8 February 2013, Mr. Zhao entered a sale and purchase agreement (as supplemented and rectified by a supplemental agreement dated 11 March 2013) pursuant to which Mr. Zhao agreed to sell and the New Controlling Shareholder agreed to purchase the sale shares, representing approximately 52.16% of the entire issued share capital of the Company at the Consideration of HK\$52,704,000 in cash, representing HK\$0.1 per sale share.

(c) *The 5 July 2013 Announcement*

On 5 July 2013, the New Controlling Shareholder (i) had received valid acceptances in respect of a total of 83,153,622 Shares under the share offer, representing approximately 8.23% of the existing issued share capital of the Company as at the date of this announcement and (ii) had not received any valid acceptance in respect of the share options under the option offer.

#### 28. 報告期後事項(續)

##### 二零一三年

(a) 二零一三年一月九日公告

於二零一三年一月二日，發現附屬公司大慶乳品廠廠區內辦公樓的暖氣管因為北方天氣極寒(達到零下32度以下)和管道老化的原因出現爆裂現象。管道爆裂造成辦公樓的一樓至二樓被水浸泡，對本集團財務、物流、行政和工程部辦公室內的辦公設備、電腦及文件造成廣泛破壞。

(b) 二零一三年四月十八日公告

於二零一三年二月八日，趙先生已訂立買賣協議(經日期為二零一三年三月十一日之補充協議所補充及追認)，據此，趙先生同意出售及新控股股東同意購買銷售股份(佔公司全部已發行股本約52.16%)，現金代價為52,704,000港元(即每股銷售股份為0.1港元)。

(c) 二零一三年七月五日公告

於二零一三年七月五日，新控股股東(i)根據股份要約接獲有效接納總計83,153,622股股份，佔本公司於該公告日已發行股本之約8.23%及(ii)根據購股權要約並無接獲任何有關購股權的有效接納。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 28. EVENTS AFTER THE REPORTING PERIOD (Continued)

##### Year 2013 (Continued)

(d) *The 6 November 2013 announcement*

On 6 November 2013, the Company announced it has retained the Forensic Accountants for the purpose of conducting the Forensic Investigation over the Potential Irregularities.

With effective from 25 September 2013, each of Mr. Zhao and Mr. Chiok Gay Shing Andrew ceased to be a director of Global Milk, and Mr. Maung Shwe Linn and Ms. Gao Mei Jie have been newly appointed to act as directors of Global Milk.

##### Year 2014

(e) *The 29 January 2014, 4 April 2014, 13 June 2014, 5 September 2014 and 28 November 2014 announcements*

The Forensic Accountants has commenced its work including but not limited to making inquiries and performing preliminary research on the Potential Irregularities. However, as most financial documents and records were said to be damaged and irretrievable within the Group due to the Incident and given the limited knowledge of the New Management to the Potential Irregularities, there is difficulty for the Company to reconstruct or locate such records. The Company has been making every effort to retrieve such information from different sources and parties.

#### 28. 報告期後事項(續)

##### 二零一三年(續)

(d) 二零一三年十一月六日公告

於二零一三年十一月六日，本公司已委聘法證會計師以對潛在違規事項進行法證調整。

自二零一三年九月二十五日起，趙先生及Chiok Gay Shing Andrew先生不再為Global Milk之董事，而Maung Shwe Linn先生及高美結女士獲委任為Global Milk之董事。

##### 二零一四年

(e) 二零一四年一月二十九日、二零一四年四月四日、二零一四年六月十三日、二零一四年九月五日及二零一四年十一月二十八日公告

法證會計師已展開其工作，包括但不限於就潛在違規事項作出查詢及進行初步研究。然而，鑑於發生該次事故，本集團大部分財務文件及紀錄被指受到破壞及無法復原，且新管理層對潛在違規事項的了解不足，令本公司難以重新建立或尋回該等紀錄。本公司一直努力嘗試自不同地方及相關團體搜集該等資料。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 28. EVENTS AFTER THE REPORTING PERIOD (Continued)

##### Year 2014 (Continued)

- (e) *The 29 January 2014, 4 April 2014, 13 June 2014, 5 September 2014 and 28 November 2014 announcements (Continued)*

However, field works of the Forensic Accountants has yet to commence as the Company encountered difficulties in procuring the relevant parties including the original management to cooperate to enable the field work of the Forensic Accountants to be commenced. Having said that, the Company tried its best efforts to resolve these issues in order to allow the Forensic Accountants to start its field work and to satisfy the resumption conditions imposed by the Stock Exchange as soon as possible.

In order to resolve the above difficulties, the Company engaged two PRC law firms with the objectives to: (i) effect the change of legal representatives and board of directors of the PRC Subsidiaries through legal means; and (ii) obtain the information requested by the Forensic Accountants. The Forensic Accountants have also adjusted the direction of its work plan to place more reliance on the information to be obtained from the third parties sources.

Nevertheless, in view of the uncooperative approach by the existing management of the PRC Subsidiaries, the Forensic Accountants and the Company experienced considerable difficulties in obtaining the necessary information for the purpose of the forensic review. The Forensic Investigation is still ongoing though at a slow pace in view of the difficulties involved.

According to the latest information available to the Board, the Board has reasonable belief that the PRC subsidiaries, namely Da Qing Dairy and Benniu Muye are still operating their ordinary business while Chang Qing Dairy was suspected to have suspended its production recently.

#### 28. 報告期後事項(續)

##### 二零一四年(續)

- (e) 二零一四年一月二十九日、二零一四年四月四日、二零一四年六月十三日、二零一四年九月五日及二零一四年十一月二十八日公告(續)

然而，由於本公司無法取得有關團體(包括原有管理層)的合作，致使法證會計師開展其調查工作時遇到困難，因而未能開始法證調查工作。雖然如此，本公司仍繼續嘗試並盡最大努力解決有關問題，使法證會計師可儘快開始其法證調查工作以符合聯交所設定之復牌條件。

為解決上述困難，本公司已委聘兩家中國律師事務所，主要目的為：(i)藉通過法律程序以變更中國附屬公司之法定代表人及其董事會；及(ii)取得法證會計師需要之資料。法證會計師亦已修訂其調查方向以依重由第三方來源所提供之資料。

然而，鑑於中國附屬公司現任管理層的不配合，法證會計師及本公司在法證搜證期間在取得所需資料時遇到極大的障礙。法證調查因所涉及障礙工作進度緩慢。

根據董事會所得最新資料，董事會有合理理由相信中國附屬公司(即大慶乳品廠及犍牛牧業)仍在經營一般業務，而常慶乳業最近可能已暫停生產。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 28. EVENTS AFTER THE REPORTING PERIOD (Continued)

##### Year 2014 (Continued)

- (e) *The 29 January 2014, 4 April 2014, 13 June 2014, 5 September 2014 and 28 November 2014 announcements (Continued)*

The Company has served notice to require the board of directors of the PRC Subsidiaries to effect the change of their respective legal representatives to the person nominated by the Board. However, the Board has not received any positive feedback yet and the Board is considering the available legal remedies to effect the contemplated change of the respective legal representatives.

##### Year 2015

- (f) *The 30 April 2015 announcement*

Due to insufficient financial resources of the Company, the Forensic Investigation has been temporarily halted.

While the Board will proceed with the legal remedies to effect the change in the legal representatives of the PRC Subsidiaries, the Board is not optimistic that it can be done in a short period of time. In this regard, the Board is exploring alternative approach to reflect the lack of effective control on the PRC Subsidiaries.

#### 28. 報告期後事項(續)

##### 二零一四年(續)

- (e) 二零一四年一月二十九日、二零一四年四月四日、二零一四年六月十三日、二零一四年九月五日及二零一四年十一月二十八日公告(續)

本公司已送達通知，要求中國附屬公司董事會實行將有關法定代表人變更為董事會所提名人士。然而，董事會尚未收到任何正面回應，董事會正考慮可用法律補救行動，以實行有關法定代表人擬定變動。

##### 二零一五年

- (f) 二零一五年四月三十日公告

鑑於本公司缺乏財務資源，法證調查已暫時停止。

董事會將通過法律程序變更中國附屬公司之法定代表人，惟並不樂觀能在短期內完成，董事會正研究其他方法以反映對中國附屬公司失去有效控制的情況。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 28. EVENTS AFTER THE REPORTING PERIOD (Continued)

##### Year 2015 (Continued)

##### (g) The 19 May 2015 announcement

On 14 May 2015, the Stock Exchange issued a letter informing the Company that in view of, among others, the fact that: (a) all the Company's businesses are carried out by the PRC Subsidiaries of the Company; (b) the Company has been facing difficulties in exercising control over the PRC Subsidiaries; (c) the Company was refused to access to their offices and factories and was not provided with any information, books and records; and (d) the request for changing the PRC Subsidiaries' legal representatives was not entertained, the Company has lost its control on the PRC Subsidiaries and the Stock Exchange considers that the Company is unable to maintain a sufficient level of operations or assets required under rule 13.24 of the Listing Rules to support a continued Listing. Accordingly, the Stock Exchange has decided to place the Company in the first delisting stage pursuant to Practice Note 17 of the Listing Rules.

The first delisting stage will expire on 13 November 2015. The Company is required to submit a viable resumption proposal at least ten business days before the expiry of the first delisting stage.

#### 28. 報告期後事項(續)

##### 二零一五年(續)

##### (g) 二零一五年五月十九日公告

聯交所於二零一五年五月十四日來函通知本公司鑑於(其中包括)(a)本公司所有業務均由中國附屬公司營運;(b)本公司一直無法控制中國附屬公司;(c)本公司被拒絕進入彼等之辦公室及廠房,亦不獲提供任何資料、賬簿和記錄;及(d)要求變更中國附屬公司法定代表人之提請不獲受理。聯交所認為本公司對中國附屬公司已失去有效控制,亦無足夠業務運作或資產來滿足上市規則第13.24條以維持上市地位的規定,因此,聯交所決定根據上市規則應用指引第17條將本公司列入第一階段除牌程序。

第一階段除牌程序將於二零一五年十一月十三日屆滿。本公司須在第一階段除牌程序屆滿前至少十個工作日提交可行的復牌建議。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 28. EVENTS AFTER THE REPORTING PERIOD (Continued)

### Year 2015 (Continued)

#### (h) The 1 June 2015 announcement

On 1 June 2015, the company secretary of the Company was changed to Ms. Wong Po Ling, Pauline and the address of principal place of business in Hong Kong was changed to Room 2512, 25/F., Cosco Tower, 183 Queen's Road Central, Hong Kong.

#### (i) The 23 June 2015 announcement

On 4 May 2015, the New Controlling Shareholder entered into a sale and purchase agreement with Global Courage pursuant to which the New Controlling Shareholder agreed to sell and Global Courage agreed to purchase the sale shares, representing of approximately 60.39% of the entire share capital of the Company at a consideration of approximately HK\$61,019,000, representing HK\$0.1 per sale share.

Upon completion and as at the date of this joint announcement, the Global Courage and parties acting in concert with it are interested in 610,193,622 Shares, representing approximately 60.39% of the entire issued share capital of the Company. Pursuant to Rule 26.1 of the Takeovers Code, the Global Courage is required to make an unconditional mandatory general offer in cash for all the issued shares other than those already owned by the Global Courage and parties acting in concert with it.

Head & Shoulders Securities will, on behalf of the Global Courage, make the offer, which is unconditional in all respects in compliance with the Takeovers Code, at HK\$0.10 per offer share, which is the same as the price per sale share paid by the Global Courage to the New Controlling Shareholder under the sale and purchase agreement. Veda Capital, being the financial adviser to the Global Courage in respect of the offer, is satisfied that sufficient financial resources are available to the Global Courage to satisfy full acceptances of the offer.

## 28. 報告期後事項(續)

### 二零一五年(續)

#### (h) 二零一五年六月一日公告

於二零一五年六月一日，本公司之公司秘書改為王寶玲女士，而香港主要營業地點之地址已更改為香港皇后大道中183號中遠大廈25樓2512室。

#### (i) 二零一五年六月二十三日公告

於二零一五年五月四日，新控股股東與Global Courage訂立買賣協議，據此，新控股股東同意出售及Global Courage同意收購銷售股份，佔本公司全部股本約60.39%，代價為約61,019,000港元(相當於每股銷售股份0.1港元)。

於完成交易後及截至本聯合公告日期，Global Courage及與其一致行動人士於610,193,622股股份中擁有權益，佔本公司全部已發行股本約60.39%。根據收購守則第26.1條，Global Courage須就全部已發行股份(Global Courage及與其一致行動人士已擁有之股份除外)作出無條件強制性全面收購現金要約。

聯合證券將代表Global Courage作出要約，根據收購守則，有關要約在所有方面為無條件，作價為每股要約股份0.10港元，與Global Courage根據買賣協議支付予新控股股東之每股銷售股份價格相同。智略資本(Global Courage就要約之財務顧問)信納Global Courage可得之財務資源足以滿足全面接納要約。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

#### 28. EVENTS AFTER THE REPORTING PERIOD (Continued)

##### Year 2015 (Continued)

(i) *The 23 June 2015 announcement (Continued)*

On the basis of the offer price of HK\$0.10 per offer share and 1,010,500,000 shares in issue as at the date of this joint announcement, the entire issued share capital of the Company is valued at approximately HK\$101.05 million. Excluding 610,193,622 sale shares having been acquired by Global Courage pursuant to the sale and purchase agreement, 400,306,378 Shares will be subject to the offer. Assuming there is no change in the issued share capital of the Company prior to the making of the offer, the offer is valued at approximately HK\$40.03 million.

(j) *The 23 November 2015 announcement*

On 19 November 2015, the Stock Exchange issued a letter to the Company stating that: (i) the first delisting stage has expired on 13 November 2015 but the Company has not submitted any resumption proposal before the deadline; and (ii) the Stock Exchange decided to place the Company in the second delisting stage under Practice Note 17 of the Listing Rules. The second delisting stage will expire on 18 May 2016. The Company should provide a viable resumption proposal at least 10 business days before the second delisting stage expires (i.e. 3 May 2016).

#### 28. 報告期後事項(續)

##### 二零一五年(續)

(i) 二零一五年六月二十三日公告  
(續)

根據要約價每股要約股份0.10港元及於本聯合公告日期已發行之1,010,500,000股股份，本公司全部已發行股本之估值約為101,050,000港元。不包括610,193,622股銷售股份已由Global Courage根據買賣協議收購，則要約下將有400,306,378股股份。假設作出要約前本公司已發行股本概無變動，要約之估值約為40,030,000港元。

(j) 二零一五年十一月二十三日公告

於二零一五年十一月十九日，聯交所向本公司發出函件，指(i)第一階段除牌程序於二零一五年十一月十三日已屆滿，惟本公司於限期前尚未提交任何復牌建議；及(ii)聯交所決定根據上市規則應用指引第17條將本公司列入第二階段除牌程序。第二階段除牌程序將於二零一六年五月十八日屆滿。本公司須於第二階段除牌程序屆滿前至少十個工作日(即二零一六年五月三日)提呈可行之復牌建議。

## Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

### 28. EVENTS AFTER THE REPORTING PERIOD (Continued)

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the De-consolidated Subsidiaries for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not respond to any request for information, it is impossible and impracticable for the directors of the Company to ascertain the amounts for the current and the previous years. No representation is therefore made by the directors of the Company as to the completeness, existence and accuracy of the events after the reporting period as of the date of approval the financial statements.

### 29. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

The statement of financial position and the statement of changes in equity of the Company are set out in page 52, page 53 and page 54 respectively.

### 28. 報告期後事項(續)

誠如財務報表附註2.1所披露，本公司董事未能找到及查閱本公司及取消綜合入賬附屬公司於當前及過往年度之完整賬冊及記錄。由於賬冊及記錄不完整以及本集團前任管理層並無回應任何索取資料的請求，本公司董事無法及實際上難以確定當前及過往年度之金額。因此，於財務報表批准日期，本公司董事概不就報告期後事項是否完整、存在及準確發表聲明。

### 29. 有關本公司財務狀況表的資料

本公司之財務狀況表及權益變動表分別載於第52頁、第53頁及第54頁。



## Financial Summary

### 財務概要

#### RESULTS

#### 業績

		Year ended 31 December 截至十二月三十一日止年度				
		2012	2011	2010	2009	2008
		二零一二年	二零一一年	二零一零年	二零零九年	二零零八年
		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
Revenue	收益	—	—	921,886	510,035	197,369
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(22,569)</b>	(1,606,997)	366,598	195,369	78,001
Income tax expenses	所得稅開支	—	—	(106,010)	(61,900)	(23,866)
(Loss)/profit and total comprehensive (loss)/income for the year	年內(虧損)/溢利及全面(虧損)/收益總額	<b>(22,569)</b>	(1,606,997)	260,588	133,469	54,135

#### ASSETS AND LIABILITIES

#### 資產與負債

		As 31 December 於十二月三十一日				
		2012	2011	2010	2009	2008
		二零一二年	二零一一年	二零一零年	二零零九年	二零零八年
		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
Total assets	資產總額	<b>390</b>	3	1,882,322	830,211	530,955
Total liabilities	負債總額	<b>(15,082)</b>	(5,225)	(291,316)	(527,739)	(476,820)



Daqing Dairy Holdings Limited  
大慶乳業控股有限公司