



**Lanzhou Zhuangyuan Pasture Co., Ltd.\***  
**蘭州莊園牧場股份有限公司**

*(a joint stock limited liability company incorporated in the People's Republic of China)*  
Stock Code: 1533

*Annual Report*  
**2015**



\* For identification purposes only

# ABOUT US

We are one of the leading dairy companies in Gansu and Qinghai where our operations and sales are primarily located and we operate a vertically integrated business model. Our business model covers the critical stages of the dairy industry value chain, from dairy farming, to manufacturing, and then to marketing and sales of dairy products. Our dairy farming operations aim to ensure a stable supply of high quality raw milk for our dairy product manufacturing. We believe our business model allows stringent control over each important process of dairy production and thereby guarantees the high quality and safety of our dairy products.



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# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors

Mr. Ma Hongfu  
Mr. Wang Guofu  
Mr. Chen Yuhai  
Mr. Yan Bin

### Non-Executive Directors

Mr. Yap Kean Chong  
Mr. Song Xiaopeng (*appointed on 2 March 2015*)  
Mr. Hu Jiawu (*resigned on 2 March 2015*)

### Independent Non-Executive Directors

Mr. Bai Yongzhi  
Ms. Xin Shihua  
Mr. Wong Cho Hang Stanley (*appointed on 2 March 2015*)  
Mr. Gao Xincai (*resigned on 2 March 2015*)

### Supervisors

Ms. Du Wei  
Mr. Pan Jin  
Mr. Wei Lin (*appointed on 2 March 2015*)  
Mr. Zhao Qinghua (*resigned on 2 March 2015*)

## AUDIT COMMITTEE

Mr. Bai Yongzhi (*Chairman*)  
Ms. Xin Shihua  
Mr. Wong Cho Hang Stanley

## REMUNERATION AND APPRAISAL COMMITTEE

Mr. Bai Yongzhi (*Chairman*)  
Mr. Wang Guofu  
Ms. Xin Shihua

## NOMINATION COMMITTEE

Ms. Xin Shihua (*Chairman*)  
Mr. Ma Hongfu  
Mr. Wong Cho Hang Stanley

## STRATEGY COMMITTEE

Mr. Ma Hongfu (*Chairman*)  
Mr. Song Xiaopeng  
Ms. Xin Shihua

## AUTHORISED REPRESENTATIVES

Mr. Ma Hongfu  
Mr. Li Siu Bun

## JOINT COMPANY SECRETARIES

Mr. Yan Bin (*Executive Director*)  
Mr. Li Siu Bun (*CFO*)

\* For identification purposes only

### STOCK CODE

1533

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

18/F, Edinburgh Tower, The Landmark  
15 Queen's Road Central  
Hong Kong

### REGISTERED OFFICE

Sanjiaocheng Village  
Sanjiaocheng Town  
Yuzhong County  
Lanzhou, Gansu  
PRC

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

No. 158 Yanerwan Road  
Chengguan District  
Lanzhou, Gansu  
PRC

### H SHARE REGISTRAR AND TRANSFER OFFICE

#### Computershare Hong Kong Investor Services Limited

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

### LEGAL ADVISOR (AS TO HONG KONG LAW)

#### P.C. Woo & Co.

12/F, Prince's Building  
10 Chater Road  
Central  
Hong Kong

### PRINCIPAL BANK

#### Agricultural Development Bank of China, Yuzhong County Branch

No. 19, Tai Bai Road  
Yuzhong County  
Lanzhou, Gansu  
PRC

### AUDITOR

#### KPMG

Certified Public Accountants  
8th Floor, Prince's Building  
10 Charter Road  
Central  
Hong Kong

### COMPLIANCE ADVISOR

#### GF Capital (Hong Kong) Limited

29-30/F, Li Po Chun Chambers  
189 Des Voeux Road Central  
Hong Kong

### COMPANY WEBSITE

<http://www.lzzhuangyuan.com>

# Annual Results Highlights

## FINANCIAL HIGHLIGHTS

### Results

	Years ended 31 December	
	2015 RMB'000	2014 RMB'000
Revenue	<b>585,613</b>	545,239
Gross profit	<b>185,244</b>	176,037
Profit for the year attributable to equity shareholders of the Company	<b>73,246</b>	65,409
Earnings per share (RMB)	<b>0.65</b>	0.62
Proposed dividend per share (RMB)	<b>7.12 cents</b>	–

- Revenue increased by 7.4% as compared to the year ended 31 December 2014.
- Gross profit increased by 5.2% as compared to the year ended 31 December 2014.
- Profit for the year attributable to equity shareholders of the Company increased by 12.0% as compared to the year ended 31 December 2014.

# Chairman's Statement



**Mr. Ma Hongfu**

Chairman

## REPORT TO THE SHAREHOLDERS

Dear Shareholders,

The Group's revenue for 2015 increased by 7.4% to RMB585.6 million, as compared to 2014, while the gross profit also increased by 5.2% to RMB185.2 million, as a result of the increase in the average selling prices and sales amount of Liquid Milk Products.

In view of the higher selling prices and gross profit margin of Cold Chain Liquid Milk Products as compared to other dairy products, the Group continued to implement the strategy of increasing the sales of Cold Chain Liquid Milk Products as a percentage of total sales during the year. As a result, sales of yogurt products for 2015 increased by a staggering 71.0% to RMB262.1 million, as compared to RMB153.2 million for 2014, or from 28.1% in 2014 to 44.7% in 2015 as a percentage of total sales.

In order to enlarge our market shares, we have been actively launching new products to cater for different preferences of consumers. While more expensive packaging was used and additional marketing activities were organised for such new products, the effect of the growth in sales was offset by increased cost of sales. The gross profit margin for the year was decreased from 32.3% in 2014 to 31.6% in 2015.

As one of the leading enterprises in dairy products market in northwestern China, the Group's distribution network covers most local markets in Gansu and Qinghai. As at 31 December 2015, there were 401 distributors or sales agents for our products, a significant increase as compared to 280 in 2014.

Despite the threat posed by price slashes in import larger packaged milk powder, the Group continued to hold the pole position in the market of northwestern China in firm grip as it successfully enhanced its competitive edge through ongoing efforts to optimise its product mix, develop new products and expand its sales network.

## Chairman's Statement

### FUTURE PROSPECTS

Product safety management and quality control are among the most important core values of the Group. Given the increasing consumers' awareness on health food, the demand for high-quality dairy products will embark on a rising trend, and such demand is expected to drive stable growth in the average selling prices of Liquid Milk Products.

Currently a forerunner in the dairy products market in Gansu and Qinghai, the Group intends to consolidate its market position and increase its competitive edge by focusing on the development of a wider variety of dairy products and the enrichment of its Liquid Milk Product series to meet the needs of different market segments and customer groups.

In addition to expanding its product categories, the Group also markets its products under three different brands, namely, "Zhuangyuan Ranch" (莊園牧場), "Shenghu" (聖湖) and "Yongdaobu" (永道布). "Zhuangyuan Ranch" (莊園牧場) and "Shenghu" (聖湖) are famous brand names in Gansu and Qinghai, respectively, while the Group has been engaged in the development of distribution networks in major cities in the PRC under the brand name of "Yongdaobu" (永道布) since 2014, in a bid to tap the nationwide market. Sales are expected to increase in tandem with the geographic expansion of our distribution network.

Moreover, the Group will continue to focus on the marketing and sales of Cold Chain Liquid Milk Products and other products that command high profit margins, so as to increase the sales and gross profit margin of its products. The Group plans to further expand its cold chain production facilities and distribution network in Gansu and Qinghai through the acquisition of new packaging lines and the construction of new refrigerated warehouses. It is expected that sales of our Cold Chain Liquid Milk Products and other products with high profit margins will continue to grow in the foreseeable future.

While there will be numerous challenges in the future development, the Group is confident that, with the adoption of proactive business strategies, its business performance will enjoy continued growth to the benefit of all shareholders.

**Ma Hongfu**  
*Chairman*



# Fresh Every Day





# Management Discussion and Analysis

## INDUSTRY REVIEW

In China, dairy products are mainly divided into three categories: liquid milk, milk powder, and other dairy products. Liquid milk mainly includes UHT milk, modified milk, pasteurised milk (also known as fresh milk), and yogurt, categorised by different processing techniques. Other dairy products mainly include cheese, cream, condensed milk, lactose, and so on.



China has strong consuming power in dairy products, and Chinese consumers have increasingly realised the benefits of dairy products. The market has therefore been enjoying healthy growth in recent years. According to Frost & Sullivan, the overall dairy products market increased from RMB189.5 billion in 2009 to RMB330.1 billion in 2014 in terms of retail sales value, representing a CAGR of 11.7%, and it is expected that the total retail sales value of dairy products in China is likely to grow to RMB547.2 billion in 2019, with an estimated CAGR of 10.6% from 2014 to 2019.

China's liquid milk product market has been growing rapidly in recent years, and according to Frost & Sullivan, it is projected to continue such growth in the near future. Further, with increasing awareness of health and food safety, Chinese consumers are increasingly attracted to liquid milk products with higher nutrition content and food safety assurance. The liquid milk products market in China in terms of retail sales value grew at a CAGR of 11.1% from RMB94.0 billion in 2009 to RMB159.1 billion in 2014, and is expected to further grow at a CAGR of 10.2% to RMB258.7 billion by 2019, according to Frost & Sullivan.

In particular, UHT milk (including modified milk) took a majority of share in terms of retail sales value in China, whose consumption value accounted for approximately 55.6% in 2014. During the past five years, this ratio has declined due to consumers' transferring consumption preference and is expected to maintain a downward trend in the following five years. With the rising disposable income, ongoing urbanisation progress as well as consumers' rising health awareness, the consumption and the market share of pasteurised milk among liquid milk in China are expected to increase in the future. Similar with pasteurised milk, the market share of yogurt has also been increasing among liquid milk and has become the second largest segment in China's liquid milk product market.

Compared with the overall liquid milk market in China, the liquid milk markets in Gansu and Qinghai provinces in China ("Gansu" and "Qinghai") were still at their early growth stage in 2014. Pursuant to the rising per capita disposable income and increasing regional nominal GDP of Gansu and Qinghai, the liquid milk markets in these regions are expected to grow faster in the future. According to Frost & Sullivan, the liquid milk products market in Gansu and Qinghai in terms of retail sales value grew at a CAGR of 11.0% from RMB2.1 billion in 2009 to RMB3.6 billion in 2014, and is expected to further grow at an estimated CAGR of 10.7% to RMB6.0 billion by 2019.



## Management Discussion and Analysis

### BUSINESS REVIEW



We, Lanzhou Zhuangyuan Pasture Co., Ltd.\* 蘭州莊園牧場股份有限公司 (the “Company”, together with its subsidiaries, the “Group”), are one of the leading dairy companies in Gansu and Qinghai where our operations and sales are primarily located and we operate a vertically integrated business model. Our vertically integrated business model covers the critical stages of the dairy industry value chain, from dairy farming, to manufacturing, and then to marketing and sales of dairy products. Our dairy farming operations aim to ensure stable supply of high quality raw milk for our dairy product manufacturing. We owned and operated five dairy farms and collectively operated three dairy farms through cooperation with local dairy farmers. Our strategy is to expand the herd size of dairy cows in our self-operated dairy farms and existing collectively-operated dairy farms so that approximately 60% of our raw milk requirement could be sourced internally in the near future, which will enable us to achieve balanced, complementary yet diverse sources of raw milk supply to satisfy our dairy product manufacturing need. We believe our vertically integrated business model allows stringent control over each important process of dairy production and thereby guarantees the high quality and safety of our dairy products.

We offer a broad range of dairy products tailored to the needs and taste preferences of different consumer groups. Our principal products sold to retail consumers, mainly through distributors and sales agents, include (i) liquid milk products, which comprise pasteurised milk (i.e., fresh milk), UHT milk, modified milk and yogurt, and (ii) milk beverages. We place strong emphasis on our product development to continuously develop new products that meet the evolving tastes and preference of our consumers, which differentiates us from our competitors in the region. We market our products under three different brands, namely Zhuangyuan Ranch (莊園牧場), Shenghu (聖湖) and Yongdaobu (永道布). Our Zhuangyuan Ranch (莊園牧場) and Shenghu (聖湖) brands are widely recognised in Gansu and Qinghai, respectively. In 2014, we started to market and sell under the Yongdaobu (永道布) brand our specialty dairy products featuring yak milk ingredient, which is richer in protein, fat and other minerals such as calcium and phosphorus compared to normal cow milk, and other specialty products featuring Qinghai-Tibet Plateau characteristics, such as highland barley and black goji berry which are unique to the Qinghai-Tibet Plateau. We plan to position this brand for the nation wide market. We plan to develop our distribution network for the sales of our Yongdaobu (永道布) products outside Gansu and Qinghai and focus on major cities in China.

We introduced to the market our Cold Chain Liquid Milk Products (i.e., pasteurised milk and yogurt) since the commencement of our production of dairy products in 2000, and we made a strategic decision in 2012 to enhance our efforts in the development and sales of such products, which we believe will represent the new consumption trend in the near future. Since then, we have been making continuous effort to expand



\* For identification purpose only.

## Management Discussion and Analysis

our production capacity and distribution network of our Cold Chain Liquid Milk Products (i.e., liquid milk products that have a short shelf life between 3 to 21 days and need to be stored at low temperature of 2°C–6°C, which include pasteurised milk and yogurt products). As a result, we have become a major player in the sales of Cold Chain Liquid Milk Products in the Gansu and Qinghai regional market. We believe that we are well positioned to compete in the Cold Chain Liquid Milk Product market in Gansu and Qinghai due to our close proximity to the local market and our established local distribution network. We plan to continue to expand our cold chain production capacity and distribution network to increase the sales of Cold Chain Liquid Milk Products in the Gansu and Qinghai regional market and then further expand into other provinces in the northwestern China market.

While focusing on the Cold Chain Liquid Milk Product market, we also leveraged on our strong brand recognition in the regional market to continue to strengthen the sales of our popular UHT milk and modified milk products, thereby maintaining our diversified product offerings. For example, condensed modified milk using Tetra Prisma and other aseptic carton packaging has become one of our popular products since its launch in 2013 due to the general acceptance of its taste which is catered to the preference of local customers, allowing us to command higher selling price and gross profit margin. Going forward, we intend to continue our efforts in the sales of our UHT milk and modified milk products that are popular among local customers to maintain our diversified product offerings.

### Key financial ratios

The table below sets out our key financial ratios as at the dates indicated:

	2015	2014
Current ratio <sup>(1)</sup>	<b>0.87</b>	0.68
Net gearing ratio <sup>(2)</sup>	<b>27.0%</b>	49.4%
Quick ratio <sup>(3)</sup>	<b>0.71</b>	0.49
Return on equity <sup>(4)</sup>	<b>12.3%</b>	14.1%
Return on assets <sup>(5)</sup>	<b>5.8%</b>	5.8%

Notes:

- (1) Current assets/current liabilities.
- (2) (Debts including bank loans and obligations under finance leases – cash and cash equivalents as at the end of the year)/total equity attributable to equity shareholders of the Company x 100%.
- (3) (Current assets – inventory)/current liabilities.
- (4) Net profit for the year/(total equity attributable to equity shareholders of the Company as at the beginning of the year + total equity attributable to equity shareholders of the Company as at the end of the year)/2 x 100%.
- (5) Net profit for the year/(total assets as at the beginning of the year + total assets as at the end of the year)/2 x 100%.

## Management Discussion and Analysis

### Biological Assets

During the year ended 31 December 2015 (the “Reporting Year”), our biological assets comprised of dairy cows. Dairy cows are further categorised into calves, heifers and milkable cows. The following table sets out the value of our biological assets as at 31 December of 2015 and 2014:

	As at 31 December	
	2015 RMB'000	2014 RMB'000
<b>Dairy cows</b>		
Milkable cows	75,862	54,359
Heifers	49,714	44,524
Calves	7,924	4,381
<b>Total</b>	<b>133,500</b>	103,264

The numbers of dairy cows in our self-owned dairy farms are summarised as follows:

	As at 31 December	
	2015 (Heads)	2014 (Heads)
<b>Dairy cows</b>		
Milkable cows	2,791	2,180
Heifers	2,358	2,137
Calves	791	505
<b>Total</b>	<b>5,940</b>	4,822

## Management Discussion and Analysis

### Dairy Farming

- **Milk yield**

We produced approximately 14,879 tonnes of raw milk for the year ended 31 December 2015, representing an increase of approximately 10.0% from about 13,528 tonnes in 2014. The improved results were attributable to the increase in number of milkable cows and average milk yield per milkable cow per annum.

During the Reporting Year, our milkable cows had an average milk yield per milkable cow per annum increased from 5.7~6.2 tonnes during 2014 to 6.0~6.4 tonnes during 2015.

### Dairy Products Production

In 2015, the level of competition in the market of domestic dairy products, especially liquid milk products, continuously increased due to the decreasing prices of imported milk powders in large packages. In response to these market conditions, we continuously optimized our product mix using our advantages of milk sources produced by our own farms and of our quality dairy products with high protein and fresh dairy milk products, thus strengthening our differentiated competitiveness, and focused on developing the northwestern China market.

- **Optimizing Liquid Milk Product Mix**

Product mix has affected our revenue, gross profit and gross profit margin in the past. Following the success we achieved from our bottle packaging line which we installed in 2012 to expand our Cold Chain Liquid Milk Products, we made a strategic decision to increase the proportion of sales of Cold Chain Liquid Milk Products, which we believe will represent the consumer preferences in the near future and will provide higher selling prices and higher gross profit margin to us compared to other dairy products. We have established an extensive distribution network for our Cold Chain Liquid Milk Products in the Gansu and Qinghai regional market and purchased additional Ecolean package lines which are designed for packaging of paturised milk and yogurt products to expand our production and increase the sales of Cold Chain Liquid Milk Products. As a result, our yogurt products experienced rapid growth in sales amount, which increased from RMB153.2 million in 2014 to RMB262.1 million in 2015 and accounted for approximately 28.1% and 44.7% of our total sales. In spite of the increase in sales of Cold Chain Liquid Milk Products from different product mix with new packaging, the cost of sales increase due to more expensive packaging and more promotional activities (mainly in a form of free goods) on our new products to obtain larger market shares, the gross profit margin of our yogurt products decreased slightly from 38.2% in 2014 to 37.9% in 2015.

We have also gradually increased our sales of other high margin products such as condensed modified milk using brick shape of aseptic carton packaging. However, due to more expensive packaging and more promotional activities (mainly in a form of free goods) in the year of 2015, our gross profit margin decreased slightly to 31.6% in 2015 from 32.3% in 2014.

We plan to further increase the sales of Cold Chain Liquid Milk Products and other high margin products. We plan to further expand our cold chain production facilities and distribution network in Gansu and Qinghai by purchasing additional packaging lines and constructing additional cold warehouses. We expect sales of our Cold Chain Liquid Milk Products and high-margin products will continue to increase in the foreseeable future.

## Management Discussion and Analysis

- **Expansion of our Distribution Network**

We rely on our distribution network to sell our dairy products to end consumers. The effectiveness and geographic reach of our distribution network and sales force directly impact our sales. We have established a distribution network comprising various sales channels covering most of the local markets in Gansu and Qinghai. As at 31 December 2015, we had entered into distribution agreements with 231 distributors and 170 sales agents, as compared to 154 distributors and 126 sales agents as at 31 December 2014. To further promote our branded dairy products across the region, we aim to enhance our distribution network to deepen our regional sales and distribution network and solidify our established position in our primary markets. We also plan to continue to expand our Cold Chain Liquid Mild Products distribution network to further increase sales of our Cold Chain Liquid Milk Products. With respect to our Yongdaobu (永道布) brand which we position for national expansion, we plan to develop our distribution network for the sales of our Yongdaobu (永道布) products outside Gansu and Qinghai and focus on major cities in China. We expect our sales to increase as we expand our geographical reach and distribution channels.

- **Average Selling Price of our Liquid Milk Products**

Our revenue and profitability are affected by the average selling price of our liquid milk products, which in turn, is determined by prevailing market conditions, cost of raw materials, production costs and competition. The average selling price of our liquid milk products increased from RMB8,792 per tonne in 2014 to RMB9,139 per tonne in 2015. We believe our ability to achieve increasingly higher average selling price for our liquid milk products was primarily due to the high quality of our products and our ability to develop and launch new products catered to the evolving tastes and preferences of local consumers, as well as our success in changing the product mix of our liquid milk products to focus on marketing and sales of Cold Chain Liquid Milk Products and other high margin products.

### Quality Control

Product safety management and quality control are our core values and of paramount importance to our business. We implement stringent quality control and production safety management measures throughout our production process from the procurement of feeds, dairy farming, raw milk sourcing and processing to production, packaging, storage and delivery of our products.

Our quality control centre subdivided into four units, namely, (i) inspection unit for finished goods; (ii) inspection unit for Cold Chain Liquid Milk Products; (iii) inspection unit for auxiliary raw materials; and (iv) technology centre lab for inspecting the level of microorganism, heavy metals, and melamine in our dairy products. The quality control centre is headed by Ms. Niu Shuli (牛淑麗女士), who obtained the certificate of high quality control manager issued by the national examination and assessment committee of professionals of the PRC (全國專業人才考評專家委員會) in 2009, certificate of achievement for successful completion of Agilent GC/LC Analytical Solution Training for Milk Product Enterprise issued by Agilent University in 2011, the certificate of attendance of training course of QC/QAII issued by Tetra Pak in 2011, and the certificate of attendance of senior director of operations training course issued by the National Computer Integrated Manufacturing Systems Engineering Research Centre in Tsinghua University in 2012.

## Management Discussion and Analysis

Our quality control system is designed based on the Good Manufacturing Practices (GMPs), the Hazard Analysis and Critical Control Points (HACCPs) and the Sanitation Standard Operating Procedures (SSOPs).

GMPs are the foundation for our milk safety and milk quality programme. GMPs are implemented in four main areas of our dairy processing, specifying control measures in respect of (i) personnel hygiene; (ii) building and facilities; (iii) equipment and utensils; and (iv) production and process control.

In addition, we have also applied the principles of HACCP in the management of our milk safety. Our HACCP plan focuses on areas where problems potentially may occur and requires that production facilities be prepared to deal with problems immediately if they occur. Under our HACCP plan, we conducted a hazard analysis in order to identify any hazardous biological, chemical or physical properties in raw materials and processing steps. Based on the analysis, we identified the critical control points and establish monitoring procedures and use the monitoring results to streamline processes on a continuous basis. As a testament of our efforts in complying with HACCP, our production plants in Gansu and Qinghai received the HACCP Certification issued by the China Quality Certification Centre and Beijing Continental Hengtong Certification Co. Ltd., respectively.

Furthermore, we have also implemented the SSOPs specifying step-by-step procedures needed for processes related to sanitation. Following the SSOPs, we focus on key sanitation conditions and requirements, such as the safety of water that comes into contact with dairy products, condition and cleanliness of contact surfaces, prevention of cross-contamination from insanitary objects to dairy product, protection of dairy products and packaging materials, labelling, storage, and use of cleaning solutions and pesticides, control of employee health conditions, and exclusion of pests from the production plant.

Our quality control system is divided into six stages: (i) control over the quality of feeds; (ii) control over the quality of dairy cows; (iii) control over sourcing and processing of raw milk; (iv) control over raw materials and suppliers; (v) control over production process; and (vi) control over storage and delivery of finished products.

### Brand Building

The liquid milk product industry in China, including Gansu and Qinghai, our major markets, is highly concentrated. The competitive landscape of the dairy product industry in China can be split into three categories: (1) national brands; (2) regional brands; and (3) foreign brands. As a regional brand, we are located near to the market with shorter transportation time that guarantees better freshness. Our products are also more tailored to the taste and spending habits of end consumers. Compared with our competitors, we benefited from a stable supply of raw milk from our suppliers with whom we have developed good relationship over the years. Leveraged on our sales and distribution network through different sales channels, we have established strong brand recognition for our Zhuangyuan Ranch (莊園牧場) brand in Gansu and Shenghu (聖湖) brand in Qinghai, and marketed our Yongdaobu (永道布) branded products nationwide.

## Management Discussion and Analysis

We believe the demand for premium Cold Chain Liquid Milk Products will continue to rise along with the increased awareness of the importance of nutritional products to the health and well-being of consumers. To capture the increasing demand for Cold Chain Liquid Milk Products, we plan to continue to expand our cold chain distribution network in Gansu and Qinghai and further in northwestern China. We believe that one of the key factors to a successful cold chain distribution network is the strategic location of cold warehouses outside of our production plants as it allows our products to reach local markets within 300 kilometers radius of our cold warehouses and also allows us to have better control over the quality of the Cold Chain Liquid Milk Products during the distribution process. We currently have two cold warehouses located in Lanzhou which enables us to ship some of our Cold Chain Liquid Milk Products from our production plant to these warehouses for further distributions. We plan to increase the number of our cold warehouses to 12 in Gansu and Qinghai to penetrate into local markets to expand our coverage in the foreseeable future. Furthermore, we intend to increase local penetration in additional end-markets of Cold Chain Liquid Milk Products by constructing approximately 3,000 community milk booths in Gansu and approximately 1,000 in Qinghai by 2017.

We also seek to expand our third party distributors to deepen our regional sales and distribution network and solidify our established position in Gansu and Qinghai, our primary markets. We will also continue to develop the e-commerce sales channels and satisfy the demands and preferences of different consumer groups through the internet direct sales portal to reach a wider customer base and to adapt to consumers' purchase habit.

With respect to our Yongdaobu (永道布) brand, we believe we have accumulated sufficient knowledge and resources over the past 16 years since we started our operations in the dairy industry, and it is the appropriate time to gradually roll out our brand nationwide. To position our Yongdaobu (永道布) brand for national expansion, we have already started to arrange our distribution resource and network since 2014. As a first stage of the network establishment, we plan to develop our distribution network for the sales of our Yongdaobu (永道布) branded products outside of Gansu and Qinghai and focus on major cities in China such as Beijing and Tianjin.



## Management Discussion and Analysis

### FINANCIAL OVERVIEW

#### Revenue

The following table sets out the breakdown of sales amount, sales volume and average selling price by product types for the years ended 31 December 2015 and 2014:

	Years ended 31 December					
	Sales Amount RMB'000	2015 Sales Volume Tonne	Average Selling Price RMB/Tonne	Sales Amount RMB'000	2014 Sales Volume Tonne	Average Selling Price RMB/Tonne
<b>Liquid Milk Products</b>						
Pasteurised Milk	22,297	2,630	8,478	25,877	2,985	8,669
UHT Milk	94,106	15,249	6,171	127,904	19,790	6,463
Modified Milk	195,763	22,654	8,641	203,504	21,752	9,356
Yogurt	262,052	22,298	11,752	153,240	13,539	11,318
<b>Subtotal</b>	<b>574,218</b>	<b>62,831</b>	<b>9,139</b>	510,525	58,066	8,792
<b>Milk Beverage</b>	<b>7,131</b>	<b>1,585</b>	<b>4,499</b>	23,686	4,936	4,799
<b>Other Dairy Products</b>	<b>4,264</b>	<b>3,510</b>	<b>1,215</b>	11,028	643	17,151
<b>Total</b>	<b>585,613</b>	<b>67,926</b>	<b>8,621</b>	545,239	63,645	8,567

Our revenue increased by 7.4% from RMB545.2 million for the year ended 31 December 2014 to RMB585.6 million for year ended 31 December 2015, primarily due to an increase in our sales of liquid milk products, particularly the yogurt products.

The growth of our liquid milk business was due to the slight increase in the total volume of liquid milk products sold and change in our liquid milk product mix. During the Reporting Year, the total volume of dairy products sold increased by 6.7% from approximately 63,645 tonnes for the year ended 31 December 2014 to approximately 67,926 tonnes for the year ended 31 December 2015, primarily due to the growth of yogurt production and sales derived from our adjustment in product mix.

## Management Discussion and Analysis

### Gross profit and gross profit margin

The following table sets forth the breakdown of our cost of sales and gross profit by our product types, as well as their respective gross profit margin after biological asset fair value adjustments, for the years indicated:

	Year ended 31 December					
	Cost of sales RMB'000	2015 Gross Profit RMB'000	Gross profit margin %	Cost of sales RMB'000	2014 Gross Profit RMB'000	Gross profit margin %
<b>Liquid Milk Products</b>						
Pasteurised Milk	13,632	8,665	38.9	15,326	10,551	40.8
UHT Milk	76,999	17,107	18.2	95,087	32,817	25.7
Modified Milk	137,400	58,363	29.8	136,760	66,744	32.8
Yogurt	162,722	99,330	37.9	94,673	58,567	38.2
<b>Subtotal</b>	<b>390,753</b>	<b>183,465</b>	<b>32.0</b>	341,846	168,679	33.0
<b>Milk Beverage</b>	<b>5,866</b>	<b>1,265</b>	<b>17.7</b>	19,606	4,080	17.2
<b>Other Dairy Products</b>	<b>3,750</b>	<b>514</b>	<b>12.1</b>	7,750	3,278	29.7
<b>Total cost of sales/ Total gross profit/ Overall gross profit margin</b>	<b>400,369</b>	<b>185,244</b>	<b>31.6</b>	369,202	176,037	32.3

Our total gross profit margin of our dairy products after taking into account biological asset fair value adjustments was 32.3% for the year ended 31 December 2014 and 31.6% for year ended 31 December 2015. The decrease during the Reporting Year was primarily due to more expensive packaging and more promotional activities (mainly in a form of free goods) on our new products to obtain larger market shares which led to the increase in cost of sales.

### Gain arising on initial recognition of agricultural produce at fair value less costs to sell at the point of harvest

Our gain arising from initial recognition of agricultural produce at fair value less costs to sell at the point of harvest remain relatively stable from RMB4.9 million for the year ended 31 December 2014 to RMB4.8 million for the year ended 31 December 2015.

### Loss arising from changes in fair value less costs to sell of biological assets

We recorded loss arising from changes in fair value less costs to sell of biological assets amounted to RMB12.5 million for the year ended 31 December 2015, which decreased 14.9% from RMB14.7 million for the year ended 31 December 2014, primarily due to the increase of market price of the calves and heifers and increase of milk yield of the milkable cows.

## Management Discussion and Analysis

### Qualification and independence of the valuers

Jones Lang LaSalle (“JLL”) is a firm of independent qualified professional valuer to determine the fair value of our dairy cows for the year ended 31 December 2015. The key member of the Jones Lang LaSalle valuer is Mr. Simon M.K. Chan. Mr. Simon Chan, regional director at JLL, is a Fellow of the Hong Kong Institute of Certified Public Accountants (HKICPA) and a Fellow of CPA Australia. He is also a Certified Valuation Analyst (CVA), a member of The International Association of Consultants, Valuers and Analysts (IACVA). Mr. Chan oversees the business valuation services of JLL and has over 15 years of accounting, auditing, corporate advisory and valuation experiences. He has provided a wide range of valuation services to numerous listed and listing companies of different industries in Mainland China, Hong Kong, Singapore and the United States. JLL is an independent firm providing a full range of valuation and advisory services. The valuation results have been prepared independently. JLL and parties preparing the valuation results do not hold any interest in the Company or our related parties. The fee for providing the valuation service is based on JLL’s normal professional rates. Payment of fees and reimbursements are not contingent upon the conclusion drawn in the valuation results.

### Other net income

Other net income includes government grants, net income from sales of materials and other income. Government grants are generally obtained from our agricultural activities. For the years ended 31 December 2015 and 2014, government grants we recognized amounted to RMB15.9 million and RMB8.5 million, and sales of materials we recognized amounted to RMB4.7 million and RMB4.3 million, respectively.

### Operating expenses

	Years ended 31 December	
	2015 RMB'000	2014 RMB'000
Distribution costs	38,108	33,846
Administrative expenses	54,299	48,110
Total operating expenses	92,407	81,956

Our operating expenses increased from RMB82.0 million for the year ended 31 December 2014 to RMB92.4 million for the year ended 31 December 2015. During the Reporting Year, as we further explored the northwestern China market for our cold chain products in other major cities and maintained our geographical spread in regional key markets nationwide which required preliminary marketing expenses for securing higher sales growth and gaining larger market shares in the future, coupled with the increase in number of distributors and sales agents which led to the increase in the transportation cost and personnel expenses correspondingly.

The increase in administrative expenses was primarily due to the rise of labour costs, repairment expenses and consultation fees during the Reporting Year.

# Management Discussion and Analysis

## Net finance costs

Our net finance costs decreased by 10.1% from RMB26.4 million for the year ended 31 December 2014 to RMB23.7 million for the year ended 31 December 2015, primarily due to lower interest expenses resulting from decreased bank loans during the Reporting Year.

## Current ratio and net gearing ratio

As at 31 December 2015, our current ratio (current assets/current liabilities) was approximately 0.87 compared to 0.68 as at 31 December 2014. As at 31 December 2015, the net gearing ratio was 27.0% compared to 49.4% as at 31 December 2014. Net gearing ratio was calculated by net debt (aggregated bank loans and obligations under finance leases net of cash and cash equivalents as at the ending of the year) over total equity attributable to equity shareholders (the "Shareholders") of the Company.

## Liquidity and capital resources

During the Reporting Year, we financed our operations primarily through net cash inflows from our daily operations, proceeds from issuance of shares of the Company (the "Shares") under initial public offering and proceeds from bank loans. As at 31 December 2015 and 2014, we had RMB231.7 million and RMB215.5 million in cash and cash equivalents, respectively, which was mainly denominated in Renminbi and primarily consisted of cash on hand and bank deposits.

## Capital expenditures

We had capital expenditures of RMB102.4 million and RMB103.2 million for the years ended 31 December 2015 and 2014, respectively, which were primarily used in purchasing property, plant and equipment, settling land leases and procuring dairy cows.

## Working capital

As at 31 December 2015, we had net current liabilities of RMB70.8 million (31 December 2014: net current liabilities of RMB190.4 million).

## Indebtedness

During the Reporting Year, our borrowings were denominated in Renminbi. As at 31 December 2015, our outstanding short-term bank loans, including long-term loans due within one year, amounted to RMB356.0 million at interest rates ranging from 4.35% to 8.00% per annum. As at 31 December 2015, our outstanding long-term bank loans, net of amount due within one year, amounted to RMB59.5 million at interest rates ranging from 4.90% to 6.22% per annum.

The management believes that the existing financing resources will be sufficient to meet current operations, current and future expansion plans and, if necessary, we will be able to obtain additional financing with favorable terms. There is no material effect of seasonality on our borrowing requirements.

For the year ended 31 December 2015, we were not subject to significant exposure to interest rate risk. Hence, no financial instrument for hedging was employed.

The book value of our lease prepayments and property, plant and equipment that were used as guarantees was RMB626.5 million as at 31 December 2015 (31 December 2014: RMB590.0 million). The details of the pledge of assets are as follow: (1) Plants and buildings: RMB430.2 million; (2) Machinery and equipment: RMB178.6 million; and (3) Lease prepayments: RMB17.7 million.

## Management Discussion and Analysis

### Contingent liabilities

As at 31 December 2014 and 31 December 2015, we did not have significant contingent liabilities.

### Capital commitments

Details of capital commitments are set out in Note 33 to the Financial Statements.

### Foreign currency risk

The directors of the Company (the “Directors”) do not consider the currency risks material to the Group’s financial performance for the year ended 31 December 2015 and therefore, did not carry out any financial instruments like forward foreign currency exchange contracts to hedge such risks.

### Use of Proceeds from Listing

The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 15 October 2015 (the “Listing”). Net proceeds from the Listing amounted to approximately RMB116.0 million.

We set out below the status of the application of the net proceeds from the issue of shares in connection with the Listing:

	As of 31 December 2015	
	Actual amount used RMB'000 (%)	Intended amount to be used RMB'000 (%)
Building 3,000 community milk booths in Gansu as part of our effort to expand Cold Chain Liquid Milk Products distribution network	0 (0%)	37,130 (32%)
Financing a portion of the funds required to import approximately 5,000 dairy cows from Australia or New Zealand	8,809 (7.6%)	34,809 (30%)
Promoting our brands	1,393 (1.2%)	23,206 (20%)
Construction of our new technology centre to conduct product development activities	0 (0%)	9,283 (8%)
Working capital and other general corporate purposes	11,603 (10.0%)	11,603 (10%)
IPO proceeds not utilized	94,226 (81.2%)	N/A
Total	116,031 (100%)	116,031 (100%)

The balance of approximately RMB94.2 million has been deposited with banks and licensed financial institutions in Hong Kong and Mainland China. We currently do not have any intention to change our plan for the use of proceeds as stated in the prospectus of the Company dated 30 September 2015.

# Management Discussion and Analysis

## HUMAN RESOURCES

We had 551 employees in Mainland China and Hong Kong as at 31 December 2015 (31 December 2014: 510 employees). During the Reporting Year, total staff costs, including the portion accounted for in the profit or loss statement and capitalised to assets but excluding independent non-executive Directors' fees, were approximately RMB41.1 million (the corresponding period in 2014: RMB34.4 million).

Our remuneration policies aim to attract, retain and incentivize talents to ensure competency of our team in implementing our business strategies and to maximize shareholder value. We will regularly review our remuneration policies and employee benefits with reference to market practices and performance of individual employees.

For its employees in the PRC, the Group has participated in defined contribution benefit plans and social insurance plans organised by the relevant local governmental authorities. For its employees in Hong Kong, the Group participates in the mandatory provident fund scheme with contributions calculated in accordance with the provisions under the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong).

## CORPORATE SOCIAL RESPONSIBILITY

We believe that social responsibility is the foundation for the development of an enterprise. In our opinion, taking part in social welfare activities is an important method for an enterprise to give back to the society, as well as a key way for an enterprise to achieve mutual development and advancement with the society.

## OUTLOOK

Our goal is to further strengthen our regional market leading position and brand recognition in Gansu and Qinghai. To achieve this goal, we plan to implement the following strategies:

- Pursue our branding strategies to strengthen our branding positions under our different brands, increase our market shares and enhance consumer loyalty;
- Upgrade our cold chain distribution facilities to strengthen our regional market leader position in Gansu and Qinghai and expand our sales and distribution network;
- Improve our raw milk production capacity and quality to satisfy the needs of our fast growing business; and
- Enrich our product portfolio to address changing consumer preferences and offer new tasting experience to inspire demands for our products through our continuous product development efforts.

# Directors, Supervisors and Senior Management

## Executive Directors

**Mr. Ma Hongfu (馬紅富)**, aged 50, the founder of our Group, is the chairman of the board of Directors (the “Board”) and general manager of our Company. He was appointed to the Board on 6 April 2011. He is responsible for the overall management of our Company. Mr. Ma Hongfu worked as the general manager of Minqinxian Hongchang Agriculture and Trading Co., Ltd. (民勤縣宏昌農貿有限責任公司) from 1988 to 1999 and has more than 10 years of experience in the dairy industry. Mr. Ma Hongfu obtained a degree of Executive Master of Business Administration (EMBA) from Tsinghua University (清華大學) in July 2005. He is the legal representative of Qinghaihu Dairy Co., Ltd.\* (青海青海湖乳業有限責任公司) (“Qinghaihu Dairy”), Lanzhou Ruixing Farming Co., Ltd.\* (蘭州瑞興牧業有限公司) (“Lanzhou Ruixing”), Wuwei Ruida Pasture Co., Ltd.\* (武威瑞達牧場有限公司) (“Wuwei Ruida”), Qinghai Shengya Plateau Pasture Co., Ltd.\* (青海聖亞高原牧場有限公司) and Qinghai Shengyuan Pasture Co., Ltd.\* (青海聖源牧場有限公司).

Mr. Ma Hongfu currently is the president of the Dairy Association of Gansu Province (甘肅省奶業協會) and deputy president of the Food Industry Association of Gansu Province (甘肅省食品工業協會). In addition, he was honoured as “2004 Excellent Operator in Industrial Economic Field (2004年度工業經濟工作優秀經營者)” by Lanzhou People’s Government (蘭州市人民政府) in January 2005, and “Rural Entrepreneur of Lanzhou (蘭州市鄉鎮企業家)” by Lanzhou People’s Government in February 2005. He was also awarded the “Labour Model of Lanzhou (蘭州市勞動模範)” by Lanzhou Communist Party Committee (中共蘭州市委) and Lanzhou People’s Government in January 2005.

Mr. Ma was the committee member of 6th Yuzhong County of the National Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議榆中縣第六屆委員會委員) from November 2002 to December 2007.

**Mr. Wang Guofu (王國福)**, aged 47, is our executive Director, deputy chairman, deputy general manager and financial controller of our Company. He was appointed to the Board on 6 April 2011 and was appointed as the financial controller of the Company on the same day. Mr. Wang has more than 20 years of experience in the food industry. Mr. Wang completed his master courses majoring in Business Management in Lanzhou University (蘭州大學) in August 2005 and has accountant qualification (會計師) accredited by Gansu Province Villages and Towns Enterprise Administration Bureau Accounting Intermediate Title Examination and Appraisal Committee (甘肅省鄉鎮企業管理局會計專業中級職務評審委員會) in 2004. Prior to joining our Company, he was an accountant in Gansu Import and Export of Agricultural By-products Company (甘肅省農副產品進出口公司) from August 1990 to August 1994, and he was the financial manager and subsequently the financial controller of Lanzhou Yongtai Food Co., Ltd. (蘭州永泰食品有限公司) from November 1994 to May 2001. Mr. Wang joined our Company in August 2001. He is primarily responsible for the overall financial management of our Company. He is the legal representative of Yuzhong Ruifeng Pasture Co., Ltd.\* (榆中瑞豐牧場有限公司) and Linxia County Ruian Pasture Co., Ltd.\* (臨夏縣瑞安牧場有限公司) (“Linxia Ruian”) and the supervisor of Qinghaihu Dairy, Qinghai Shengya, Linxia County Ruiyuan Pasture Co., Ltd.\* (臨夏縣瑞園牧場有限公司) and Lanzhou Ruixing.

## Directors, Supervisors and Senior Management

### Executive Directors (Continued)

**Mr. Chen Yuhai (陳玉海)**, aged 42, is our executive Director and deputy general manager. He was appointed to the Board on 6 April 2011. After joining our Company in April 2008, Mr. Chen has served as project manager responsible for the overall work of the project development department. Mr. Chen has more than 15 years of experience in the dairy industry. Mr. Chen attended the Business Administration Chief Executive Officer Senior Training Course (工商管理總裁高級研修班) organised by Tsinghua University (清華大學) during 17 March 2011 to 19 May 2012, and the Enterprise Management Senior Research and Study Course (企業管理人員高級研修班) organised by Zhejiang University (浙江大學) in October 2010. Mr. Chen was the branch manager and deputy general manager of the marketing department of Ningxia Xiajin Dairy and Beverage Co., Ltd. (寧夏夏進乳品飲料有限公司) from October 1995 to May 2005 responsible for Henan subsidiary and marketing work in northern China regions. From June 2005 to August 2007, Mr. Chen served as the deputy general manager in Ningxia Hongguo Dairy Co., Ltd. (寧夏紅果乳業有限公司) responsible for overall marketing work. From September 2007 to April 2008, Mr. Chen worked in Ningxia Xiajin Dairy Group Co. Ltd. (寧夏夏進乳業集團股份有限公司) responsible for overall marketing work. He is the legal representative of Ningxia Zhuangyuan Pasture Co., Ltd.\* (寧夏莊園牧場有限公司) and the supervisor of Wuwei Ruida, Linxia Ruian and Qinghai Shenyuan.

**Mr. Yan Bin (閻彬)**, aged 54, is our executive Director, deputy general manager, joint company secretary, manager of securities division (證券部經理) and manager of legal department (法務部經理) of our Company. He was appointed to the Board on 6 April 2011. Mr. Yan is responsible for overseeing and supervising the internal legal matters, public relations, relationship with regulatory authority, media propaganda and press releases of our Company. Mr. Yan has more than 10 years of experience in the dairy industry. Mr. Yan obtained a bachelor of Law degree from Lanzhou University (蘭州大學) in June 1994 majoring in Administrative Management. He received economist qualification accredited by Gansu Human Resource Bureau (甘肅省人事局) and Gansu Province Title Reform Leading Group Office (甘肅省職稱改革領導小組辦公室) in April 1994. He also obtained the certificate of Human Resources Innovative Practical Senior Research and Study Programme (人力資源創新實戰高級研修班) by Tsinghua University (清華大學) in March 2011. Mr. Yan was honoured as China Annual Excellent Professional Manager (2009中國年度優秀職業經理人) in December 2009 by China SME Association (中國中小企業協會) and National Professional Manager Association (全國職業經理人協會聯盟). He is recognised as an Outstanding Corporate Management Personnel (企業管理優秀人才) on 26 May 2011 by the Committee of the Chinese Communist Party of Yuzhong County (中國共產黨榆中縣委員會) and Yuzhong County Government (榆中縣人民政府). Prior to joining our Company, Mr. Yan has worked as the administrative manager (行政部經理), assistant general manager (總經理助理) and chief administrative officer (行政總監) of Lanzhou Xuedun Biological Dairy Co., Ltd. (蘭州雪頓生物乳業公司) from 1998 to 2004. He joined our Company in March 2004 and acted as administrative manager and executive assistant to general manager.



## Directors, Supervisors and Senior Management

### Non-executive Directors

**Mr. Song Xiaopeng (宋曉鵬)**, aged 38, is our non-executive Director. He was appointed to the Board on 2 March 2015. Since November 2012, Mr. Song has been the Deputy General Manager of Shenzhen Shenshang Richland Xingye Fund Management Co., Ltd. (深圳市深商富坤興業基金管理有限公司) and, since January 2010, the investment manager and subsequently the senior investment manager in Shenzhen Richland Equities Ltd. (深圳市富坤創業投資有限公司). Mr. Song obtained his bachelor degree in Accounting from Shanxi University of Finance & Economics (山西財經大學) in March 2002. He was a qualified Certified Public Accountant of the PRC accredited by Shenzhen Institute of Certified Public Accountants (深圳市註冊會計師協會) in May 2003.

**Mr. Yap Kean Chong (葉健聰)**, aged 50, is our non-executive Director. He was appointed to the Board on 6 April 2011. Mr. Yap obtained his bachelor degree in Business in Curtin University of Technology in February 1988, and his post graduate diploma in Business from Curtin University of Technology in August 1990. He was qualified as the admitted Associate of the Institute of Chartered Secretaries and Administrators in May 1991 and received the Certificate of Membership of the Institute of Chartered Accountant in Australia in February 2002. Mr. Yap has been the director, chief executive officer and founding partner of Rico Harvest Capital (上海財晟股權投資管理有限公司) since September 2009.

### Independent Non-executive Directors

**Mr. Bai Yongzhi (白勇志)**, aged 63, is our independent non-executive Director. He was appointed to the Board on 6 April 2011. Mr. Bai received college education from Correspondence School of Central Communist Party of China (中共中央黨校函授學院) majoring in Economics and Management and graduated in June 1993. Mr. Bai received the PRC certificates of certified public accountant accredited by Gansu Institute of Certified Public Accountants (甘肅省註冊會計師協會) on 31 May 2006. Mr. Bai has been a partner and the chief accountant of Lanzhou Xinxin Accounting Firm (蘭州鑫信會計事務所) since April 2003.

**Ms. Xin Shihua (信世華)**, aged 59, is our independent non-executive Director. She was appointed to the Board on 6 April 2011. Ms. Xin received college education in Law at NorthWest University of Politics and Law (西北政法學院) and graduated in June 2001. She received the PRC Lawyer Certificate (律師資格證書) in February 1994 and the PRC Lawyer's Licence (律師執業證) in March 2010 issued by Gansu Department of Justice (甘肅省司法廳). Ms. Xin has been practicing law in Gansu Xicheng Law Firm (甘肅西成律師事務所) as a lawyer since 2007.

**Mr. Wong Cho Hang Stanley (黃楚恒)**, aged 41, is our independent non-executive Director. He was appointed to the Board on 2 March 2015. Mr. Wong is the Deputy Managing Director of Chuan Chiong Co., Ltd. (泉昌有限公司), which was founded in 1931 and is mainly engaged in wholesale and trading of Chinese medicine, food product and tea. He is the president of Hong Kong Chinese Prepared Medicine Traders Association Limited (香港中成藥商會會長) since July 2014. He is awarded the "2014 Excellence in Achievement of World Chinese Youth Entrepreneurs" (世界傑出青年華商) jointly by Yazhou Zhoukan (亞洲週刊) and World Federation of Chinese Entrepreneurs Organisation (世界華商組織聯盟). He is the committee member of 11th Fujian Provincial Committee of the National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十一屆福建省委員會委員). Mr. Wong obtained his bachelor degree in Economics, in Carleton University in 1998.

## Directors, Supervisors and Senior Management

### Supervisors

**Mr. Wei Lin (魏琳)**, aged 47, was appointed to the Supervisory Committee on 2 March 2015. Mr. Wei has been the managing partner of Gansu Hengrui Asset Valuation Firm (甘肅恒瑞資產評估事務所) since August 2008. Mr. Wei worked in ICBC Gansu Branch Lanzhou Qilihe Sub-branch from August 1987 to June 2005. He has obtained the Finance and Economics Personnel Certificate (金融經濟師證書) accredited by Ministry of Personnel People's Republic of China (中華人民共和國人事部) in October 1996 and the National Certification of Construction Cost Estimator Qualification (全國建設工程造價員資格證書) accredited by China Engineering Cost Association (中國建設工程造價管理協會) in July 2006. He was qualified as a PRC Asset Valuer accredited by the China Appraisal Society (中國資產評估協會) in August 2005. Mr. Wei has completed a three-year Finance programme in Night College of Lanzhou University of Finance and Economics (蘭州商學院) in July 1991.

**Ms. Du Wei (杜魏)**, aged 38, was appointed to the Supervisory Committee on 6 April 2011. Ms. Du has obtained the college diploma majoring in Electronic Technology and Micro-computer Application by Lanzhou University (蘭州大學) in July 2001, and was engaged in a self-learning programme of Lanzhou University majoring in Computer Science Application and graduated in June 2004. Ms. Du is also qualified as Second Level Corporate Human Resource Manager (二級企業人力資源管理師) by the Occupational Skill Testing Centre of Human Resource and Social Security Department (人力資源和社會保障部職業技能鑒定中心) in December 2013. Ms. Du joined our Company in March 2008 and used to serve as the person-in-charge in our human resource department. Ms. Du is currently the manager of our human resource department responsible for management of human resource of our Company.

**Mr. Pan Jin (潘錦)**, aged 48, was appointed to the Supervisory Committee on 30 July 2011. Mr. Pan obtained his master degree in executive Business Administration from Sun Yat-sen University (中山大學) in December 2013. He received the PRC certificates of certified public accountant accredited by Hubei Provincial Institute of Chartered Accountants (湖北省註冊會計師協會) in August 1998 and was qualified as a mid-level supplies economist (中級物資經濟師) accredited by People's Republic of China Ministry of Personnel (中華人民共和國人事部) in April 1994. Mr. Pan has been the deputy president of Shenzhen CDF-Capital Co., Ltd. (深圳市創東方投資有限公司) since March 2010.

### Senior Management

**Mr. Li Siu Bun (李兆彬)**, aged 31, is the chief financial officer and joint company secretary of our Company since 12 March and 18 March 2015, respectively. He is responsible for our financial matters and the communication with the Stock Exchange. Mr. Li has worked in well-known accounting firm and financial institutions, including Deloitte Touche Tohmatsu from September 2006 to February 2010 as senior auditor, PetroAsian Energy Holdings Limited from June 2010 to September 2012 as project manager, Glory Sky Capital Holdings Limited as Vice President of the Corporate Finance Department from October 2012 to November 2014, and Cinda International Asset Management Limited as Investment Manager from November 2014 to March 2015. Mr. Li is a certified public accountant of the Hong Kong Institute of Certified Public Accountants since January 2010. Mr. Li obtained his bachelor degree in Finance from Lingnan University, Hong Kong in June 2006 and his master of business administration from the University of Hong Kong in November 2013.

## Directors, Supervisors and Senior Management

### Senior Management (Continued)

**Mr. Li Baozhu (李寶柱)**, aged 43, is the deputy general manager of our Company. Mr. Li has almost 20 years of experience in dairy industry. Mr. Li obtained his bachelor degree from Ninxia University majoring in Food Science in July 2003 and received a diploma in manufacturing and operational officer senior study programme (生產與運營總監高級研修班) from Fudan University (復旦大學) in 2010. Mr. Li served in different positions such as workshop director and production manager of Ningxia Xiajin Dairy and Beverage Co., Ltd. (寧夏夏進乳品飲料有限公司) and deputy general manager of a branch company of Ningxia Xiajin Dairy Group Co. Ltd. (寧夏夏進乳業集團股份有限公司) from August 1994 to June 2005. Subsequently, Mr. Li worked in Ningxia Hongguo Dairy Co. Ltd. (寧夏紅果乳業有限公司) responsible for the quality control of production and technology from July 2005 to October 2006. After joining our Company in August 2007, Mr. Li has been our production officer responsible for the production, operation and management of the Yuzhong production plant of our Company.

**Mr. Ma Tianliang (馬添糧)**, aged 36, is the deputy general manager of our Company since July 2011 and general manager of Qinghaihu Dairy, a subsidiary of our Company, since December 2014. Mr. Ma is responsible for the overall management of Qinghaihu Dairy. Mr. Ma participated in Tsinghua University Marketing and Creativity Senior Study Programme (清華大學營銷管理與創新高級研修班) from June 2009 to July 2010. Mr. Ma is enrolled in a master programme at Lanzhou University (蘭州大學) majoring in Business Management. Mr. Ma joined our Company in January 2003 and has served in different positions within our Company, including serving in marketing and management positions in different regions.

**Mr. Chen Jianlu (陳建錄)**, aged 46, is the deputy general manager and chief administrative officer of our Company. He is responsible for overseeing the general management of our administrative affairs, public relations and government relations. Mr. Chen acted as the general manager of Lanzhou Juchuang Digital Technology Company Limited (蘭州巨創數碼科技有限責任公司) from March 2004 to December 2009. Mr. Chen has received college education from Correspondence School of Central Communist Party of China (中共中央黨校函授學院) majoring in Law and graduated in December 2002. Mr. Chen received an EMBA degree conferred by Xi'an Jiaotong University (西安交通大學) in June 2015. Mr. Chen joined our Company in January 2010. Mr. Chen acted as the deputy manager of our subsidiary Qinghaihu Dairy from January 2010 to December 2014. He served as the deputy general manager of our Company from March 2015. Mr. Chen received the Accounting Certificate accredited by the Finance Department of General Logistics Department of Lanzhou Military Region of People's Liberation Army (中國人民解放軍蘭州軍區後勤部財務部) on 23 December 1997.

# Corporate Governance Report

The Company is committed to achieving sound corporate governance in order to protect shareholders' interests and enhance investors' confidence, thus paving the way for the Company's development. Save as set out below, the Company has complied with the code provisions set out in the Corporate Governance Code ("CG Code") and Corporate Governance Report as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") during the Reporting Year. In addition, the Board is of the view that the balanced composition of executive and non-executive Directors (including the independent non-executive Directors) on the Board and the various committees of the Board (primarily comprising independent non-executive Directors) in overseeing different aspects of the Company's affairs would provide adequate safeguards to ensure a balance of power and authority. The Company will continue to commit itself to enhancing its corporate governance standard, promoting sustainable development of the Company and adding value.

## BOARD OF DIRECTORS AND MANAGEMENT

The Board is responsible and has general power for the management and conduct of the Group's business. The Board consists of nine Directors, comprising four executive Directors, namely Mr. Ma Hongfu (being the chairman of the Board and the chief executive officer of the Company), Mr. Wang Guofu, Mr. Chen Yuhai and Mr. Yan Bin, two non-executive Directors, namely Mr. Song Xiaopeng and Mr. Yap Kean Chong, and three independent non-executive Directors, namely Mr. Bai Yongzhi, Ms. Xin Shihua and Mr. Wong Cho Hang Stanley. Biographical details of the Directors are set out in the "Directors, Supervisors and Senior Management" section on pages 21 to 25 of this annual report.

The Board is responsible for establishing the Group's strategic goals, leading the Group's development and achieving established strategic goals. The principal duties of the Board are to manage and decide on the Company's strategic plans, management structures, investment and financing, financial control, human resources, and so forth. Significant matters of the Group which require approval by the Board include the followings:

- developing the Company's development plans;
- developing the Company's management and business strategies;
- approving financial statements;
- developing and approving the internal control and risk management systems;
- developing and reviewing the Company's corporate governance policies and practices;
- developing, reviewing and monitoring the code of conduct and compliance manual for employees and Directors;
- reviewing and monitoring training and continuous professional development of Directors and senior management of the Company (the "Senior Management");
- reviewing the Company's compliance with the CG Code under the Listing Rules and disclosure as set out in the corporate governance reports included in annual reports of the Company; and
- reviewing and monitoring the Company's policies and practices regarding compliance with laws and regulations.

The Board delegates its functions on the Group's day-to-day operation and administration to the management.

## Code Provision A.2.1 of the CG Code

Pursuant to code provision A.2.1 of the CG Code, the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. However, the Company does not have a separate chairman and chief executive officer and Mr. Ma Hongfu currently performs both roles. The Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairman of the Board and chief executive officer of the Company at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

## BOARD MEETINGS

The Board meets regularly. During the Reporting Year, five Board meetings were held at approximately quarterly intervals.

The Board is responsible for leading and managing the Company. It is primarily responsible for formulating the general strategies and policies of the Company, setting performance and management objectives, assessing operational performance and monitoring the performance of the management. The Board delegates part of its management and administrative functions to the management to manage and operate the Company. The management is responsible for implementing strategies and policies as determined by the Board, and performing their duties within the framework as determined by the Board and specified in any written procedures and directions. Among others, the following matters were considered and approved at Board meetings during the Reporting Year:

- to consider and approve acquisition and merger proposals;
- to consider and approve proposals to optimize liquidity of the Group;
- to consider and approve capital expenditures;
- to consider and approve internal control policies;
- to consider and approve the announcement of financial results; and
- to consider and approve other disclosures specifically required by or matters as specifically mentioned under the Listing Rules.

## BOARD COMMITTEES

In order to assist the Board in discharging its duties in a more efficient manner, the Board has established four specialized committees, namely the audit committee, nomination committee, remuneration and appraisal committee and strategy committee. Each committee has its terms of reference and is responsible for making recommendations to the Board. All of the committees are allocated with resources sufficient for the performance of their respective duties.

# Corporate Governance Report

## Audit Committee

The audit committee consists of three independent non-executive Directors, being Mr. Bai Yongzhi, Ms. Xin Shihua and Mr. Wong Cho Hang Stanley. The chairman of the audit committee is Mr. Bai Yongzhi. Details of the terms of reference of the audit committee are set out on the Company's website ([www.lzzhuangyuan.com](http://www.lzzhuangyuan.com)) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). The principal duties of the committee include but not limited to the followings:

- (1) suggest engagement or change of external audit organisation;
- (2) supervise on internal audit agency and its implementation;
- (3) take charge of communication between internal and external audit;
- (4) audit on our Company's financial information and its disclosures;
- (5) supervise on our Company's internal control system and audit on significant connected transactions; and
- (6) other issues as authorised by the Board.

## Nomination Committee

The nomination committee consists of one executive Director, being Mr. Ma Hongfu, and two independent non-executive Directors, being Ms. Xin Shihua and Mr. Wong Cho Hang Stanley. The chairman of the nomination committee is Ms. Xin Shihua. Details of the terms of reference of the nomination committee are set out on the Company's website ([www.lzzhuangyuan.com](http://www.lzzhuangyuan.com)) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). The principal duties of the committee include but not limited to the followings:

- (1) provide advice on the Board's scale and composition according to our Company's operation condition, asset size and shareholding structure;
- (2) research on selecting standards and procedure of Directors and Senior Management and provide advice to the Board accordingly;
- (3) search for suitable candidates as qualified Directors and Senior Management;
- (4) examine and provide advice on candidates as Directors and Senior Management;
- (5) examine and provide advice on other candidates of Senior Management that needs to be appointed by the Board; and
- (6) other issues as authorised by the Board.

The nomination committee will also give consideration to the board diversity policy adopted by the Board ("Board Diversity Policy") when identifying suitably qualified candidates to become the members of the Board, and the Board will review the Board Diversity Policy, so as to develop and review measurable objectives for the implementing the same and to monitor the progress on achieving these objectives.

# Corporate Governance Report

## Appointment of Directors

Each of the executive Directors, non-executive Directors and independent non-executive Directors entered into a service contract with the Company on 23 September 2015. The principal particulars of these service contracts are (a) for a term of three years commencing from the respective effective dates of their appointment, and (b) are subject to termination in accordance with their respective terms.

None of the Directors and the Supervisors had entered into a service contract with the Company or its subsidiaries which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

## Training and Development of Directors

The four executive Directors, namely Mr. Ma Hongfu (being the chairman of the Board and the chief executive officer of the Company), Mr. Wang Guofu, Mr. Yan Bin and Mr. Chen Yuhai, two non-executive Directors, namely Mr. Yap Kean Chong and Mr. Song Xiaopeng, and three independent non-executive Directors, namely Mr. Bai Yongzhi, Ms. Xin Shihua and Mr. Wong Cho Hang Stanley, took part in various continuous training with respect to Directors' duties through regularly receiving latest information and updates in relation to the Listing Rules and related regulations, participating in relevant training programmes or through regularly taking note of industrial updates, attending relevant seminars or perusing reading materials, magazines and updated information in relation to business and industrial development. The following table sets out a summary of the types of training our Directors received:

Director	Training Category
<b>Executive Directors</b>	
Mr. Ma Hongfu	A, B, C, D
Mr. Wang Guofu	A, B, C, D
Mr. Chen Yuhai	A, B, C, D
Mr. Yan Bin	A, B, C, D
<b>Non-executive Directors</b>	
Mr. Yap Kean Chong	A, B
Mr. Song Xiaopeng	A, B
<b>Independent non-executive Directors</b>	
Mr. Bai Yongzhi	A, B
Ms. Xin Shihua	A, B
Mr. Wong Cho Hang Stanley	A, B

- A Attending training and/or reading materials relevant to the Directors' duties and responsibilities
- B Reading materials relevant to the Listing Rules and other regulations
- C Attending industry seminars/or meetings/conferences
- D Visiting enterprises in the same industry at the PRC and abroad/or attending meetings

# Corporate Governance Report

## Remuneration and Appraisal Committee

The remuneration and appraisal committee consists of one executive Director, being Mr. Wang Guofu, and two independent non-executive Directors, being Mr. Bai Yongzhi and Ms. Xin Shihua. The chairman of the remuneration and appraisal committee is Mr. Bai Yongzhi. Details of the terms of reference of the remuneration and appraisal committee are set out on the Company's website ([www.lzzhuangyuan.com](http://www.lzzhuangyuan.com)) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). The principal duties of the committee include but not limited to the followings:

- (1) draft remuneration plan according to the Directors and Senior Management's position scope, duties, significance and remuneration level in other similar companies and similar positions;
- (2) remuneration plan includes but not limited to performance evaluation standards, procedures, and major evaluation system and major plan of incentives and punishment;
- (3) review performance of the duties of the Directors and Senior Management and undertake annual evaluation;
- (4) supervise on implementation of our Company's remuneration plan; and
- (5) other issues as authorised by the Board.

The emoluments payable to executive Directors are determined with reference to their experiences and duties with the Company and the fees payable to non-executive Directors are determined with reference to the estimated time spent by them on the Company's matters. The remuneration and appraisal committee makes recommendations to the Board on the remuneration packages of Directors and Senior Management, which are ultimately determined by the Board.

## Directors and Senior Management emoluments

For the year ended 31 December 2015, the emoluments of the individuals who are not Directors and who are amongst the five highest paid individuals of the Group are within the following band:

	Year ended 31 December 2015
HK\$Nil – HK\$1,000,000	4

Pursuant to Appendix 16 of the Listing Rules, the emoluments of the employees who are Directors and who are amongst the five highest paid individuals are set out in Notes 9 and 10 to the Financial Statements.



### Strategy Committee

The strategy committee consists of one executive Director, being Mr. Ma Hongfu, one non-executive Director, being Mr. Song Xiaopeng, and one independent non-executive Director, being Ms. Xin Shihua. The chairman of the strategy committee is Mr. Ma Hongfu. The primary duties of the strategy committee include, but are not limited to, the followings:

- (1) organise and research on our Company's long-term development strategy and offer advice to the Board;
- (2) organise and research on effects of adjustment of the country's macroeconomic policy and structure on our Company;
- (3) track actions of major similar companies worldwide;
- (4) provide advice on our Company's structure organisation and development strategy according to our needs;
- (5) research and provide advice on significant financing plan that needs to be approved by the Board according to our articles of association;
- (6) research and provide advice on significant projects of capital operation and asset management that needs to be approved by the Board according to our articles of association;
- (7) research and provide advice on other significant issues that may affect the long-term development of our Company;
- (8) examine and demonstrate long-term plan, significant projects or strategic suggestions provided by our Company's departments before the Board's meeting to provide advice for formal examination in the Board meeting;
- (9) supervise and analyse issues mentioned above and provide advice on adjustments and improvements to the Board; and
- (10) other issues as authorised by the Board.

## Corporate Governance Report

### ATTENDANCE RECORDS OF GENERAL MEETING, BOARD MEETING AND BOARD COMMITTEE MEETING HELD DURING THE REPORTING YEAR

Details of the Directors' attendance at the general meeting, Board meeting and Board committee meeting held during the Reporting Year are set out in the following table.

Directors	Number of Meetings Attended/Number of Meetings Held					
	General Meeting	Board Meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration and appraisal Committee Meeting	Strategy Committee Meeting
<b>Executive Directors</b>						
Mr. Ma Hongfu	1/1	5/5	-/-	-/-	-/-	-/-
Mr. Wang Guofu	1/1	5/5	-/-	-/-	-/-	-/-
Mr. Chen Yuhai	1/1	5/5	-/-	-/-	-/-	-/-
Mr. Yan Bin	1/1	5/5	-/-	-/-	-/-	-/-
<b>Non-Executive Directors</b>						
Mr. Yap Kean Chong	1/1	5/5	-/-	-/-	-/-	-/-
Mr. Song Xiaopeng <sup>(1)</sup>	1/1	4/4	-/-	-/-	-/-	-/-
<b>Independent Non-Executive Directors</b>						
Mr. Bai Yongzhi	1/1	5/5	1/1	-/-	-/-	-/-
Ms. Xin Shihua	1/1	5/5	1/1	-/-	-/-	-/-
Mr. Wong Cho Hang Stanley <sup>(1)</sup>	1/1	4/4	1/1	-/-	-/-	-/-

Note (1) Mr. Song Xiaopeng and Mr. Wong Cho Hang Stanley were appointed as Directors on 2 March 2015, and their attendance in general meeting and board meeting were recorded since the date of their appointment.

The Board is regularly provided with brief management reports of the Group containing balanced and comprehensive evaluation on the Group's performance, status and prospects to keep it abreast of the Group's affairs and facilitate the Directors' performance of their obligations under the relevant requirements of the Listing Rules.

### INDEPENDENCE

The Board has received from each independent non-executive Director a written annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules and the Company considers that all independent non-executive Directors are independent pursuant to the requirements as set out in the Listing Rules.

### SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as the Company’s code of conduct regarding securities transactions by Directors. Upon specific enquiries made by the Company, all Directors have confirmed that they have complied with the required standards for securities transactions by directors as set out in the Model Code during the Reporting Year and up to the date of this annual report.

### INSURANCE ON DIRECTORS’ AND OFFICERS’ LIABILITIES

The Company has arranged for liability insurance cover to indemnify the Board, Directors and certain members of the Senior Management against liability for compensation arising from their corporate activities. Purchase of liability insurance can enhance the Company’s ability to reduce exposure to risks. The insurance coverage is reviewed by the Company on an annual basis. Save as disclosed, no permitted indemnity provision (whether made by the Company or otherwise) is in force for the benefit of one or more Directors.

### FINANCIAL REPORTING

The Directors acknowledge their responsibility for preparing financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Group.

The Board and the audit committee have reviewed the resources for financial reporting function to ensure the adequacy of resources, qualifications and experience of staff for the Group’s accounting and financial reporting function, their training programmes.

The reporting responsibilities of the Directors and the external auditor are further set out in the independent auditor’s report in this annual report.

### AUDITORS AND THEIR REMUNERATIONS

During the Reporting Year, the fees received/receivable by the Company’s auditor, KPMG, for audit services was approximately RMB1,500,000.

### INTERNAL CONTROL

The Board recognises its responsibility to ensure that the Company maintains a sound and effective internal control system. The Group’s internal control system is designed to safeguard assets against misappropriation and unauthorised disposition and to manage operational risks.

During the Reporting Year, the Board has conducted a review of the effectiveness of the risk management and internal control system of the Group. The review has covered the risk management, financial, operational and compliance controls and risk management aspects of the Group. No major issues but areas for improvement have been identified. The Board and the audit committee considered that the key areas of the Group’s internal control systems are reasonably implemented.

# Corporate Governance Report

## JOINT COMPANY SECRETARIES

Mr. Li Siu Bun and Mr. Yan Bin are our joint company secretaries.

The Company has appointed the joint company secretaries who are responsible for providing secretarial services to the Board of the Company and ensuring that the operation of the Company is in compliance with Hong Kong listed companies' regulatory requirements as well as enhancing its corporate governance standards. Minutes of Board meetings and meetings of all specialized committees under the Board are recorded by the company secretaries in sufficient detail on the matters considered by all Directors and decisions reached, including any concerns raised by the Directors or any dissenting views expressed. Draft minutes of Board meetings and meetings of all specialized committees under the Board are provided to relevant Directors for their comments and the final version of the same is given to the relevant Directors for their records within a reasonable time.

During the Reporting Year, the Company has provided Mr. Li Siu Bun and Mr. Yan Bin with sufficient resources to receive not less than 15 hours of relevant professional training for every financial year as required by Rule 3.29 of the Listing Rules.

The biographical details of our joint company secretaries are set out in the section headed "Directors, Supervisors and Senior Management" in this annual report.

## SHAREHOLDERS' COMMUNICATION POLICY AND RIGHTS

Shareholders are provided with information of the Company for their evaluation on the Company's overall results and informed exercise of their rights to proactively establish close relations with the Company.

Relevant information is communicated to Shareholders through the Company's corporate communications including interim and annual reports, press releases, annual general meetings and other general meetings which may be convened. All disclosures of the Company submitted to the Stock Exchange, together its corporate communications and other materials, are available on the Company's website.

### Convening extraordinary general meetings

Pursuant to the articles of association of the Company, the Board shall convene an extraordinary general meeting or class meeting within two months where any Shareholder holding, severally or jointly, 10% or more of the Company's issued shares carrying voting rights requests in writing for the convening of an extraordinary general meeting or class meeting. The Shareholders holding, severally or jointly, 10% or more of voting shares at such proposed meeting may request the Board to convene an extraordinary general meeting or class meeting by signing and submitting one or several written requests with the same format and contents and specifying the agenda of the meeting. An extraordinary general meeting or class meeting shall be convened by the Board as soon as practicable upon receipt of the aforesaid written request. The aforesaid shareholding shall be calculated on the basis of the date on which the relevant Shareholders submit the written request. If the Board fails to despatch a notice of convening such meeting within 30 days upon receipt of the aforesaid written request, the Shareholders individually or jointly holding 10% or more of the shares of the Company may convene such a meeting by themselves within four months of the date of the receipt of such request by the Board. The procedures for convening such meeting should follow those for convening a general meeting or class meeting of Shareholders by the Board as closely as practicable. All reasonable expenses incurred by convening and holding the aforesaid meeting by Shareholders due to the failure of the Board to hold such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts due by the Company to the Director(s) who have defaulted their duties.

## Corporate Governance Report

### Procedures for putting forward proposals at a general meeting

In overseeing and monitoring the business operation of the Company, the Shareholders have the right to put forward proposals and raise inquiries. Shareholders individually or together holding 3% or more of the Company's voting Shares have the right to put up ad hoc proposals in writing to the Company ten days before the holding of the general meeting, and the Company shall include such ad-hoc proposals into the agenda for such general meeting. The contents of the proposals to be raised shall be within the scope of duties of the general meetings and the business scope of the Company. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws and administrative regulations of the Company.

### Procedures of Making Enquiry to the Board

Shareholders may make direct enquiry to the Company's share registrar as regards their shareholdings. Shareholders and public investors may at any time make enquiry for information of the Company by writing to the head office of the Company in Hong Kong by way of post, facsimile or email at the contact number(s) and email address(es) as provided on the website of the Company, provided that such information is open to public.

The Board undertakes that it listens to and takes note of Shareholders' opinion, and Shareholders are welcome to raise questions or concerns as to the management and governance of the Group. They may at any time send their questions or concerns to the company secretary by post at 18/F, Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong, which will be forwarded to the Board.

### Constitutional Documents of the Company

Since the Listing of the Company on the Stock Exchange up to the end of the Reporting Year, there has been no material change to the constitutional documents of the Company.

# Directors' Report

The Board herein presents to the Shareholders its report for the Reporting Year.

The Directors' Report must contain a business review required under Paragraph 1 of Schedule 5 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) that consists of:

- (A) a fair review of the company's business;**
- (B) a description of the principal risks and uncertainties facing the company;**
- (C) particulars of important events affecting the company that have occurred since the end of the financial year; and**
- (D) an indication of likely future development in the company's business.**

The Board would present the Business review section according to *the Accounting Bulletin 5 (AB5): Guidance for The Preparation and Presentation of a Business Review under The Hong Kong Companies Ordinance (Cap. 622)*.

## **(A) FAIR REVIEW OF THE COMPANY'S BUSINESS**

Paragraph 31 of AB5 states that in order to satisfy the minimum requirements for a fair review of the reporting entity's business, the review should include as a minimum:

- (1) a description of the business and the external environment in which the reporting entity operates, as context for the directors' discussion and analysis;*
- (2) an analysis of the performance of the reporting entity for the year under review and the financial position of the reporting entity as at the end of that period using financial KPIs which complement or supplement the financial statements;*
- (3) a discussion of the reporting entity's environmental policies and performance and the reporting entity's compliance with the relevant laws and regulations that have a significant impact on the entity; and*
- (4) an account of the reporting entity's key relationships with its employees, customers and suppliers and others that have a significant impact on the entity and on which the entity's success depends.*

### (1) BUSINESS AND THE EXTERNAL ENVIRONMENT (PARAGRAPH 32-35 OF AB5)

#### Overview

We are one of the leading dairy companies in Gansu and Qinghai where our operations and sales are primarily located and we operate a vertically integrated business model. Our business model covers the critical stages of the dairy industry value chain, from dairy farming, to manufacturing, and then to marketing and sales of dairy products. Our dairy farming operations aim to ensure a stable supply of high quality raw milk for our dairy product manufacturing. We own and operate five dairy farms and collectively operate three dairy farms through cooperation with local dairy farmers. Our strategy is to expand the herd size of dairy cows in our self-operated dairy farms and existing collectively-operated dairy farms so that approximately 60% of our raw milk requirements could be sourced internally in the near future, which will enable us to achieve balanced, complementary yet diverse sources of raw milk supply to satisfy our dairy product manufacturing need. We believe our vertically integrated business model allows stringent control over each important process of dairy production and thereby guarantees the high quality and safety of our dairy products. Founded in 2000, we have gradually transitioned to a well-recognised integrated dairy company through our dedicated efforts. We have been named as one of the National Leading Enterprises for Agricultural Industrialisation (農業產業化國家重點龍頭企業) by Ministry of Agriculture of the PRC (中華人民共和國農業部), National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會), Ministry of Finance of the PRC (中華人民共和國財政部), Ministry of Commerce of the PRC (中華人民共和國商務部) and other government authorities since 2008.

We introduced to the market our Cold Chain Liquid Milk Products since the commencement of our production of dairy products in 2000, and we made a strategic decision in 2012 to enhance our efforts in the development and sales of such products, which we believe will represent the new consumption trend in the near future. Since then, we have been making continuous effort to expand our production capacity and distribution network of our Cold Chain Liquid Milk Products. As a result, we have become a market leader in the sales of Cold Chain Liquid Milk Products in the Gansu and Qinghai regional market. Revenue from our Cold Chain Liquid Milk Products was RMB179.1 million and RMB284.3 million for the years ended 31 December 2014 and 2015, respectively, accounting for 32.9% and 48.6% of our total revenue for the relevant years respectively. We enjoy higher gross profit margin for our Cold Chain Liquid Milk Products compared to our other dairy products. The gross profit margin for our Cold Chain Liquid Milk Products was 38.6% and 38.0% for the year ended 31 December 2014 and 2015, respectively. We believe that we are well positioned to compete in the Cold Chain Liquid Milk Product market in Gansu and Qinghai due to our close proximity to the local market and our established local distribution network. We plan to continue to expand our cold chain production capacity and distribution network to increase the sales of Cold Chain Liquid Milk Products in the Gansu and Qinghai regional market and then further expand into other provinces in the Northwestern China.

While focusing on the Cold Chain Liquid Milk Product market, we also leveraged on our strong brand recognition in the regional market to continue to strengthen the sales of our popular UHT milk and modified milk products, thereby maintaining our diversified product offerings. For example, condensed modified milk using Tetra Prisma and other aseptic carton packaging has become one of our popular products since its launch in 2013 due to the general acceptance of its taste which is catered to the preference of local customers, allowing us to command higher selling price and gross profit margin. Going forward, we intend to continue our efforts in the sales of our UHT milk and modified milk products that are popular among local consumers to maintain our diversified product offerings.

## Directors' Report

### Our business model

Our business consists of dairy farming, manufacturing and sales of dairy products. We began our production of dairy products in Lanzhou since 2000 and further expanded our business into dairy farming operations in Lanzhou since 2009. In 2010, our Company acquired Qinghai Dairy, which has been offering Shenghu (聖湖) branded products in Qinghai since 2005. As a result, we expanded our dairy business and dairy farming operation in Qinghai. We currently own two milk production plants, one in Gansu and one in Qinghai. As at 31 December 2015, we operated a total of eight dairy farms with an aggregate area of approximately 1,300 mu, which can collectively house up to approximately 15,800 dairy cows. Our dairy farms are strategically located in Gansu, Qinghai and Ningxia, a region that has favourable climate and geographical conditions for dairy cattle raising. Among the eight dairy farms, we own and operate five dairy farms and collectively operate the remaining three dairy farms through cooperation with local dairy farmers. In the self-operated dairy farms, we breed our own cows and are fully responsible for the management of the farms in every aspect. With respect to the collectively-operated dairy farms, we own the dairy farms and facilities and are responsible for the general management of the farms, while local dairy farmers own the cows, attend to the day-to-day caring of the dairy cows following our farm practices and provide raw milk produced in such collectively-operated dairy farms to us exclusively at contracted prices. Under the collectively-operated dairy farm operation model, we are able to utilise the dairy cows owned by local dairy farmers to expand our operation scale of dairy farms without the initial purchase cost of heifers or calves and the respective breeding costs, while maintaining the source of raw milk and its quality through our quality control procedures. Due to this reason, we adopt the collectively-operated dairy farm operation model which is complementary to our self-operated dairy farms.

### Our products and brands

We offer a broad range of dairy products tailored to the needs and taste preferences of different consumer groups. Our principal products sold to retail consumers include (i) liquid milk products, which comprise pasteurised milk (i.e. fresh milk), UHT milk, modified milk and yogurt, and (ii) milk beverages. We place strong emphasis on our product development to continuously develop new products that meet the evolving tastes and preference of our consumers, which differentiates us from our competitors in the region.

We market our products under three different brands, namely Zhuangyuan Ranch (莊園牧場), Shenghu (聖湖) and Yongdaobu (永道布). Our Zhuangyuan Ranch (莊園牧場) and Shenghu (聖湖) brands are widely recognised in Gansu and Qinghai, respectively. In 2014, we started to market and sell under the Yongdaobu (永道布) brand our specialty dairy products featuring yak milk ingredient, which is richer in protein, fat and other minerals such as calcium and phosphorus compared to normal cow milk, and other specialty products featuring Qinghai-Tibet Plateau characteristics, such as highland barley and black goji berry which are unique to the Qinghai-Tibet Plateau. We plan to position this brand for the nationwide market.



### **(2) ANALYSIS OF THE PERFORMANCE AND THE FINANCIAL POSITION (PARAGRAPH 36-43 OF AB5)**

Further discussion and analysis of the performance for 2015 and the financial position as at the end of 2015 using financial KPIs which complement or supplement the financial statements can be found in the Financial Overview of the Management Discussion and Analysis section set out on this annual report. This discussion forms part of this Directors' Report.

### **(3) ENVIRONMENTAL POLICIES AND PERFORMANCE AND COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS (PARAGRAPH 44-45 OF AB5)**

#### **Environmental matters**

We are subject to extensive PRC national and local environmental laws and regulations concerning, among others, emissions to the air, discharges to land, sewage disposal, solid waste, the generation, handling, storage, transportation, treatment and disposal of waste and other materials, and the remediation of environmental pollution relating to our properties and operations. Such environmental laws and regulations levy fees for the discharge of waste substances above prescribed levels and impose fines for serious violations. Environmental protection authorities may at their own discretion close or suspend the operation of any facility that fails to comply with orders requiring it to cease or remedy operations causing environmental damage. We have implemented various measures in respect of our production plants and dairy farms to eliminate damage to the environment caused by waste water, waste gas, biowaste, solid wastes and noise from our production. Our PRC legal adviser has confirmed that we have obtained all necessary environmental permits and that our operations are currently conducted in accordance with the PRC environmental protection laws and regulations in all material respects. We had not received any notifications or warnings and had not been subject to any fines or penalties in relation to any breach of any such environmental laws or regulations which has materially adversely affected our production.

#### **Health and safety matters**

We are also subject to PRC laws and regulations regarding labour, safety and work related incidents. To maintain a safe working environment and increase awareness in occupational health and safety, we have implemented production safety management policies supplemented by a production safety responsibility assessment system, which identifies applicable occupational safety laws and regulations for self-evaluation by different personnel. We complied with all applicable PRC workplace safety regulatory requirements in all material aspects and were not subject to any penalties or disputes relating to health and safety matters that have a material and adverse effect on our financial conditions or business operations.

## Directors' Report

### (4) KEY RELATIONSHIPS WITH STAKEHOLDERS OTHER THAN MEMBERS (PARAGRAPH 46-48 OF AB5)

#### Relationships with contracted farmers

We source raw milk produced by our self-owned dairy cows in self-operated dairy farms and raw milk produced by farmer-owned dairy cows in collectively-operated dairy farms. For raw milk produced in our collectively-operated dairy farms, we enter into purchase agreements with contracted farmers under which we purchase raw milk at a set price, adjustable according to market conditions but subject to a minimum purchase price during the contract periods with a view to maintaining sustainable business relationships with those contracted farmers. Such protective pricing not only enables us to enhance the loyalty of our contracted farmers and reduce the volatility of our purchase price of raw milk, but also allows us to be in a better position to negotiate with our contracted farmers. Our costs of raw milk procured from these collectively-operated dairy farms were relatively stable despite of the fluctuation in raw milk market price during the Reporting Year. As a result, we believe that we will be able to manage our costs of raw milk procured from collectively-operated dairy farms within a reasonable and relatively stable range in light of the expected increase in raw milk price in the next three to five years.

#### Relationship with third party raw milk suppliers

Raw milk purchased from third party suppliers mainly comes from dairy farms in Gansu and Qinghai, which are two of the six traditional pastoral areas in China with plenty supply of raw milk. We select our suppliers based on their production environment, number of milkable cows, quality as well as price. We generally source raw milk from dairy farms that have more than 250 dairy cows to ensure quality and safety. Before we make our selection, we also engage in verification of the suppliers' information including area of the dairy farms, milk tank capacity, inspection certificate of the fresh raw milk and business licence. We conduct regular inspection on our suppliers' dairy farms and facilities and we regularly monitor the conditions of our suppliers' facilities, hygiene conditions, quality of raw milk and storage and transportation equipment.

Our Company has established long-standing relationships with many dairy farms in Gansu and Qinghai, which allows us to secure steady supply of fresh raw milk at reasonable prices. We had entered into raw milk supply agreements with 12 external raw milk suppliers during the Reporting Year. Under our arrangements with the dairy farms, we do not substantially reduce the purchase prices when raw milk is low in demand and in return, the dairy farms do not substantially raise the purchase prices when raw milk is high in demand, nor do they reduce the amount of their supply. To address potential fluctuations of raw milk price, the purchase price of raw milk is usually set under the terms of the purchase agreements with our suppliers, which can be adjusted as agreed between both parties with regard to the prevailing market conditions. There is no requirement on minimum purchase amount of raw milk in our purchase agreements. We typically settle payments for raw milk with our suppliers monthly, although in some cases we may be required to make prepayments. Our purchase agreements usually have a term of one year.

### Relationship with distributors

Our major customers include distributors, sales agents, and direct sales (retail chains, supermarkets and local schools), while distributors contributed the most to our total revenue during the Reporting Year. For our targeted markets outside of Lanzhou and Xining, we generally sell our dairy products through third-party distributors (經銷商). By adopting this distribution model, we are able to expand our business quickly by saving additional management resources and attention, including administrative, selling, and marketing expenses. Moreover, it generally takes less time to explore market opportunities and build local sales and marketing teams in new regions under the distributorship model when compared with the sales agent or direct sales model. We believe that the use of distributors is generally in line with the industry practice in China.

Our distributors are primarily self-employed individuals and trading companies. We select our third party distributors based on a number of criteria, including but not limited to delivery capabilities, distribution network coverage, relationship with sales channels, possession of relevant licences and their resource deployment for target markets. For example, we generally require new distributors to have a stable place of business, a wide network of sales points and more than two years' working relationship with targeted sales channels. We require our distributors to possess qualifications and licences required for their operation under our distribution agreement.

### Relationship with employees

According to the PRC Labour Law (中華人民共和國勞動法) and the Labour Contract Law of PRC (中華人民共和國勞動合同法), we are required to enter into labour contracts with individual workers we hired. The wages we paid to our employees and workers cannot be lower than the local minimum wage standards specified by the government from time to time. We are also required to make severance payments to an employee when the term of their employment contract expires, unless the employee voluntarily terminates the contract or voluntarily rejects an offer to renew the contract in circumstances where the conditions offered by the employer are the same as or better than those stipulated in the existing contract. To secure the need for production operations and increase management efficiency, we have entered into a labour outsourcing service agreement with a local human resources company.

Furthermore, in accordance with relevant national and local social welfare laws and regulations in the PRC, we are required to pay in respect of our employees in the PRC various social security funds including basic pension insurance, unemployment insurance, occupational injury insurance, medical insurance, maternity insurance and housing provident fund. Our PRC legal adviser has advised us that contributions to these social security funds have been made as required by applicable PRC laws and regulations during the Reporting Year.

In order to advance the skills and knowledge of our employees as well as to explore new potentials from our workforce, we provide regular training to various department heads, design training programmes for our staff and offer targeted training to certain of our key employees. We did not experience any material labour dispute with our employees, received any relevant complaints, notice or orders from relevant government authorities or third parties. We believe that our senior management, labour union and employees will continue to maintain good relationships with each other.

## Directors' Report

### **(B) PRINCIPAL RISKS AND UNCERTAINTIES (PARAGRAPH 49-52 OF AB5)**

The major risks we face in our business are:

- Actual or perceived contamination in our dairy products could adversely and materially affect our business and reputation
- Our results of operations are subject to biological asset fair value adjustments, which can be highly volatile and are subject to a number of assumptions
- Failure to manage our distribution network may materially and adversely affect our business
- Raw milk supply, quality and price fluctuation may materially and adversely affect our business
- Quality control system failures may materially and adversely affect our business
- Any material disputes between us and local dairy farmers with whom we collectively operate our dairy farms may adversely affect the operations of the relevant dairy farms and, if unresolved, could potentially lead to termination of cooperation with such farmers and as a result adversely affect the operation of our collectively-operated dairy farms
- Our operations could be adversely affected if we no longer benefit from favourable government policies in the dairy industry and policies to promote the economic development in Northwestern China
- Disruption of operations at our dairy farms and production plants could materially and adversely affect our business
- Our business and future expansion depend on the quality and health conditions of our dairy cows, as well as the quality of raw milk and yield of the cows
- The outbreak of any major disease among our cows or at neighbouring farms could materially and adversely affect our business

Further discussion and analysis of the ability of the Company to fund its current and future operations and stated strategies under paragraph 51-52 of AB5 can be found in the Financial Overview – Indebtedness of the Management Discussion and Analysis section set out on this annual report. This discussion forms part of this Directors' Report.

### (C) IMPORTANT EVENTS THAT HAVE OCCURRED SINCE THE END OF 2015 (PARAGRAPH 53-54 OF AB5)

Subsequent to 31 December 2015, there had been no significant change in our principal business, pricing policy and costs structure, while the market price of raw milk experienced slight fluctuation.

#### Discloseable Transaction

On 14 March 2016 (after trading hours), the Company entered into the four loan agreements (the Loan Agreements) with Mr. Hu Keliang ("Mr. Hu") pursuant to which, the Company, as lender, has confirmed its agreement to grant to Mr. Hu, as borrower, the unsecured loans in the principal amount of RMB50,000,000 in aggregate for a term of 3 months from (i) 22 December 2015 (in respect of loan in the amount of RMB5,000,000); (ii) 23 December 2015 (in respect of loan in the amount of RMB5,000,000); (iii) 24 December 2015 (in respect of loan in the amount of RMB20,000,000); and (iv) 25 December 2015 (in respect of loan in the amount of RMB20,000,000) (the "Loan"). The interest rate was 4.35% per annum.

As certain of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Loan granted to Mr. Hu under the Loan Agreements exceed 5% but are less than 25%, the grant of the Loan constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules. On 25 February 2016, Mr. Hu repaid the principal of the Loan in full to the Company prior to the maturity of the Loan. The accrued interest amounting to approximately RMB380,000 was repaid by Mr. Hu to the Company on 14 March 2016.

The disclosure obligations in relation to the Loan Agreements should have arisen on 25 December 2015 stipulated in Rule 14.34 of the Listing Rules. The Company was required to comply with such requirement as mentioned above but the Company had not done so. The omission by the Company to comply with the Listing Rules requirement to make timely disclosure was due to inadvertent mistakes.

The Company has strengthened its internal control procedures and organised training to the Directors to ensure that such oversight will not happen again. For the details of the above transaction, please refer to the announcement of the Company dated 14 March 2016.

## Directors' Report

### (D) LIKELY FUTURE DEVELOPMENT IN THE COMPANY'S BUSINESS (PARAGRAPH 55-57 OF AB5)

#### Extensive sales and distribution regional network in Gansu and Qinghai

We utilise multiple sales and distribution channels for our dairy products to maximise our reach to consumers. We have actively responded to market development through the establishment of different sales channels. For example, we commenced our franchised community milk booths operation in Lanzhou to increase local penetration and supplement our network of sales agents in Lanzhou in 2011. We have also expanded our sales and distribution network by engaging additional distributors, especially in second and third-tier cities in Gansu and Qinghai. Our sales and distribution network covers most of the local markets in Gansu and Qinghai. We have established a distribution network for our Cold Chain Liquid Milk Products in Lanzhou and Xining, through our continuous effort and investments in the past few years. We target to establish more community booths in large residential complex and high-end residential communities in Lanzhou to distribute our Cold Chain Liquid Milk Products in upcoming years.

#### Strong market-oriented product development

We manufacture, promote, distribute and sell a broad range of dairy products tailored to the needs and preferences of different consumer groups in our principal markets. Our broad product portfolio enables us to meet the different demands and taste preferences of consumers. We are dedicated to introducing new products to further improve our product range and offering so that we can keep up with changes in consumer preference and capture new market trends. Innovative product offerings differentiate us from our competitors.

We constantly evaluate our products and seek to adapt to changing market conditions. Our marketing team performs market research and analysis to identify the latest consumer preferences. Our product development team then follows up by conducting a feasibility analysis and updating our existing products. We have devoted resources to adjust our product portfolio, upgrade our product lines, and add new products or line extensions to respond to market needs and target a wider group of consumers. In the future, we aim to continue to develop dairy products featuring yak milk ingredient and other Qinghai-Tibet Plateau characteristics under our Yongdaobu (永道布) brand which we launched to the market since 2014.

#### Short and longer term funding needs

Through the successful listing on 15 October 2015 as H Share Company in Hong Kong, the Company has adequate cash to fund the liquidity needs of short and medium term. The Company can also raise extra funding through the secondary market after being recognized as listed company when required.

#### Risk warning in respect of forward-looking statements

The forward-looking statements set out in this annual report such as future plans involve uncertainties and do not constitute the Company's substantial commitment to investors. Investors are advised to be aware of investment risks.

### PRINCIPAL ACTIVITIES

The Group principally operates two business segments: (i) dairy farming business, under which we produced and sold raw milk and (ii) dairy products production business, under which we produced and sold dairy products. Details of principal activities of the major subsidiaries of the Company are set out in Note 14 to the Financial Statements.

### RESULTS OF THE GROUP

The Group's results for the Reporting Year and the state of affairs of the Company and the Group as at 31 December 2015 are set out in the Financial Statements on pages 57 to 125 of this annual report.

### DIVIDEND

The Board recommended a final dividend of RMB7.12 cents per share for the Reporting Year. The total dividend amounted to approximately RMB10.0 million.

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Nonresidents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)), the Notice of the State Administration of Taxation on the Questions Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 45 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), other relevant laws and regulations and other regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H Shares in respect of the dividend to be distributed to them. However, the individual holders of H Shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled and the tax arrangements between Mainland China and Hong Kong (or Macau). For individual holders of H Shares in general, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H Shares in the distribution of the dividend. However, the tax rates applicable to individual holders of H Shares overseas may vary depending on the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled, and the Company will withhold and pay individual income tax on behalf of the individual holders of H Shares in the distribution of the dividend accordingly.

Subject to Shareholders' approval at the forthcoming annual general meeting ("AGM"), the abovementioned proposed final dividend is expected to be paid to the Shareholders on or before 31 August 2016. Details of the payment of the proposed final dividend will be announced after conclusion of the AGM.

### CLOSURE OF REGISTER OF MEMBERS

For ascertaining Shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Sunday, 15 May 2016 to Tuesday, 14 June 2016, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East Hong Kong for registration no later than 4:30 p.m. on Friday, 13 May 2016.

### FINANCIAL SUMMARY

A summary of the published financial performance and of the assets and liabilities of the Group for the last four reporting years, as extracted from the audited financial statement and accountant's report in the prospectus of the Company dated 30 September 2015 and reclassified as appropriate, is set out on page 126 of this annual report.

## Directors' Report

### SHARE CAPITAL

As at 31 December 2015, there was a total issued share capital of 140,500,000 Shares which include:

	Number of Shares	Approximate percentages of share capital %
Domestic Shares	105,370,000	75
H Shares	35,130,000	25
Total	140,500,000	100

### TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's securities.

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

During the year ended 31 December 2015, there was no repurchase, sale or redemption by the Company, or any of its subsidiaries, of any listed securities of the Company.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of associations and related laws which oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### RESERVES

Details of the movements in the reserves of the Company during the Reporting Year are set out in Note 31 to the Financial Statements.



### DISTRIBUTABLE RESERVES

As at 31 December 2015, the aggregate amount of reserves available for distribution to equity Shareholders amounted to approximately RMB198.2 million (31 December 2014: RMB144.1 million).

### PROPERTY, PLANT AND EQUIPMENT

Details of the changes in the property, plant and equipment of the Group during the Reporting Year are set out in Note 13 to the Financial Statements.

### SIGNIFICANT INVESTMENT HELD

Except for investments in subsidiaries, the Company acquired 18% equity interests in Xi'an Dongfang Dairy Co., Ltd. (西安東方乳業有限公司) in 2013. There was no significant influence on the investee during the years ended 31 December 2015 and 2014.

### MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

During the year ended 31 December 2015, there was no material acquisition or disposal of subsidiaries or associated companies by the Company.

### MAJOR CUSTOMERS AND SUPPLIERS

During the Reporting Year, the largest customer and supplier of the Group accounted for 3.2% and 5.6% of the Group's total revenue and total purchases, respectively, and the five largest customers and five largest suppliers of the Group accounted for 10.6% and 20.3% of the Group's total revenue and total purchases, respectively.

None of our Directors or any of their associates or any Shareholders (which to the best knowledge of our Directors owned more than 5% of the Company's issued share capital) had a material interest in our five largest customers and suppliers.

# Directors' Report

## DIRECTORS AND SUPERVISORS

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

### Executive Directors

Mr. Ma Hongfu  
Mr. Wang Guofu  
Mr. Chen Yuhai  
Mr. Yan Bin

### Non-Executive Directors

Mr. Yap Kean Chong  
Mr. Song Xiaopeng (*appointed on 2 March 2015*)  
Mr. Hu Jiawu (*resigned on 2 March 2015*)

### Independent Non-Executive Directors

Mr. Bai Yongzhi  
Ms. Xin Shihua  
Mr. Wong Cho Hang Stanley (*appointed on 2 March 2015*)  
Mr. Gao Xincai (*resigned on 2 March 2015*)

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

### Supervisors

Ms. Du Wei  
Mr. Pan Jin  
Mr. Wei Lin (*appointed on 2 March 2015*)  
Mr. Zhao Qinghua (*resigned on 2 March 2015*)

### **DIRECTORS', SUPERVISORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS**

None of the Directors nor the Supervisors had a material interest, whether directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the financial year or at the end of the financial year.

As at 31 December 2015, no contract of significance had been entered into between the Company, or any of its subsidiaries, and the controlling shareholders of the Company or any of its subsidiaries.

### **MANAGEMENT CONTRACTS**

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Year and up to the date of this annual report.

### **DIRECTORS', SUPERVISORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS**

Save for their respective interests in the Group, none of the Directors, Supervisors and controlling shareholders of the Company was interested in any business which competes or is likely to compete with the businesses of the Group during the Reporting Year and up to the date of this annual report.

### **COMPLIANCE WITH NON-COMPETE UNDERTAKING**

Each of Mr. Ma Hongfu, Lanzhou Zhuangyuan Investment Co., Ltd. (蘭州莊園投資有限公司) ("Zhuangyuan Investment") and Gansu Lucky Cow Investment Co., Ltd. (甘肅福牛投資有限公司) ("Lucky Cow") (the Controlling Shareholders) has confirmed to the Company that he/it has complied with the non-compete undertaking given by them to the Company on 23 September 2015. The independent non-executive Directors have reviewed the status of compliance and enforcement of the non-compete undertaking and confirmed that all the undertakings thereunder have been complied with throughout the period from the Listing Date to 31 December 2015.

### **DIRECTORS', SUPERVISORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN SECURITIES**

The interests in shares of the Company held by the Directors, Supervisors during the year is disclosed in the section headed "DIRECTORS AND SUPERVISORS' INTERESTS AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES" below. There is at no time during the Reporting Year was the Company or any of its subsidiaries, holding company or fellow subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or convertible securities including debentures of, the Company or any other corporations, and none of the Directors or their spouse or children under the age of 18, had any right to subscribe for securities of the Company, or had exercised any such rights.

## Directors' Report

### EMOLUMENT POLICY

The nomination committee and the remuneration and appraisal committee were set up for, among others, reviewing and making recommendations on remuneration policy and scheme for Directors, Supervisors, Senior Management and employees, taking into account salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group.

### SHARE OPTION SCHEME

There is no share option scheme adopted for the Company during the Reporting Year.

### DIRECTORS' AND SUPERVISORS' INTERESTS AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2015, the interests and short positions of the Directors, Supervisors and the chief executive of the Company and their associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules were as follows:

Name of Director	Nature of Interest	Total Number of Shares	Approximate percentage of total issued Domestic Shares	Approximate percentage in the issued share capital of the Company
<b>Domestic Shares</b>				
Ma Hongfu (Note 2)	Beneficial owner	32,197,400 (L)	30.56%	22.92%
	Interested in controlled corporation	45,894,700 (L)	43.56%	32.67%

Notes:

- (1) All interests in Shares were long positions.
- (2) Mr. Ma Hongfu holds 97.38% equity interests in Zhuangyuan Investment and 39.44% equity interests in Lucky Cow. Under the SFO, he is deemed to be interested in the Shares held by Zhuangyuan Investment and Lucky Cow.

Save as disclosed above, as at 31 December 2015, none of the Directors, Supervisors or chief executive of the Company nor their associates had any interest or short positions in the shares, underlying shares or debentures of the Company, its specified undertakings or any of its other associated corporations (within the meaning of Part XV of the SFO) which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which were required, pursuant to Section 352 of the SFO and the Companies Ordinance (Cap. 622), to be entered in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2015, as far as known to the Directors, the following persons or entities (not being a Director, a Supervisor or a chief executive of the Company) who had interests or short positions in the Shares and underlying shares 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 required to be kept by the Company under Section 336 of the SFO were as follows:

Name of Substantial Shareholder	Nature of Interest	Total Number of Shares	Approximate percentage of total issued Domestic Shares/ H Shares (as applicable)	Approximate percentage in the issued share capital of the Company
<b>Domestic Shares</b>				
Yang Xiuhua (Note 2)	Interest of spouse	78,092,100 (L)	74.11%	55.58%
Lanzhou Zhuangyuan Investment Co., Ltd. (Note 3)	Beneficial owner	30,894,700 (L)	29.32%	21.99%
Gansu Lucky Cow Investment Co., Ltd. (Note 3)	Beneficial owner	15,000,000 (L)	14.24%	10.68%
Chongqing Fukun Venture Investment Centre LLP	Beneficial owner	6,990,000 (L)	6.63%	4.98%
<b>H Shares</b>				
Hu Keliang	Beneficial owner	7,924,500 (L)	22.56%	5.64%
Li Yanling (Note 4)	Interests of spouse	7,924,500 (L)	22.56%	5.64%
Wang Wei (Note 5)	Beneficial owner	800,000 (L)	2.28%	0.57%
	Interest of controlled corporation	2,800,000 (L)	7.97%	1.99%
Li Qi (Note 5)	Interests of spouse	3,600,000 (L)	10.25%	2.56%
Venko Limited (Note 5)	Beneficial owner	2,800,000 (L)	7.97%	1.99%
Ren Qifeng (Note 6)	Interest of controlled corporation	3,523,000 (L)	10.03%	2.51%
Ren Songliu (Note 6)	Interests of spouse	3,523,000 (L)	10.03%	2.51%
Technoart Investments Limited (Note 6)	Beneficial owner	3,523,000 (L)	10.03%	2.51%
Zhang Chenbin	Beneficial owner	3,040,000 (L)	8.65%	2.16%
Hu Jiawu	Beneficial owner	3,000,000 (L)	8.54%	2.14%
Xi Xin (Note 7)	Interests of spouse	3,000,000 (L)	8.54%	2.14%

## Directors' Report

### Notes:

1. All interests in Shares were long positions.
2. Ms. Yang Xiuhua is the spouse of Mr. Ma Hongfu. Therefore, Ms. Yang Xiuhua is deemed to be interested in the Shares in which Mr. Ma Hongfu is interested by virtue of the SFO.
3. Mr. Ma Hongfu holds 97.38% equity interests in Zhuangyuan Investment and 39.44% equity interests in Lucky Cow. Under the SFO, he is deemed to be interested in the Shares held by Zhuangyuan Investment and Lucky Cow.
4. Ms. Li Yanling is the spouse of Mr. Hu Keliang. Therefore, Ms. Li Yanling is deemed to be interested in the Shares in which Mr. Hu Keliang is interested by virtue of the SFO.
5. The entire issued share capital of Venko Limited is beneficially owned by Mr. Wang Wei who is deemed to be interested in the Shares held by Venko Limited by virtue of the SFO. Mr. Wang Wei is also beneficially interested in 800,000 H Shares. Ms. Li Qi is the spouse of Mr. Wang Wei. Therefore, Ms. Li Qi is deemed to be interested in the Shares in which Mr. Wang Wei is interested by virtue of the SFO.
6. The entire issued share capital of Technoart Investments Limited is beneficially owned by Mr. Ren Qifeng who is deemed to be interested in the Shares held by Technoart Investments Limited by virtue of the SFO. Ms. Ren Songliu is the spouse of Mr. Ren Qifeng. Therefore, Ms. Ren Songliu is deemed to be interested in the Shares in which Mr. Ren Qifeng is interested by virtue of the SFO.
7. Ms. Xi Xin is the spouse of Mr. Hu Jiawu. Therefore, Ms. Xi Xin is deemed to be interested in the Shares in which Mr. Hu Jiawu is interested by virtue of the SFO.

Save as disclosed above, as at 31 December 2015, the Company had not been notified by any other persons (other than Directors and chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of the Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

## ARRANGEMENT FOR DIRECTORS AND SUPERVISORS TO PURCHASE SHARES OR DEBENTURES

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or Supervisors or their respective spouses or minor children, or were such rights exercised by them, or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors or Supervisors to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate.

## RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Details of significant related party transactions of the Group (including those which constitute connected transactions and continuing connected transactions under the Listing Rules) are set out in Note 34 to the Financial Statements. No matter is required to be disclosed and no connected transaction is noted pursuant to the requirements under Chapter 14A of the Listing Rules.

### **DONATIONS**

During the financial year, the Group made charitable and other donations amounting to HK\$500,000.

### **SUFFICIENCY OF PUBLIC FLOAT**

Based on information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company has maintained a sufficient public float of 25% of the Company's issued share capital as required under the Listing Rules.

ON BEHALF OF THE BOARD

**Ma Hongfu**

*Chairman*

Lanzhou, the PRC, 29 March 2016

# Supervisory Committee's Report

The Supervisory Committee of Lanzhou Zhuangyuan Pasture Co., Ltd.\* 蘭州莊園牧場股份有限公司 (the "Supervisory Committee") has executed its duties earnestly, safeguarded the rights and interests of the Company and the Shareholders, complied with the principle of good faith and carried out its work in a diligent and proactive manner pursuant to the provisions of the Company Law of People's Republic of China, other relevant laws and regulations and the articles of association of the Company.

During the year, the Supervisory Committee reviewed cautiously the operation and development plans of the Company and put forward reasonable suggestions and opinions to the Board. It also strictly and effectively monitored and supervised the significant policies and specific decisions made by the management of the Company to ensure that they were in compliance with the laws and regulations of the PRC and the articles of association of the Company, and in the interests of the Shareholders.

The Supervisory Committee has reviewed earnestly and approved the report of the Board, audited financial statements and the dividend payment proposal to be presented by the Board at the forthcoming AGM. We are of the opinion that the Board, chief executive of the Company and other Senior Management have strictly complied with the principle of good faith, and have worked diligently, exercised their authority faithfully in the best interests of the Company, and executed various tasks pursuant to the articles of association of the Company. Up till now, none of the Directors, chief executive of the Company nor Senior Management has been found to have been in breach of any laws or regulations or the articles of association of the Company and damaged the interests of the Company or the Shareholders. The Supervisory Committee is satisfied with the various tasks carried out by the Company in 2015 and the economic benefits generated therefrom. It has full confidence in the future development outlook of the Company.

*Chairman of the Supervisory Committee*

**Wei Lin**

Lanzhou, the PRC, 29 March 2016



# Independent Auditor's Report



## **Independent auditor's report to the shareholders of Lanzhou Zhuangyuan Pasture Co., Ltd.**

*(Incorporated in the People's Republic of China with limited liability)*

We have audited the consolidated financial statements of Lanzhou Zhuangyuan Pasture Co., Ltd. (the "Company") and its subsidiaries (together the "Group") set out on pages 57 to 125, which comprise the consolidated statement of financial position as at 31 December 2015, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

## **DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

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

## **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

# Independent Auditor's Report

## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2015 and of the Group's financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## KPMG

Certified Public Accountants

8th Floor, Prince's Building

10 Chater Road

Central, Hong Kong

29 March 2016

# Consolidated Statement of Profit or Loss

for the year ended 31 December 2015

(Expressed in Renminbi)

	<i>Note</i>	<b>2015</b> RMB'000	2014 RMB'000
<b>Revenue</b>	4, 5	<b>585,613</b>	545,239
Cost of sales	5, 7(a)	<b>(400,369)</b>	(369,202)
<b>Gross profit</b>		<b>185,244</b>	176,037
Gain arising on initial recognition of agricultural produce at fair value less costs to sell at the point of harvest	7(b)	<b>4,761</b>	4,918
Loss arising from changes in fair value less costs to sell of biological assets	7(c)	<b>(12,494)</b>	(14,674)
Other net income	6	<b>24,255</b>	15,718
Distribution costs		<b>(38,108)</b>	(33,846)
Administrative expenses		<b>(54,299)</b>	(48,110)
<b>Profit from operations</b>		<b>109,359</b>	100,043
Net finance costs	7(d)	<b>(23,690)</b>	(26,351)
<b>Profit before taxation</b>	5, 7	<b>85,669</b>	73,692
Income tax	8(a)	<b>(12,423)</b>	(8,283)
<b>Profit for the year</b>		<b>73,246</b>	65,409
<b>Attributable to:</b>			
Equity shareholders of the Company		<b>73,246</b>	65,409
<b>Profit for the year</b>		<b>73,246</b>	65,409
Earnings per share			
– Basic and diluted (RMB)	12	<b>0.65</b>	0.62

The notes on pages 65 to 125 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 31(b).

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the year ended 31 December 2015

(Expressed in Renminbi)

	2015 RMB'000	2014 RMB'000
<b>Profit for the year</b>	<b>73,246</b>	65,409
<b>Total comprehensive income for the year</b>	<b>73,246</b>	65,409
<b>Attributable to:</b>		
Equity shareholders of the Company	<b>73,246</b>	65,409
<b>Total comprehensive income for the year</b>	<b>73,246</b>	65,409

The notes on pages 65 to 125 form part of these financial statements.

# Consolidated Statement of Financial Position

as at 31 December 2015

(Expressed in Renminbi)

	<i>Note</i>	<b>2015</b> RMB'000	2014 RMB'000
<b>Non-current assets</b>			
Property, plant and equipment	13	<b>651,945</b>	618,848
Available-for-sale financial assets	15	<b>33,720</b>	33,720
Lease prepayments	16	<b>20,116</b>	14,376
Biological assets	17	<b>133,500</b>	103,264
Deferred tax assets	30(b)	<b>5,222</b>	3,776
Other non-current assets	18	<b>27,045</b>	31,009
		<b>871,548</b>	804,993
<b>Current assets</b>			
Inventories	19	<b>86,350</b>	108,645
Trade receivables	20	<b>28,538</b>	21,783
Deposits, prepayments and other receivables	21	<b>86,310</b>	23,866
Pledged deposit	22	<b>36,334</b>	26,748
Cash and cash equivalents	22	<b>231,702</b>	215,454
		<b>469,234</b>	396,496
<b>Current liabilities</b>			
Trade and bills payables	23	<b>94,530</b>	110,059
Receipts in advance	24	<b>20,697</b>	28,107
Accrued expenses and other payables	25	<b>44,368</b>	46,549
Non-current liabilities due within one year	26	<b>9,403</b>	13,865
Bank loans	27(a)	<b>356,000</b>	376,500
Current taxation	30(a)	<b>15,047</b>	11,808
		<b>540,045</b>	586,888
<b>Net current liabilities</b>		<b>(70,811)</b>	(190,392)
<b>Total assets less current liabilities</b>		<b>800,737</b>	614,601

The notes on pages 65 to 125 form part of these financial statements.

## Consolidated Statement of Financial Position

as at 31 December 2015

(Expressed in Renminbi)

	<i>Note</i>	<b>2015</b> RMB'000	2014 RMB'000
<b>Non-current liabilities</b>			
Bank loans	27(b)	<b>59,500</b>	73,500
Deferred income	28	<b>46,052</b>	40,171
Obligations under finance leases	29	<b>857</b>	4,012
Other long-term payables		–	1,503
		<b>106,409</b>	119,186
<b>NET ASSETS</b>			
		<b>694,328</b>	495,415
<b>CAPITAL AND RESERVES</b>			
Share capital	31(c)	<b>140,500</b>	105,370
Reserves	31(d)	<b>553,828</b>	390,045
<b>Total equity attributable to equity shareholders of the Company</b>			
		<b>694,328</b>	495,415
<b>TOTAL EQUITY</b>			
		<b>694,328</b>	495,415

Approved and authorised for issue by the board of directors on 29 March 2016.

**Ma Hongfu**

*Director*

**Wang Guofu**

*Director*

The notes on pages 65 to 125 form part of these financial statements.

# Consolidated Statement of Changes in Equity

for the year ended 31 December 2015

(Expressed in Renminbi)

	Attributable to equity shareholders of the Company				
	Share capital RMB'000 <i>(Note 31(c))</i>	Capital reserve RMB'000 <i>(Note 31(d)(i))</i>	PRC statutory reserves RMB'000 <i>(Note 31(d)(ii))</i>	Retained profits RMB'000	Total RMB'000
<b>Balance at 1 January 2014</b>	105,370	155,590	10,069	158,977	430,006
<b>Changes in equity for 2014</b>					
Profit for the year	–	–	–	65,409	65,409
Total comprehensive income	–	–	–	65,409	65,409
Appropriation to reserves	–	–	5,640	(5,640)	–
<b>Balance at 31 December 2014</b>	105,370	155,590	15,709	218,746	495,415

	Attributable to equity shareholders of the Company				
	Share capital RMB'000 <i>(Note 31(c))</i>	Capital reserve RMB'000 <i>(Note 31(d)(i))</i>	PRC statutory reserves RMB'000 <i>(Note 31(d)(ii))</i>	Retained profits RMB'000	Total RMB'000
<b>Balance at 1 January 2015</b>	105,370	155,590	15,709	218,746	495,415
<b>Changes in equity for 2015</b>					
Profit for the year	–	–	–	73,246	73,246
Total comprehensive income	–	–	–	73,246	73,246
Issuance of shares under initial public offering <i>(Note 31(c)(i))</i>	35,130	117,189	–	–	152,319
Share issuance expenses <i>(Note 31(c)(i))</i>	–	(26,652)	–	–	(26,652)
Appropriation to reserves	–	–	6,012	(6,012)	–
Transaction with equity shareholders of the Group	35,130	90,537	6,012	(6,012)	125,667
<b>Balance at 31 December 2015</b>	140,500	246,127	21,721	285,980	694,328

The notes on pages 65 to 125 form part of these financial statements.

# Consolidated Cash Flow Statement

for the year ended 31 December 2015

(Expressed in Renminbi)

	<i>Note</i>	<b>2015</b> RMB'000	2014 RMB'000
<b>Operating activities</b>			
Profit before taxation		<b>85,669</b>	73,692
Adjustments for:			
Depreciation and amortisation	7(f)	<b>36,919</b>	33,843
Interest income	7(d)	<b>(813)</b>	(469)
Interest expenses	7(d)	<b>25,002</b>	26,820
Foreign exchange gain	7(d)	<b>(499)</b>	–
Government grants recognised and amortised in profit or loss	6	<b>(15,925)</b>	(8,529)
Impairment/(reversal of impairment) of trade receivables	20(b)	<b>12</b>	(1,295)
Reversal of impairment of deposits, prepayments and other receivables	21	<b>(599)</b>	(476)
Loss arising from the changes in fair value less costs to sell of biological assets	7(c)	<b>12,494</b>	14,674
Net gain on disposal of property, plant and equipment		<b>(514)</b>	–
Changes in working capital:			
Decrease in inventories		<b>22,295</b>	12,677
(Increase)/decrease in trade receivables		<b>(6,767)</b>	13,141
Decrease in deposits, prepayments and other receivables		<b>4,853</b>	5,428
(Decrease)/increase in trade and bills payable		<b>(15,529)</b>	57,466
(Decrease)/increase in receipts in advance		<b>(7,410)</b>	10,593
Increase in accrued expenses and other payables		<b>777</b>	7,367
<b>Cash generated from operations</b>		<b>139,965</b>	244,932
PRC income tax paid	30(a)	<b>(10,630)</b>	(2,836)
<b>Net cash generated from operating activities</b>		<b>129,335</b>	242,096

The notes on pages 65 to 125 form part of these financial statements.



## Consolidated Cash Flow Statement

for the year ended 31 December 2015

(Expressed in Renminbi)

<i>Note</i>	<b>2015</b> <b>RMB'000</b>	2014 RMB'000
<b>Investing activities</b>		
Payment for purchase of wealth management products from banks	<b>(10,000)</b>	–
Payments for amount lending to a third party	<b>(50,000)</b>	–
Payments for purchase of property, plant and equipment	<b>(78,929)</b>	(81,280)
Payments relating to advances to third parties	–	(15,888)
Lease prepayments	<b>(6,812)</b>	(130)
Increase in pledged deposit	<b>(9,586)</b>	(20,477)
Payments for purchase of biological assets	<b>(24,316)</b>	(14,858)
Payments for breeding cost of calves and heifers (breeding costs of calves and heifers capitalised other than depreciation and amortisation)	<b>(27,257)</b>	(22,191)
Proceeds from disposal of property, plant and equipment	<b>745</b>	–
Proceeds from disposal of biological assets	<b>8,113</b>	6,796
Cash received from government grants	<b>23,545</b>	8,920
Proceeds relating to advances to third parties	<b>3,964</b>	17,354
Interest received	<b>813</b>	469
<b>Net cash used in investing activities</b>	<b>(169,720)</b>	(121,285)

The notes on pages 65 to 125 form part of these financial statements.

## Consolidated Cash Flow Statement

for the year ended 31 December 2015

(Expressed in Renminbi)

	<i>Note</i>	<b>2015</b> RMB'000	2014 RMB'000
<b>Financing activities</b>			
Proceeds from issuance of shares under initial public offering		<b>152,319</b>	–
Proceeds from new bank loans		<b>380,000</b>	371,500
Repayments of bank loans		<b>(414,500)</b>	(374,500)
Interest paid		<b>(25,496)</b>	(27,802)
Payments for initial public offering expenses		<b>(25,329)</b>	–
Cash paid relating to other financing activities		<b>(10,860)</b>	(6,878)
<b>Net cash generated from/(used in) financing activities</b>		<b>56,134</b>	(37,680)
<b>Net increase in cash and cash equivalents</b>		<b>15,749</b>	83,131
Cash and cash equivalents at the beginning of the year		<b>215,454</b>	132,323
Effect of foreign exchange rate changes		<b>499</b>	–
<b>Cash and cash equivalents at the end of the year</b>	22	<b>231,702</b>	215,454

The notes on pages 65 to 125 form part of these financial statements.

# Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

## 1 REPORTING ENTITY

Lanzhou Zhuangyuan Pasture Co., Ltd (the “Company”) was incorporated in Gansu, Lanzhou on 25 April 2000. The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited on 15 October 2015. These consolidated financial statements comprise the Company and its subsidiaries (collectively referred to as the “Group”). The Group is primarily involved in breeding dairy cows and manufacturing and selling dairy products.

## 2 SIGNIFICANT ACCOUNTING POLICIES

### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations issued by the International Accounting Standards Board (the “IASB”), and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A summary of the significant accounting policies adopted by the Group is set out below.

The IASB has issued certain new and revised IFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 2(d) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

### (b) Basis of preparation of the financial statements

The measurement basis used in the preparation of the financial statements is the historical cost basis except for biological assets and agricultural produce are stated at their fair value as explained in note 2(j) below.

Non-current assets and disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell.

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **(b) Basis of preparation of the financial statements** *(Continued)*

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.

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

The financial statements are presented in Renminbi (“RMB”), rounded to the nearest thousand unless otherwise indicated.

#### **(c) Going concern**

The financial statements have been prepared assuming the Group will continue as a going concern notwithstanding the net current liabilities of the Group at 31 December 2015. The directors are of opinion that, based on a detailed review of the working capital forecast of the Group, the Group will have necessary liquid funds to finance its working capital expenditure requirements for a reasonable period of time.

#### **(d) Changes in accounting policies**

The IASB has issued the following amendments to IFRSs that are first effective for the current accounting period of the Group:

- Amendments to IAS 19, *Employee benefits: Defined benefit plans: Employee contributions*
- Annual Improvements to IFRSs 2010-2012 Cycle
- Annual Improvements to IFRSs 2011-2013 Cycle

None of these developments have had a material effect on the Group’s results and financial position for the current or prior periods. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (e) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(i)(ii)), unless the investment is classified as held-for-sale (or included in a disposal group that is classified as held for sale).

#### (f) Other investments in equity securities

The Group's and the Company's policies for investments in equity securities, other than investments in subsidiaries, are as follows:

Investments in equity securities are initially stated at fair value, which is their transaction price unless it is determined that the fair value at initial recognition differs from the transaction price and that fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (f) Other investments in equity securities *(Continued)*

These investments are classified as available-for-sale securities as they do not fall into any other categories. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve. As an exception to this, investments in equity securities that do not have a quoted price in an active market for an identical instrument and whose fair value cannot otherwise be reliably measured are recognised in the statement of financial position at cost less impairment losses (see note 2(i)). Dividend income from equity securities calculated using the effective interest method are recognised in profit or loss in accordance with the policies set out in note 2(s)(iii).

When the investments are derecognised or impaired (see note 2(i)), the cumulative gain or loss recognised in equity is reclassified to profit or loss. Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

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

Property, plant and equipment other than construction in progress, are measured at cost less accumulated depreciation and accumulated impairment losses (see note 2(i)(ii)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 2(t)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

Plant and buildings	30 years
Machinery and equipment	5–10 years
Motor vehicles	4 years
Other equipment	5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

Construction in progress is stated at cost less any impairment losses (see note 2(i)(ii)) and is not depreciated. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **(h) Leased assets**

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

#### **(i) Classification of assets leased to the Group**

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

#### **(ii) Assets acquired under finance leases**

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 2(g). Impairment losses are accounted for in accordance with the accounting policy as set out in note 2(i). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

#### **(iii) Operating lease charges**

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term.

# Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (i) Impairment of assets

#### (i) Impairment of receivables

Receivables that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

If any such evidence exists, for trade and other current receivables, the impairment loss is measured as the difference between the receivable's carrying amount and the present value of estimated future cash flows, discounted at the receivable's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these receivables), where the effect of discounting is material. This assessment is made collectively where the receivables share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for receivables which are assessed for impairment collectively are based on historical loss experience for receivables with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the receivable's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.



## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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

##### (i) Impairment of receivables *(Continued)*

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of receivables whose recoveries are considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against the receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

##### (ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- lease prepayments; and
- investments in subsidiaries in the Company's statement of financial position.

If such indication exists, the asset's recoverable amount is estimated.

##### – *Calculation of recoverable amount*

The recoverable amount of an asset is the greater of its fair value less costs of disposal 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

# Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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

#### (ii) Impairment of other assets *(Continued)*

– *Recognition of impairment losses*

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

– *Reversals of impairment losses*

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

#### (iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with IAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 2(i)(i) and (ii)).

Impairment loss recognised in an interim period in respect of available-for-sale equity securities is not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates. Consequently, if the fair value of an available-for-sale equity security increases in the remainder of the annual period, or in any other period subsequently, the increase is recognised in other comprehensive income and not profit or loss.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (j) Biological assets

Biological assets comprise dairy cows which are divided into three groups of calves, heifers and milkable cows, which are raised or grown by the Group for the purposes of producing raw milk.

Biological assets are measured on initial recognition and at the end of each reporting period at their fair values less costs to sell. Any resultant gain or loss arising on initial recognition and from changes in fair value less costs to sell is charged to the profit or loss for the period in which the gain or loss arises.

The feeding costs and other related costs such as staff costs, depreciation and amortisation expenses and utilities cost incurred for raising calves and heifers are capitalised until they begin to produce milk and transfer to the group of milkable cows. Such costs incurred for milkable cows are also capitalised while upon milking, the costs incurred to bring the raw milk are transferred to inventories (see note 2(k) below).

#### (k) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

Agricultural produce harvested from the Group's biological assets are raw milk. Upon harvest, agricultural produce are initially recognised as inventories at their fair values less costs to sell at the point of harvest, which are determined based on their market prices quoted in the local area. Any resultant gain or loss arising on initial recognition of such fair values (i.e. the difference between the fair values less costs to sell of the agricultural produce at the point of harvest and the breeding costs) is recognised in the profit or loss in the period of harvest. Upon subsequent sales, such amount of the inventories initially recognised is charged to the cost of sales in the profit or loss.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **(l) Trade and other receivables**

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method less allowance for impairment of doubtful debts (see note 2(i)(i)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts (see note 2(i)(i)).

#### **(m) Interest-bearing borrowings**

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

#### **(n) Trade and other payables**

Trade and other payables are initially recognised at fair value, and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### **(o) Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

#### **(p) Employee benefits**

##### **(i) Short-term employee benefits and contributions to defined contribution retirement plans**

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

##### **(ii) Termination benefits**

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (q) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination) and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **(q) Income tax** *(Continued)*

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the company or group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the company or the group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **(r) Provisions and contingent liabilities**

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

#### **(s) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

##### **(i) Sale of goods**

Revenue is recognised when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

##### **(ii) Interest income**

Interest income is recognised as it accrues using the effective interest method.

##### **(iii) Dividends**

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (s) Revenue recognition *(Continued)*

##### (iv) Government grants

Government grants are recognised in the statement of financial position initially as deferred income when there is reasonable assurance that they will be received and that the Group will comply with the conditions associated with the grants, and are then recognised in profit or loss as other income on a systematic basis over the useful life of the asset. Grants that compensate the Group for expenses incurred are recognized as other income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

##### (t) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use are interrupted or complete.

##### (u) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.



## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (u) Related parties *(Continued)*

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (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).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

#### (v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 3 ACCOUNTING JUDGEMENT AND ESTIMATES

In the process of applying the Group's accounting policies, management has made certain accounting judgment. Note 32(e) contains information about the assumptions relating to the fair values of biological assets and agricultural produce at the point of harvest. Other key sources of estimation uncertainty are as follows:

#### (a) Impairment of receivables

The management assesses doubtful accounts for estimated losses resulting from the inability of the debtors to make the required payments. The management bases the estimates on the assessment of recoverability of individual receivable balance, customer credit-worthiness, and historical write-off experience. If the financial condition of the debtors were to deteriorate, actual write-offs would be higher than estimated.

#### (b) Impairment of long-lived assets

If circumstances indicate that the carrying amount of a long-lived asset may not be recoverable, the asset may be considered "impaired", and an impairment loss may be recognised in accordance with the accounting policy for impairment of long-lived assets as described in note 2(i)(ii). The carrying amounts of long-lived assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever the events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the net selling price and the value in use. In determining the value in use, expected future cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to the level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of the level of revenue and amount of operating costs. Changes in these estimates could have a significant impact on the carrying amount of the assets and could result in an additional impairment charge or a reversal of impairment in future periods, where applicable.

#### (c) Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual values. The management reviews the estimated useful lives and residual values of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The determination of the useful lives and residual values are based on the historical experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 4 REVENUE

The principal activities of the Group are dairy farming, manufacture and sale of liquid milk products and other dairy products.

Revenue mainly represents the sales amount of products supplied to customers. The amount of each significant category of revenue is as follows:

	2015 RMB'000	2014 RMB'000
Liquid milk products	574,218	510,525
Others (Note)	11,395	34,714
Total	585,613	545,239

Note: Other revenue mainly represents sales from milk beverage, milk tea powder, raw milk and milk powder.

### 5 SEGMENT REPORTING

The Group manages its business by lines of products. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments, which are Dairy Farming and Dairy Products Production. Each reportable segment is a separate business unit which offers different products, and is managed separately because they require different technology and marketing strategies. The financial statements of the different segments is regularly reviewed by the Group's management to make decisions about resources to be allocated to each segment and assess its performance.

- Dairy Farming – breeding dairy cows to produce and sell raw milk.
- Dairy Products Production – producing and selling Pasteurised Milk, Ultra High Temperature Milk (“UHT Milk”), Modified Milk, Yogurt and Other Dairy Products.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 5 SEGMENT REPORTING *(Continued)*

#### (a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all assets with the exception of deferred tax assets. Segment liabilities include all current and non-current liabilities.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments. However, assistance provided by one segment to another, including sharing of assets and technical know-how, is not measured.

The measure used for reportable segment cost of sales does not include "gain arising on initial recognition of agricultural produce at fair value less costs to sell at the point of harvest".

The measure used for reportable segment gross profit does not include "gain arising on initial recognition of agricultural produce at fair value less costs to sell at the point of harvest".

The measure used for reportable segment profit is "adjusted EBITDA", i.e. "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including interest income and interest expenses, and "depreciation and amortisation" is regarded as including the depreciation and amortisation of and the impairment losses on non-current assets. To arrive at adjusted EBITDA, the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as directors' remuneration and the gains and losses arising from the changes in fair value (including the changes arising from biological assets and agricultural produce) as management believes that such adjusted information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

In addition to receiving segment information concerning the above items, management is provided with segment information concerning interest income, interest expenses, depreciation and amortisation expenses and additions to non-current segment assets related to each segment in their operations. There are transfers of the raw milk produced by Dairy Farming segment to Dairy Products Production segments. Inter-segment sales are priced with reference to market price.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 5 SEGMENT REPORTING *(Continued)*

#### (a) Segment results, assets and liabilities *(Continued)*

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2015 and 2014 is set out below:

	Year ended 31 December 2015		
	Dairy Farming RMB'000	Dairy Products Production RMB'000	Total RMB'000
<b>Revenue</b>			
Revenue from external customers	135	585,478	585,613
Inter-segment revenue	92,892	–	92,892
<b>Reportable segment revenue</b>	<b>93,027</b>	<b>585,478</b>	<b>678,505</b>
<b>Cost of sales</b>			
Cost of sales related to revenue from external customers	128	401,618	401,746
Inter-segment cost of sales	86,754	–	86,754
<b>Reportable segment cost of sales (cost of sales before biological fair value adjustments)</b>	<b>86,882</b>	<b>401,618</b>	<b>488,500</b>
<b>Reportable segment gross profit (gross profit before biological fair value adjustments)</b>	<b>6,145</b>	<b>183,860</b>	<b>190,005</b>
<b>Reportable segment profit (adjusted EBITDA)</b>	<b>18,510</b>	<b>140,761</b>	<b>159,271</b>
Interest income	122	691	813
Interest expenses	1,213	23,789	25,002
Depreciation and amortisation	10,804	26,115	36,919
<b>Reportable segment assets</b>	<b>650,908</b>	<b>1,103,775</b>	<b>1,754,683</b>
Additions to non-current segment assets during the year	58,807	39,650	98,457
<b>Reportable segment liabilities</b>	<b>463,064</b>	<b>602,513</b>	<b>1,065,577</b>

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 5 SEGMENT REPORTING *(Continued)*

#### (a) Segment results, assets and liabilities *(Continued)*

	Year ended 31 December 2014		
	Dairy	Dairy	Total
	Farming	Products	
	RMB'000	Production RMB'000	RMB'000
<b>Revenue</b>			
Revenue from external customers	871	544,368	545,239
Inter-segment revenue	93,506	–	93,506
<b>Reportable segment revenue</b>	<b>94,377</b>	<b>544,368</b>	<b>638,745</b>
<b>Cost of sales</b>			
Cost of sales related to revenue from external customers	844	372,153	372,997
Inter-segment cost of sales	84,793	–	84,793
<b>Reportable segment cost of sales (cost of sales before biological fair value adjustments)</b>	<b>85,637</b>	<b>372,153</b>	<b>457,790</b>
<b>Reportable segment gross profit (gross profit before biological fair value adjustments)</b>	<b>8,740</b>	<b>172,215</b>	<b>180,955</b>
<b>Reportable segment profit (adjusted EBITDA)</b>	<b>28,831</b>	<b>119,729</b>	<b>148,560</b>
Interest income	75	394	469
Interest expenses	2,017	24,803	26,820
Depreciation and amortisation	10,996	22,847	33,843
<b>Reportable segment assets</b>	<b>581,194</b>	<b>935,084</b>	<b>1,516,278</b>
Additions to non-current segment assets during the year	59,543	42,185	101,728
<b>Reportable segment liabilities</b>	<b>387,312</b>	<b>637,327</b>	<b>1,024,639</b>

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 5 SEGMENT REPORTING (Continued)

#### (b) Reconciliations of reportable segment revenue, cost of sales, gross profit, profit, assets and liabilities

	2015 RMB'000	2014 RMB'000
<b>Revenue</b>		
Reportable segment revenue	678,505	638,745
Elimination of inter-segment revenue	(92,892)	(93,506)
Consolidated revenue	585,613	545,239

	2015 RMB'000	2014 RMB'000
<b>Cost of sales</b>		
Reportable segment cost of sales	488,500	457,790
Gain arising on initial recognition of agricultural produce at fair value less costs to sell at the point of harvest	4,761	4,918
Elimination of inter-segment cost of sales	(92,892)	(93,506)
Consolidated cost of sales	400,369	369,202

	2015 RMB'000	2014 RMB'000
<b>Gross profit</b>		
Reportable segment gross profit	190,005	180,955
Gain arising on initial recognition of agricultural produce at fair value less costs to sell at the point of harvest	(4,761)	(4,918)
Consolidated gross profit	185,244	176,037

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 5 SEGMENT REPORTING (Continued)

#### (b) Reconciliations of reportable segment revenue, cost of sales, gross profit, profit, assets and liabilities (Continued)

	2015 RMB'000	2014 RMB'000
<b>Profit</b>		
Reportable segment profit	159,271	148,560
Interest income	813	469
Interest expenses	(25,002)	(26,820)
Depreciation and amortisation	(36,919)	(33,843)
Loss arising from the changes in fair value less costs to sell of biological assets	(12,494)	(14,674)
Consolidated profit before taxation	85,669	73,692

	2015 RMB'000	2014 RMB'000
<b>Assets</b>		
Reportable segment assets	1,754,683	1,516,278
Deferred tax assets	5,222	3,776
Elimination between segments	(419,123)	(318,565)
Consolidated total assets	1,340,782	1,201,489

	2015 RMB'000	2014 RMB'000
<b>Liabilities</b>		
Reportable segment liabilities	1,065,577	1,024,639
Elimination between segments	(419,123)	(318,565)
Consolidated total liabilities	646,454	706,074

#### (c) Geographic information

Since all the revenue from external customers is derived from the customers located in mainland China and the non-current assets are mainly obtained and all located in mainland China while all the segments are managed on a nationwide basis because of the similarity of the type or class of the customers and the similarity of the regulatory environment in the whole region, there is no information separated by different geographical locations within mainland China provided to the Group's management.



## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 6 OTHER NET INCOME

	2015 RMB'000	2014 RMB'000
Government grants	15,925	8,529
Net income from sales of materials	4,745	4,334
Others	3,585	2,855
<b>Total</b>	<b>24,255</b>	15,718

### 7 PROFIT BEFORE TAXATION

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

#### (a) Cost of sales

	2015 RMB'000	2014 RMB'000
Breeding costs to produce raw milk ( <i>Note 17(b)</i> )*	57,747	50,914
Gain arising on initial recognition of agricultural produce at fair value less costs to sell at the point of harvest ( <i>Note 7(b)</i> )	4,761	4,918
Production costs incurred for dairy products*	337,861	313,370
<b>Cost of inventories sold</b>	<b>400,369</b>	369,202

\* Breeding costs to produce raw milk and production costs incurred include, in aggregate, RMB42,881,000 for the year ended 31 December 2015 (for the year ended 31 December 2014: RMB38,899,000), relating to staff costs and depreciation and amortisation expenses, which amount is also included in the respective total amounts disclosed separately in notes 7(e) and 7(f) for each of these types of expenses.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 7 PROFIT BEFORE TAXATION *(Continued)*

#### (b) Gain arising on initial recognition of agricultural produce at fair value less costs to sell at the point of harvest

	2015 RMB'000	2014 RMB'000
Gain arising on initial recognition of agricultural produce at fair value less costs to sell at the point of harvest	4,761	4,918
Included in:		
– cost of sales <i>(Note 7(a))</i>	4,761	4,918
Total gain arising on initial recognition of agricultural produce at fair value less costs to sell at the point of harvest	4,761	4,918

#### (c) Loss arising from changes in fair value less costs to sell of biological assets

	2015 RMB'000	2014 RMB'000
Loss arising from changes in fair value less costs to sell of biological assets <i>(Note 17(b))</i>	(12,494)	(14,674)

#### (d) Finance costs

	2015 RMB'000	2014 RMB'000
Interest income	(813)	(469)
Interest expenses on bank loans		
– Interest on bank loans wholly repayable within five years	23,124	23,695
– Interest on bank loans wholly repayable over five years	1,477	3,380
Finance charges on obligations under finance leases	401	727
Less: Interest expenses capitalised	–	(982)
Net foreign exchange gain	(499)	–
Total	23,690	26,351

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 7 PROFIT BEFORE TAXATION (Continued)

#### (e) Staff costs

	2015 RMB'000	2014 RMB'000
Salaries, bonuses and allowances	33,166	28,237
Pension insurance (Note (i))	2,858	2,315
Other social insurances (Note (ii))	2,632	2,183
Fees charged for hiring workers from labour dispatching companies	785	563
Staff welfare	1,274	1,176
<b>Total</b>	<b>40,715</b>	<b>34,474</b>

Notes:

- (i) The employees of the Group established in the PRC (the "PRC subsidiaries") participate in defined contribution retirement benefit schemes managed by the local government authorities, whereby the PRC subsidiaries are required to contribute to the schemes according to the relevant national and local social welfare laws and regulations. Employees of the PRC subsidiaries are entitled to retirement benefits, calculated based on a percentage of the average salaries level in the PRC, from the above mentioned retirement schemes at their normal retirement age.
- (ii) Pursuant to the relevant laws and regulations of the PRC, employees of the Group participate in the social insurance system established and managed by local government organisations. The Group make social insurance contributions, including contributions to basic medical insurance, unemployment insurance, work-related injury insurance, maternity insurance and etc., as well as contributions to housing fund, at the applicable benchmarks and rates stipulated by the local government for the benefit of their employees.

#### (f) Other items

	2015 RMB'000	2014 RMB'000
Depreciation and amortisation	36,919	33,843
Auditors' remuneration – audit services	1,500	1,174

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 8 INCOME TAX

#### (a) Income tax in the consolidated statement of profit or loss represents:

	2015 RMB'000	2014 RMB'000
<b>Current taxation:</b>		
PRC income tax (Note 30(a))	13,869	8,659
<b>Deferred taxation:</b>		
Origination and reversal of temporary differences (Note 30(b))	(1,446)	(376)
Total	12,423	8,283

#### (b) Reconciliation between tax expense and accounting profit at applicable tax rates:

	2015 RMB'000	2014 RMB'000
Profit before taxation	85,669	73,692
Expected tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned (Note (i))	21,417	18,422
Effect of tax exemption (Notes (iii))	(2,222)	(4,327)
Reduction in tax rate (Note (ii))	(8,567)	(7,369)
Tax effect of non-deductible expenses	215	52
Tax effect of unused tax losses not recognised	1,580	1,505
Income tax	12,423	8,283

Notes:

- (i) The Company and its subsidiaries are subject to PRC Enterprise Income Tax statutory rate of 25% for the years ended 31 December 2015 and 2014.
- (ii) Pursuant to the Announcement of the State Administration of Taxation on Issues of Enterprise Income Tax Concerning In-depth Implementation of Western Region Development Strategy (《國家稅務總局關於深入實施西部大開發戰略有關企業所得稅問題的公告》) promulgated by the State Administration of Taxation on 6 April 2012 and effective on 1 January 2011, from 1 January 2011 to 31 December 2020, the Company and its subsidiaries established in the Western Region of the PRC are entitled to the preferential income tax rate of 15%.
- (iii) According to the PRC Enterprise Income Tax Law and the Implementation Rules, the Group's income arising from certain agricultural activities is exempted from PRC Enterprise Income Tax.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 9 DIRECTORS' REMUNERATION

Directors' remuneration during the years ended 31 December 2015 and 2014 is as follows:

	Year ended 31 December 2015				
	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>Executive Directors</b>					
Mr. Ma Hongfu	-	60	220	10	290
Mr. Wang Guofu	-	71	192	10	273
Mr. Chen Yuhai	-	88	142	10	240
Mr. Yan Bin	-	86	122	10	218
<b>Non-Executive Directors</b>					
Mr. Yap Kean Chong	-	-	-	-	-
Mr. Song Xiaopeng (appointed on 2 March 2015)	-	-	-	-	-
Mr. Hu Jiawu (resigned on 2 March 2015)	-	-	-	-	-
<b>Independent Non-Executive Directors</b>					
Mr. Bai Yongzhi	20	-	-	-	20
Ms. Xin Shihua	20	-	-	-	20
Mr. Wong Cho Hang Stanley (appointed on 2 March 2015)	73	-	-	-	73
Mr. Gao Xincai (resigned on 2 March 2015)	-	-	-	-	-
<b>Supervisors</b>					
Mr. Wei Lin (appointed on 2 March 2015)	-	-	-	-	-
Mr. Zhao Qinghua (resigned on 2 March 2015)	-	79	107	10	196
Ms. Du Wei	-	52	81	10	143
Mr. Pan Jin	-	-	-	-	-
<b>Total</b>	<b>113</b>	<b>436</b>	<b>864</b>	<b>60</b>	<b>1,473</b>

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 9 DIRECTORS' REMUNERATION (Continued)

	Year ended 31 December 2014				
	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>Executive Directors</b>					
Mr. Ma Hongfu	–	123	–	7	130
Mr. Wang Guofu	–	70	94	7	171
Mr. Chen Yuhai	–	71	170	7	248
Mr. Yan Bin	–	71	78	7	156
<b>Non-Executive Directors</b>					
Mr. Yap Kean Chong	–	–	–	–	–
Mr. Hu Jiawu	–	–	–	–	–
<b>Independent Non-Executive Directors</b>					
Mr. Bai Yongzhi	20	–	–	–	20
Ms. Xin Shihua	20	–	–	–	20
Mr. Gao Xincai	20	–	–	–	20
<b>Supervisors</b>					
Mr. Zhao Qinghua	20	–	–	–	20
Ms. Du Wei	–	51	53	7	111
Mr. Pan Jin	–	–	–	–	–
<b>Total</b>	<b>80</b>	<b>386</b>	<b>395</b>	<b>35</b>	<b>896</b>

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 10 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, one (2014: Nil) is director whose emoluments are disclosed in note 9. The aggregate of the emoluments in respect of the individuals who are not directors are as follows:

	2015 RMB'000	2014 RMB'000
Salaries, allowances and benefits in kind	686	254
Discretionary bonuses	959	1,521
Retirement scheme contributions	29	33
<b>Total</b>	<b>1,674</b>	<b>1,808</b>

The emoluments of the individuals who are not directors and who are amongst the five highest paid individuals of the Group are within the following band:

	2015	2014
HK\$Nil–HK\$1,000,000	4	5

No emoluments were paid or payable to these employees as an inducement to join or upon joining the Group or as compensation for loss of office during the years ended 31 December 2015 and 2014.

### 11 PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated profit attributable to equity shareholders of the Company for the year ended 31 December 2015 includes a profit of RMB60,117,000 (2014: RMB56,402,000), which have been dealt with in the financial statements of the Company (see note 31(a)).

### 12 EARNINGS PER SHARE

#### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB73,246,000 (2014: RMB65,409,000) and the weighted average of 112,877,000 ordinary shares (2014: 105,370,000 ordinary shares) in issue during the year as calculated in note 12(b).

#### (b) Weighted average number of ordinary shares

	2015 '000	2014 '000
Issued ordinary shares at 1 January	105,370	105,370
Effect of H shares issued under initial public offering	7,507	–
<b>Weighted average number of ordinary shares at 31 December</b>	<b>112,877</b>	<b>105,370</b>

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 13 PROPERTY, PLANT AND EQUIPMENT

	Plant and buildings RMB'000	Machinery and equipment RMB'000	Motor vehicles RMB'000	Other equipment RMB'000	Construction in progress RMB'000	Total RMB'000
<b>Cost:</b>						
At 1 January 2014	409,719	210,973	6,824	8,428	35,358	671,302
Additions	7,405	3,890	429	3,395	70,462	85,581
Transfer in/(out)	52,512	23,908	-	-	(76,420)	-
At 31 December 2014	469,636	238,771	7,253	11,823	29,400	756,883
<b>Accumulated depreciation:</b>						
At 1 January 2014	(35,861)	(56,828)	(4,981)	(3,097)	-	(100,767)
Charge for the year	(13,670)	(20,749)	(845)	(2,004)	-	(37,268)
At 31 December 2014	(49,531)	(77,577)	(5,826)	(5,101)	-	(138,035)
<b>Net book value:</b>						
At 31 December 2014	420,105	161,194	1,427	6,722	29,400	618,848

	Plant and buildings RMB'000	Machinery and equipment RMB'000	Motor vehicles RMB'000	Other equipment RMB'000	Construction in progress RMB'000	Total RMB'000
<b>Cost:</b>						
At 1 January 2015	469,636	238,771	7,253	11,823	29,400	756,883
Additions	17,597	33,717	433	2,456	20,940	75,143
Transfer in/(out)	9,074	6,622	-	-	(15,696)	-
Disposals	-	(1,105)	(964)	-	-	(2,069)
At 31 December 2015	496,307	278,005	6,722	14,279	34,644	829,957
<b>Accumulated depreciation:</b>						
At 1 January 2015	(49,531)	(77,577)	(5,826)	(5,101)	-	(138,035)
Charge for the year	(16,574)	(22,760)	(598)	(1,883)	-	(41,815)
Written back on disposal	-	923	915	-	-	1,838
At 31 December 2015	(66,105)	(99,414)	(5,509)	(6,984)	-	(178,012)
<b>Net book value:</b>						
At 31 December 2015	430,202	178,591	1,213	7,295	34,644	651,945



## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 14 INVESTMENT IN SUBSIDIARIES

	The Company	
	2015 RMB'000	2014 RMB'000
Unlisted investments, at cost	210,000	210,000

The following list contains only the particulars of subsidiaries of the Group. The class of shares held is ordinary unless otherwise stated:

Name of company	Place of incorporation and business	Particulars of issued and paid up capital RMB'000	Proportion of ownership interest		Principal activities
			Group's effective interest	Held by the company	
Qinghai Qinghaihu Dairy Co., Ltd. 青海青海湖乳業有限責任公司	The PRC	30,000	100%	100%	Dairy products production and sales
Qinghai Shengya Plateau Pasture Co., Ltd. 青海聖亞高原牧場有限公司	The PRC	30,000	100%	100%	Dairy farming
Qinghai Shengyuan Pasture Co., Ltd. 青海聖源牧場有限公司	The PRC	30,000	100%	100%	Dairy farming
Yuzhong Ruifeng Pasture Co., Ltd. 榆中瑞豐牧場有限公司	The PRC	20,000	100%	100%	Dairy farming
Linxia County Ruiyuan Pasture Co., Ltd. 臨夏縣瑞園牧場有限公司	The PRC	30,000	100%	100%	Dairy farming
Linxia County Ruian Pasture Co., Ltd. 臨夏縣瑞安牧場有限公司	The PRC	20,000	100%	100%	Dairy farming
Wuwei Ruida Pasture Co., Ltd. 武威瑞達牧場有限公司	The PRC	20,000	100%	100%	Dairy farming
Ningxia Zhuangyuan Pasture Co., Ltd. 寧夏莊園牧場有限公司	The PRC	20,000	100%	100%	Dairy farming
Lanzhou Ruixing Farming Co., Ltd. 蘭州瑞興牧業有限公司	The PRC	10,000	100%	100%	Dairy farming

\* The English translation of the companies' names is for reference only. The official names of these companies are in Chinese.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 15 AVAILABLE-FOR-SALE FINANCIAL ASSETS

	2015 RMB'000	2014 RMB'000
Equity instrument		
– Xi'an Dongfang Dairy Co., Ltd.	33,676	33,676
– Gansu Yuzhong Rural Cooperative Bank	44	44
Total	33,720	33,720

The Company acquired 18% equity interests in Xi'an Dongfang Dairy Co., Ltd. in 2013, and has no significant influence on the investee during the years ended 31 December 2015 and 2014. The Company accounted for this equity instrument as available-for-sale financial assets.

There is no impairment indicator of the equity investments at 31 December 2015. During the year ended 31 December 2015, the Company did not receive any cash dividends.

### 16 LEASE PREPAYMENTS

	2015 RMB'000	2014 RMB'000
<b>Cost:</b>		
At 1 January	17,249	17,119
Additions	6,812	130
At 31 December	24,061	17,249
<b>Accumulated amortisation:</b>		
At 1 January	(2,873)	(1,967)
Amortisation for the year	(1,072)	(906)
At 31 December	(3,945)	(2,873)
<b>Net book value:</b>		
At 31 December	20,116	14,376

Lease prepayments represent the payments made on the acquisitions of the lands held under operating leases for dairy farms and products production.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 16 LEASE PREPAYMENTS *(Continued)*

At 31 December 2015, the aggregate net book value of the lease prepayments with a lease term within 10 years was RMB2,386,000 (31 December 2014: RMB613,000). The lease terms of the remaining lease prepayments are over 10 years but within 50 years.

At 31 December 2015, the Group's lease prepayments with an aggregate net book value of approximately RMB7,219,000 (31 December 2014: RMB7,390,000) were pledged to secure certain bank loans of the Group.

### 17 BIOLOGICAL ASSETS

#### (a) Nature of the Group's agricultural activities

Biological assets of the Group are dairy cows held to produce raw milk.

The quantity of the dairy cows owned by the Group as at 31 December 2015 and 2014 was shown below. The Group's dairy cows are milkable cows held for raw milk production and heifers and calves that have not reached the age to produce raw milk.

	2015 Heads	2014 Heads
Milkable cows	2,791	2,180
Heifers	2,358	2,137
Calves	791	505
Total	5,940	4,822

In general, the heifers are inseminated when they reach approximately 14 months old. After a gestation period of approximately 10 months, a calf is born and the heifers begin to produce raw milk and the lactation periods begin. The heifers, at this time, will be transferred to the group of milkable cows. A milkable cow is typically milked for approximately 300 days in each lactation period and has as many as 6 lactation periods. The male calves newly born are sold while the female calves are bred for 6 months and then transferred to the group of heifers for preparation of insemination.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 17 BIOLOGICAL ASSETS *(Continued)*

#### (a) Nature of the Group's agricultural activities *(Continued)*

The Group is exposed to a number of risks related to its biological assets. In addition to the financial risk disclosed in note 32(e), the Group is exposed to the following operating risks:

##### (i) Regulatory and environmental risks

The Group is subject to laws and regulations in the location in which it operates breeding. The Group has established environmental policies and procedures aimed at compliance with local environmental and other laws. Management performs regular reviews to identify environmental risks and to ensure that the systems in place are adequate to manage these risks.

##### (ii) Climate, disease and other natural risks

The Group's biological assets are exposed to the risk of damage from climatic changes, diseases and other natural forces. The Group has extensive processes in place aimed at monitoring and mitigating those risks, including regular inspections and disease controls and surveys and insurance.

#### (b) Value of the Group's biological assets

The amounts of the dairy cows are as below:

	Calves	Heifers	Milkable cows	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2014	3,585	20,904	55,089	79,578
Add: Purchase costs	–	17,483	–	17,483
Breeding costs <sup>#</sup>	7,809	18,714	50,914	77,437
Transfer between groups:				
– transfer in	–	6,940	11,688	18,628
– transfer out	(6,940)	(11,688)	–	(18,628)
Changes in fair value less costs to sell of biological assets*	(73)	(7,683)	(6,918)	(14,674)
Gain arising on initial recognition of milk at fair value less costs to sell upon milking and harvest	–	–	4,918	4,918
Transfer to inventories upon milking	–	–	(55,832)	(55,832)
Decrease due to disposal	–	(146)	(5,500)	(5,646)
At 31 December 2014	4,381	44,524	54,359	103,264

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 17 BIOLOGICAL ASSETS *(Continued)*

#### (b) Value of the Group's biological assets *(Continued)*

	Calves RMB'000	Heifers RMB'000	Milkable cows RMB'000	Total RMB'000
At 1 January 2015	4,381	44,524	54,359	103,264
Add: Purchase costs	688	16,983	2,795	20,466
Breeding costs <sup>#</sup>	7,690	25,533	57,747	90,970
Transfer between groups:				
– transfer in	–	7,544	38,784	46,328
– transfer out	(7,544)	(38,784)	–	(46,328)
Changes in fair value less costs to sell of biological assets <sup>*</sup>	5,810	(5,102)	(13,202)	(12,494)
Gain arising on initial recognition of milk at fair value less costs to sell upon milking and harvest	–	–	4,761	4,761
Transfer to inventories upon milking	–	–	(62,506)	(62,506)
Decrease due to disposal	(3,101)	(984)	(6,876)	(10,961)
At 31 December 2015	7,924	49,714	75,862	133,500

<sup>#</sup> Breeding costs incurred for dairy cows mainly include feeding costs, staff costs, depreciation and amortisation expenses and utilities costs incurred.

<sup>\*</sup> Changes in fair value less costs to sell of biological assets include the changes in the fair value of the dairy cows disposed, i.e. the write-down of the carrying amounts of such dairy cows to their market selling prices upon disposal.

The Group's dairy cows were independently valued by the independent valuers, Jones Lang LaSalle Sallmanns Limited. The valuation techniques used in the determination of fair values as well as the key inputs used in the valuation models are disclosed in note 32(e).

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 17 BIOLOGICAL ASSETS *(Continued)*

#### (c) Quantity of the agricultural produce produced by the Group's biological assets

	2015 Tonnes	2014 Tonnes
Raw milk produced	14,879	13,528

### 18 OTHER NON-CURRENT ASSETS

	2015 RMB'000	2014 RMB'000
Advances to third parties	27,045	31,009

Advance to third parties represent primarily payments made to support certain third party farmers, who supply raw milk to the Group.

### 19 INVENTORIES

#### (a) Inventories in the consolidated statement of financial position comprise:

	2015 RMB'000	2014 RMB'000
Feeds and other materials to breed dairy cows	41,841	35,934
Other materials for producing dairy products	26,371	23,347
Finished goods	18,138	49,364
Less: Write-down of inventories	–	–
Total	86,350	108,645

#### (b) The analysis of the amount of inventories recognised as cost of sales in the consolidated statement of profit or loss is as follows:

	2015 RMB'000	2014 RMB'000
Carrying amount of inventories sold <i>(Note 7(a))</i>	400,369	369,202

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 20 TRADE RECEIVABLES

	2015 RMB'000	2014 RMB'000
Trade receivable due from third parties	29,206	22,463
Less: allowance for impairment of doubtful debts ( <i>Note 20(b)</i> )	(668)	(680)
Total	28,538	21,783

#### (a) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date and net of allowance for doubtful debts, is as follows:

	2015 RMB'000	2014 RMB'000
Less than 3 months	23,391	17,509
More than 3 months but less than 6 months	4,244	2,426
More than 6 months but less than 12 months	821	1,303
More than 1 year but less than 2 years	82	545
Total	28,538	21,783

Further details on the Group's credit policy are set out in note 32(a).

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 20 TRADE RECEIVABLES *(Continued)*

#### (b) Impairment of trade receivables

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly (see note 2(i)(i)).

The movement in the allowance for doubtful debts during the year, including both specific and collective loss components, is as follows:

	2015 RMB'000	2014 RMB'000
At 1 January	680	1,975
Impairment losses recognised	287	245
Impairment losses reversed	(275)	(1,540)
Uncollectible amounts written off	(24)	–
At 31 December	668	680

At 31 December 2015, the Group's trade receivables of RMB668,000 (2014: RMB680,000) were individually determined to be impaired. Consequently, specific allowances for doubtful debts were recognised. The Group does not hold any collateral over these balances.

#### (c) Trade receivables that are not impaired

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

	2015 RMB'000	2014 RMB'000
Neither past due nor impaired	25,892	21,783
Past due but not impaired	2,646	–
Total	28,538	21,783

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.



## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 21 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2015 RMB'000	2014 RMB'000
Amount lending to a third party <i>(Note (i))</i>	50,000	–
Amount receivable for wealth management products purchased <i>(Note (ii))</i>	10,000	–
Prepayments for producing dairy products	9,137	6,919
Receivable for disposal of dairy cows	3,874	1,026
Prepayments for purchase of dairy cows	3,850	–
Advances to staff	2,636	2,176
Deductible value added tax	2,531	2,977
Prepayments for equipments accessories	1,724	4,481
Deposits with third parties	528	745
Prepayments for refundable rents of finance lease	–	2,035
Others	3,896	6,479
Less: allowance for impairment of doubtful debts	(1,866)	(2,972)
<b>Total</b>	<b>86,310</b>	<b>23,866</b>

Notes:

- (i) This represents the amount lending to a third party with an annual interest rate of 4.35%, of which the principal and related interest were fully collected upon the approval of issuance of the financial statements.
- (ii) This represents the RMB wealth management product with total principals of RMB10 million by the Group purchased from Bank of China in December 2015. The wealth management product could be redeemed every trading day with annualised return rate of around 2.6%. Given that the amount of return of the wealth management product is determinable, the Group recorded the amount at amortised cost using the effective interest method as other receivables in this account. The wealth management product was fully redeemed in February 2016.

All of the deposits, prepayments and other receivables the Group are expected to be recovered or recognised in the statement of profit or loss or to other items in the statement of financial position within one year.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 21 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES *(Continued)*

The movement in the allowance for doubtful debts is as follows:

	2015 RMB'000	2014 RMB'000
At 1 January	2,972	3,448
Impairment losses recognised	171	–
Impairment losses reversed	(770)	(476)
Uncollectible amounts written off	(507)	–
At 31 December	1,866	2,972

At 31 December 2015, the Group's deposit, prepayments and other receivables of RMB1,866,000 (2014: RMB2,972,000) were individually determined to be impaired. Consequently, specific allowances for doubtful debts were recognised. The Group does not hold any collateral over these balances.

For the other balances of deposits, prepayments and other receivables for the Group, the management is of the opinion that the counterparties are with good credit quality and the balances are considered fully recoverable.

### 22 PLEDGED DEPOSIT, CASH AND CASH EQUIVALENTS

Pledged deposit, cash and cash equivalents in the consolidated statement of financial position and consolidated cash flow statement comprise:

	2015 RMB'000	2014 RMB'000
Pledged deposit <i>(Note (i))</i>	36,334	26,748
Cash at bank and on hand	231,702	215,454
Total	268,036	242,202

Note:

(i) Details of pledged deposits of the Group are as follows:

	2015 RMB'000	2014 RMB'000
Pledged deposits against:		
– Bank loans	6,114	6,292
– Bills payable	30,220	20,456
Total	36,334	26,748

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 23 TRADE AND BILLS PAYABLES

	2015 RMB'000	2014 RMB'000
Trade payable for purchase of raw milk, packing material and auxiliary material	61,817	55,366
Trade payable for purchase of forage and veterinary medicine	14,315	13,781
Bills payable	18,398	40,912
<b>Total</b>	<b>94,530</b>	110,059

All of the trade and bills payables of the Group are expected to be settled within one year.

As of the end of the reporting period, the ageing analysis of trade and bills payable is as follows:

	2015 RMB'000	2014 RMB'000
Less than 3 months	75,877	58,608
More than 3 months but less than 6 months	5,850	42,218
More than 6 months but less than 12 months	7,815	3,466
More than 1 year but less than 2 years	821	1,322
More than 2 years	4,167	4,445
<b>Total</b>	<b>94,530</b>	110,059

### 24 RECEIPTS IN ADVANCE

	2015 RMB'000	2014 RMB'000
Receipts in advance for sales of products	20,697	28,107

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 25 ACCRUED EXPENSES AND OTHER PAYABLES

	2015 RMB'000	2014 RMB'000
Payables for acquisition of property, plant and equipment	11,776	11,836
Payables for accessories	1,864	6,195
Employee benefits payables	8,267	4,925
Payables for advertising and promotion expenses	1,689	2,995
Payables for interest expenses	384	878
Payables for value added tax and other taxes	4,102	4,957
Conditional government grants received but not yet recognised (Note (j))	6,836	6,836
Deposit from third parties	4,059	3,259
Others	5,391	4,668
Total	44,368	46,549

Note (j): In accordance with the relevant guidance of government, these government grants can only be recognised upon the Group complying with the conditions of certain amount of infrastructure investment on and completion of the Group's dairy farms and products production facilities.

Except for conditional government grants afore-mentioned, all of the accrued expenses and other payables of the Group are expected to be settled or recognised in the statement of profit or loss or to other items in the statement of financial position within one year.

### 26 NON-CURRENT LIABILITIES DUE WITHIN ONE YEAR

	2015 RMB'000	2014 RMB'000
Deferred income due within 1 year (Note 28)	4,120	2,381
Obligations under finance leases due within 1 year (Note 29)	3,155	6,256
Other long-term payables due within 1 year	2,128	5,228
Total	9,403	13,865

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 27 BANK LOANS

(a) The short-term bank loans are analysed as follows:

	2015 RMB'000	2014 RMB'000
Short-term bank loans	350,000	371,500
Add: current portion of long-term bank loans	6,000	5,000
<b>Total</b>	<b>356,000</b>	376,500

At 31 December 2015, the short-term bank loans (excluding the current portion of long-term bank loans) were secured and/or guaranteed as follows:

	2015 RMB'000	2014 RMB'000
Secured by land use rights, property, plant and equipment of the Group (Note (b)(i))	210,000	190,000
Secured by land use rights, property, plant and (or) equipment of the Group and guaranteed by the intra-group entities	20,000	–
Secured by land use rights, property, plant and equipment of the Group and guaranteed by Controlling Shareholder (Note (b)(i))	–	30,000
Secured by land use rights of third parties	90,000	50,000
Secured by land use rights of third parties and guaranteed by Controlling Shareholder	–	40,000
Secured by bank deposit of third parties	–	11,500
Jointly guaranteed by the intra-group entities	30,000	–
Jointly guaranteed by intra-group entities and Controlling Shareholder	–	30,000
Guaranteed by Controlling Shareholder	–	10,000
Guaranteed by third parties	–	10,000
<b>Total</b>	<b>350,000</b>	371,500

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 27 BANK LOANS (Continued)

**(b) The long-term bank loans are analysed as follows:**

	2015 RMB'000	2014 RMB'000
Long-term bank loans	65,500	78,500
Less: current portion of long-term bank loans	(6,000)	(5,000)
Total	59,500	73,500

At 31 December 2015, the long-term bank loans (including the current portion of long-term bank loans) were secured and/or guaranteed as follows:

	2015 RMB'000	2014 RMB'000
Jointly secured by land use rights of the Group and land use rights, property, plant and equipment of third parties and guaranteed by the intra-group entities (Note (i))	26,000	–
Jointly secured by land use rights, property, plant and equipment of the Group and land use rights of third parties and guaranteed by the Controlling Shareholder (Note (i))	–	34,000
Jointly guaranteed by the intra-group entities and third parties	39,500	–
Jointly guaranteed by the Controlling Shareholder and third parties	–	44,500
Total	65,500	78,500

Notes:

- (i) At 31 December 2015, the aggregate net book value of the pledged land use rights and property, plant and equipment of the Group was RMB626,524,000 (2014: 589,970,000).

All of the non-current interest-bearing borrowings are carried at amortised cost. None of the non-current interest-bearing borrowings is expected to be settled within one year.

None of the Group's bank loans is subject to the fulfilment of covenants. Details of the Group's management of liquidity risk are set out in note 32(b).

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 28 DEFERRED INCOME

	2015 RMB'000	2014 RMB'000
Government grants	50,172	42,552
Less: portion classified as current liabilities (Note 26)	(4,120)	(2,381)
<b>Total</b>	<b>46,052</b>	40,171

The Group has been awarded government grants during the years ended 31 December 2015 and 2014, which were conditional upon the construction and acquisition of property, plant and equipment for dairy farm and production facilities. These government grants have been recognised as deferred income and are being amortised to profit or loss as other income over the useful lives of the related assets.

### 29 OBLIGATIONS UNDER FINANCE LEASES

At 31 December 2015, the Group had obligations under finance leases repayable as follows:

	2015		2014	
	Minimum lease payments RMB'000	Present value of minimum lease payments RMB'000	Minimum lease payments RMB'000	Present value of minimum lease payments RMB'000
Amount repayable:				
Within one year (Note 26)	3,330	3,155	6,658	6,256
In the second year	877	857	3,330	3,155
In the third to fifth years, inclusive	-	-	876	857
<b>Total minimum finance lease payments</b>	<b>4,207</b>	<b>4,012</b>	10,864	10,268
Less: Amount representing finance charges	(195)		(596)	
Present value of minimum lease payments	4,012		10,268	
Less: Portion classified as current liabilities (Note 26)	(3,155)		(6,256)	
<b>Non-current portion</b>	<b>857</b>		4,012	

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 30 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

**(a) Current taxation in the consolidated statement of financial position represents:**

	2015 RMB'000	2014 RMB'000
Income tax payable at the beginning of the year	11,808	5,985
Provision for income tax on the estimated taxable profits for the year (Note 8(a))	13,869	8,659
Income tax paid during the year	(10,630)	(2,836)
Income tax payable at the end of the year	15,047	11,808

**(b) Deferred tax assets and liabilities recognised:**

The components of deferred tax assets and liabilities recognised in the consolidated statement of financial position and movements during the year are as follows:

	Government grants RMB'000	Provisions RMB'000	Depreciation allowance in excess of the related depreciation RMB'000	Accrued expenses and payroll payable RMB'000	Total RMB'000
<b>Deferred tax arising from:</b>					
At 1 January 2014	2,466	228	322	384	3,400
Credited/(charged) to profit or loss (Note 8(a))	157	(47)	188	78	376
At 31 December 2014	2,623	181	510	462	3,776
Credited/(charged) to profit or loss (Note 8(a))	1,094	20	34	298	1,446
At 31 December 2015	3,717	201	544	760	5,222



## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 31 CAPITAL, RESERVES AND DIVIDENDS

#### (a) Movements in components of equity

The reconciliations between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

	Share capital RMB'000	Capital reserve RMB'000	PRC statutory reserves RMB'000	Retained profits RMB'000	Total RMB'000
Balance at 1 January 2014	105,370	155,088	10,069	93,303	363,830
Changes in equity for 2014					
Profit for the year	–	–	–	56,402	56,402
Total comprehensive income	–	–	–	56,402	56,402
Appropriation to reserves	–	–	5,640	(5,640)	–
Balance at 31 December 2014	105,370	155,088	15,709	144,065	420,232

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 31 CAPITAL, RESERVES AND DIVIDENDS *(Continued)*

#### (a) Movements in components of equity *(Continued)*

	Share capital RMB'000	Capital reserve RMB'000	PRC statutory reserves RMB'000	Retained profits RMB'000	Total RMB'000
Balance at 1 January 2015	105,370	155,088	15,709	144,065	420,232
Changes in equity for 2015					
Profit for the year	-	-	-	60,117	60,117
Total comprehensive income	-	-	-	60,117	60,117
Appropriation to reserves	-	-	6,012	(6,012)	-
Issuance of shares under initial public offering <i>(Note 31(c)(i))</i>	35,130	117,189	-	-	152,319
Share issuance expenses <i>(Note 31(c)(i))</i>	-	(26,652)	-	-	(26,652)
Transaction with equity shareholders of the Company	35,130	90,537	6,012	(6,012)	125,667
Balance at 31 December 2015	140,500	245,625	21,721	198,170	606,016

#### (b) Dividends

##### (i) Dividends payable to equity shareholders of the Company attributable to the year

	2015 RMB'000	2014 RMB'000
Final dividend proposed after the end of the reporting period of 7.12 cents per ordinary share (2014: 0 cents per ordinary share)	10,004	-
Total	10,004	-

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 31 CAPITAL, RESERVES AND DIVIDENDS *(Continued)*

#### (b) Dividends *(Continued)*

- (ii) There is no dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year.

#### (c) Share capital

Ordinary shares, issued and fully paid:

	2015		2014	
	No. of shares '000	RMB'000	No. of shares '000	RMB'000
At 1 January (RMB1 each)	105,370	105,370	105,370	105,370
Issuance of H shares under initial public offering (RMB1 each) <i>(note (i))</i>	35,130	35,130	–	–
At 31 December	140,500	140,500	105,370	105,370

Note:

- (i) Issuance of H shares under initial public offering

On 15 October 2015, 35,130,000 ordinary shares of RMB1 each were issued and offered for subscription at a price of HK\$5.30 each upon the listing of the shares in the Company on The Stock Exchange of Hong Kong Limited. The proceeds of HK\$42,941,000 (equivalent to approximately RMB35,130,000), representing the par value, were credited to the Company's share capital. The remaining proceeds of approximately HK\$143,248,000 (equivalent to approximately RMB117,189,000) and the share issuance expenses of RMB26,652,000 was credited and debited, respectively, to the capital reserve account.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 31 CAPITAL, RESERVES AND DIVIDENDS *(Continued)*

#### (d) Nature and purpose of reserves

##### (i) Capital reserve

Capital reserve mainly includes the difference between the par value of the shares of the Company and proceeds received from the issuance of the shares of the Company and contributions from equity shareholders.

##### (ii) PRC statutory reserves

In accordance with the relevant PRC laws and the articles of association of the PRC subsidiaries of the Group, the PRC subsidiaries are required to set up certain statutory reserves, which are non-distributable. The PRC statutory reserves can only be utilised for predetermined means upon approval by the relevant authority.

#### (e) Distributability of reserves

At 31 December 2015, the aggregate amount of reserves available for distribution to the equity shareholders of the Company, as calculated under the provisions of Part 6 of the Hong Kong Companies Ordinance, was RMB198,170,000 (2014: RMB144,065,000).

#### (f) Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Capital consists of total equity. The Group monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Group monitors capital using a bank loans to equity ratio, which is total bank loans divided by total equity.

	2015 RMB'000	2014 RMB'000
Total bank loans	415,500	450,000
Total equity	694,328	495,415
Bank loans to equity ratio	0.60	0.91

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest rate and the risks related to agricultural activities arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

The Group's credit risk is primarily attributable to trade receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade Receivables are generally due within around 3 months from the date of billing, except for certain customers to which specific credit period or credit limit are granted. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 0% (2014: 0%) and 0% (2014: 0%) of the total trade receivables were due from the Group's largest customer and from the five largest customers within the dairy farming and dairy products production segments respectively.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables are set out in note 20.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Continued)*

#### (b) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants and to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the end of reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates current at the end of reporting period) and the earliest date the Group can be required to pay:

	2015 Contractual undiscounted cash outflow					Total RMB'000	Carrying amount at 31 December RMB'000
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years			
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000		
Trade and bills payable	94,530	-	-	-	94,530	94,530	
Accrued expenses and other payables	44,368	-	-	-	44,368	44,368	
Bank loans	370,290	9,897	47,208	8,925	436,320	415,500	
Obligations under finance leases	3,330	877	-	-	4,207	4,012	
<b>Total</b>	<b>512,518</b>	<b>10,774</b>	<b>47,208</b>	<b>8,925</b>	<b>579,425</b>	<b>558,410</b>	

	2014 Contractual undiscounted cash outflow					Total RMB'000	Carrying amount at 31 December RMB'000
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years			
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000		
Trade and bills payable	110,059	-	-	-	110,059	110,059	
Accrued expenses and other payables	46,549	-	-	-	46,549	46,549	
Bank loans	389,263	4,555	41,658	46,050	481,526	450,000	
Obligations under finance leases	6,658	3,330	876	-	10,864	10,268	
<b>Total</b>	<b>552,529</b>	<b>7,885</b>	<b>42,534</b>	<b>46,050</b>	<b>648,998</b>	<b>616,876</b>	

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Continued)*

#### (c) Interest rate risk

The Group's interest rate risk arises primarily from interest bearing borrowing. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate profile as monitored by management is set out in note (i) below.

#### (i) Interest rate profile

The following table details the interest rate profile of the Group's total interest bearing borrowings at the end of the reporting period:

	2015		2014	
	Effective interest rate %	RMB'000	Effective interest rate %	RMB'000
Fixed rate bank loans	4.35%–8.00%	350,000	5.60%–8.10%	360,000
Variable rate bank loans	4.90%–6.22%	65,500	6.15%–6.77%	90,000
Total borrowing		415,500		450,000
Fixed rate borrowing as a percentage of total bank loans		84%		80%

#### (ii) Sensitivity analysis

At 31 December 2015, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after taxation and retained profits by approximately RMB557,000 (2014: RMB765,000).

The sensitivity analysis above indicates the instantaneous change in the Group's profit after taxation and retained profits assuming that the change in interest rates had occurred at the end of reporting period and had been applied to re-measure the above variable rate bank loans by the group which expose the Group to cash flow interest rate risk at the end of the reporting period. The impact on the Group's profit after taxation and retained profits is estimated as an annualised impact on the interest expenses of such a change in interest rates. The sensitivity analysis is performed on the same basis as 2014.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Continued)*

#### (d) Risks related to agricultural activities

The Group is exposed in financial risks arising from changes in milk prices. The Group does not anticipate that milk prices will decline significantly in the foreseeable future and therefore, has not entered into any derivative or other contracts to manage the risk of a decline in milk prices. The Group reviews its outlook for milk prices regularly in considering the need for active financial risk management.

#### (e) Fair values

##### (i) Financial assets and liabilities measured at fair value

###### *Fair value hierarchy*

The following table presents the fair value of the Group's assets and liabilities measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs

	Fair value at 31 December 2015			
	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
<b>Recurring fair value measurements</b>				
Calves and heifers	–	–	57,638	57,638
Milkable cows	–	–	75,862	75,862
Total biological assets	–	–	133,500	133,500



## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Continued)*

#### (e) Fair values *(Continued)*

##### (i) Financial assets and liabilities measured at fair value *(Continued)*

*Fair value hierarchy (Continued)*

	Fair value at 31 December 2014			
	Level 1	Level 2	Level 3	Total
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Recurring fair value measurements</b>				
Calves and heifers	–	–	48,905	48,905
Milkable cows	–	–	54,359	54,359
<b>Total biological assets</b>	<b>–</b>	<b>–</b>	<b>103,264</b>	<b>103,264</b>

The reconciliations from the beginning balances to the ending balances for fair value measurements of the above assets and liabilities are disclosed in note 17.

- (ii) The following table shows the valuation techniques used in measuring Level 3 fair values, as well as the significant unobservable inputs used in the valuation models.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurements
Calves and heifers	The fair value of 14 months old heifers is determined by referring to the market price of the actively traded market.	Average market price of the heifers of 14 months old: RMB20,000 for the year ended 31 December 2015 (year ended 31 December 2014: RMB22,000).	The estimated fair value increases when the market price increases.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Continued)*

#### (e) Fair values *(Continued)*

- (ii) The following table shows the valuation techniques used in measuring Level 3 fair values, as well as the significant unobservable inputs used in the valuation models. *(Continued)*

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurements
	<p>The fair values of the heifers older than 14 months old are determined by adding the breeding costs required to raise the heifers from 14 months old to the respective specific ages plus the estimated margins that would be required by a raiser. The fair values of the heifers younger than 14 months old and the fair values of the calves are determined by subtracting the breeding costs required to raise the calves or heifers from the respective specific ages to 14 months old and the margins that would be required by a raiser.</p>	<p>Average breeding costs per head for the breeding period and the estimated margins that would be required by a raiser of the heifers older than 14 months old: RMB8,333 for the year ended 31 December 2015 (year ended 31 December 2014: RMB8,695), while for the calves and the heifers younger than 14 months old: RMB9,134 for the year ended 31 December 2015 (year ended 31 December 2014: RMB9,542).</p>	<p>The estimated fair value of the heifers older than 14 months old increases when the breeding costs and the estimated margins that would be required by a raiser increase. The estimated fair value of the calves and the heifers younger than 14 months old decreases when the breeding costs and the estimated margins that would be required by a raiser increase.</p>
Milkable cows	<p>The fair values of milkable cows are determined by using the multi-period excess earnings method, which is based on the discounted future cash flows to be generated by such milkable cows.</p>	<p>For the quantity of the milkable cows, assuming the number of the existing milkable cows as of 31 December 2015 and 2014 will decrease in the projection period at certain culling rates due to natural or unnatural factors, which include illness, difficult birth, low milk production or finish of all lactation periods. Estimated overall culling rate for the year ended 31 December 2015 is ranged from over 5% up to 100% along with the increase of the number of the lactation periods (year ended 31 December 2014: from over 3% up to 100%).</p>	<p>The estimated fair value decreases when the estimated culling rates increase.</p>

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Continued)*

#### (e) Fair values *(Continued)*

- (ii) The following table shows the valuation techniques used in measuring Level 3 fair values, as well as the significant unobservable inputs used in the valuation models. *(Continued)*

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurements
		A milkable cow could have as many as five to six lactation periods. Estimated average raw milk production volume per head for one lactation period is ranged from 6.0 tonnes to 6.4 tonnes depending on the number of the lactation periods and the individual physical condition (year ended 31 December 2014: from 5.7 tonnes to 6.2 tonnes).	The estimated fair value increases when the estimated raw milk production volume increases.
		Estimated future raw milk local market prices per tonne for the year ended 31 December 2015: RMB4,200 (year ended 31 December 2014: RMB4,100).	The estimated fair value increases when the estimated future raw milk local market price increases.
		Discount rate is 12.2% for the year ended 31 December 2015 (year ended 31 December 2014: 12.78%) calculated by using the Capital Asset Pricing Model.	The estimated fair value decreases when discount rate increases.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 33 COMMITMENTS

(a) Capital commitments outstanding at 31 December 2015 not provided for in the financial statement are as follows:

	2015 RMB'000	2014 RMB'000
Contracted for	37,810	3,724
Authorised but not contracted for	11,646	14,653
Total	49,456	18,377

(b) At 31 December 2015, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	2015 RMB'000	2014 RMB'000
Within 1 year	870	1,239
After 1 year but within 5 years	6,293	4,520
After 5 years	24,738	14,676
Total	31,901	20,435

### 34 MATERIAL RELATED PARTY TRANSACTIONS

#### Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 9 and certain of the highest paid employees as disclosed in note 10, is as follows:

	2015 RMB'000	2014 RMB'000
Short-term employee benefits	2,703	1,335
Retirement scheme contributions	87	46
Total	2,790	1,381

	2015 RMB'000	2014 RMB'000
Directors and supervisors (Note 9)	1,473	896
Senior management	1,317	485
Total	2,790	1,381

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 34 MATERIAL RELATED PARTY TRANSACTIONS *(Continued)*

#### Key management personnel remuneration *(Continued)*

The emoluments of senior management were within the following band:

	2015 Number of individuals	2014 Number of individuals
Nil to HK\$1,000,000	4	2

### 35 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	2015 RMB'000	2014 RMB'000
<b>Non-current assets</b>		
Property, plant and equipment	177,731	166,753
Investments in subsidiaries	210,000	210,000
Available-for-sale financial assets	33,720	33,720
Lease prepayments	10,125	10,279
Deferred tax assets	3,693	3,041
Other non-current assets	26,670	30,609
	<b>461,939</b>	454,402
<b>Current assets</b>		
Inventories	31,019	51,279
Trade receivables	79,000	67,538
Deposits, prepayments and other receivables	416,619	276,768
Pledged deposit	6,114	26,748
Cash and cash equivalents	124,922	106,677
	<b>657,674</b>	529,010
<b>Current liabilities</b>		
Trade and bills payable	117,410	124,734
Receipts in advance	13,574	24,710
Accrued expenses and other payables	24,854	26,075
Non-current liabilities due within one year	4,548	7,276
Bank loans	300,000	320,000
Current taxation	11,667	10,506
	<b>472,053</b>	513,301
<b>Net current assets</b>	<b>185,621</b>	15,709
<b>Total assets less current liabilities</b>	<b>647,560</b>	470,111

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 35 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION *(Continued)*

	<i>Note</i>	2015 RMB'000	2014 RMB'000
<b>Non-current liabilities</b>			
Bank loans		<b>26,000</b>	34,000
Deferred income		<b>14,687</b>	11,867
Obligations under finance leases		<b>857</b>	4,012
		<b>41,544</b>	49,879
<hr/>			
<b>NET ASSETS</b>		<b>606,016</b>	420,232
<hr/>			
<b>CAPITAL AND RESERVES</b>	<i>31(a)</i>		
Share capital		<b>140,500</b>	105,370
Reserves		<b>465,516</b>	314,862
<b>TOTAL EQUITY</b>		<b>606,016</b>	420,232

Approved and authorised for issue by the board of directors on 29 March 2016.

**Ma Hongfu**

*Director*

**Wang Guofu**

*Director*

### 36 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2015, the directors consider ultimate controlling party of the Group to be Mr. Ma Hong Fu.

## Notes to the Financial Statements

(Expressed in RMB unless otherwise indicated)

### 37 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2015

Up to the date of issue of these financial statements, the IASB has issued a few amendments and new standards which are not yet effective for the year ended 31 December 2015 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Annual improvements to IFRSs 2012-2014 cycle	1 January 2016
Amendments to IAS 1, <i>Disclosure initiative</i>	1 January 2016
Amendments to IFRS 10, IFRS 12 and IAS 28, <i>Investment entities: Applying the consolidation exception</i>	1 January 2016
Amendments to IAS 16 and IAS 38, <i>Clarification of acceptable methods of depreciation and amortisation</i>	1 January 2016
Amendments to IAS 16 and IAS 41, <i>Agriculture: Bearer plants</i>	1 January 2016
Amendments to IAS 27, <i>Equity method in separate financial statements</i>	1 January 2016
Amendments to IAS 7, <i>Disclosure initiative</i>	1 January 2017
Amendments to IAS 12, <i>Income taxes – Recognition of deferred tax assets for unrealised losses</i>	1 January 2017
IFRS 9, <i>Financial instruments</i>	1 January 2018
IFRS 15, <i>Revenue from contracts with customers</i>	1 January 2018
IFRS 16, <i>Leases</i>	1 January 2019

The Group is in the process of making an assessment of what the impact of these new standards and amendments to standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

# Financial Summary

Financial summary of audited financial statements of the Group for the respective years are set out below.

	Years ended 31 December			
	2015 RMB'000	2014 RMB'000	2013 RMB'000	2012 RMB'000
Revenue	<b>585,613</b>	545,239	463,524	420,417
Profit for the year	<b>73,246</b>	65,409	34,639	54,310
Attributable to equity shareholders of the Company	<b>73,246</b>	65,409	34,639	54,310
Earnings per share (RMB) <sup>(1)</sup>	<b>0.65</b>	0.62	0.33	0.52
Proposed dividend per share (RMB)	<b>7.12 cents</b>	–	–	–
Total assets	<b>1,340,782</b>	1,201,489	1,060,998	872,702
Total liabilities	<b>646,454</b>	706,074	630,992	477,335
Total equity attributable to equity shareholders of the Company	<b>694,328</b>	495,415	430,006	395,367

<sup>(1)</sup> Please refer to Note 12(a) on page 93 for calculation of earnings per share.