



中糧
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CPMC HOLDINGS LIMITED
中糧包裝控股有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

Stock code: 906

股份代號：906



ANNUAL REPORT
年度報告 **2016**



Vision 願景

**STRIVE TO BECOME THE LEADING
MANUFACTURER OF PACKAGING PRODUCTS
OF INTEGRATED CONSUMER GOODS IN CHINA**

致力成為中國綜合消費品包裝行業領導者



Financial Highlights

財務摘要

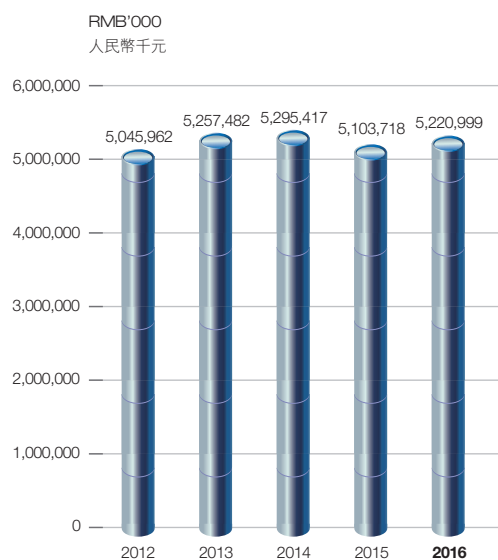
For the year ended 31 December

截至12月31日止年度

		2016	2015	Variance
		RMB'000	RMB'000	差異
		人民幣千元	人民幣千元	%
Revenue	收入	5,220,999	5,103,718	2.3
Profit attributable to equity holders of the Company	本公司股本持有人應佔利潤	294,071	282,898	3.9
		RMB	RMB	
		人民幣	人民幣	
Earnings per share	每股盈利	0.28	0.28	-

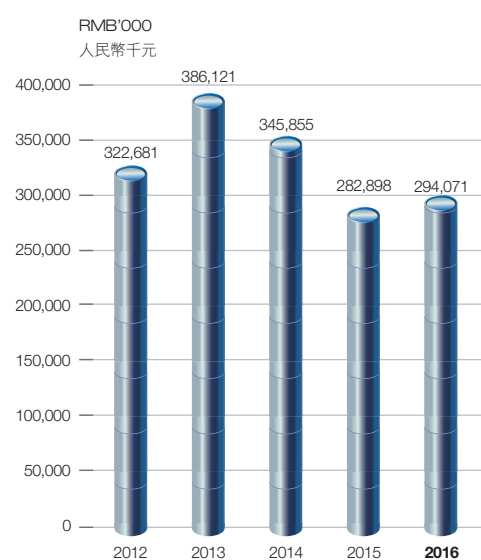
Revenue

收入



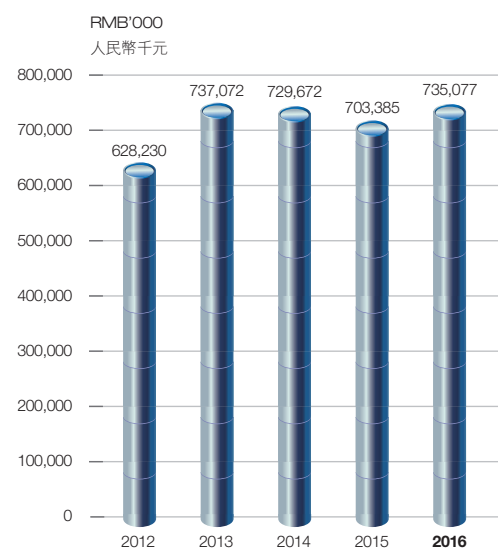
Profit attributable to equity holders of the Company

本公司股本持有人應佔利潤



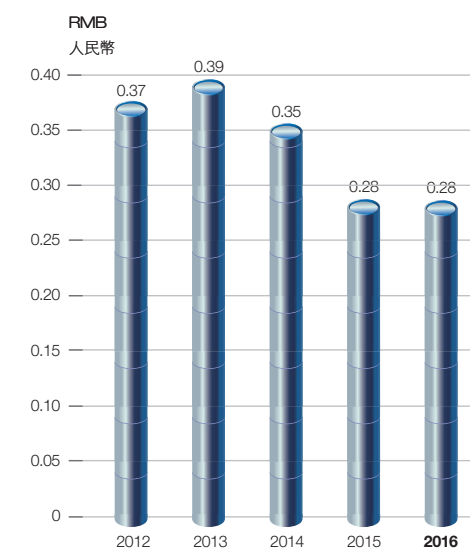
EBITDA

稅息折舊及攤銷前盈利



Earnings per share

每股盈利



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DIRECTORS

EXECUTIVE DIRECTORS

Mr. ZHANG Xin (*Chairman and ceased to serve as General Manager on 19 July 2016*)

Mr. ZHANG Ye (*appointed on 22 December 2016 and served as General Manager since 19 July 2016*)

NON-EXECUTIVE DIRECTORS

Mr. NING Gaoning (*resigned on 25 February 2016*)

Mr. WAN Zaojian (*resigned on 22 December 2016*)

Mr. ZHOU Zheng (*resigned on 25 February 2016*)

Mr. HU Yonglei (*resigned on 22 December 2016*)

Mr. LI Jian (*appointed on 22 December 2016*)

Mr. CHEN Qianzheng (*appointed on 22 December 2016*)

Mr. ZHOU Yuan (*appointed on 25 February 2016*)

Mr. SHEN Tao (*appointed on 25 February 2016*)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHENG Yuk Wo

Mr. FU Tingmei

Mr. Andrew Y. YAN (*resigned on 1 September 2016*)

Mr. PUN Tit Shan (*appointed on 1 September 2016*)

AUDIT COMMITTEE

Mr. CHENG Yuk Wo (*Committee Chairman*)

Mr. FU Tingmei

Mr. HU Yonglei (*resigned on 22 December 2016*)

Mr. ZHOU Yuan (*appointed on 22 December 2016*)

REMUNERATION COMMITTEE

Mr. FU Tingmei (*Committee Chairman*)

Mr. CHENG Yuk Wo (*resigned on 22 December 2016*)

Mr. ZHANG Xin (*resigned on 22 December 2016*)

Mr. CHEN Qianzheng (*appointed on 22 December 2016*)

Mr. PUN Tit Shan (*appointed on 22 December 2016*)

NOMINATION COMMITTEE

Mr. ZHANG Xin (*Committee Chairman*)

Mr. CHENG Yuk Wo

Mr. FU Tingmei

RISK MANAGEMENT COMMITTEE

Mr. PUN Tit Shan (*Committee Chairman*)

Mr. LI Jian

Mr. SHEN Tao

COMPANY SECRETARY

Mr. CHAN Fan Shing (*FCCA, CPA*)
(*resigned on 6 March 2016*)

Mr. YIM Ming Chung (*CPA*)
(*appointed on 6 March 2016*)



AUDITOR

Ernst & Young (*Certified Public Accountants*)

LEGAL ADVISOR

Loong & Yeung

PRINCIPAL BANKERS

Agricultural Bank of China Limited
Bank of Communications Co., Ltd.
Bank of China Limited
Bank of China (Hong Kong) Limited
China Construction Bank Corporation
Industrial and Commercial Bank of China Ltd.
Mizuho Bank, Ltd.
Oversea-Chinese Banking Corporation Limited
Sumitomo Mitsui Banking Corporation
The Bank of Tokyo-Mitsubishi UFJ, Ltd.

REGISTERED OFFICE

33rd Floor, COFCO Tower
262 Gloucester Road
Causeway Bay, Hong Kong

HEAD OFFICE

No. 160, Weiken Street
Hangzhou Economic and Technical
Development Zone
Hangzhou, Zhejiang Province
The PRC

HONG KONG SHARE REGISTRAR

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

COMPANY WEBSITE

www.cofco-pack.com

STOCK CODE

The Stock Exchange of Hong Kong Limited: 00906
Bloomberg: 906:HK
Reuters: 0906.HK

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Highlights in 2016

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- In January, ORG Packaging completed the acquisition of the Company's shares. After completion, CPMC signed the strategic cooperative agreement with ORG packaging on 7 March and promoted achievement of win-win situation through full cooperation.
- In March, Asia Pacific senior procurement managers of BASF (China) Co., Ltd; global procurement consultant, and procurement officers of Asia Pacific and China of Mobil visited Tianjin Steel Barrels Company separately to discuss further cooperation with CPMC.
- In July, CPMC was awarded with the "Outstanding Packaging Enterprise Award" at the 11th Capital Outstanding China Enterprise Awards.

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- In September, CPMC completed the share subscription scheme with placement of new shares to the management and key employees.
- In December, Xiamen CPMC Co., Ltd. jointly invested and established by CPMC and Xiamen Gulong Food. A grand opening ceremony cum product launch was held in Xiamen to give thanks to customers.

HIGHLIGHTS IN 2016



CPMC signed the strategic cooperative agreement with ORG packaging



Visit from global procurement consultant, and procurement officers of Asia Pacific and China of Mobil



CPMC was awarded with the "Outstanding Packaging Enterprise Award" by Capital Magazine



Xiamen CPMC Co., Ltd. held the product launch cum thanksgiving event

CHAIRMAN'S LETTER

MANAGING DIRECTOR'S REPORT

Highlights in 2016

- In March, the Panyu company was awarded "Excellent Supplier for 2015" by Mead Johnson.
- In June, CPMC was awarded "Excellent Supplier in 2015" by Valspar.
- In December, the Panyu company was awarded "Excellent Supplier for 2016" by By-health; the Tianjin company was awarded "Excellent Supplier" for the third consecutive years; the Wuhan company was awarded "Star of Service" for 2016 by Hunan COFCO Coca-Cola; Hangzhou Canmaking Company was awarded excellent supplier by Yantai Tsingtao Brewery.



"Excellent Supplier in 2015" awarded by Mead Johnson



"Excellent Supplier in 2016" by By-health



"Excellent Supplier in 2015" awarded by Valspar



"Star of Service" for 2016 by Hunan COFCO Coca-Cola

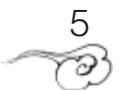
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Strive to become the leading manufactures of packaging products of integrated consumer goods in China

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Chairman's Letter

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Director(s)") of CPMC Holdings Limited (the "Company"), I am pleased to present the audited annual results of the Company and its subsidiaries (collectively the "Group" or "CPMC") for the year ended 31 December 2016 (the "Year").

In 2016, the Group recorded sales of approximately RMB5.22 billion, an increase of approximately 2.3% as compared to the previous year; profit attributable to shareholders of the Company was approximately RMB294 million, representing an increase of approximately 3.9% as compared to approximately RMB283 million in 2015. The basic earnings per share for the year ended 31 December 2016 amounted to RMB0.28.

The Board recommends the payment of a final dividend of RMB0.10 (equivalent to approximately HK11.3 cents) (2015: RMB0.02 (equivalent to approximately HK2.4 cents)) per ordinary share for the year ended 31 December 2016, subject to the approval to be obtained at the annual general meeting to be held on 23 May 2017. The proposed final dividend will be distributed on or after 9 June 2017 to the shareholders of the Company whose names appear on the shareholders' register on 31 May 2017.

In 2016, the global economy continued to show signs of slow recovery amid deep adjustments, but in an imbalanced manner. Under the overall complex and changeable international socio-political environment, China continued to promote supply-side structural reform, implement positive financial policies and sound monetary policies to stabilize economic growth. In 2016, China's GDP grew 6.7%, which eased the downward pressure in economy growth. Meanwhile, China's per capita disposal income grew 6.3%, and the retail sales of consumer goods grew 9.6%.

2016 was a difficult year for most economic entities. Although the domestic economy has entered the new stage of stable development, overall demand of the market remains to be increased. In the face of such market conditions, the Group successfully introduced industrial capital and had made substantial progress in mixed ownership reform. Besides, the Share Subscription Scheme was implemented for employees to tie the Company's interests with the employees' interests so as to stimulate initiative of the management team. In the changing market environment, the Group insists on being oriented by customer needs. Internally, the Group focused on benchmark management and quality and efficiency improvement to further reduce the production costs. Besides, we strengthened risk control and further improved the internal control and risk management system. Externally, efforts were intensified to expand into new areas and develop new customers. As a result, the Group achieved a healthy, stable and orderly development. Maintaining good development momentum in major economic indicators including sales revenue, sales volume and gross profit, the Group had a good beginning for the "13th Five-Year" Plan.

Looking forward, against the background of the new normal into which the domestic economy has entered, the Company will actively carry out industrial integration, continue to improve the corporate governance structure, and actively adapt to the new normal of economic development. Internally, the Company will promote intelligent manufacturing and lean management, reduce product costs and improve operational efficiency. Besides, the Company will strengthen the management of intellectual property rights, patented technology and brand so as to increase the Company's comprehensive competitiveness.

Lastly, on behalf of the Board, I wish to express our sincere gratitude to the management and all the staff of the Group for their valuable service and contribution during the past year. I would also like to express our heartfelt gratitude to our customers, suppliers, business partners and shareholders for their continuous support to the Group.

Zhang Xin

Chairman of the Board

Hong Kong, 28 March, 2017

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Managing Director's Report

The year 2016 marked the beginning of China's "13th Five-Year" Plan, and also lifted the curtain on the Group's "Five-Year strategic planning". Despite the challenging market environment, thanks to our excellent teamwork and strong execution, as well as the vigorous support of the holding companies and major shareholders, the Group's sales revenue has recorded a growth of 2.3% in 2016. By improving quality, increasing efficiency and benchmarking, the Group has achieved a steady development with a continued increase in the gross margin, which fully shows the integrated competitiveness of the Group as the leader in packaging products of integrated consumer goods.

The Company gains advantages in the field of tinsplate packaging business, and operates many production lines with a full range of products. We enjoy a remarkable advantage over our competing counterparts. In 2016, although the domestic downstream market demand was sluggish, and continuous rise in prices of raw materials has significantly impacted the profits of the whole industry, the Group's tinsplate packaging business had achieved good results throughout 2016 with improving gross margin, which was attributed to our constant efforts in capacity allocation, business collaboration, new product development and new technology applications, etc.

In aluminum packaging business, competition in the sub-sector of two-piece cans has been intensified, especially in the past two years, because of capacity expansion and new rivals' entry, meanwhile, industrial profit margin shrinks to the lowest level. Gratifyingly, through internal integration, order structure adjustments and business plans implementation, the sales volume of the Company's two-piece cans has recorded a growth of 12.6% in 2016 and maintained relatively good gross margin. This has further widened the gap between the rivals and us. At this stage, we note that the industry has shown some positive changes; the overall supply of the market tends to be stable; the demand driven from the beer canning rate is still increasing; and the prices of two-piece cans are now entering into a channel of gradual improvement. Benefit from these positive factors, and combine with the release of some new capacity in 2017, the Group's competitiveness and market performance will be further strengthened.

In plastic packaging business, we have made a breakthrough in the adjustment of business structure – we extend our business from household chemical products to the food-related products. Revenue derived from food-related products has contributed to 11% of our total income of plastic packaging business. This development of new areas not only resists the potential risk posed by a single type of customer structure but also provides new growth points for future development of the plastic packaging business.

Looking ahead to 2017, we will pay close attention to changes in market development, take advantage of the opportunities of industry consolidation, make a strong combination, expand the market footprints and improve operational efficiency so as to establish a more stable sales base, to maintain our competitive advantage of sustainable development, and ultimately to achieve a long-term healthy and stable development of the Group. With our continued focus, enthusiasm and team spirit, the Group has the ability and confidence to maintain the operating margin, improve the return on capital and create greater value for the shareholders.

Zhang Ye

Managing Director

Hong Kong, 28 March, 2017

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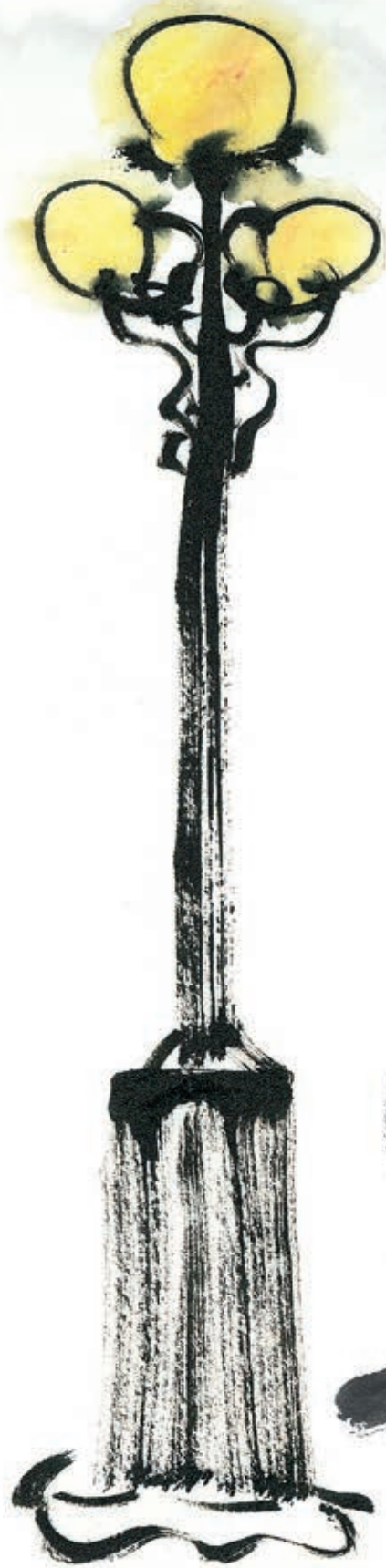
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Management Discussion and Analysis



Management Discussion and Analysis

Business introduction

The Group is primarily engaged in the manufacturing and sales of packaging products used for consumer goods such as food, beverages and household chemical products, covering extensively the packaging market segment for consumer goods such as tea beverages, carbonated beverages, fruit and vegetable juices, beer, dairy products and household chemical products. In addition, the Group provides comprehensive packaging solutions including high technological packaging design, printing, logistics and comprehensive customer services. The products of the Group mainly consist of tinplate packaging products, aluminum packaging products and plastic packaging products. The Group strategically allocated 28 subsidiaries and divisions in different region across China to operate its business in order to serve its customers more effectively. The Group is in a leading position in several product sub-segmented markets, and is sought after and trusted by numerous domestically and internationally renowned clients. The Group has established a solid customer base, which includes both domestically and internationally renowned high-end consumer goods manufacturers.



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Tinplate packaging

The Group uses tinplate as the main raw material for its tinplate packaging, the products of which include three-piece beverage cans, food cans (including milk powder cans), aerosol cans, metal caps, steel barrels, round and square shaped cans, printed and coated tinplate, and other metal packaging. The Group is in a leading position in several market segments in the industry, including ranking first in certain market segments such as milk powder cans, aerosol cans and twist caps in China in terms of market share.

In 2016, the sales volume of most tinplate packaging products of the Group maintained growth, especially in milk powder cans and steel barrels, which enjoy advantages and have higher profit, achieved double-digit growth in the sales volume. For the year ended 31 December 2016, the sales income of tinplate packaging business of the Group was approximately RMB2,738 million (2015: approximately RMB2,587 million), representing an increase of approximately 5.8% as compared to 2015 and accounted for approximately 52.4% of total sales (2015: approximately 50.7%). The gross profit margin of the tinplate packaging business continuously improved in 2016, amounting to approximately 19.9% (2015: approximately 19.5%).

Three-piece beverage cans (Three-piece cans)

Three-piece beverage cans (hereinafter refers to as “three-piece cans”) are used widely for the packaging of protein drinks, energy drinks, mixed congee, fruit and vegetable juice, coffee, etc. The Group effectively maintained close relationship with major customers while actively stepped up the efforts in exploring new customers and effectively improved order structure. In the period after the second quarter of 2016, against the background of continuous rise of prices of raw materials including tinplate, gross profits margin were increased year-on-year through cost reduction and efficiency improvement measures. For the year ended 31 December 2016, the sales volume of three-piece cans was approximately 681 million cans (2015: approximately 732 million cans) and sales income was approximately RMB444 million (2015: approximately RMB481 million), representing a decrease of approximately 7.7% over the same period of last year. The renowned clients of the Group’s three-piece cans include Red Bull, Yangyuan, LoLo, Dali Group and Taiqishipin.

Food cans

Food cans mainly consist of milk powder cans and ordinary food cans, and the Group is the largest manufacturer of milk powder cans in China. In recent years, Mainland milk powder manufacturers are generally impacted by Haitao and imported milk powder, hence, the industry growth slowed down. In 2016, much pressure has been imposed on production costs of the products due to continuous rise in the price of tinplate. Under the Group’s efforts to deeply explore for potential, improve quality and efficiency, strictly control product quality and leverage advantage of nationwide coverage, increases in sales income and gross profits margin year-on-year were recorded. In 2016, the sales income of food can business reached approximately RMB552 million (2015: approximately RMB513 million), representing an increase of approximately 7.6% over the same period of last year. The renowned clients of the Group’s milk powder cans include Mead Johnson, Wyeth, Nestle, Yili, Yashili, Unilever and Feihe Dairy.

Aerosol cans

The Group is the largest manufacturer of aerosol cans in China, the products of which are primarily used in the packaging of household chemical products (e.g. car maintenance products, air fresheners, personal care products and pesticides) and other chemical products. The Group paid close attention to customer demand and conducted expansion and innovation in market sub-segments to create differentiated advantages. Through innovation of business models under keen competition in the industry, the Group achieved a sales income of approximately RMB299 million (2015: approximately RMB305 million), representing a decrease of approximately 2.0% over the same period of last year. The renowned clients of the Group’s aerosol cans include Shenzhen Caihong, Shanghai Johnson, Zhongshan Lanju and Konda.



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Metal caps

Metal caps mainly include twist caps and crown caps. For the year ended 31 December 2016, the sales income of the Group's metal cap business was approximately RMB430 million (2015: approximately RMB477 million), representing a decrease of approximately 9.9% over the same period of last year. In 2016, the downstream market demand was sluggish. The Group effectively enhanced the profitability of the metal cap products by improving the management, increasing efficiency through layoff and developing pioneer products. The renowned clients of the Group's metal caps include Haday, Huanlejiia, Lao Gan Ma, China Resources Snow Beer, Anheuser-Busch InBev and Tsingtao Brewery.

Steel barrels

The Group produces steel barrels with a volume of 200 litres and above, which are mainly used for carrying bulk edible oil, juice, fruit jam, industrial essence and fragrance, lubricants, etc. In 2016, industry demand slowed down with much pressure brought to production costs by continuous rise in the prices of main raw material for barrels. The Group made an active response to strengthen efforts in the development of international brands and quality new clients, promoted benchmarking management, improved the role model and enhanced customer satisfaction. For the year ended 31 December 2016, the Group effectively enhanced the profitability and achieved a sales income of approximately RMB515 million (2015: approximately RMB463 million), representing an increase of approximately 11.2% over the same period of last year. The renowned clients of the Group's steel barrels include Sinopec, Shell, PetroChina, AkzoNobel and Nippon.

Round and square shaped cans

The Group's round and square shaped cans products are mainly used in the packaging of different chemical oil paint, paint and small package of oils and fats products, etc. In 2016, the Group's round and square shaped can production base in Suzhou officially started operation. As the production and technological manufacture center of round and square shaped cans, it provides goods and services to our core clients in a better and faster manner. In the meantime, the Group actively promoted cooperation with major clients, endeavored to carry out regional collaboration, enhanced production scale and improved profitability. As a result, for the year ended 31 December 2016, the Group achieved a sales income of round and square shaped cans of approximately RMB178 million (2015: approximately RMB172 million), representing an increase of approximately 3.5% over the same period of last year. The renowned clients of the Group's round and square shaped cans include the Valspar Corporation, AkzoNobel, Carpoly, Yihai Kerry and Yip's Chemical.

Printed and coated tinplates

The Group's printed and coated tinplates are mainly used in different gift candy boxes, food, chemicals, caps, batteries and other electronic and electric appliances (e.g. rice cookers). The products are also used to satisfy the Group's internal demand arising from the manufacture of cans (i.e. three-piece cans and aerosol cans) and metal caps (i.e. twist caps and crown caps). In 2016, the Group strengthened strategic cooperation with ORG Packaging and promoted business synergy. For the year ended 31 December 2016, the sales income of printed and coated tinplates was approximately RMB268 million (2015: approximately RMB122 million), representing an increase of approximately 119.7% over the same period of last year. The renowned clients of the Group's printed and coated tinplates include ORG Packaging, Supor, T.G. Battery and Lao Gan Ma.

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Aluminum packaging

The Group uses aluminum as the main raw material for its aluminum packaging products, which mainly include two-piece beverage cans (“two-piece cans” hereinafter) and one-piece cans. Aluminum packaging products business is characterised by a high degree of automatic production, full product recyclability, etc., and has been one of the core business developments of the Group in recent years.

In 2016, the Group fully utilised the advantage of nationwide coverage, improved order structure and improved new production capacity in an orderly manner to maintain relatively satisfactory gross profits. The sales income of aluminum packaging for the year ended 31 December 2016 was approximately RMB2,038 million (2015: approximately RMB2,034 million), representing an increase of approximately 0.2% as compared to 2015, and accounted for approximately 39.0% of the overall sales (2015: approximately 39.8%). Gross profit margin of the aluminum packaging business in 2016 was approximately 16.9% (2015: approximately 16.3%).

Two-piece beverage cans (Two-piece cans)

Two-piece cans products are primarily used for the packaging of beers, carbonated drinks and tea beverages, etc. In recent years, competition in the industry further intensified, overcapacity still existed, with profits margin fallen to extremely low level. In 2016, through internal integration, improvement of order structure and optimisation of operation rate, the Group maintained relatively satisfactory gross profits. As a result, for the year ended 31 December 2016, the sales volume of the Group’s two piece cans products increased by 12.6% and reached approximately 5,412 million cans(2015: approximately 4,806 million cans). The renowned clients of the Group’s two-piece cans include JDB, China Resources Snow Beer, Coca-cola (China), Tsingtao Brewery Group and Anheuser-Busch InBev.

One-piece cans

One-piece cans products are primarily used for the packaging of household chemical products, beers and carbonated drinks and medical products. As additional capacity was released coupled with continuous strengthening of production capacity, sales of the Group’s one-piece cans grew rapidly with continual expansion of profitability. For the year ended 31 December 2016, the sales volume of one-piece cans amounted to approximately 71.34 million cans (2015: approximately 41.08 million cans). The renowned clients of the Group’s one-piece cans include Anheuser-Busch InBev, SMB Global, Wurth Group and Daizo.

Plastic packaging

The Group’s plastic packaging products are mainly used for the packaging of personal care, household chemical and food and beverage products. In 2016, the Group continued to integrate plastic business with relatively great breakthrough achieved in food clients, which represented a remarkable greater share. For the year ended 31 December 2016, sales income of plastic packaging products was approximately RMB445 million (2015: approximately RMB483 million), representing a decrease of approximately 7.9% over the same period of last year and accounted for 8.5% of the total income (2015: approximately 9.5%). Gross profit margin of the plastic packaging business in 2016 was approximately 14.7% (2015: approximately 14.3%). The renowned clients of the Group’s plastic packaging include P&G, Blue Moon, Reckitt Benckiser, Johnson & Johnson, Johnson and Pigeon.



Management Discussion and Analysis

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Financial review

For the year ended 31 December 2016, revenue of the Group amounted to approximately RMB5,221 million (2015: approximately RMB5,104 million), representing an increase of approximately RMB117 million or 2.3%. The increase in revenue was primarily due to the increase in the sales volume of our products. Gross profit margin reached approximately 18.3% in the year of 2016 (2015: approximately 17.7%), representing a slight increase as compared with the same period in the previous year. The increase was primarily due to the decrease in the unit cost as a result of the sales growth.

For the year ended 31 December 2016, net profit amounted to approximately RMB298 million (2015: approximately RMB285 million), representing an increase of approximately RMB13 million or 4.6% as compared to the same period in the previous year, mainly due to the increase in the revenue which resulted in a increase in the profit.

GROUP'S PROFIT

For the year ended 31 December 2016, profit before income tax of the Group was approximately RMB398 million (2015: approximately RMB385 million), representing an increase of approximately RMB13 million or 3.4% as compared to the same period in the previous year.

Finance costs were approximately RMB56 million (2015: approximately RMB53 million), representing a slight increase as compared to the same period in the previous year, which was mainly due to the slight increase in the interest rate of financing.

Income tax expenses were approximately RMB100 million (2015: approximately RMB100 million), keeping flat with the same period in the previous year. The effective income tax rate of the Group in 2016 was approximately 25.2% (2015: approximately 25.9%).

Outlook

2017 is an important year for implementation of the "Thirteenth Five-Year Plan". Economic development in China has also entered the new normal. The Group will actively adapt to new normal of the economic development by promoting capital operation and strengthening industrial integration. In the meantime, the Group will continue to intensify development of benchmark management, improve quality and efficiency, emphasise research & development and innovation, protect intellectual property rights, step up industrial union, and devote its efforts satisfy customer demand through offering premium quality products and high quality services.

CASH FLOW, FINANCIAL RESOURCES AND GEARING RATIO

In 2016, the Group's main sources of funding were cash generated from operating activities and bank loans.

	31 December 2016 RMB (million)	31 December 2015 RMB (million)
Net assets	4,831	4,324
Cash and cash equivalents	998	996
Total borrowings	2,428	2,597
Equity attributable to equity holders of the Company	4,711	4,212
Current ratio	1.5	3.8
Gearing ratio*	30.4%	38.0%

* The gearing ratio is calculated as net borrowings divided by equity attributable to equity holders of the Company, in which the net borrowings are calculated as total borrowings less cash and cash equivalents.

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As at 31 December 2016, the Group had net assets of approximately RMB4,831 million (31 December 2015: approximately RMB4,324 million). Equity attributable to equity holders of the Company was approximately RMB4,711 million, which has increased by approximately 11.8% as compared to approximately RMB4,212 million as at 31 December 2015.

The current ratio and gearing ratio as at 31 December 2016 were approximately 1.5 and approximately 30.4%, respectively (31 December 2015: approximately 3.8 and 38.0% respectively). The current ratio as at 31 December 2016 was approximately 1.5, representing a decrease of 2.3 as compared to the same period of last year, which was mainly due to the fact that a portion of the long-term borrowing would become due within one year. The decrease in gearing ratio from approximately 38.0% as at 31 December 2015 to approximately 30.4% as at 31 December 2016 was mainly due to the fact that the Company had issued 177,000,000 ordinary shares at a subscription price of HK\$2.6 during the year. Interest-bearing bank loans were approximately RMB2,428 million as at 31 December 2016. The Group had no assets pledged for the outstanding the bank loans as at 31 December 2016 and 31 December 2015.

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CAPITAL EXPENDITURE, COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 December 2016, the Group's capital expenditure was approximately RMB544 million, which is as follows:

	RMB million	Percentage of capital expenditure
Guangzhou infrastructure and other equipment projects	155	28.5%
Fujian two-piece cans and infrastructure projects	125	23.0%
Suqian and Suzhou plastic expansion project	110	20.2%
Steel barrels expansion project	38	7.0%
Two-piece cans retrofit project	37	6.8%
Purchase of other equipment	79	14.5%
Total	544	100.0%

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As of 31 December 2016, the capital expenditure of the Group relating to the acquisition of property, plant and equipment, which has been contracted but not provided for, was approximately RMB385 million. As at 31 December 2016, other than operating lease commitments and capital commitments, the Group had no other significant commitments and contingent liabilities.

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FOREIGN EXCHANGE RISK

The Group's main operations are located in China. Other than some of the bank loans and bank deposits which are denominated in U.S. dollars, most of the assets, income, payments and cash balances are denominated in RMB. The Directors consider that exchange rate fluctuation has no significant impact on the Company's results.

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Management Discussion and Analysis

USE OF PROCEEDS UPON ISSUANCE OF NEW SHARES

On 9 September 2016, the Company issued 92,000,000 and 85,000,000 new shares of the Company (the "Share(s)") pursuant to a subscription agreement dated 22 May 2016 and the employee subscription agreements dated 24 May 2016, respectively, at a subscription price of HK\$2.6 per Share, raising net proceeds of approximately RMB394 million (equivalent to approximately HK\$460 million), all of which have been used according to the use of proceeds as stated below:

	As at 31 December 2016	
	Planned amount RMB (million)	Utilised amount RMB (million)
Repayment of bank loans	347	(347)
Working capital	47	(47)
Total	394	(394)

For further details, please refer to the announcements of the Company dated 22 May 2016, 24 May 2016, 4 July 2016, 18 July 2016, 31 August 2016 and 9 September 2016 and the circular of the Company dated 27 June 2016.

HUMAN RESOURCES

As at 31 December 2016, the Group had 6,323 full-time employees (2015: 6,583), of which approximately 1,701 were engineers and technical staff or employees with higher education backgrounds. The table below shows the number of employees of the Group by function as at 31 December 2016:

Function	No. of employees	Percentage of total no. of employees
Management and Administration	817	12.92%
Sales and Marketing	259	4.10%
Research and Development in Technology and Engineering	753	11.91%
Production and Quality Control	4,494	71.07%
Total	6,323	100.00%

As at 31 December 2016, the Group's total staff cost was approximately RMB576 million, as compared to RMB537 million in the same period last year. The Group determined the salary of the employees based on their performance, the standard of salary in the respective regions, and the industry and market conditions. The benefits of the employees in the mainland China included pension fund, medical insurance, unemployment insurance, maternity insurance and employment-related injury insurance and housing fund contributions. In addition to the requirements of the PRC law, the Group has made voluntary contributions to an annuity plan, which was implemented with effect from 1 January 2009, for the benefit of the Group's employees when they reach certain seniority. The benefits of the employees in Hong Kong included mandatory provident fund, life insurance and medical insurance.



Management Discussion and Analysis

Major risks and uncertainties

In order to stabilize business operation, the Company's management shows great concern on the risk factors which the Company may face in its operation. Based on critical risk indicators and through assessment and analysis, the following major possible risks are identified:

1. Operational risks from macroeconomic control:

Macroeconomic control has considerable impact on downstream companies and will indirectly affect the sales and profits of packaging companies.

2. Operational risks from fluctuations in raw material prices and exchange rates:

Raw material costs represent a relative high proportion in our production costs, hence, fluctuations in raw material prices will have considerable impact on the generation of profits.

3. Risks from market competition:

With relatively low concentration in our sector, companies with considerable scale and capacity have viewed further expansion of their production and marketing scale and maximization of market share as their main objectives. This will give rise to keen market competition.

4. Risks from food safety:

Failure to meet the national or industrial safety standards in food production will cause food safety issues to customers. This will give rise to the risks of return of goods or financial losses.

5. Quality risks:

Failure to satisfy the statutory standards or customers' needs in relation to product quality or performance will give rise to lot quality problem, of which defective lots or inventories will result in losses.

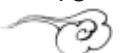
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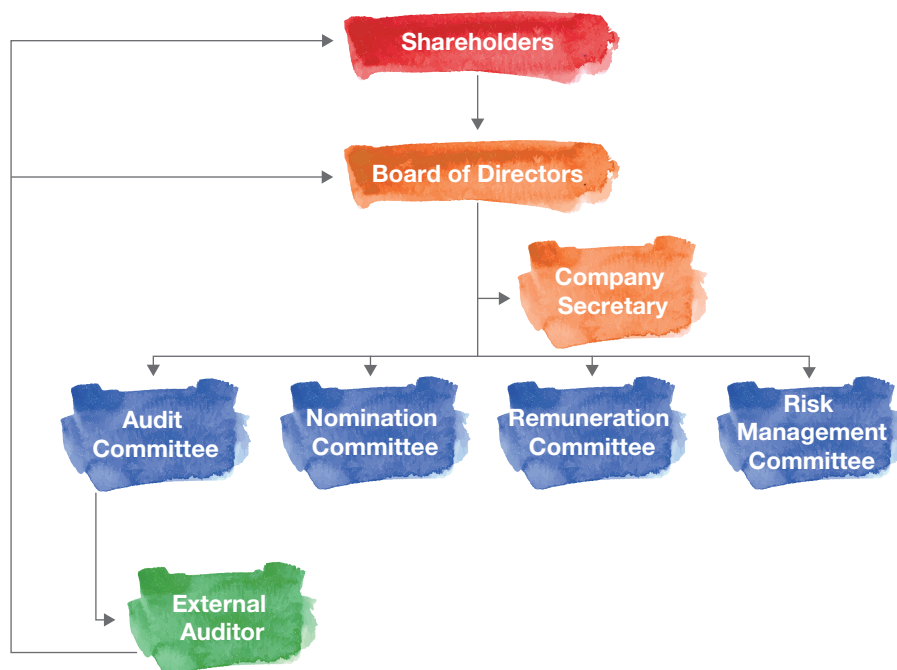


Corporate Governance Report



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CORPORATE GOVERNANCE STRUCTURE



The Board is fully aware of the importance of corporate ethics in running a successful company and believes that a good and solid corporate governance framework has given the Company the edge in attracting and retaining talent, enhancing customers' loyalty and reinforcing relationships with suppliers, and retaining its position as a leading manufacturer of packaging products of integrated consumer goods. During the Year, the Company had adopted all the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") as its own code of corporate governance. The Directors consider that since the listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 16 November 2009, save for those disclosed in this annual report, the Company has complied with the code provisions under the CG Code.

The Board will continue to review and monitor its current corporate practices and procedures of the Company from time to time and will maintain and further enhance the standard of corporate governance practices of the Company in order to ensure that formal and transparent procedures are in place to protect and maximise the interests of the current and potential shareholders, investors, employees, business partners and the community as a whole.

MODEL CODE FOR 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. Having made specific enquiries to all Directors, all the Directors have confirmed that they had complied with the required standards as set out in the Model Code throughout the year ended 31 December 2016.

BOARD OF DIRECTORS

Board composition

The Board is responsible for leading and controlling the business operations of the Group. Decisions made are in the best interests of the shareholders of the Company (the "Shareholder(s)") and for maximising the Shareholders' return. The Directors formulate strategic directions, oversee the operations and monitor the financial and management performance of the Group as a whole.

During the Year and up to the date of this annual report, the Board comprise a combination of two executive Directors, four non-executive Directors and three independent non-executive Directors as follow:

Executive Directors:

- Mr. Zhang Xin (*Chairman and ceased to serve as the general manager of the Company (the "General Manager") on 19 July 2016*)
- Mr. Zhang Ye (*appointed as the General Manager and an executive Director on 19 July 2016 and 22 December 2016, respectively*)

Non-executive Directors:

- Mr. Ning Gaoning (*resigned on 25 February 2016*)
- Mr. Wan Zaojian (*resigned on 22 December 2016*)
- Mr. Zhou Zheng (*resigned on 25 February 2016*)
- Mr. Hu Yonglei (*resigned on 22 December 2016*)
- Mr. Li Jian (*appointed on 22 December 2016*)
- Mr. Chen Qianzheng (*appointed on 22 December 2016*)
- Mr. Zhou Yuan (*appointed on 25 February 2016*)
- Mr. Shen Tao (*appointed on 25 February 2016*)

Independent non-executive Directors:

- Mr. Cheng Yuk Wo
- Mr. Fu Tingmei
- Mr. Andrew Y. Yan (*resigned on 1 September 2016*)
- Mr. Pun Tit Shan (*appointed on 1 September 2016*)

The members of the Board are well-balanced in abilities with each Director having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group.

The biographical information of the Directors is set out on pages 50 to 55 of this annual report. Saved as disclosed in the section headed "Directors and Senior Management Profile" in this annual report, there is no financial, business, family or other material or relevant relationship among members of the Board and senior management.

The Company has appointed three independent non-executive Directors representing one-third of the Board. Mr. Cheng Yuk Wo, being one of the independent non-executive Directors, has professional qualifications in accountancy. One of the important duties of the independent non-executive Directors is ensuring and monitoring the basis for an effective corporate governance framework. Their participation provides adequate checks and balances to safeguard the interests of the Group and its shareholders, including the review of continuing connected transactions described in other sections of this annual report. The Board confirms that the Company has received from each of the independent non-executive Directors a confirmation of independence for the year ended 31 December 2016 pursuant to Rule 3.13 of the Listing Rules and considers such Directors to be independent.

Under Code Provision A.4.3 of the CG Code, if an independent non-executive Director serves more than 9 years, his/her further appointment should be subject to a separate resolution to be approved by the Shareholders. As such, although each of Mr. Cheng Yuk Wo and Mr. Fu Tingmei will be serving as an independent non-executive Director for more than nine years on 23 June 2017, the Board considers that each of Mr. Cheng Yuk Wo and Mr. Fu Tingmei is a person of integrity and independent in judgement and character. They are independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of their independent judgement. The Board considers that each of Mr. Cheng Yuk Wo and Mr. Fu Tingmei meets the independent guidelines set out in Rule 3.13 of the Listing Rules, and is of the view that their independence is not affected by their long service with the Company. Hence, the Board considered each of Mr. Cheng Yuk Wo and Mr. Fu Tingmei as independent and should be re-elected at the 2017 AGM (as defined below).



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Functions of the Board

The Board is responsible for overseeing the management of the Company's business and affairs with the goal of maximising the Shareholders' return. The Board has the following major duties:

- determination of all the corporate matters;
- be responsible for the management, direction and supervision of the business of the Group;
- to ensure the effectiveness of the Group's financial reporting and compliance;
- formulation of business strategies and business plans;
- planning and overseeing mergers, acquisitions or divestments and other major capital expenditure projects;
- internal control and risk management;
- evaluation of the performance of the Group and the senior management; and
- be responsible for the annual and interim financial results and shareholder communications.

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The Board, led by the chairman of the Company (the "Chairman"), is responsible for the leadership and control of the Company, formulation of overall strategies and policies, evaluation of the performance of the Group and management, and approval of matters or transactions of a material nature or those requiring disclosure under the Listing Rules.

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The management, under the leadership of the General Manager, is responsible for the business and day-to-day operations of the Group and implementation of the strategies and policies set by the Board. The General Manager is responsible for overseeing and monitoring the operations of business units or functional divisions.

Delegation by the Board

To assist the Board in the execution of its duties and facilitate effective management, certain functions of the Board have been delegated by the Board to an audit committee (the "Audit Committee"), a remuneration committee (the "Remuneration Committee"), a nomination committee (the "Nomination Committee"), a risk management committee (the "Risk Management Committee") and the senior management. On 23 October 2009, the Board approved the forming of the Audit Committee, Remuneration Committee and Nomination Committee upon the listing of the Shares on the Stock Exchange. On 22 December 2016, the Board approved the formation of the Risk Management Committee. The Board delegates the authority and responsibility of the daily operations, business strategies and day-to-day management to the General Manager and senior management. The final decision(s) are still under the control of the Board unless otherwise provided for in the terms of reference of the four committees.

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Chairman and General Manager

Code Provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Zhang Xin served as the Chairman and the General Manager (i.e., the chief executive of the Company) until 19 July 2016. The Board believes that Mr. Zhang Xin has accumulated extensive experience in the packaging industry. His serving as both the Chairman and the General Manager will be more effective in developing the Company's long term strategies and in execution of business plans.

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Mr. Zhang Xin has ceased to be the General Manager from 19 July 2016 and Mr. Zhang Ye has been appointed as the General Manager and an executive Director on 19 July 2016 and 22 December 2016, respectively. Please refer to the announcements of the Company dated 19 July 2016 and 22 December 2016 for further information.



The Board considers this arrangement to be appropriate for the Company as it can preserve the consistent leadership culture of the Group and allow efficient discharge of the executive functions of the General Manager. The Board also believes that this arrangement will not impair the balance of power and authority between the Board and the management of the Company. The division of responsibilities between the Chairman and the General Manager is clearly established and set out in their respective job descriptions. The balance of power and authority is ensured by the operations of the Board, which is comprised of experienced and high caliber individuals including four non-executive Directors and three independent non-executive Directors. The Board members meet regularly approximately quarterly to discuss the issues affecting operations of the Company.

Directors' Appointments, Re-election and Removal

Each of the Directors has a specific term of appointment for three years.

The Articles of Association (the "Articles") of the Company provides that any Director appointed by the Board, either to fill a casual vacancy in the Board or as an addition to the existing Board, shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Further, under the Articles, one-third of all Directors (whether executive or non-executive) is subject to retirement by rotation and re-election at each annual general meeting provided that every Director shall be subject to retirement at least once every three years, and a retiring Director shall be eligible for re-election.

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

Board meetings and Board practices

Under code provision A.1.1 of the CG Code, the Board shall meet regularly and at least four times a year at approximately quarterly intervals. The Board has scheduled to meet at least four times a year in approximately quarterly intervals in accordance with the Articles. The Board meets physically and regularly. During the year ended 31 December 2016, 13 Board meetings were held. The Directors attended the meetings in person or by telephone in accordance with the Articles. A summary of the Directors' meeting attendance during the Year is as follows:

	Attendance/Total board meetings held during the Year*
Executive Directors	
Mr. Zhang Xin	11/13
Mr. Zhang Ye (<i>Notes 7</i>)	N/A
Non-executive Directors	
Mr. Ning Gaoning (<i>Notes 1</i>)	1/1
Mr. Wan Zaotian (<i>Notes 5</i>)	12/13
Mr. Zhou Zheng (<i>Notes 1</i>)	1/1
Mr. Hu Yonglei (<i>Notes 5</i>)	12/13
Mr. Li Jian (<i>Notes 6</i>)	N/A
Mr. Chen Qianzheng (<i>Notes 6</i>)	N/A
Mr. Zhou Yuan (<i>Notes 2</i>)	11/12
Mr. Shen Tao (<i>Notes 2</i>)	11/12
Independent non-executive Directors	
Mr. Cheng Yuk Wo	13/13
Mr. Fu Tingmei	13/13
Mr. Andrew Y. Yan (<i>Notes 3</i>)	10/10
Mr. Pun Tit Shan (<i>Notes 4</i>)	3/3

* During the Year, there were 3 out of the 13 Board meetings related to continuing connected transactions and connected transactions, in which Directors who were deemed to have material interest had abstained from attending and voting at those Board meetings.



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1. Mr. Ning Gaoning and Mr. Zhou Zheng resigned as non-executive Directors on 25 February 2016 and attended 1 out of 1 Board meeting held during their tenure in the Year.
2. Mr. Zhou Yuan and Mr. Shen Tao were appointed as non-executive Directors on 25 February 2016 and attended 11 out of 12 Board meetings held during their tenure in the Year.
3. Mr. Andrew Y. Yan was resigned as an independent non-executive Director on 1 September 2016 and attended 10 out of 10 Board meetings held during his tenure in the Year.
4. Mr. Pun Tit Shan was appointed as an independent non-executive Director on 1 September 2016 and attended 3 out of 3 Board meetings held during his tenure in the Year.
5. Mr. Wan Zao Tian and Mr. Hu Yonglei resigned as non-executive Directors on 22 December 2016 and attended 12 out of 13 Board meeting held during their tenure in the Year.
6. Mr. Li Jian and Mr. Chen Qianzheng were appointed as non-executive Directors on 22 December 2016 and no Board meeting was held during their tenure in the Year.
7. Mr. Zhang Ye was appointed as an executive Director on 22 December 2016 and no Board meeting was held during his tenure in the Year.

According to the current Board practice, notices of the Board meetings are served to all Directors before the meeting. Generally, at least 14 days' notice is given for regular Board meetings by the Company to all Directors. Reasonable notice is given for all other Board meetings. The company secretary of the Company (the "Company Secretary") assists the Chairman to prepare Board meeting agenda and papers together with all appropriate, complete and reliable information. Each Director may request the Company Secretary to include any matters in the agenda during the Board meetings. All substantive agenda items together with comprehensive briefing papers will be sent to all Directors at least 3 days before each Board meeting or committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions.

General meetings with the Shareholders

The 2016 annual general meeting (the "2016 AGM") was held on 3 June 2016 and the extraordinary general meetings were held on 3 June 2016, 15 July 2016 and 24 October 2016. A summary of the general meeting attendance during the Year is as follows:

	Attendance/Total general meetings held during the Year
Executive Directors	
Mr. Zhang Xin	4/4
Mr. Zhang Ye (<i>Notes 8</i>)	N/A
Non-executive Directors	
Mr. Ning Gaoning (<i>Notes 1</i>)	N/A
Mr. Wan Zao Tian (<i>Notes 6</i>)	0/4
Mr. Zhou Zheng (<i>Notes 1</i>)	N/A
Mr. Hu Yonglei (<i>Notes 6</i>)	0/4
Mr. Li Jian (<i>Notes 7</i>)	N/A
Mr. Chen Qianzheng (<i>Notes 7</i>)	N/A
Mr. Zhou Yuan (<i>Notes 2</i>)	1/4
Mr. Shen Tao (<i>Notes 3</i>)	0/4
Independent non-executive Directors	
Mr. Cheng Yuk Wo	3/4
Mr. Fu Tingmei	4/4
Mr. Andrew Y. Yan (<i>Notes 4</i>)	0/3
Mr. Pun Tit Shan (<i>Notes 5</i>)	1/1

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1. Mr. Ning Gaoning and Mr. Zhou Zheng resigned as non-executive Directors on 25 February 2016 and no general meeting was held during their tenure in the Year.
2. Mr. Zhou Yuan was appointed as a non-executive Director on 25 February 2016 and attended 1 out of 4 general meetings held during his tenure in the Year.
3. Mr. Shen Tao was appointed as a non-executive Director on 25 February 2016 and 4 general meetings were held during his tenure in the Year but he was not able to attend due to other commitments.
4. Mr. Andrew Y. Yan was resigned as an independent non-executive Director on 1 September 2016 and 3 general meetings were held during his tenure in the Year but he was not able to attend due to other commitments.
5. Mr. Pun Tit Shan was appointed as an independent non-executive Director on 1 September 2016 and attended 1 out of 1 Board meetings held during his tenure in the Year.
6. Mr. Wan Zao Tian and Mr. Hu Yonglei resigned as non-executive Directors on 22 December 2016 and 4 general meetings were held during their tenure in the Year but they were not able to attend due to other commitments.
7. Mr. Li Jian and Mr. Chen Qianzheng were appointed as non-executive Directors on 22 December 2016 and no general meeting was held during their tenure in the Year.
8. Mr. Zhang Ye was appointed as executive Directors on 22 December 2016 and no general meeting was held during his tenure in the Year.

Supply of and access to information

All Directors may access the advice and services of the Company Secretary. Minutes of the Board and meetings of the Board committees are kept by the Company Secretary and such minutes are open for inspection at any reasonable time upon reasonable notice by the Directors. Any Director may request the Company to provide independent professional advice at the Company's expense to discharge his duties to the Company.

Important matters are usually dealt with by way of written resolutions so that all Directors (including independent non-executive Directors) can note and comment on, as appropriate, the matters before approval is granted. Moreover, a Director must declare his interest in matters or transactions to be considered and approved by the Board. If a substantial Shareholder or a Director has an interest in a matter to be considered by the Board which the Board has determined to be material, the Company will not deal with the matter by the way of written resolution. The independent non-executive Directors shall take an active role and make an independent judgment on all issues relating to such matter. If any Director or his close associates have any material interest in any proposed Board resolutions, such Director shall not vote (nor shall be counted in the quorum) at a meeting of the Directors on any resolutions approving any contract or arrangement or concerning a matter in which he or any of his close associates has directly or indirectly a material interest (save as provided under the Articles).

Directors' and Officers' liability insurance

The Company has arranged directors' and officers' liability insurance for all Directors and senior management of the Company for the year 2016/2017. The insurance covers the corresponding costs, charges, expenses and liabilities for legal action of corporate activities against them.

Responsibilities of directors

The Company ensures that every newly appointed Director has a proper understanding of the operations and business of the Group and that he or she is fully aware of his or her responsibilities under statute and common law, the Listing Rules, applicable legal requirements and other regulatory requirements and the business and governance policies of the Company.

The non-executive Directors exercise their independent judgement and advise on the business direction and strategic plans of the Company. The non-executive Directors also review the financial information and operational performance of the Company on a regular basis.



Corporate Governance Report

The independent non-executive Directors take an active role in Board meetings and make independent judgment on issues relating to matters or transactions of a material nature. They will take the lead where potential conflicts of interest arise. In compliance with Rule 3.10(1) of the Listing Rules, there are three independent non-executive Directors, representing one-third of the Board. Among the three independent non-executive Directors, Mr. Cheng Yuk Wo has the appropriate professional qualifications in accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

Company secretary

Mr. Chan Fan Shing had been appointed as the Company Secretary with effect from 23 October 2009 and resigned on 6 March 2016. He has complied with Rule 3.29 of the Listing Rules in relation to the professional training requirements.

Mr. Yim Ming Chung was appointed as the Company Secretary on 6 March 2016. He has complied with Rule 3.29 of the Listing Rules in relation to the professional training requirements.

Corporate Governance Duties

The Board is responsible for performing the corporate governance duties as set out in the Code Provision D.3.1. During the year ended 31 December 2016, the Board had reviewed and discussed the corporate governance policy of the Group and was satisfied with the effectiveness of the corporate governance policy of the Group.

Directors' Continuous Professional Development

All Directors are provided with monthly updates on the Company's operation performance, position and prospects to enable the Board as a whole and each Director to discharge their duties. Furthermore, all Directors acknowledge the needs to continue to develop and refresh their knowledge and skills for making contributions to the Company. The table below shows the participation of individual directors in continuous professional development during the year ended 31 December 2016.

	Reading regulatory updates	Attending external seminars/ programmes
Executive Directors:		
Mr. Zhang Xin	✓	✓
Mr. Zhang Ye (<i>Appointed on 22 December 2016</i>)	✓	✓
Non-executive Directors:		
Mr. Ning Gaoning (<i>Resigned on 25 February 2016</i>)	✓	✓
Mr. Wan Zao Tian (<i>Resigned on 22 December 2016</i>)	✓	✓
Mr. Zhou Zheng (<i>Resigned on 25 February 2016</i>)	✓	✓
Mr. Hu Yonglei (<i>Resigned on 22 December 2016</i>)	✓	✓
Mr. Li Jian (<i>Appointed on 22 December 2016</i>)	✓	✓
Mr. Chen Qianzheng (<i>Appointed on 22 December 2016</i>)	✓	✓
Mr. Zhou Yuan (<i>Appointed on 25 February 2016</i>)	✓	✓
Mr. Shen Tao (<i>Appointed on 25 February 2016</i>)	✓	✓
Independent non-executive Directors:		
Mr. Cheng Yuk Wo	✓	✓
Mr. Fu Tingmei	✓	✓
Mr. Andrew Y. Yan (<i>Resigned on 1 September 2016</i>)	✓	✓
Mr. Pun Tit Shan (<i>Appointed on 1 September 2016</i>)	✓	✓

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Audit Committee

On 23 October 2009, the Company approved the formation of the Audit Committee upon the listing of the Shares on the Stock Exchange with written terms of reference stating its authority and duties. A majority of the members of the Audit Committee are independent non-executive Directors.

The Audit Committee held 3 meetings during the year ended 31 December 2016. The composition and the details of the attendance records of members of the Audit Committee are as follows:

Members of the Audit Committee	Attendance/Total meetings
Mr. Cheng Yuk Wo (<i>Committee Chairman</i>)*	3/3
Mr. Fu Tingmei*	3/3
Mr. Hu Yonglei^	3/3
Mr. Zhou Yuan^	N/A

* Independent non-executive Director

^ Mr. Hu Yonglei has resigned as a non-executive Director and a member of the Audit Committee on 22 December 2016. Mr. Zhou Yuan was appointed as a member of the Audit Committee on 22 December 2016.

The Company Secretary also attended the meetings. Minutes drafted by the Company Secretary had been circulated to members of the Audit Committee within a reasonable time after the meetings. No member of the Audit Committee is a former partner of the existing auditing firm of the Company.

The Board has adopted the terms of reference for the Audit Committee, which follow closely the requirements of the code provisions of the CG Code, details of which are published on the Stock Exchange's website and the Company's website.

The Audit Committee's main responsibilities include the following:

- review and supervision of the Group's financial reporting process and completeness of financial reports;
- monitor the effectiveness of the Group's risk management and internal control systems; and
- consider the independence of the external auditor.

During the year ended 31 December 2016, the Audit Committee had performed the following work:

- reviewed with the senior management the accounting policies and practices adopted by the Group and discussed auditing, risk management and internal control systems and financial reporting matters;
- reviewed the financial statements of the Company and the Company's interim and annual reports, the letter to the management from the auditor of the Company, the audit scope and fees for the year ended 31 December 2016;
- reviewed continuing connected transactions; and
- met with the external auditor to discuss the general scope of their audit work for the year ended 31 December 2016.

The Audit Committee has also recommended to the Board that, subject to the Shareholders' approval at the forthcoming annual general meeting, Ernst & Young be re-appointed as the Company's external auditor for the year ending 31 December 2017.



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The senior management of the Group is required to provide adequate and timely support to the Audit Committee to discharge its duties. The Audit Committee has also been advised that the Company Secretary can arrange independent professional advice at the expense of the Company should the seeking of such advice be considered necessary by the Audit Committee.

Nomination Committee

On 23 October 2009, the Company approved the formation of the Nomination Committee upon the listing of the Shares on the Stock Exchange. The Board has also adopted the terms of reference for the Nomination Committee which are in line with the code provisions set out in the CG Code and are published on the Stock Exchange's website and the Company's website. A majority of the members of the Nomination Committee are independent non-executive Directors.

The principal duties of the Nomination Committee are mainly to (i) review the structure, size and composition of the Board and make recommendations to the Board regarding any proposed changes; (ii) make recommendations to the Board on the nominees for appointment as Director and senior management of the Group; and (iii) assess the independence of the independent non-executive Directors.

During the year ended 31 December 2016, the Nomination Committee had performed the following work:

- reviewed the structure, size and composition of the Board to ensure that it has a balance of skills, knowledge and experience appropriate to the requirements of the business of the Group;
- made recommendation to the Board for the re-election at the 2016 AGM;
- nominated new executive Director, non-executive Directors, independent non-executive Directors and senior management of the Group; and
- assessment of the independence of all the independent non-executive Directors.

The Board has adopted a board diversity policy and discussed all measurable objectives set for implementing the policy during the year ended 31 December 2016. The Company recognizes and embraces the benefits of diversity of Board members. It endeavours to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The ultimate decision will be made upon the merits and contributions that the selected candidates will bring to the Board.

The Nomination Committee held 5 meetings during the year ended 31 December 2016. The composition and the details of the attendance of the members of the Nomination Committee during the Year are as follows:

Members of the Nomination Committee	Attendance/Total meetings
Mr. Zhang Xin (<i>Committee Chairman</i>) [^]	5/5
Mr. Cheng Yuk Wo [*]	5/5
Mr. Fu Tingmei [*]	5/5

[^] Executive Director

^{*} Independent non-executive Director

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Remuneration Committee

On 23 October 2009, the Company approved the formation of the Remuneration Committee upon the listing of the Shares on the Stock Exchange with written terms of reference to state its authority and duties. A majority of the members of the Remuneration Committee are independent non-executive Directors.

The duties of the Remuneration Committee are mainly to (i) make recommendations to the Board on the Company's policy and structure for all remuneration of the Directors and senior management to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration; (ii) determine the specific remuneration packages of the Directors and senior management; and (iii) review and approve performance based remuneration by reference to corporate goals and objectives resolved by the Board. The Remuneration Committee may have access to independent professional advice at the Company's expense if considered necessary.

During the year ended 31 December 2016, the Remuneration Committee had performed the following work:

- review and discuss the remuneration policy of the Group and the remuneration packages of the Directors and senior management of the Company;
- made recommendation to the Board on the emolument of the executive Directors, non-executive Directors, independent non-executive Directors and senior management of the Group; and
- review and discuss the share option matters of the Company.

Details of the remuneration of each Director for the year ended 31 December 2016 are set out in Note 8 to the financial statements.

The terms of reference of the Remuneration Committee, which closely follows the requirements of the code provisions of the CG Code, are published on the Stock Exchange's website and the Company's website.

The human resources and administration department of the Company provides administrative support to the Remuneration Committee, and implements the approved remuneration packages and other human resources related decisions.

The Remuneration Committee held 5 meetings during the year ended 31 December 2016. The composition and the details of the attendance of members of the Remuneration Committee during the Year are as follows:

Members of the Remuneration Committee	Attendance/Total meetings
Mr. Fu Tingmei (<i>Committee Chairman</i>) (<i>Note 1</i>)	5/5
Mr. Cheng Yuk Wo (<i>Note 2</i>)	5/5
Mr. Zhang Xin (<i>Note 3</i>)	5/5
Mr. Chen Qianzheng (<i>Note 4</i>)	N/A
Mr. Pun Tit Shan (<i>Note 5</i>)	N/A

Notes:

1. Independent non-executive Director.
2. Independent non-executive Director. On 22 December 2016, Mr. Cheng Yuk Wo resigned as a member of the Remuneration Committee.
3. Executive Director. On 22 December 2016, Mr. Zhang Xin resigned as a member of the Remuneration Committee.
4. On 22 December 2016, Mr. Chen Qianzheng was appointed as non-executive Director and a member of the Remuneration Committee.
5. Mr. Pun Tit Shan was appointed as an independent non-executive Director and a member of the Remuneration Committee on 1 September 2016 and 22 December 2016, respectively.



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Risk Management Committee

The Risk Management Committee was established on 22 December 2016 and the Board has adopted the terms of reference for the Risk Management Committee which are in line with the code provisions set out in the CG Code and are published on the Stock Exchange's website and the Company's website.

The principal duties of the Risk Management Committee are mainly to (i) review the Group's enterprise risk management framework, and the guidelines, policies and procedures for risk assessment and risk management; (ii) review the Group's major risks and key emerging risks and the controls in place to mitigate such risks; and (iii) review the effectiveness of the enterprise risk management function.

During the year ended 31 December 2016, no Risk Management Committee meeting was held. Before the establishment of the Risk Management Committee, the duties of the Risk Management Committee were performed by the Audit Committee.

The composition of the Risk Management Committee during the Year are as follows:

Mr. Pun Tit Shan (*Committee Chairman*) (*Note 1*)

Mr. Li Jian (*Note 2*)

Mr. Shen Tao (*Note 3*)

Notes:

1. Mr. Pun Tit Shan was appointed as an independent non-executive Director and the chairman of the Risk Management Committee on 1 September 2016 and 22 December 2016, respectively.
2. Mr. Li Jian was appointed as a non-executive Director and a member of the Risk Management Committee on 22 December 2016.
3. Mr. Shen Tao was appointed as a non-executive Director and a member of the Risk Management Committee on 25 February 2016 and 22 December 2016, respectively.

ACCOUNTABILITY AND AUDIT

Directors' and Auditor's Acknowledgement

The Audit Committee and the Board have reviewed the Group's consolidated financial statements for the year ended 31 December 2016. The Directors acknowledge their responsibilities for preparing accounts, the financial statements, performance position and prospects of the Group. Management has provided information and explanation to the Board to enable it to make an informed assessment of financial and other information put before the Board for approval. The Directors believed that they have selected suitable accounting policies and applied them consistently, made judgment and estimates that are prudent and reasonable and ensured the financial statements are prepared on a "going concern" basis.

Ernst & Young, the auditor of the Company, acknowledged their reporting responsibilities in the Independent Auditor's Report on the audited financial statements for the year ended 31 December 2016.

Risk Management and Internal Controls

The Board has the responsibility to maintain appropriate and effective risk management and internal control systems in order to safeguard the interest of the Group and the Shareholders, review and monitor the effectiveness of the internal control and risk management systems on a regular basis to ensure that the systems in place are adequate. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

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The Group's risk management and internal control systems comprise, among others, the relevant financial, operational and compliance controls and risk management procedures, a well-established organisational structure with clearly defined lines of responsibility and authority. Each department is accountable for its daily operations and is required to implement the business strategies and policies adopted by the Board from time to time.

Prior to the establishment of the Risk Management Committee on 22 December 2016, the internal audit department and the risk management department of the Company supported the Board and the Audit Committee in reviewing the effectiveness of risk management and internal control systems and performed its functions during the Year following an annual audit plan and submitting their reports of their findings to the Board and the Audit Committee at the meetings. The Audit Committee provides independent review on effectiveness of the risk management and internal control systems of the Group and gives their recommendation to the Board. The Board is responsible for reviewing the internal audit report and approving policies and procedures designed by the management.

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In order to enhance the Group's system of handling inside information, and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Group has adopted and implemented an inside information procedure. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include the maintaining of a good control environment with defined organizational structure, limit of authority, reporting lines and responsibilities in accordance with the Company's guidelines and the regulatory requirements. Appropriate control measures have been taken place to facilitate a good control environment for handling and dissemination of inside information. The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality.

Subsequent to the establishment of the Risk Management Committee on 22 December 2016, the internal audit department of the Company and the Audit Committee ceased to be responsible for the review of risk management system of the Company. Instead, the risk management department of the Company supported the Board and the Risk Management Committee in reviewing the effectiveness of risk management system and performed its functions during the year following an annual audit plan and submitting their reports of their findings to the Board and the Risk Management Committee at the meetings. The Risk Management Committee provides independent review on effectiveness of the risk management system of the Group and gives their recommendation to the Board. The Board remains to be responsible for reviewing the risk management report and approving policies and procedures designed by the management.

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The Board conducted a review and assessment of the effectiveness of the Group's risk management and internal control systems and procedures during the financial year ended 31 December 2016 by way of discussions with the management of the Group, members of the Audit Committee, members of the Risk Management Committee and the external independent auditor. The Board considered major investigation findings of the external consultant on risk management and internal control matters and management's response to these findings.

The Board believes that the existing risk management and internal control systems are adequate and effective. The Board also reviewed the resources, qualification and experience of staff of the Group's accounting and financial reporting function and their training schemes and budget and was satisfied with their adequacy.

The Board also assessed the effectiveness of the Group's internal audit function and external audit process, and satisfied itself, through the work of its Audit Committee, that the internal audit function is adequately resourced and is effective at providing assurance to the Board on the relevant risks faced by the Company, and that the external audit process is effective.

Furthermore, the Group also implemented the SAP system to enhance the efficiency of the operational process and improving segregation of duties and better internal control system.

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Auditor's Remuneration

An analysis of the remuneration of the Company's auditor, Ernst & Young, for the year ended 31 December 2016 is set out as follows:

Services rendered	Fee paid/payable RMB'000
Audit services	1,750
Non-audit services*	1,042
Total	2,792

* Such services included interim report review.

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COMMUNICATION WITH SHAREHOLDERS

The Board recognizes the importance of maintaining clear, timely and effective communication with shareholders of the Company and investors; and also recognizes the effective communication with investors is the fundamental element to build up the Shareholders' confidence and attract more new investors.

The Company communicates with the Shareholders mainly in the following ways:

- (i) the holding of annual general meeting which provides an opportunity for the Shareholders to communicate directly to the Board;
- (ii) the publication of announcements, annual reports, interim reports and/or circulars of the Company as required under the Listing Rules and press releases providing updated information of the Group;
- (iii) updating the Company's website regularly and disclosure of information on a timely basis via the Company's and the Stock Exchange's website;
- (iv) the holding of face to face meetings or teleconferences with analysts and fund managers from time to time. There is regular dialogue with institutional Shareholders and presentations are made when financial results are announced. Shareholders and investors are welcome to visit the Company's website and raise enquiries through our Investor Relations Department whose contact details are available on the Company's website; and
- (v) Shareholders can contact Computershare Hong Kong Investor Services Limited, the share registrar of the Company, for any enquiries of their shareholdings and dividend entitlements.

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Shareholders' Right

The annual general meeting of the Company which is proposed to be held on Tuesday, 23 May 2017 (the "2017 AGM") will provide opportunities for the Shareholders to meet and raise questions to our Directors, the management and the external auditor. At the 2017 AGM, the chairperson of the annual general meeting and the chairman/member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee will be available to answer questions from the Shareholders.

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Pursuant to the Articles, the Company should send a notice to the shareholders at least 21 clear days or 14 clear days before the annual general meetings or all other general meetings respectively.

Pursuant to the Articles, any two Shareholders holding not less than one-tenth of the issued Share carrying the right of voting at general meetings may request the Company to convene an extraordinary general meeting by sending a written requisition to the Board or the Company Secretary. The objects of the meeting must be stated in the written requisition.

Shareholder(s) may send written enquiries to the Company for putting forward any enquiries or proposals to the Board. Contact details are as follows:

Address: 33/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong
Fax: (852) 2833 0554

For the avoidance of doubt, Shareholder(s) must deposit and send or fax the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address or fax number and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

During the year ended 31 December 2016, the Company has not made any changes to the Articles. An up-to-date version of the Articles is available on the Company's website and the Stock Exchange's website. Shareholders may refer to the Articles for further details of their rights.

All resolutions put forward at general meetings will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cofco-pack.com) immediately after the relevant general meetings.

Voting by Poll

Pursuant to the Articles, all resolutions will be conducted by poll at the 2017 AGM. The Shareholders will be allowed to have one vote for every Share they hold. The results of the voting by poll will be declared at the meeting and published on the websites of the Stock Exchange and the Company, respectively.

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While providing green and safe packaging as well as high-quality services to the society, the Group is also dedicated to serving our customers, shareholders and employees, as well as earnestly fulfilling our social responsibilities. As a leader in China's comprehensive consumer products packaging industry, we are constantly striving for technological innovations, improving production efficiency while reducing greenhouse gas emissions, making our manufacturing process greener. Our continuous research aims to improve food safety analysis and detection as well as control capabilities, with our product quality exceeding the US and EU standards, winning praises and trust from our customers. We adhere to a people-oriented principle, taking the lead in implementing measures to care for our employees and creating harmonious labor relations. At the same time, we also actively give back to the society and strive to realize the social values of our corporation.

I. Employees

The Group has always focused on talent development, and as always, we strictly abide by the Administrative License Law of the People's Republic of China, Labour Law of the People's Republic of China, Social Insurance Law of the People's Republic of China, Approval and Administration Measures of Enterprise Implementing Flexible Working Hour System and Comprehensively Calculating Working Hour System, Measures for the Implementation of Administrative License for Labor Dispatch and other national and local laws and regulations to establish harmonious labor relations. In 2016, the Group was not affected by the labor shortage, with an average monthly employee turnover rate of only 2.7%. The average age of our employees is around 30-year-old, with a male-to-female ratio of 7:3, and employees with a bachelor degree or above accounting for 18% of our entire staff, which add to the vitality and vigor of our workforce. For employment of staff, the Group acts in accordance with the Labour Law of the People's Republic of China, Law of the People's Republic of China on the Protection of Labourer Rights and Interests, the Trade Union Law of the People's Republic of China, Regulation on Labour Security Supervision and other laws and regulations and requests for pre-screening of all job application forms, verification of identification card, certificate of degree, diploma and other documents upon the success of application, background check as well as review by public security bureau for some sensitive positions, so as to prevent child labour and forced labour. The Group continues to pay attention to the rights and interests of our employees, implementing measures to care for our employees, as well as enhancing our employees' identity and their sense of ownership of the corporation.

(I) Career growth and development of employees

In 2016, the Group attached great importance and provided assistance to the growth of our employees, as well as continuously improved and promoted the establishment of a hierarchical training system. For example: in order to meet employee needs, we have conducted a total of 4,532 in-house trainings for 5,804 employees for an accumulated class time of 13,402 hours, in a variety of approaches including on-site, telephone and video courses. They mainly consist of office automation software, time efficient work methods, financial knowledge and sharing of legal practices; they create a good working and learning environment for employees, as well as provide them with a platform for personal value. In addition, we also organised intensive induction training for college graduates, continuing to carry out the "906 Career Camp", with a total of 364 trainings for 4,925 employees for an accumulated class time of 2,586 hours, primarily involving safety manufacturing standards, manufacturing standards and key points, employee manual, corporate culture and systems, methods and approaches to thinking, as well as a book club. Regarding key employees, we have implemented team development, mind-mapping tools, debates regarding topics at work and other premium courses, with a total of 7 phases in training and activities, with over 180 participants. Regarding the team leaders, we have conducted sharing courses with a total of 101 participants. Benchmarking management was also promoted and carried out in accordance with the training plan, with a total of two cohorts, a total of 29 participants, primarily relating to production and operations, but also actively promoting the setting up of projects, tracking guidance, project implementation and other benchmarking management contents. At the same time, we attach great importance to the cultivation and training of technicians, strengthening the explanation of job instructions to facilitate fragmented learning of employees; we also regularly organize job skills assessment to ensure that our employees continue to develop through the existing technological channels. In addition, we organized functional departmental personnel to carry out micro-learning of special skills, with the Finance Department,

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Quality and Safety Management Department, Administrative Personnel Department and other departments taking the initiative to promote professional sharing in accordance with beginning-of-the-year planning, for a total of 30 times. In 2016, we continued to deepen the promotion of “Small Lessons, Small Improvements” to encourage employees to look for problems in their work and solve these problems. Employees have proposed a total of 826 Small Lessons, 2,648 Small Improvements. The entire staff of the company has participated, growing together, as well as developing into courseware, formulating replicable and portable data conducive to the growth of individuals and other employees as well as the accumulation of future production experience.

At the same time, each subsidiary is actively conducting a variety of skills contests, encouraging employees to take initiative to learn professional skills and acquire specialized knowledge, strengthening team building, with activities such as mold-changing competition, forklift competition, packing competition, pre-press plating competition and zero-defect product boxing competition. According to the available statistics, the Group has held a total of 25 labor competitions of various kind with 489 participants in 2016.



Forklift competition

(II) Employee’s protection, motivation and care

The Group strictly abides by and implements the relevant PRC laws and regulations and continuously improve the remuneration and welfare of employees, including payment of the various statutory social insurances in full, the provision of statutory holidays and other benefits. In 2016, the Group has conscientiously implemented the latest State maternity leave policies, updated the company’s internal leave management system in a timely manner, and adjusted the breast-feeding leave for female employees and paternity leave for male employees accordingly, in order to effectively protect the legitimate rights and interests of employees.

The Group attaches great importance to the occupational health and safety of employees, and is committed to continuously improving our safe production management system as well as strengthening our responsibilities for safe production. For example, we regularly issue labor protective equipment, coupled with regular supervision and assessment of the use of labor protective equipment from safety supervisors; we strengthened our safety education and training, diversifying our training formats, introducing photos, videos, on-site demonstrations, and more vividly presenting the importance of safety; we regularly organize employee occupational health examinations and annual physical examinations, while at the same time, according to the requirements of the occupational health system, improve the working environment of front-line staff as a protection for the health of the staff, to improve equipment safety performance, and for regular troubleshooting of hidden issues. During team building, two safety management tools, operational safety analysis and behavior observation, are implemented to strengthen safety prevention and the staff’s capacity to handle safety issues. In 2016, the occupational health management work of the Group was remarkable, with no work-related deaths and 18 work-related injuries.

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To stimulate the enthusiasm of our employees and achieve a win-win situation between the corporation and our employees, on the one hand we have deepened system reform, continuously seeking breakthroughs to adapt to the market, taking a historic step towards mixed ownership reform, successfully completing employee holdings, tying the company's performance with the interests of key employees, enhancing the company's market-oriented management level, as well as ensuring sustainable development of the enterprise. On the other hand, we continue to improve our internal management mechanism, regularly recruiting management positions as well as professional and technical positions, encouraging employees to reach the full potential of their talents, providing equal opportunities and channels for promotion both in terms of management and technology which are coordinated with pay adjustments at the same time, to stimulate the inner vitality of employees such that the enthusiasm in their work may improve significantly. At the same time, we have also paid more attention to providing incentives to our employees, implementing monthly assessment rankings, using "Bright Spot Recognitions" and "Yellow/Red Card Warnings" to discover problems in advance as well as establish models. We have set up special incentives, vigorously supporting technological innovations, management innovations and market development, promoting the enhancement in both internal management and team performance.

The party branch, administration office and labour union work together to establish mechanisms, taking the initiative to listen to and consider what employees want, deepening the implementation of the care system for employees. We strive to create a transparent and smooth WeChat platform to release packaging news in a timely manner, and actively build a bridge between employees. We are always happy to share cases regarding execution that are around us, to strengthen the awareness of standard learning. Leaders from the company's management are taking the lead, delving deep into the grassroots level to launch grassroots campaigns. For example, during the summer season, in addition to issuing high-temperature subsidies, the leaders also visited the workshops to supply coolness to front-line employees, visited employee quarters to inquire about staff accommodation, installed vending machines, and improved employee living environment in a timely manner. We advocate healthy living, happy working, and convening grassroots employee forums to listen to the voices of our employees.

In terms of caring for our employees and to improve employee working and living environment, we have invested in employee cafeteria, adding weekly fruits and yogurt to their diet, as well as providing a good dining environment and good service quality. We continue to carry out activities to care for elderly employees, issuing "Service Loyalty Awards". The Party branch and administration office and labour union work together to inquire after employees facing difficulties, expatriate employees, and retired employees, raising funds for employees who are faced with unexpected crises, taking practical actions to fulfill the promise of "walking side by side when the storm hits".



Renovated employee cafeteria



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At the same time, in order to enrich the life of employees outside of work and to meet the spiritual needs of employees, we have organised a variety of cultural activities, including: "International Women's Day Fun Activities", "Mid-Autumn Festival Riddles", karaoke contests, "Friendly Basketball Matches", "Good Mood, Good Health, Good Approaches, Good Performances" themed fun games, "Qiantang River Brisk Walk". We promote employee communication, enhance team cohesion, and elevate their identification with our corporate culture through a variety of formats.



Fun Games



"Passion Packaging, Fun Dual-festivals" activities



"1st July" CCP members activity



Qiantang River Brisk Walk



Mountain climbing in autumn



Friendly basketball matches

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(III) Employee communication

In 2016, as the Group continued to carry out and deepen the Party's public education activities, delve into the grassroots level, and carry forward the "culture of loyalty and decency", we also paid more attention to our communication with employees and listening to employee feedbacks. For example: we revised our enterprise network, released reports on the business dynamics of our enterprise in a timely manner, created a diversified communication platform, while also setting up a window of honest practices to accept the opinions and monitoring of employees, enhancing the feedback and communication of information; we actively organized various forums, including new employee forums, old employee forums, meal planning committee forums, Party forums, technician forums, and through "heart-to-heart, face-to-face" exchanges, we have closed the distance between management and the grassroots employees, extensively listened to the voices of our employees, and implemented targeted improvements; at the same time, before promulgating systems and provisions relevant to interests close to the hearts of employees, we held an employee representatives assembly to openly solicit and collect the comments and suggestions of employees in order to better serve them.

II. Independent Innovations and Energy Saving

(I) Advancing R&D innovations, promoting energy saving, improving efficiency

"Hard work, forge ahead, strive to make technological innovation the core competitiveness of CPMC" is the goal that the COFCO technical staff strive for. In 2016, under the control of the CPMC R&D innovation system, in accordance with the COFCO R&D Innovation System Management System and Measures for the Management of COFCO Technology Innovations, we have further improved the R&D project management process as well as integrating with the group's R&D innovation system PLM, standardizing management group and packaging level projects. In 2016, the packaging organization has implemented 22 R&D innovation projects at the packaging level, covering material saving, new products development, food safety and other areas, with project management achieving full life-cycle management where the implementation of most projects being quite good while also achieving good economic and social benefits.

1. *Actively implement technological research and development projects to achieve cost reduction and better efficiency*

In order to further improve the quality of finished steel barrels, reduce labor costs, enhance work efficiency and improve the workshop environment, the Group has vigorously implemented the cleanliness program for steel barrel production. Through the implementation of this program, cleanliness of the product has improved significantly, reducing the number of operators by 6, saving approximately RMB350,000 annually; after the overall project is completed, it can meet the needs of customers who require steel barrels with high cleanliness, thereby improving our corporate image. The production automation project of round and square shaped cans has achieved remarkable results; regarding the back-end large round cans welding machine feeding of the square cans, the automatic loading of large round cans onto the beam, automatic painting of the rim of the large round cans, automatic welding of the large square lid handle, automatic ringing device, and large round cans automatic packing and stacking project, we have independently designed the mold and equipment improvements, realizing the back-end automation of square and round cans, improving production efficiency, avoiding posts posing high risks to employees, thereby reducing a total of 31 staff. Equipment manufacturing has concluded for the food can easy-open lids process development project, the development of food can easy-open lids localization has assisted with improving the quality of food cans, making it a new extension point in the field of its application. Raw zinc steel barrels have now entered mass production, which are less expensive, have a flexible cycle, a more reliable appearance and more environmentally friendly when compared with the galvanized barrels.



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2. Strengthen technical exchanges, improve food safety

In 2016, the Group carried out the establishment of a R&D creative pool. Through communicating with technical personnel in industry associations, exhibitions, and profit points, the Science and Technology Management Department has cultivated multiple R&D creative channels. They regularly conduct innovation seminars as well as carry out technological innovation forums to establish a communication platform for the technical personnel at large.

CPMC carries out technical exchange activities with Baosteel, Nanshan Aluminum, PPG and other important raw material suppliers on a regular basis to promote quality improvements and technological progress. CPMC places much emphasis on building long-term technical exchanges with customers, such as carrying out annual technical exchange activities with JDB Group, Tsingtao Brewery, Wyeth and other key customers, in order to strengthen the technical cooperation with customers. CPMC established a production and research cooperation with Zhejiang Gongshang University to jointly promote food safety research and application of packaging materials coming into contact with food, thereby improving product safety and fulfilling the social responsibilities of the corporation.

In addition, CPMC also actively participated in the China Packaging Federation, led the development of the National Standard, GBT 13521-2016 Crown Cap, which has been officially published and participated in the annual summary meeting and industry development planning of the can industry as a director of the Can Technical Committee of China National Food Industry Association.

3. Remarkable results in energy-saving and emission reduction

In 2016, the Group passed the China National Accreditation Board for Conformity Assessment (2016), which accredited and expanded our quality assurance capabilities. Furthermore, the Group actively promoted the protection of intellectual property rights. By the end of 2016, we were granted 193 patents, of which 37 were invention patents. The Group also implemented directive projects such as promotion of material saving technology, expansion of raw material supply pool, expanded application of new energy tinplate for key customers, etc. In 2016, we have accumulated economic benefits of about RMB 68 million, a reduction of carbon dioxide emission of about 28,000 tons, a reduction of workforce of about 70.



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(II) Energy saving and environmental protection

1. Environmental management

The Group strictly abides by the Environmental Protection Law of the People's Republic of China, Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution, Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste, Administrative Measures for Polluted Land Lot and Soil Environment, National Hazardous Waste Inventory and other regulations, and is committed to providing the community with green packaging and promoting the sustainable development of society. For example, our subsidiaries such as our canmaking companies in Hangzhou, Wuxi, Panyu, Tianjin, Chengdu, Kunshan and Hangzhou, as well as Pinguan Shanghai, all strictly adhere to requirements of the ISO 14001 standard in establishing an environmental management system and have attained certification. All subsidiaries implement control procedures in regard of waste gas, waste water and solid waste, perform treatment on hazardous waste in accordance with regulations by commissioning qualified units, carry out standardised management for the temporary storage of hazardous waste, as well as continuously improving their effectiveness, to fulfill our corporation's social responsibilities. CPMC Chengdu and Hangzhou have finished establishing the cleanliness production project as required, which has also been accepted by the relevant local departments.

Through technological innovations in key aspects of energy-saving and emission reduction, we have utilised new energy-saving technologies, continuously promoting the implementation of energy-saving projects, thereby allowing the Group to achieve good social benefits. In 2016, CPMC has implemented 25 energy-saving and environmental protection projects, with a total power consumption of about 113 million kilowatt hours, a saving of 1.68 million kilowatt hours; a total gas consumption of about 16.75 million cubic meters, a saving of 0.65 million cubic meters; a total water consumption of about 720 thousand tons, with a saving of 115 thousand tons; a total savings of around RMB3.16 million in costs. We have reduced carbon dioxide emission by 3,000 tons; achieved a saving of 1,200 tons of standard coal, for example, after the two-piece cans making company in Tianjin has completed its oven cleaning improvements and its gas consumption reduction project, it is able to achieve a saving of 23 thousand cubic meters of natural gas annually; by changing the red flame of the color printing oven to the blue flame, the gas consumption reduction project can achieve a saving of 81 thousand cubic meters of natural gas annually.

2. Environmental protection practices

- At the request of Environmental Protection Bureau Wuqing District, Tian, through the implementation of industrial sewage treatment and rainwater pipeline improvement project, In 2016 CPMC Tianjin Co., Ltd. has repaired and improved the rainwater and sewage pipelines, as well as transporting production wastewater to the sewage treatment station to meet the discharge standards.
- CPMC Tianjin Co., Ltd. and Tianjin Steel Barrels Company carried out energy diagnosis to implement energy system optimization and transformation.
- Hangzhou COFCO MCP Industries Ltd. actively cooperates with the Environmental Protection Bureau of the development zone to install exhaust gas treatment equipment on the one-piece can product line, which has been accepted by the relevant local departments.
- After Hangzhou COFCO MCP Industries Ltd. has passed acceptance, it has become an electrical balance test qualified enterprise and an enterprise that has achieved the energy-saving target. In 2016, it has received RMB24.9 thousand from the Development Zone and RMB50 thousand energy-saving and emission reduction incentives.
- Power saving: The project to use LED lights in workshops is underway at all factories under CPMC, which will be able to achieve a saving of around 400 thousand kilowatt hours of electricity.



- Emission reduction: A set of Regenerative Thermal Oxidizer (RTO) each has been installed at Wuxi Huapeng Closures Co., Ltd. and Hangzhou COFCO Canmaking Co., Ltd. which provides treatment for the exhaust gas generated by the drying room, allowing the exhaust gas to meet national emission standards, reducing VOC emissions by about 400 tons; a set of exhaust gas treatment equipment (absorption and desorption equipment) has been installed at Hangzhou CPMC Co., Ltd. which provides treatment for the exhaust gas generated by the drying room, thereby meeting national emission standards with an emission reduction efficiency of over 85%.

III. Social Welfare

The Group focuses on economic development while keeping in mind the social responsibilities of the enterprise, actively contributing to the society, participating in social welfare activities and supporting the charity, as well as striving to make a modest contribution to the harmonious development of the society. During the G20 summit in Hangzhou, CPMC actively responded to the call from the development zone and organized 16 of our staff to participate in peace-keeping and patrol work, making our contribution to ensure the smooth and orderly proceeding of the G20 summit. CPMC Chengdu continues to carry out the “Love through Used Clothing” activities, donating to poor mountainous areas cloths equivalent to RMB2,000. Our staff actively participates in the China Foundation for Poverty Alleviation monthly donation project, making small monthly voluntary donations, donating in total around RMB122.6 thousand in 2016, winning the recognition and encouragement from the Foundation; we will continue our efforts.



“Used Clothing to Show Love” activity



IV. Supply Chain Management

The Group not only focuses on the fulfillment of our own corporate social responsibilities, but also value and promote the elevation of the corporate social responsibilities of our suppliers. We choose to establish working relationships with suppliers that meet production quality and safety as well as actively fulfill their corporate social responsibilities. At the moment, our primary suppliers include Baosteel, Shougang, Nanshan Aluminum, China Aluminum, Sinopec, CSPC, and so on.

(I) Working with suppliers to establish “product quality safety net”

We strictly control the quality and safety of our products by classifying our suppliers into different levels. We have established an entire set of rigorous supplier quality management system based on the selection and approval of new materials and new suppliers, their day-to-day management, continuous improvement and exits, which formulates a full set of standards system and norms. We have strengthened the inspection and verification of raw materials, carried out on-site audits, evaluations and assessments, organized exchanges of technical quality, convened supplier quality and safety conferences, selection of excellent suppliers, and other activities. We continue to improve the quality and safety awareness of suppliers as well as their management level, promoting their continuous improvements, achieving a steady increase in raw materials qualification rate.

Together with our suppliers, we have advanced the food safety risk control of our products and continuously improved food safety capabilities. We have signed technical agreements with our suppliers which contain food safety provisions to allow food safety promises and declaration of conformity to be effectively spread throughout the entire supply chain. By adding suppliers online monitoring devices to strengthen production process control, we have increased laboratory input and improved testing abilities. We regularly commissioned authorities to perform third-party testing, pushing our suppliers to continuously enhance their food safety control and traceability management, to reach zero product and food safety responsibilities incidents and zero major quality incidents. At the same time, together with our key suppliers, we have developed materials with even higher food safety, making CPMC the leader in early implementation of materials with high food safety and further improving food safety level of the industry.

(II) Working hard to build a “green supply chain”, promoting “emission reduction” of industry chain

In terms of production process, we have strengthened our cooperation with upstream suppliers through the thinning of materials, expanding the use of coil and wave-shaped materials, reducing the consumption of raw materials;

In terms of materials used, we work closely with our upstream suppliers to reduce VOC emissions through expanding the use of coated iron and other coatings that are environmentally friendly such as UV and water-based; we reduced the consumption of packaging by promoting the recycling of packaging materials, with a current skid recovery rate of over 80%;

In terms of waste recycling, we cooperate with our upstream suppliers to promote the reusing of metal scraps through technological improvements.

(III) Working with suppliers to build “sunshine supply chain”

Internally, we are perfecting our internal control process, actively building a collective decision-making strategy for procurement, bidding and online procurement as the primary mode for our sunshine procurement model, while at the same time strengthening our monitoring of procurement personnel ethics through regular internal and external audits.

Externally, we implement “integrity transactions”, with a preference for manufacturers with good social responsibility performance when selecting suppliers. We sign a “Sunshine Agreement” with all our suppliers, transporters and scrap purchasers, to actively guide our suppliers and partners to abide by the social responsibility standards and to adhere to a sustainable development model.



V. Product Responsibilities

Products of the Group mainly include tinplate packaging (three-piece beverage cans, food cans, aerosol cans, metal lids, steel barrels, round and square shaped cans, and printed metal), aluminum packaging (two-piece beverage cans, one-piece cans) as well as plastic packaging. We have a deep coverage of the packaging market for tea drinks, carbonated drinks, fruit and vegetable drinks, beers, dairy products, cosmetics and other consumer goods, ranked number one in many market segments, winning the favor and trust of many well-known brands and customers domestically and abroad. The Group also has a sound product quality control system as well as food hygiene and safety management system, with our product quality meeting US and EU standards.

(I) Protecting food safety from the source

Regarding suppliers and raw materials involving food safety, CPMC strictly controls the approval process of suppliers and new materials, standardizing raw materials inspection specifications, as well as ensuring the food safety of raw materials through supplier qualification audit, on-site audit, regular evaluations, suppliers "red/yellow cards" system, and other formats.

For the manufacturing of food packaging products, the management and control of production lines strictly adhere to the ISO 22000 food safety management system, with thorough implementation of the food safety risk control program for each production line, performing real-time monitoring of key control points during the production process to prevent food safety problems from occurring. At the same time, we have strengthened the testing and verification of food packaging products, through a unified inspection by third-party testing organizations, we have developed the food safety inspection plan and so on to strictly verify that our products meet the compliance of food safety and health standards. In 2016, CPMC had no returns due to food safety issues.

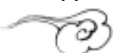
(II) Overall improvement of quality control level

With gradual increase in customer demands regarding product quality, in order to provide customers with better and higher-quality products, CPMC has improved our level of quality management control through a variety of methods. At present, the primary complaints of packaging products relate to printing quality and packaging transportation. By strengthening the capacity of key processes, carrying out benchmarking management projects, implementing corrective measures as well as improving the level of professional skills of our employees, we have improved printing quality control during the product manufacturing process. By improving product packaging and loading methods, strengthening the approval/exiting and evaluation mechanisms of carriers, we have reduced issues relating to product packaging transportation. With the continuous enhancement in the level of quality improvement, the quality of CPMC products has been steadily improved, with the number of product complaints showing a downward trend, while the number of complaints relating to printing and packaging transportation has also been significantly reduced.

(III) Maintaining and protecting intellectual property rights

In accordance with the relevant laws and regulations on the Law Against Unfair Competition of the People's Republic of China and Provisions on the Confidentiality of Scientific Technologies, the Group has formulated the Rules for the Implementation of CPMC Technologies Confidentiality. Through classification management of our company's technical intellectual properties, we are maintaining the technical secrets of our company and protecting the company's intellectual property rights.

Furthermore, in terms of copyright, trademark and patents, according to the relevant state laws and regulations, in combination with the realities of CPMC, we have developed the CPMC Copyright Management Measures, Trademark Management Measures and Patent Management Measures, thereby enhancing the normative nature of CPMC copyright, trademark and patent management, further strengthening the maintenance and protection of intellectual property rights.



(IV) Strict control of quality inspection process and product recall procedures

The Group ensures the quality and safety of our products through quality testing of the entire process such as raw material feed inspection, production process inspection, semi-finished and finished product inspection. We effectively carry out the monitoring and verification of key processes and parameters, promote continuous improvements, and advance the effective operation of the quality and food safety management system as well as product risk control program.

CPMC unified the inspection standards of various major raw materials and products, promoting a three-level inspection and verification mechanism. All food packaging products and main raw materials must go through the company's self-inspection, a third-party inspection, and the sampling from the quality and safety management from the headquarters to ensure the quality and safety of the products.

CPMC combined the relevant laws and regulations, national standards and relevant requirements of COFCO and developed the Traceability System Establishment Technical Specifications and Product Recall Management Measures. These are used to guide the traceability system establishment of each profit point and production line, as well as constantly perfect product recall management. We regularly carry out product recall and traceability exercises to verify the rationality and effectiveness of product recall control procedures; in addition, through the establishment of an information platform, we continue to shorten product traceability time.

(V) Effective protection of consumer privacy

A B2B model is used for the sales of CPMC products and end consumers are not faced directly. However, regarding customer's relevant data and privacy, such as order information, purchase price and so on, CPMC internally implements a strict confidentiality system. In terms of the handling of customer properties (such as samples, pattern design, etc.) and the disposal of wastes that carry a trademark, we have developed the CPMC Customer Property Control Procedures and Disposal Procedures of Wastes with Trademark, both clearly stating the treatment and monitoring processes, ensuring the effective management of customer properties and the safe disposal of wastes with a trademark.

VI. Anti-corruption

As a subsidiary of COFCO, CPMC strictly adheres to the PRC laws and regulations, as well as the various rules and regulations from SASAC Commission of Discipline Inspection and Discipline Inspection Organization of the group. In 2016, the Group has achieved good results in implementing the main responsibilities of the party committee and the supervision responsibilities of the Discipline Inspection Commission, supervising the implementation of the eight provisions of the central government, improving petition report investigations, and strengthening training. We were not involved in any corruption cases and litigations.

(I) Promoting party committee to implement the main responsibilities

The CPMC Party Committee implemented the main responsibilities, which mainly promotes ideological leadership, cultural guidance, mechanism establishment, and style establishment, earnestly identifying the focus and breakthroughs in our work, using the implementation of key responsibilities to promote the implementation of overall responsibilities. In terms of the implementation of the main responsibilities and the situation of party corruption, we have strictly fulfilled the national laws and regulations, the spirit of the Central Commission for Discipline Inspection, and the requirements of the Party Group Discipline Inspection Organisation.



(II) Urging the implementation of the eight provisions of the central government

Through honesty training, honesty professional knowledge testing, perfecting the petition reporting channel, serious investigation of petitions and other measures, CPMC ensures that the manager of party management complies with party rules and regulations, implementing the party's policies, decisions, and state laws and regulations. We have yet to find any violation of party rules and regulations, or failure to implement party policies, decision, state laws and regulations by the manager of party management.

We strictly comply with the Central Commission for Discipline Inspection in the State-owned Assets Supervision and Administration Commission and Group Discipline Inspection Organization to conduct monitoring and inspections before major festivals, and we are resolute in correcting the "four winds" issues. Before Mid-Autumn Festival, the National Day and other major festivals, through party organization and discipline inspection and supervision organisation, CPMC sent the relevant notices through mail, WeChat, and Pigeon, to convey the requirements to implement the eight policies from the central governments during the holidays in accordance with the Central Government and the Group, ensuring that every unit, every department, and every party cadre, in particular the newly established units and departments, can clearly understand the relevant requirements, and are fully aware of the seriousness of the work, in order to better implement the relevant spirit and strengthening the ideologies.

(III) Improving petition report investigations

In 2016, the Group has further clarified and regulated the channels for reporting corruptions, extending its supervision to the grassroots level, such as the establishment of a bulletin board, public telephone calls, e-mails, letters, cellphone text messages, WeChat, petition and other methods, to ensure barrier-free supervision and coverage anywhere and at any time.

(IV) Strengthening training on professional honesty

We have conducted the training of new managers of CPMC. From studying "three strict and three real", "eight provisions, six prohibitions", "compliance", Provisions on the Honest Work of Leading Cadres in State-owned Enterprises, relevant case studies, we have strengthened the education and training in honest work, enhancing the thinking and knowledge of new managers in honest work. We have strengthened the professional training of discipline inspection and supervision personnel and enhanced their business capabilities. First we arranged the person responsible for the discipline inspection and supervision of the main unit to participate in the CPC Central Committee Commission for Discipline Inspection Supervision Department of Hangzhou Training Center for professional training; second, we have provided trainings for subsidiaries regarding discipline inspection and supervision personnel responsibilities, petition investigations basic procedures and other required knowledge to enhance their capabilities in actual operations.

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EXECUTIVE DIRECTORS



ZHANG Xin

ZHANG Xin, aged 54, is an executive Director and the chairman of the Board. Mr. Zhang is primarily responsible for the overall management, major decision-making, strategic planning and business development of the Group. Mr. Zhang joined the Group in January 1995, and was appointed as an executive Director and the Chairman of the Board on 23 June 2008 and 23 March 2015, respectively. He has over 20 years of experience in the packaging industry. Mr. Zhang has been the vice president of the China Packaging Federation since November 2011. Mr. Zhang received a bachelor's degree in Aeronautical Machinery Processing from Nanchang Institute of Aeronautical Technology (now known as Nanchang Hangkong University) in 1983 and a master's degree in Business Administration from the University of Southeastern China in 2002. In 2005, Mr. Zhang was awarded the Governmental Special Allowance by the State Council of the PRC for his outstanding contributions to the development of engineering technology in the PRC. He is a senior engineer.



ZHANG Ye

ZHANG Ye, aged 43, is an executive Director and the General Manager. Mr. Zhang is primary responsible for the daily operation and management of the Group. Mr. Zhang joined the Group in April 1995, and had served as sales manager, sales director, general manager of the subsidiaries of the Company, assistant to the General Manager, deputy General Manager, etc. He also served as the chief legal consultant of the Group concurrently during the period from July 2011 to January 2016. He was appointed as an executive Director and a general manager of the Company on 22 December 2016 and 19 July 2016 respectively and currently serves as directors of certain subsidiaries of the Company. He has over 20 years of experience in the packaging industry. Mr. Zhang obtained an associate degree in physics from Shanghai Fudan University (上海復旦大學) in 1995, and obtained a bachelor degree in business management from the Continuing Education School of Shanghai Fudan University (上海復旦大學成人教育學院) in 1999.



NON-EXECUTIVE DIRECTORS



LI Jian

LI Jian, aged 59, is a non-executive Director. Mr. Li was appointed as a non-executive Director on 22 December 2016. He had served as the general manager and communist party secretary of China National Feedstuff Group Corporation from 2002 to 2003, and as the assistant to general manager, deputy general manager and member of communist party of China Grains and Oils Group Corporation successively from 2003 to 2006. He had served as the general manager of Anhui BBKA Biochemical Co., Ltd. from 2006 to 2007. He had also served as the deputy head of the research and development department of COFCO Corporation from 2007 to 2008, acted as the dean of the COFCO Science Research Institute from 2008 to 2010, and served as the chairman of COFCO Engineering Technology Co., Ltd. from 2010 to 2015. He has been the consultant of COFCO Engineering Technology Co., Ltd. since 2015. He has been a non-executive director of China Agri-Industries Holdings Limited ("China Agri"), a member of the COFCO which is listed on the Stock Exchange, since 6 January 2017. Mr. Li received a bachelor degree in engineering from Chongqing University in November 1982, and obtained a master degree in executive master of business administration from HEC: Ecole des Hautes Etudes Commerciales in December 2007.



CHEN Qianzheng

CHEN Qianzheng, aged 53, is a non-executive Director. Mr. Chen was appointed as a non-executive Director on 22 December 2016. Mr. Chen had served as a manager, assistant to general manager, deputy general manager and general manager successively at Wuhan COFCO Import and Export Co., Ltd. (武漢中糧進出口公司), a wholly owned subsidiary of China Foods Import and Export (Group) Co., Ltd. (中國糧油食品進出口(集團)有限公司)(currently known as COFCO Corporation), from Feb 1987 to May 2006. From May 2006 to July 2008, Mr. Chen worked at China Foods (Group) Co., Ltd. (中國糧油食品(集團)有限公司) (currently known as COFCO Corporation) as a general manager of its meat department. He was the deputy general manager and also serves as the general manager of the marking department, the general manager of the trading department and the deputy general manager of cold chain logistics department of COFCO Meat Investment Company Limited (中糧肉食投資有限公司) successively from July 2008 to November 2016. Mr. Chen received a bachelor degree from Huazhong Agricultural University (華中農業大學) in July 1985, and was accredited as a Senior International Business Engineer in May 2002.



Directors and Senior Management Profile



ZHOU Yuan

ZHOU Yuan, aged 30, is a non-executive Director. Mr. Zhou was appointed as a non-executive Director of the Company on 25 February 2016. Mr. Zhou was a vice chairman and a director of ORG Packaging, a listed company on Shenzhen Stock Exchange and a substantial shareholder of the Company, since November 2010 and as a director of Huang Shan NOVEL Company Limited (“Huang Shan NOVEL”), a listed company on Shenzhen Stock Exchange, since January 2016. Mr. Zhou received a Bachelor degree of Engineering (with Honours) in the field of Mechanical Engineering from Monash University in Australia in December 2010.



SHEN Tao

SHEN Tao, aged 46, is a non-executive Director. Mr. Shen was appointed as a non-executive Director on 25 February 2016. Mr. Shen has had over 23 years of senior management experience in the packaging industry including acting as the general manager of Shanghai Shenjing Steel Processing Company Limited (上海申井鋼材加工有限公司), the general manager of Shanghai Baoyi Can Company Limited (上海寶翼製罐有限公司), the assistant general manager of Shanghai Baosteel Property Development Company Limited (上海寶鋼產業發展有限公司), and the assistant general manager of Baosteel Metal Company Limited (寶鋼金屬有限公司). Mr. Shen joined ORG Packaging in July 2008 and has been a director of ORG Packaging since October 2010. He worked as the vice general manager of ORG Packaging from October 2008 to February 2014, and has been the general manager of ORG Packaging since February 2014 and a director of HuangShan NOVEL since January 2016. Mr. Shen received a Master degree in Business Administration from Peking University in January 2015. He also obtained the qualification of senior business operator (高級經營師) from the Occupational Skill Testing and Instruction Centre of China* (中國商業職業技能鑒定指導中心) and State Senior Business Operator Assessment Committee* (全國高級經營師評審委員會) in March 2004.

INDEPENDENT NON-EXECUTIVE DIRECTORS



CHENG Yuk Wo

CHENG Yuk Wo, aged 56, is an independent non-executive Director. Mr. Cheng was appointed as a Director on 23 June 2008. Mr. Cheng is a fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants, and a member of the Institute of Chartered Accountants of Ontario, Canada. Mr. Cheng has over 20 years of experience in auditing, finance and business management. He has been the sole proprietor of Erik Cheng & Co., Certified Public Accountants in Hong Kong since 1999. Mr. Cheng is currently an independent non-executive director of the following companies which are listed on the Stock Exchange, included CSI Properties Limited, HKC (Holdings) Limited, C.P. Lotus Corporation, Chong Hing Bank Limited, Liu Chong Hing Investment Limited, Goldbond Group Holdings Limited, Chia Tai Enterprises International Limited, DTXS Silk Road Investment Holdings Company Limited (formerly known as UDL Holdings Limited), Top Spring International Holdings Limited, Miricor Enterprises Holdings Limited and Somerley Capital Holdings Limited. Mr. Cheng was an independent non-executive director of Imagi International Holdings Limited from July 2010 to January 2016. In the last 3 years, Mr. Cheng was also an executive director of 21 Holdings Limited which is listed on the Stock Exchange. Mr. Cheng received a bachelor's degree in Accounting from the University of Kent, England in 1983 and a master's degree in Accounting and Finance from the University of London, England in 1984.

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FU Tingmei

FU Tingmei, aged 50, is an independent non-executive Director. Mr. Fu was appointed as a Director on 23 June 2008. Mr. Fu has extensive experiences in investment, finance, law and business management. Between 1992 and 2003, he conducted many corporate finance transactions in several investment banking firms based in Hong Kong including serving as a director of Peregrine Capital Limited, and a deputy managing director and subsequently promoted as a managing director of BNP Paribas Peregrine Capital Limited. Mr. Fu is currently engaged in private investments business. He is currently also an independent non-executive director of Beijing Enterprises Holdings Limited, Guotai Junan International Holdings Limited, Postal Savings Bank of China Co., Ltd., China Resources Pharmaceutical Group Limited and COFCO Meat Holdings Limited, both listed on the Stock Exchange. Mr. Fu graduated from the University of London with a master's degree and a doctorate degree in Law in 1989 and 1993, respectively.



PUN Tit Shan

PUN Tit Shan, aged 56, is an independent non-executive Director. Mr. Pun was appointed as a Director on 1 September 2016. He holds a master of business administration degree (with honour) from the University of Manchester. Mr. Pun is currently the chief executive officer of Asia Wealth Securities Limited and was the chief investment officer of Astrum Capital Management Limited. He has over 31 years of experience in the finance field, such as strategic dealing and arbitraging in the derivatives market, sales and marketing management in the primary and secondary equity market and sales and assets managing of high net-worth clients and investment advisory.

Currently, he is the vice-chairman of Institute of Financial Analyst and Professional Commentator; a member of Lions Club of Hong Kong Shouson Hill and the Honorary Consultant of Hong Kong Ningxia Youth Association (香港寧夏青年會) since 2015. Mr. Pun was previously a board director of Hong Kong Futures Exchange Ltd. (1995-1999); a board director of Hong Kong Stock Exchange Options Clearing House Ltd. (1997-2000); a membership committee member of Hong Kong Securities Institute (1998-2002); a panel member of Derivatives Market Consultative Panel (2000-2003); and a committee member of Hong Kong Securities Institute Professional Education Committee (2002-2004).

Mr. Pun is currently an independent non-executive director of each of China New Economy Fund Limited (Stock Code: 80) and Convoy Global Holdings Limited (formerly known as Convoy Financial Holdings Limited) (Stock Code: 1019), the shares of all of which are listed on the Main Board of the Stock Exchange.

NON-EXECUTIVE DIRECTORS (FORMER)



NING Gaoning

NING Gaoning, aged 58, was appointed as non-executive Director on 23 June 2008 and resigned on 25 February 2016. Mr. Ning took a supervisory role on the strategic and budget planning of the Group. Mr. Ning joined the COFCO Group in December 2004. He has over 20 years of experience in corporate management, investment and corporate finance, business restructurings and governmental relations. Mr. Ning was (a) a non-executive director of China Agri, a company listed on the Stock Exchange, from January 2007 to February 2016; (b) appointed as a director of China Foods Limited ("China Foods"), a company listed on the Stock Exchange, in January 2005, reappointed as the non-executive director of China Foods in November 2013 and resigned in February 2016; (c) appointed as a non-executive director of China Mengniu Dairy Company Limited ("Mengniu Dairy"), a company listed on the Stock Exchange in April 2009, appointed as the

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chairman of the board of directors of Mengniu Dairy in June 2011 and resigned in February 2016; (d) an independent director of Hua Yuan Property Co., Ltd., a company listed on the Shanghai Stock Exchange, from October 2008 to 24 November 2014; (e) a director of BOC International Holdings Limited from December 2003 to 27 October 2014; (f) an independent non-executive director of BOC Hong Kong (Holdings) Limited, a company listed on the Stock Exchange, from August 2012 to 30 October 2014. He received a bachelor's degree in Economics from Shandong University in 1983, and a master's degree in Business Administration from the University of Pittsburgh in 1985.



WAN Zaotian

WAN Zaotian, aged 55, was appointed as a non-executive Director on 26 July 2013 and resigned on 22 December 2016. He is currently a deputy secretary of the Communist Party Committee of COFCO and a vice president of COFCO. Mr. Wan joined COFCO in 2006. Mr. Wan received a bachelor's degree in Agronomy from Huazhong Agricultural University in 1983, and graduated from the School of Government of Peking University, majoring in administration management, with a master's degree in management in 2004. Mr. Wan completed his EMBA Programme at Cheung Kong Graduate School of Business with a master's degree in 2009. Mr. Wan has extensive experience in business management and has accumulated more than 30 years of experience in several industries including the Ministry of Agriculture of the People's Republic of China, China National Fisheries Corporation and China Grains and Oils Group Corporation.



ZHOU Zheng

ZHOU Zheng, aged 54, was appointed as a non-executive Director of the Company on 23 June 2008 and resigned on 25 February 2016. Mr. Zhou was primarily responsible for providing constant advice and guidance at the strategic level over the operations of the Group. Mr. Zhou joined the Group in November 1994. He has over 15 years of experience in the packaging industry. He is currently a vice president of COFCO. He has held the positions of the chairman of the board of COFCO Property (Group) Co., Ltd., a member of the COFCO which is listed on the Shenzhen Stock Exchange, since January 2011. He has been the chairman of the board of Joy City Property Limited (formally known as "COFCO Land Holdings Limited"), which is a listed company in the Stock Exchange, since December 2013. Mr. Zhou received a bachelor's degree in Aeronautical Machinery Processing from Nanchang Institute of Aeronautical Technology (now known as Nanchang Hangkong University) in 1983 and a master's degree in Aeronautical and Aerospace Manufacturing Engineering from Beijing University of Aeronautics & Astronautics in 1992. In 2007, Mr. Zhou was awarded the Governmental Special Allowance by the State Council of the PRC for his outstanding contributions to the development of packaging industry in the PRC. He is a senior engineer.



HU Yonglei

HU Yonglei, aged 49, was appointed as a non-executive Director on 23 June 2008 and resigned on 22 December 2016. Mr. Hu is primarily responsible for reviewing the financial reporting procedures and internal control system of the Company. Mr. Hu joined COFCO in 2005. Mr. Hu has over 21 years of experience in investment and investment management. Mr. Hu held the position of general manager of strategic division of China Agri from March 2007 to April 2009. Currently, he is a deputy head of the strategy department and general manager of the investment management division of COFCO. Mr. Hu also held positions as a director from December 2005 to August 2008 of China Resources (Jilin) Bio-chemical Co., Ltd. (now known as Xi'an Aeroengine Plc), a company listed on the Shanghai Stock Exchange. Mr. Hu received a bachelor's degree in Engineering from Xi'an Jiaotong University in 1989 and a master's degree in Economics from Renmin University of China in 1992.

INDEPENDENT NON-EXECUTIVE DIRECTORS (FORMER)



Andrew Y. YAN

Andrew Y. YAN, aged 59, was appointed as an independent non-executive Director on 17 March 2014 and resigned on 1 September 2016. Mr. Yan is a recipient of 2012 China's national "Thousand Talents Program" and was a member of its Selection Committee in 2012. He is a Trustee of Peking University Endowment and a Director of its Investment Committee. Mr. Yan holds a number of directorships in listed companies. He is (a) an independent non-executive director of China Petroleum & Chemical Corporation, China Resources Land Limited and Cogobuy Group; (b) a non-executive director of Guodian Technology & Environment Group Corporation Limited, China Huiyuan Juice Group Limited and eSun Holdings Limited (all listed on the Stock Exchange; in addition, China Petroleum & Chemical Corporation is also listed on the Shanghai Stock Exchange, London Stock Exchange and New York Stock Exchange); (c) an independent director of BlueFocus Communication Group Co., Ltd (listed on ChiNext in the Shenzhen Stock Exchange), TCL Corporation (listed on the Shenzhen Stock Exchange) and Sky Solar Holdings Ltd. (listed on the NASDAQ); and (d) a director of ATA Inc. (listed on the NASDAQ) and ATA Online (Beijing) Education Technology Co., Ltd (listed on the National Equities Exchange and Quotations System of China (also known as the New Third Board)). Mr. Yan was (a) an independent non-executive director of Fosun International Limited (listed on the Stock Exchange) from March 2007 to September 2014 and China Mengniu Dairy Company Ltd (listed on the Stock Exchange) from January 2013 to March 2014; (b) a non-executive director of Digital China Holdings Ltd (listed on the Stock Exchange) from December 2007 to Jun 2016 and MOBI Development Co., Ltd. (listed on the Stock Exchange) from January 2003 to August 2013; (c) a non-executive director (from October 2006 to April 2013) and chairman (from May 2012 to April 2013) of NVC Lighting Holding Limited (listed on the Stock Exchange); (d) a director of Acorn International Inc. (listed on the New York Stock Exchange) from December 2006 to December 2014, China Digital TV Holding Co., Ltd (listed on the New York Stock Exchange) from November 2013 to April 2014 and Eternal Asia Supply Chain Management Ltd. (listed on the Small and Medium Enterprise Board of the Shenzhen Stock Exchange) from October 2006 to June 2013; and (e) an independent director of Giant Interactive Group Inc. (the shares of which were withdrawn from listing on the New York Stock Exchange in July 2014) from October 2006 to July 2014. Mr. Yan has over 30 years of rich and excellence working experience in risk management. He is currently the Founding Managing Partner of SAIF Partners. Prior to joining SAIF, he was the managing director and head of the Hong Kong office of the Emerging Markets Partnership (AIG Asian Infrastructure Fund's Principal Adviser) from 1994 until 2001. From 1989 to 1994, he worked in the World Bank in Washington, the Hudson Institute (a famous institute in America) and Sprint International Corporation as an economist, research fellow and director of strategic planning and business development for Asia Pacific Region respectively in Washington D. C. From 1982 to 1984, he was the chief engineer at the Jianghuai Airplane Corp. Mr. Yan received a Bachelor's degree in Engineering from Nanjing Aeronautic Institute in 1982. He studied in the Master Program in Department of Sociology of Peking University from 1984 to 1986 and received a Master of Arts' degree from Princeton University in International Political Economy in 1989. Mr. Yan also studied advanced finance & accounting courses at the Wharton Business School in 1995.

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The Directors are pleased to present this annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2016.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. The principal activities of the subsidiaries of the Company are manufacturing of packaging products for consumer goods. There was no significant change in the nature of the Group's principal activities during the year ended 31 December 2016. An analysis of the Group's performance during the year using financial key performance indicators is provided in the Management Discussion and Analysis section on pages 10 to 19 of this annual report.

Further discussion and analysis as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including a fair review of the business of the Group, a discussion of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, are set out in the "Chairman's Letter", "Managing Director's Report", "Management Discussion and Analysis" and "Notes to Financial Statements" sections of this annual report. The above sections form part of this report.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2016 and the Group's financial position as of that date are set out in the financial statements on pages 161 to 261 of this annual report. The Directors recommended the payment of a final dividend of RMB0.10 (equivalent to HK11.3 cents) per ordinary Share for the year ended 31 December 2016 (2015: RMB0.02, equivalent to HK2.4 cents). An interim dividend of RMB0.025 (equivalent to HK2.9 cents) per ordinary share was paid on 12 October 2016 (2015: RMB0.04, equivalent to HK4.8 cents).

The proposed final dividend for the year ended 31 December 2016 will be distributed on or after Friday, 9 June 2017 to shareholders whose names appear on the shareholders' register of the Company on Wednesday, 31 May 2017 (the "Record Date").

Pursuant to "Notice Regarding Matters on Determination of Tax Residence Status of Chinese-controlled Offshore Incorporated Enterprises under Rules of Effective Management" (《關於境外註冊中資控股企業依據實際管理機構標準確定為居民企業有關問題的通知》) (the "Notice") which was issued by the State Administration of Taxation (the "SAT") of the PRC on 22 April 2009 and implemented on 1 January 2008, enterprises controlled by Chinese enterprises or enterprises groups and registered outside China shall be regarded as resident enterprises with de facto management bodies located in China, or "offshore-registered resident enterprises" (非境內註冊居民企業), if all of the following criteria are present or effected in the PRC: (1) senior management in charge of daily operations and offices; (2) decision-making or authorised departments regarding financial management and human resources; (3) primary assets, accounting books, seals, records and files of shareholders' meetings or board of directors' meetings; and (4) directors or senior management with 50% or more voting rights ordinarily reside in China. Whether or not a Chinese-controlled offshore enterprise is an offshore-registered resident enterprise is subject to preliminary review by the local tax bureau where the de facto management body of Chinese-controlled offshore enterprise or its controller is based and is subject to final confirmation by SAT.

As disclosed in the announcement of the Company dated 9 June 2013, the Company had received the SAT approvals which confirmed that the Company is regarded as a Chinese Resident Enterprise, effective from 1 January 2013. Therefore, the Company will implement enterprise income tax withholding arrangement for the proposed year 2016 final dividend.

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Pursuant to the Notice, the Enterprise Income Tax Law and the Implementation Rules of the laws of PRC, the Company is required to withhold 10% enterprise income tax when it distributes the proposed year 2016 final dividend to its non-resident enterprise shareholders. In respect of all shareholders whose names appear on the Company's register of members on the Record Date who are not individuals (including HKSCC Nominees Limited, corporate nominees or trustees such as securities companies and banks, and other entities or organisations, which are all considered as non-resident enterprise shareholders), the Company will distribute the proposed year 2016 final dividend after deducting enterprise income tax of 10%. The Company will not withhold and pay the income tax in respect of the proposed year 2016 final dividend payable to any natural person shareholders whose names appear on the Company's register of members on the Record Date.

If any resident enterprise (as defined in the PRC's Enterprise Income Tax Law) listed on the Company's register of members which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not desire to have the Company withhold the said 10% enterprise income tax, it should lodge with the Company's Registrar, Computershare Hong Kong Investor Services Limited, documents from its governing tax authority confirming that the Company is not required to withhold and pay enterprise income tax in respect of the dividend that it is entitled at or before 4:30 p.m. on Friday, 26 May 2017.

Investors should read the above carefully. If anyone would like to change the identity of the holders in the Company's register of members, please enquire about the relevant procedures with the nominees or trustees. The Company will withhold for payment of the enterprise income tax for its non-resident enterprise shareholders strictly in accordance with the relevant laws and requirements of the relevant government departments and adhere strictly to the information set out in the Company's register of members on the Record Date. The Company assumes no liability whatsoever and will not entertain any claims arising from any delay in, or inaccurate confirmation of, the status of the shareholders or any disputes over the mechanism of withholding.

SUMMARY OF FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements and restated/reclassified as appropriate, is set out on page 262 of this annual report. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the Year are set out in Note 13 to the audited financial statements.

SHARE CAPITAL AND SHARE OPTIONS

On 22 May 2016, the Company entered into a subscription agreement (the "Subscription Agreement") with Mr. Zhang Xin, Mr. Zhang Ye, Mr. Shi Yu, Ms. Lv Qing, Ms. Feng Ping, Mr. Cheng Bincai, Mr. Zhao Wei, Mr. Gu Xiao Lei, Ms. Huang Jin, Ms. Yang Xiaoyan and Mr. Yin Xiao Yu (collectively, the "Connected Subscribers"), pursuant to which the Connected Subscribers conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, an aggregate of 92,000,000 Shares at a price of HK\$2.6 per Share for an aggregate cash consideration of HK\$239,200,000.

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On 24 May 2016, the Company entered into the employee subscription agreements (the “Employee Subscription Agreements” with 192 employees of the Group (collectively the “Employee Subscribers”), pursuant to which the Employee Subscribers conditionally agreed to subscribe, and the Company conditionally agreed to allot and issue, an aggregate of 85,000,000 Shares at the price of HK\$2.6 per Share for an aggregate cash consideration of HK\$221,000,000.

On 9 September 2016, the aforesaid 92,000,000 Shares and 85,000,000 Shares were allotted and issued to Majestic Merge Limited, being the nominee for the Connected Subscribers and the Employee Subscribers, at the price of HK\$2.6 per Share.

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For further details, please refer to the announcements of the Company dated 22 May 2016, 24 May 2016, 4 July 2016, 18 July 2016, 31 August 2016 and 9 September 2016 and the circular of the Company dated 27 June 2016.

Details of the movements in share capital of the Company for the year ended 31 December 2016 are set out in Note 26 to the financial statements.

A share option scheme (the “Share Option Scheme”) was conditionally approved by a written resolution of the Shareholder passed on 23 October 2009. The Share Option Scheme shall be valid and effective for a period of ten years commencing from 16 November 2009. The terms of the Share Option Scheme are in compliance with the provisions of Chapter 17 of the Listing Rules, where appropriate.

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The purpose of the Share Option Scheme is to attract, retain and motivate senior management personnel and key employees of the Group. The Board may, at its discretion and on such terms as it may think fit, grant to any Directors (executive or non-executive), supervisors, senior executives, key technical staff, managers, employees of the Group an option to subscribe for the Shares under the Share Option Scheme.

An offer for grant of options under the Share Option Scheme must be accepted within 28 days on which such offer was made. The amount payable by each grantee of options to the Company on acceptance of the offer for the grant of options is HK\$1.00. The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price at the discretion of the Board, provided that it shall be at the highest of: (i) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of offer; (ii) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of the offer; or (iii) the nominal value of the Shares on the date of Offer. No Shares was available for issue under the Share Option Scheme as at 31 December 2016.

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The Company shall be entitled to issue options, provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company does not, in aggregate, exceed 10% of the total number of Shares in issue on the date when the Shares were first listed on the Stock Exchange. Where any grant of options to be made to a substantial shareholder of the Company or any of his associates would result in the Shares in issue and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in any 12-month period up to and including the date of such grant: (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the date of grant, in excess of HK\$5 million, then such grant of options shall be subject to approval of the Shareholders in general meeting taken on a poll.

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Details of the movements in the share options during the year ended 31 December 2016 are as follows:

Name or category of participants	Number of share options					At 31.12.2016	Date of grant of share options	Exercise period of share options (Note)	Exercise price of share options
	At 01.01.2016	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year				
Current Directors									
Mr. Zhang Xin	200,000	-	-	-	(100,000)	100,000	12.10.2011	12.10.2017 - 11.10.2018	HK\$3.04
Mr. Zhang Ye *	100,000	-	-	-	(50,000)	50,000	12.10.2011	12.10.2017 - 11.10.2018	HK\$3.04
Former Director									
Mr. Wang Jinchang ^	240,000	-	-	-	(120,000)	120,000	12.10.2011	12.10.2017 - 11.10.2018	HK\$3.04
Mr. Hu Yonglei #	120,000	-	-	-	(60,000)	60,000	12.10.2011	12.10.2017 - 11.10.2018	HK\$3.04
Other employees									
In aggregate	2,460,000	-	-	-	(1,230,000)	1,230,000	12.10.2011	12.10.2017 - 11.10.2018	HK\$3.04
	3,120,000	-	-	-	(1,560,000)	1,560,000			

* Mr. Zhang Ye was appointed as an executive Director on 22 December 2016.

^ Mr. Wang Jinchang resigned as an executive Director on 23 March 2015.

Mr. Hu Yonglei resigned as a non-executive Director on 22 December 2016.

Note: Please refer to Note 27 to the consolidated financial statements for the exercise period of each tranche of share options.

Save as disclosed above, the Company has not adopted any other share option scheme during the year ended 31 December 2016.

DISTRIBUTABLE RESERVES

At 31 December 2016, the Company's reserves available for distribution, calculated in accordance with the provisions of sections 291, 297 and 299 of the Hong Kong Companies Ordinance, amounted to approximately RMB136,192,000 (2015: approximately RMB98,729,000), of which approximately RMB117,456,000 (2015: approximately RMB19,951,000) has been proposed as a final dividend for the Year.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2016, aggregate sales to the Group's largest and five largest customers accounted for approximately 11.5% and 35.1%, respectively, of the Group's total sales. The Group's largest and five largest suppliers of the Group, in aggregate, accounted for approximately 22.0% and 47.3%, respectively, of the Group's total purchases for the Year.

None of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued Shares) had any beneficial interest in the Group's five largest customers or five largest suppliers during the year ended 31 December 2016.



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DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors:

Mr. ZHANG Xin (*Chairman and ceased to serve as the General Manager on 19 July 2016*)

Mr. ZHANG Ye (*appointed as the General Manager and an executive Director on 19 July 2016 and 22 December 2016, respectively*)

Non-executive Directors:

Mr. NING Gaoning (*resigned on 25 February 2016*)

Mr. WAN Zaojian (*resigned on 22 December 2016*)

Mr. ZHOU Zheng (*resigned on 25 February 2016*)

Mr. HU Yonglei (*resigned on 22 December 2016*)

Mr. LI Jian (*appointed on 22 December 2016*)

Mr. CHEN Qianzheng (*appointed on 22 December 2016*)

Mr. ZHOU Yuan (*appointed on 25 February 2016*)

Mr. SHEN Tao (*appointed on 25 February 2016*)

Independent non-executive Directors:

Mr. CHENG Yuk Wo

Mr. FU Tingmei

Mr. Andrew Y. YAN (*resigned on 1 September 2016*)

Mr. PUN Tit Shan (*appointed on 1 September 2016*)

In accordance with Article 103 and Article 108 of the Articles, Messrs. Zhang Xin, Zhang Ye, Li Jian, Chen Qianzheng, Cheng Yuk Wo and Fu Tingmei will retire and, being eligible, will offer themselves for re-election at the 2017 AGM.

Each of the Directors has a specific term of appointment for three years.

No Director proposed for re-election at the 2017 AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all the independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

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DIRECTORS OF SUBSIDIARIES

The names of directors who have served on the boards of directors of the Group's subsidiaries during the Year and up to the date of this annual report were:

Ma Jianping*
Yao Hongying*
Wang Jinchang*
Zhang Xin
Zhang Ye
Shi Yu
Lv Qing
Feng Ping
Yang Mu*
Cheng Bincai
Zhao Wei
Gu Xiao Lei
Huang Jin
Yang Xiaoyan
Wang Jiliang
Jozef. Salaerts*
Goh Hock Huat
Robert Henry Bourque Jr
Ling Tianyi*
Huang Weibo*
Ji Lifang
Peng Wei
Guo Wenfu
Ye Zhijuan

* He/She has resigned as a director of the relevant subsidiary(ies) of the Group.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 50 to 55 of this annual report.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT OR CONTRACTS

Save as disclosed in the paragraph headed "Share Capital and Share Options" on pages 59 to 61 of this annual report, no Director nor a connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the Group to which the holding company of the Company, the Company or any of the Company's subsidiaries or fellow subsidiaries was a party during the Year.



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DIRECTORS' REMUNERATION

The Directors' fees are subject to the Shareholders' approval at the general meetings. Other emoluments are determined by the Remuneration Committee pursuant to the Articles with reference to market conditions, Directors' duties, responsibilities and performance and the results of the Group.

Details of the remuneration for Directors are set out in Note 8 to the consolidated financial statements.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2016, save as disclosed below, none of the Directors or chief executive of the Company had any interest or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any Director or chief executive of the Company was deemed or taken to be under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register kept by the Company or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Interests in underlying shares of the Company

Name of Directors	Capacity/Nature of interests	Number of underlying Shares held in long position	Approximate percentage of interests (Note 1)
Mr. Zhang Xin	Beneficial owner	25,100,000 (Note 2)	2.14%
Mr. Zhang Ye	Beneficial owner	17,050,000 (Note 3)	1.45%

Notes:

- (1) The percentages are calculated based on the total number of Shares in issue as at 31 December 2016, i.e., 1,174,560,000 Shares.
- (2) Zhang Xin is interested in 25,100,000 Shares comprising (i) 25,000,000 Shares being the shares subscribed by him from the Company pursuant to the Subscription Agreement dated 22 May 2016, which are held by Majestic Merge Limited on behalf of him; and (ii) a long position in 100,000 Shares in the underlying share of the Company under share options granted pursuant to the Share Options Scheme.
- (3) Zhang Ye is interested in 17,050,000 Shares comprising (i) 17,000,000 Shares being the shares subscribed by him from the Company pursuant to the Subscription Agreement dated 22 May 2016, which are held by Majestic Merge Limited on behalf of him; and (ii) a long position in 50,000 Shares in the underlying share of the Company under share options granted pursuant to the Share Options Scheme.



SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2016, so far as was known to the Directors, the following persons (other than the Directors or chief executive of the Company) had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required kept by the Company under section 336 of the SFO:

Substantial Shareholders and other persons	Notes	Capacity/Nature of interests	Number of Shares held	Approximate percentage of aggregate interests in issued share capital of the Company
China Foods (Holdings) Limited (formerly known as COFCO (BVI) No. 108 Limited) ("China Foods (Holdings)")	(1)	Registered owner	330,658,800	28.15%
COFCO (Hong Kong) Limited ("COFCO (HK)")	(1) & (2)	Interests of controlled corporations	330,658,800	28.15%
	(1) & (3)	Interests of any parties to an agreement to acquire interests in a particular listed corporation required to be disclosed under s.317(1)(a) and s.318 of the SFO	269,341,200	22.93%
COFCO Corporation ("COFCO")	(1) & (4)	Interests of controlled corporations	330,658,800	28.15%
	(1), (3) & (4)	Interests of any parties to an agreement to acquire interests in a particular listed corporation required to be disclosed under s.317(1)(a) and s.318 of the SFO	269,341,200	22.93%

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				Approximate percentage of aggregate interests in issued share capital of the Company
Substantial Shareholders and other persons	Notes	Capacity/Nature of interests	Number of Shares held	
ORG Packaging Co. Ltd. ("ORG Packaging")	(1) & (3)	Interests of controlled corporations	269,341,200	22.93%
	(1) & (3)	Interests of any parties to an agreement to acquire interests in a particular listed corporation required to be disclosed under s.317(1)(a) and s.318 of the SFO	330,658,800	28.15%
Shanghai Yuanlong Investment Limited ("Shanghai Yuanlong")	(1) & (3)	Interests of controlled corporations	269,341,200	22.93%
	(1) & (3)	Interests of any parties to an agreement to acquire interests in a particular listed corporation required to be disclosed under s.317(1)(a) and s.318 of the SFO	330,658,800	28.15%
Mr. Zhou Yunjie	(1) & (3)	Interests of controlled corporations	269,341,200	22.93%
	(1) & (3)	Interests of any parties to an agreement to acquire interests in a particular listed corporation required to be disclosed under s.317(1)(a) and s.318 of the SFO	330,658,800	28.15%
Wing Lung Bank (Trustee) Limited	(1) & (5)	Trustee of a trust	177,000,000	15.07%
Antopex Limited	(1) & (5)	Nominee for another person	177,000,000	15.07%
Chuang Neng Enterprises Limited	(1) & (5)	Interest of controlled corporations	177,000,000	15.07%
Majestic Merge Limited	(1) & (5)	Registered owner	177,000,000	15.07%



Notes:

- (1) Long positions in the Shares.
- (2) China Foods (Holdings) is a wholly-owned subsidiary of COFCO (HK). COFCO (HK) is therefore deemed to be interested in the 330,658,800 Shares held by China Foods (Holdings).
- (3) On 8 November 2015, COFCO (HK) and ORG Packaging entered into a sale and purchase agreement (the "Sale & Purchase Agreement"), pursuant to which COFCO (HK) has conditionally agreed to sell and ORG Packaging has conditionally agreed to purchase in the maximum of 269,341,200 Shares. On 27 January 2016, the completion of the Sale & Purchase Agreement took place, following which COFCO (HK) sold and ORG Packaging purchased 269,341,200 Shares. The Sale & Purchase Agreement is an agreement to which s.317(1)(a) applies as it contains a lock-up obligation on the part of ORG. Such shares were transferred to ORG Development Limited, which is wholly-owned by ORG Packaging International Holdings Limited which in turn is wholly-owned by ORG Packaging. ORG Packaging is owned as to approximately 48.29% by Shanghai Yuanlong and approximately 0.74% by 北京二十一兄弟商貿有限公司 which in turn are owned as to approximately 78.00% and 0.74% respectively by Mr. Zhou Yunjie. Therefore, Mr. Zhou Yunjie, Shanghai Yuanlong and ORG Packaging are deemed to be interested in all the Shares held by ORG Development Limited under the SFO.
- (4) COFCO (HK) and China Foods (Holdings) are wholly-owned subsidiaries of COFCO. COFCO is therefore deemed to be interested in the Shares held by COFCO (HK) and China Foods (Holdings).
- (5) The entire share capital of Majestic Merge Limited is held by Chuang Neng Enterprises Limited, and the entire share capital of Chuang Neng Enterprises Limited is held by Antopex Limited, a nominee which is wholly-owned by Wing Lung Bank (Trustee) Limited.
- (6) The percentages are calculated based on the total number of Shares in issue as at the 31 December 2016, i.e., 1,174,560,000 Shares.

Save as disclosed above, as at 31 December 2016, the Company had not been notified of any other persons other than the Directors or chief executive of the Company who had an interest or short positions in the Shares or underlying Shares, which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of the Part XV of the SFO, or which were required to be recorded in the register of interests required kept under section 336 of the SFO.

EQUITY-LINKED AGREEMENTS

For the year ended 31 December 2016, save for the Subscription Agreement and the Employee Subscription Agreement, the Company has not entered into any equity-linked agreement.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained the amount public float as required under the Listing Rules as at the latest practicable date prior to the issue of this annual report.

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CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

The companies now comprising the Group had entered into a number of transactions with parties which were connected persons of the Company under the Listing Rules. These transactions are considered to be connected transaction and continuing connected transactions under the Listing Rules, which need to be disclosed herein in compliance with the requirements under Chapter 14A of the Listing Rules. Details of the connected transaction and continuing connected transactions are as follows:

I. Connected Transaction

1. Subscription of new Shares by connected persons

On 22 May 2016, the Company entered into the Subscription Agreement with each of the Connected Subscribers pursuant to which the Connected Subscribers have conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, an aggregate of 92,000,000 Shares at the price of HK\$2.6 per Share for an aggregate cash consideration of HK\$239,200,000.

The above connected transaction was duly passed by independent Shareholders at the extraordinary general meeting which was held on 15 July 2016. On 9 September 2016, 92,000,000 Shares were allotted and issued to Majestic Merge Limited, being the nominee for the Connected Subscribers and the Employee Subscribers, at the price of HK\$2.6 per Share. Details of the above connected transaction were disclosed in the announcements of the Company dated 22 May 2016, 4 July 2016, 18 July 2016, 31 August 2016 and 9 September 2016 and the circular of the Company dated 27 June 2016.

II. Continuing Connected Transactions

1. 2013 Financial Services Agreement with COFCO Finance

On 18 September 2013, the Company and COFCO Finance Company Limited (“COFCO Finance”), an indirect wholly-owned subsidiary of COFCO, entered into a financial services agreement (the “2013 Financial Services Agreement”) in respect of the renewal of a financial services agreement entered into between the Company and COFCO Finance on 21 September 2010 (the “2010 Financial Services Agreement”). Details of the 2013 Financial Services Agreement and the 2010 Financial Services Agreement were disclosed in the announcement of the Company dated 18 September 2013 and 21 September 2010, respectively, and the circular of the Company dated 11 October 2013 and 14 October 2010, respectively. The approval of the independent Shareholders was obtained at the extraordinary general meeting held on 30 October 2013.

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Pursuant to the 2013 Financial Services Agreement, COFCO Finance has agreed to provide to the Group the following financial services for a term of three years commencing on 30 October 2013, the date on which the approval of the independent Shareholders was obtained at the extraordinary general meeting:

(a) Deposit services

The maximum daily deposit amount (including accrued interests) placed by the Group with COFCO Finance shall not exceed equivalent of RMB900 million. The deposit services and the above annual cap were subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

(b) Entrustment loan services and other financial services

COFCO Finance has agreed to provide (i) the entrustment loan services to the Group pursuant to which COFCO Finance only acts as agent of the Group and charge handling fees and other services fees in connection with the entrustment loan services; and (ii) other financial services, including settlement services, forex trading services and other related consultancy and agency services to be provided by COFCO Finance to the Group under the 2013 Financial Services Agreement. COFCO Finance will charge handling fees in connection with the entrustment loan services and the other financial services for a maximum annual cap not exceeding RMB4 million. The above entrustment loan services and the other financial services were only subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

For the period from 1 January 2016 to 23 October 2016, the maximum daily deposit amount (including accrued interests) amounted to RMB703,106,000 and there was no transaction of the entrustment loan services and the other financial services between the Company and COFCO Finance under the 2013 Financial Services Agreement.

2. *2014 Framework Agreement with COFCO*

On 14 November 2014, the Company entered into a framework agreement (the "2014 Framework Agreement") with COFCO in respect of the renewal of a framework agreement entered into between the Company and COFCO on 8 November 2011. Pursuant to the 2014 Framework Agreement, the Group will supply a provision of various types and sizes of packaging materials, products and related services (the "Products and Related Services") to COFCO and its subsidiaries and associates other than the Group ("COFCO Group") with reference to the prevailing market prices of same or similar products and services of the same period for a term of three years commencing on 1 January 2015. The 2014 Framework Agreement may be renewed by agreement between the parties subject to obtaining the necessary consents and approvals (if necessary) required by the Listing Rules. Details of the 2014 Framework Agreement were disclosed in the announcement of the Company dated 14 November 2014 and the circular of the Company dated 3 December 2014. The approval of the independent Shareholders was obtained at the extraordinary general meeting held on 19 December 2014.

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The approved maximum aggregate annual value of the Products and Related Services supplied to COFCO Group in 2016 and 2017 shall not exceed RMB380,000,000 and RMB510,000,000, respectively.

For the year ended 31 December 2016, the aggregate value of the Products and Related Services to be supplied to COFCO Group under the 2014 Framework Agreement was approximately RMB145,547,000.

3. 2014 IT Services Framework Agreement with COFCO

On 31 December 2014, the Company entered into a framework agreement (the “2014 IT Services Framework Agreement”) with COFCO, pursuant to which COFCO together with its subsidiaries and associates other than the Group (“COFCO Group”) agrees to procure IT software and IT facilities for the Group, supply IT services and market consulting services, and leasing to the Group at the respective annual caps for a period commencing on 1 January 2015 and ending on 31 December 2017 (the “Supply of Products and Services”). The 2014 IT Services Framework Agreement may be renewed by agreement between the parties subject to obtaining the necessary consents and approvals (if necessary) required by the Listing Rules. Details of the 2014 IT Services Framework Agreement were disclosed in the announcement of the Company dated 31 December 2014.

Pursuant to the 2014 IT Services Framework Agreement, the respective annual caps in respect of the Supply of Products and Services by COFCO Group to the Group from 2016 to 2017 in relation to (i) the purchase of IT software and IT facilities is RMB625,000 and RMB800,000, respectively; (ii) the supply of IT services and market consulting services is RMB2,500,000 and RMB3,000,000, respectively; and (iii) leasing is RMB3,700,000 and RMB4,000,000, respectively.

For the year ended 31 December 2016, the aggregate value in relation to (i) the purchase of IT software and IT facilities; (ii) the supply of IT services and market consulting services; and (iii) leasing under 2014 IT Services Framework Agreement were RMB375,000, Nil and RMB3,617,000, respectively.

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4. 2016 Sales and Purchases Framework Agreement with ORG Packaging

On 21 March 2016, the Company entered into a framework agreement (the “2016 Sales and Purchases Framework Agreement”) with ORG Packaging. Pursuant to the 2016 Sales and Purchases Framework Agreement, (i) the Group has agreed to sell to ORG Group and ORG Group has agreed to purchase from the Group printed tins, printed aluminium and caps and related can production services of such packaging materials, and (ii) ORG Group has agreed to sell to the Group and the Group has agreed to purchase from ORG Group tins, laminated steel and aluminium and related can production services of such packaging materials, from 21 March 2016 to 31 December 2017. Details of the 2016 Sales and Purchases Framework Agreement were disclosed in the announcement of the Company dated 21 March 2016 and circular of the Company dated 19 May 2016. The approval of the independent Shareholders was obtained at the extraordinary general meeting held on 3 June 2016.

Pursuant to the 2016 Sales and Purchases Framework Agreement, the approved annual caps in respect of (i) the sale of printed tins, printed aluminium and caps and related can production services of such packaging materials by the Group to ORG Group for 2016 and 2017 are RMB650,000,000 and RMB900,000,000, respectively; (ii) the sale of tins, laminated steel and aluminium and related can production services of such packaging materials by ORG Group to the Group for 2016 and 2017 are RMB450,000,000 and RMB600,000,000, respectively.

For the year ended 31 December 2016, the aggregate value in relation to (i) the sale of printed tins, printed aluminium and caps and related can production services of such packaging materials by the Group to ORG Group; and (ii) the sale of tins, laminated steel and aluminium and related can production services of such packaging materials by ORG Group to the Group were RMB130,994,000 and RMB107,624,000 respectively.

5. 2016 Financial Services Agreement with COFCO Finance

On 15 September 2016, the Company and COFCO Finance entered into a financial services agreement (the “2016 Financial Services Agreement”) in respect of the renewal of a financial services agreement entered into between the Company and COFCO Finance on 18 September 2013 (the “2013 Financial Services Agreement”). Details of the 2016 Financial Services Agreement and 2013 Financial Services Agreement were disclosed in the announcement of the Company dated 15 September 2016 and 18 September 2013, respectively, and the circular of the Company dated 5 October 2016 and 11 October 2013, respectively. The approval of the independent Shareholders was obtained at the extraordinary general meeting held on 24 October 2016.

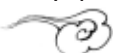
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Pursuant to the 2016 Financial Services Agreement, COFCO Finance has agreed to provide to the Group the following financial services for a term of three years commencing on 24 October 2016, the date on which the approval of the independent Shareholders was obtained at the extraordinary general meeting:

(a) Deposit services

The maximum daily deposit amount (including accrued interests) placed by the Group with COFCO Finance shall not exceed equivalent of RMB900 million. The deposit services and the above annual cap were subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

(b) Entrustment loan services and other financial services

COFCO Finance has agreed to provide (i) the entrustment loan services to the Group pursuant to which COFCO Finance only acts as agent of the Group and charge handling fees and other services fees in connection with the entrustment loan services; and (ii) other financial services, including settlement services, forex trading services and other related consultancy and agency services to be provided by COFCO Finance to the Group under the 2016 Financial Services Agreement. COFCO Finance will charge handling fees in connection with the entrustment loan services and the other financial services for a maximum annual cap not exceeding RMB4 million. The above entrustment loan services and the other financial services were only subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

For the period from 24 October 2016 to 31 December 2016, the maximum daily deposit amount (including accrued interests) amounted to RMB774,814,000 and there was no transaction of the entrustment loan services and the other financial services between the Company and COFCO Finance under the 2016 Financial Services Agreement.

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Annual review of continuing connected transactions

The independent non-executive Directors have reviewed the above continuing connected transactions numbered 1 and 5 for the year ended 31 December 2016 and confirmed that the above continuing connected transactions were:

1. entered into in the ordinary and usual course of business of the Group,
2. entered into on normal commercial terms or on terms no less favorable than those available to or from independent third parties, and
3. in accordance with the terms of respective agreements governing the above continuing connected transactions that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Ernst & Young, the Company's auditor, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* and with reference to Practice Note 740 *Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules* issued by the Hong Kong Institute of Certified Public Accountants. Ernst & Young have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

Certain related party transactions as disclosed in Note 35 to the audited financial statements of this annual report also constituted connected transactions or continuing connected transactions of the Company under the Listing Rules which are required to be disclosed in this report in accordance with Chapter 14A of the Listing Rules. The related party transactions in relation to the key management personnel remuneration as disclosed in Note 35 to the consolidated financial statements of this annual report include connected transactions exempt from reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.73(6) of the Listing Rules. Save as the aforesaid and the continuing connected transactions disclosed above, the Directors consider that all other related party transactions disclosed in Note 35 to the consolidated financial statements of this annual report did not fall under the definition of "connected transactions" or "continuing connected transactions" (as the case may be) under Chapter 14A of the Listing Rules which are required to comply with any of the reporting, annual review, announcement, or independent shareholders' approval requirements under the Listing Rules. The Company confirmed it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules throughout the Year.

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DIRECTORS' INTERESTS IN A COMPETING BUSINESS

Interest of the Directors in a competing business required to be disclosed pursuant to Rule 8.10 of the Listing Rules is as follows:

Name of Director	Name of company	Nature of competing business	Nature of interest	Appointment date
Mr. Zhou Yuan	ORG Packaging (<i>Note</i>)	Manufacture of packaging products	As a vice chairman	November 2010
			As a director	October 2010
Mr. Shen Tao	ORG Packaging (<i>Note</i>)	Manufacture of packaging products	As a general manager	February 2014
			As a director	October 2010

Note:

ORG Packaging is a listed company on Shenzhen Stock Exchange (Stock Code: 002701) and a substantial Shareholder, holding approximately 22.93% of the issued share capital of the Company. ORG Packaging is principally engaged in the comprehensive packaging services including packaging design, packaging production, filling and brand design and promotion. For further details of ORG Packaging in respect of its business and financial position, please refer to its annual report dated 29 March 2016, which is available at <http://www.orgpackaging.com/cn/upload/investor/1367782080.PDF>.

Although Mr. Zhou Yuan is the vice chairman and a director of ORG Packaging, and Mr. Shen Tao is the general manager and a director of ORG Packaging, both of them have confirmed that they are mindful of their duty to avoid conflict of interest. In cases where conflict of interest situation arises, Mr. Zhou Yuan and Mr. Shen Tao will refrain from taking part in the decision making process and will abstain from voting on the relevant resolution in board meeting. On this basis and given that ORG Packaging has its own management personnel other than Mr. Zhou Yuan and Mr. Shen Tao, the Directors believe that the Company is capable of carrying out its business independently of, and at arm's length from ORG Packaging.

Same as disclosed above, as at 31 December 2016, no Directors are considered to have interests in any business which is likely to compete directly or indirectly with that of the Group.

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

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2016.

PERMITTED INDEMNITY

During the year ended 31 December 2016, the Company has arranged Directors' and officers' liability insurance for all Directors and senior management of the Company. The insurance covers the corresponding costs, charges, expenses and liabilities for legal action of corporate activities against them. Pursuant to Article 171 of the Articles, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all liabilities (to the extent permitted by the Hong Kong Companies Ordinance) sustained or incurred by such Director or officer in or about the execution of his office or otherwise in relation thereto.

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MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the Year.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in the PRC while the Company itself is listed on the Stock Exchange. Our operations accordingly shall comply with relevant laws and regulations in the PRC and Hong Kong.

The Company strictly abides by the laws and regulations of the PRC in its business operation, including but not limited to the laws and regulations in relation to product safety, printing business, foreign investment, labour and insurance, taxation, foreign exchange and environmental protection, specifically, Production Safety Law of the People's Republic of China, Regulation of the People's Republic of China on the Administration of Production License for Industrial Products, Measures for the Administration of Operating Licenses for Hazardous Chemicals, Product Quality Law of the People's Republic of China, Trademark Law of the People's Republic of China, Law of the People's Republic of China on Foreign-Capital Enterprises, Interim Measures for the Recordation Administration of the Formation and Modification of Foreign-Funded Enterprises, Labour Law of the People's Republic of China, Social Insurance Law of the People's Republic of China, Enterprise Income Tax Law of the People's Republic of China, Regulations of the People's Republic of China on the Management of Foreign Exchanges, Environmental Protection Law of the People's Republic of China, Atmospheric Pollution Prevention and Control Law of the People's Republic of China, etc.

During the year ended 31 December 2016, the Group did not breach any law and regulation that has a significant impact on the Group.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is devoted to promoting and maintaining the environmental and social sustainable development of the regions where it operates. As a responsible enterprise, the Group is in compliance with all the relevant laws and regulations in terms of the environmentally friendliness, health and safety, adopts effective measures, conserves energy and reduces waste. Further discussion on the Group's environmental policies and performance and an account of the Group's key relationships with its employees, are set out in the "Environmental, Social and Governance Report" of this annual report. The said section forms part of this report.

KEY RELATIONSHIPS WITH CUSTOMERS AND SUPPLIERS

The Directors recognize that customers and business partners are the keys to the sustainable development of the Group. The Group is committed to building a close and caring relationship with its business partners and improving the quality of services to the customers.

The Group stays connected with its customers and suppliers and has ongoing communication with the customers and suppliers through various channels such as telephone, electronic mails and physical meetings to obtain their feedback and suggestions.

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CORPORATE GOVERNANCE CODE

The Directors consider that the Company has complied with the CG Code as set out in Appendix 14 to the Listing Rules during the year ended 31 December 2016.

EVENTS AFTER THE REPORTING PERIOD

On 15 March 2017, CPMC Investment Co., Ltd. (中糧包裝投資有限公司) (“CPMC Investment”), an indirect wholly-owned subsidiary of the Company, entered into an equity transfer agreement with Harvest Epoch International Limited (紀鴻國際有限公司) (“Harvest Epoch”) and Harvest Epoch Packaging (Zhejiang) Co., Ltd.* (浙江紀鴻包裝有限公司) (“Epoch Packaging”), pursuant to which CPMC Investment has conditionally agreed to purchase 51% equity interest in Epoch Packaging from Harvest Epoch for a total cash consideration of RMB66,750,000. As at the date hereof, the aforesaid agreement has not completed. Upon completion of the aforesaid agreement, Epoch Packaging will become a 51% owned subsidiary of the Company. For further details, please refer to the announcement of the Company dated 15 March 2017.

On 27 March 2017, CPMC Investment entered into an equity transfer agreement with two citizens of the PRC, both being independent third parties, (“Vendors”), pursuant to which CPMC Investment has agreed to purchase 100% equity interest in Chengdu Gaosen Packaging Container Co., Ltd.* (成都高森包裝容器有限公司) (“Gaosen Packaging”) from Vendors for a total cash consideration of RMB74,965,700. As at the date hereof, the aforesaid agreement has not completed. Upon completion of the aforesaid agreement, Gaosen Packaging will become a 100% owned subsidiary of the Company. For further details, please refer to the announcement of the Company dated 27 March 2017.

* *for identification purpose only*

RETIREMENT SCHEMES

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Particulars of the retirement scheme are set out in note 2.4 to the financial statements of this annual report.

ANNUAL GENERAL MEETING

The 2017 AGM will be held on Tuesday, 23 May 2017.

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CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders' eligibility to attend and vote at the 2017 AGM

Latest time to lodge transfer documents for registration	4:30 p.m. on 17 May 2017
Closure of Register of members	18 May to 23 May 2017 (both dates inclusive)
Record date	23 May 2017

For determining the Shareholders' entitlement to the final dividend

Latest time to lodge transfer documents for registration	4:30 p.m. on 26 May 2017
Closure of Register of members	29 May to 31 May 2017 (both dates inclusive)
Record date	31 May 2017

In order to qualify for the proposed final dividend and attend the 2017 AGM, Shareholders should contact the Company's Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on the matters such as transfer of shares, change of name or address, or loss of share certificates.

AUDITOR

Ernst & Young will retire and a resolution for their re-appointment as auditor of the Company will be proposed at the 2017 AGM.

Zhang Xin

Chairman

Hong Kong, 28 March 2017

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執行董事

張新先生 (主席以及於2016年7月19日
不再擔任總經理)

張擘先生 (於2016年12月22日獲委任及
由2016年7月19日起擔任總經理)

非執行董事

寧高寧先生 (於2016年2月25日辭任)

萬早田先生 (於2016年12月22日辭任)

周政先生 (於2016年2月25日辭任)

胡永雷先生 (於2016年12月22日辭任)

李建先生 (於2016年12月22日獲委任)

陳前政先生 (於2016年12月22日獲委任)

周原先生 (於2016年2月25日獲委任)

沈陶先生 (於2016年2月25日獲委任)

獨立非執行董事

鄭毓和先生

傅廷美先生

閻焱先生 (於2016年9月1日辭任)

潘鐵珊先生 (於2016年9月1日獲委任)

審核委員會

鄭毓和先生 (委員會主席)

傅廷美先生

胡永雷先生 (於2016年12月22日辭任)

周原先生 (於2016年12月22日獲委任)

薪酬委員會

傅廷美先生 (委員會主席)

鄭毓和先生 (於2016年12月22日辭任)

張新先生 (於2016年12月22日辭任)

陳前政先生 (於2016年12月22日獲委任)

潘鐵珊先生 (於2016年12月22日獲委任)

提名委員會

張新先生 (委員會主席)

鄭毓和先生

傅廷美先生

風險管理委員會

潘鐵珊先生 (委員會主席)

李建先生

沈陶先生

公司秘書

陳帆城先生 (FCCA, CPA)

(於2016年3月6日辭任)

嚴銘毓先生 (CPA)

(於2016年3月6日獲委任)



核數師

安永會計師事務所 (註冊會計師)

法律顧問

龍炳坤·楊永安律師行

主要來往銀行

中國農業銀行股份有限公司
交通銀行股份有限公司
中國銀行股份有限公司
中國銀行(香港)有限公司
中國建設銀行股份有限公司
中國工商銀行股份有限公司
瑞穗銀行
華僑銀行
三井住友銀行
三菱東京UFJ銀行

註冊辦事處

香港銅鑼灣
告士打道262號
中糧大廈33樓

總辦事處

中國
浙江省杭州市
杭州經濟技術開發區
圍懇街160號

香港證券登記處

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

公司網址

www.cofco-pack.com

股份代號

香港聯合交易所有限公司：00906
彭博資訊：906:HK
路透社：0906.HK



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- 1月，奧瑞金包裝完成購買本公司股份後，3月7日中糧包裝與奧瑞金包裝簽訂戰略合作協議，推進全面合作雙贏。
- 3月，巴斯夫（中國）有限公司亞太區高級採購經理，美孚全球採購顧問、亞太區及中國區採購負責人一行先後到訪天津鋼桶公司，商議進一步拓展與中糧包裝的合作。
- 7月，中糧包裝榮獲第十一屆資本傑出中國企業成就獎「資本傑出中國包裝企業」殊榮。
- 9月，中糧包裝完成對管理層及骨幹員工的新股配售，圓滿實現核心員工持股。
- 12月，由中糧包裝與廈門古龍食品共同投資建立的中糧包裝（廈門）有限公司，在廈門隆重舉行開業啟動儀式暨新品推介客戶答謝會；



中糧包裝與奧瑞金包裝戰略合作簽約



美孚全球採購顧問、亞太區及中國區採購負責人一行到訪



中糧包裝榮獲「資本中國傑出中國包裝企業」獎項



中糧包裝（廈門）有限公司新品推介暨客戶答謝會

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- 3月，番禺公司榮獲美贊臣「2015年優秀供應商」。
- 6月，中糧包裝榮獲威士伯「2015年度優秀供應商」。
- 12月，番禺公司榮獲湯臣倍健「2016年度優秀供應商」；天津公司連續第三年榮獲伊利「優秀供應商」；武漢公司榮獲湖南中糧可口可樂2016年度「服務明星」；杭州制罐公司榮獲煙台青啤優秀供應商。



榮獲美贊臣「2015年優秀供應商」



湯臣倍健「16年度優秀供應商」



榮獲威士伯「2015年度優秀供應商」



湖南中糧可口可樂2016年度「服務明星」

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包裝行業領導者

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親愛的股東：

本人謹代表中糧包裝控股有限公司（「本公司」）董事（「董事」）會（「董事會」），欣然宣布本公司及其附屬公司（統稱「本集團」或「中糧包裝」）截至2016年12月31日止年度（「本年度」）之已審核年度業績。

2016年本集團銷售收入約為人民幣52.2億元，較上年上升約2.3%；本公司股東應佔溢利約人民幣2.94億元，較2015年約人民幣2.83億元上升約3.9%。截至2016年12月31日止年度的每股基本盈利約為人民幣0.28元。

董事會建議派付截至2016年12月31日止年度之末期股息每股普通股人民幣0.10元（相等於11.3港仙）（2015年：人民幣0.02元，（相等於2.4港仙）），唯須待2017年5月23日舉行之股東周年大會通過。是項建議末期股息將於2017年6月9日或之後派發予於2017年5月31日名列股東名冊之本公司股東。

2016年，全球經濟在深度調整中維持緩慢復蘇跡象，但呈現不均衡態勢。在多重矛盾交織複雜的國際政治經濟大環境下，中國政府繼續推進供給側結構性改革，實施積極的財政政策和穩健的貨幣政策穩定經濟增長。2016年，中國國內生產總值增長為6.7%，經濟增速下滑壓力有所趨緩。同時，中國居民人均可支配收入增長6.3%，社會消費品零售總額增長9.6%。

2016年，對於大多數經濟實體來說仍然是困難的一年，雖然國內經濟進入穩定發展的新階段，但市場整體需求依然有待提升。面對這樣的市場現狀，本集團成功引入了產業資本，在混合所有制改革上取得實質性進展。此外，本公司推行員工持股計劃，將公司利益與員工利益綁定，激發起管理團隊的積極性。在不斷變化的市場環境下，本集團堅持以客戶需求為主導，對內以標桿管理和提質增效為重點，進一步降低製造成本。同時強化風險控制，進一步改進內部控制與風險管理體系。對外加大對新領域、新客戶的開發力度，實現了企業健康平穩有序發展。本集團在銷售收入、銷售數量、毛利率等主要經濟指標繼續保持良好發展態勢，實現了「十三五」規劃良好開局。

展望未來，本公司在國內經濟發展進入新常態的背景下，將積極推進行業整合，持續完善公司治理結構，主動適應經濟發展新常態。在公司內部推進智能製造和精益管理，降低產品成本，提升運營效率。同時，本公司將強化對知識產權、專利技術和品牌的的管理，提升企業綜合競爭力。

最後，本人謹代表董事會，對管理層及各員工過去一年為本集團付出之竭誠努力及寶貴貢獻致以謝意。本人亦謹此對本集團客戶、供貨商、業務伙伴及股東一直以來的鼎力支持深表感謝。

張新

董事會主席

香港，2017年3月28日



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2016年是中國「十三五」規劃的開局年，亦是中糧包裝「五年戰略規劃」的揭幕年。儘管市場環境充滿挑戰，憑藉我們出色的團隊合作和強大的執行力，以及控股公司和主要股東的大力支持，本集團2016年的銷售收入錄得2.3%的增長，並通過提質增效和標杆管理持續擴大毛利率，穩健前行，充分展現了綜合消費品包裝領導者的綜合競爭實力。

馬口鐵包裝業務是我們優勢厚利的領域，產品線豐富，產品種類齊全，與業內同行相比有著非常突出的競爭優勢。雖然2016年國內下游市場需求疲軟，整個行業的利潤亦受到馬口鐵等原材料持續上漲帶來衝擊，但是得益於我們這幾年來在產能佈局、業務協同、新產品開發和新工藝應用等方面的精耕細作，本集團在2016年全年馬口鐵包裝業務取得了理想的業績，並且毛利率水準得到進一步提升。

在鋁製包裝兩片罐業務領域，由於前幾年產能的擴張和新競爭對手的加入，行業競爭加劇，特別是這兩年競爭日趨白熱化，行業的利潤率也進入了低谷。然而可喜的是，本集團通過內部的優化整合，訂單結構的調整以及業務計畫的落實，2016年全年兩片罐銷售數量錄得12.6%的增長，並且維持了較好的毛利率，進一步拉大了與競爭對手的距離。現階段，我們注意到行業呈現出一些積極的變化，市場整體供給趨於穩定，而需求受益於啤酒罐化率的驅動還在增加，兩片罐價格目前正進入一個逐步改善的通道。受惠於這些積極因素的影響，加上2017年一些新產能的釋放，本集團的競爭能力和市場業績將進一步得到加強。

在塑膠包裝業務領域，我們在調整業務結構方面取得了突破性的進展，由日化類產品拓展到了食品相關類產品，並且食品相關類產品收入佔至塑膠包裝整體業務收入的11%。新領域的開發不僅有利於抵抗單一類客戶結構帶來的潛在風險，同時也為塑膠包裝業務日後的發展創造了新的增長點。

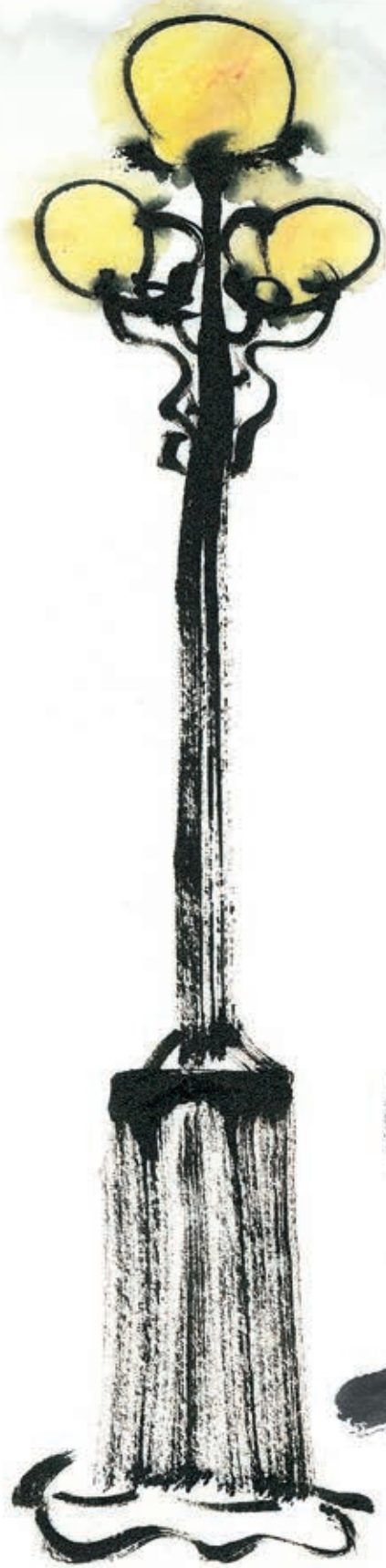
展望2017年，我們將密切關注市場發展的變化，利用行業整合的機遇，強強聯合，擴大市場佈局，提升運營效率，以建立更加穩固的銷售根基，維持可持續發展的競爭優勢，最終實現集團的長期健康穩定發展。憑藉我們一如既往的專注、熱誠和團隊精神，本集團有能力，有信心保持經營利潤率，提高資本回報，為股東創造更大的價值。

張曄

董事總經理

香港，2017年3月28日







管理層 論述及分析



管理層論述及分析

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業務介紹

本集團主要從事食品、飲料及日化產品等消費品所使用包裝產品的生產與銷售，深度覆蓋茶飲料、碳酸飲料、果蔬飲料、啤酒、乳製品、日化等消費品包裝市場。此外，本集團提供包括高科技包裝設計、印刷、物流及全方位客戶服務等在內的綜合包裝解決方案。本集團的產品主要包括馬口鐵包裝產品、鋁製包裝產品和塑膠包裝產品。本集團透過戰略性分布於中國不同地區的28家營運子公司及其下屬分公司開展業務，以便有效地服務客戶。本集團在多個細分市場領域排名第一，獲得了眾多國內外知名品牌客戶的青睞和信任。本集團已建立了穩固的客戶群，其中包括國內外知名的高端消費品生產商。

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馬口鐵包裝

本集團的馬口鐵包裝採用馬口鐵作為主要生產原材料，產品包括三片飲料罐、食品罐（含奶粉罐）、氣霧罐、金屬蓋、鋼桶、方圓罐、印塗鐵及其他金屬包裝。本集團在多個細分市場均處於行業領先地位，其中在奶粉罐、氣霧罐、旋開蓋的市場份額為全國第一。

2016年，本集團大部分馬口鐵包裝產品銷量保持增長，特別是在優勢厚利的奶粉罐和鋼桶包裝領域，銷售數量取得了兩位數的增長。截至2016年12月31日止年度，本集團馬口鐵包裝銷售收入約為人民幣27.38億元（2015年：約人民幣25.87億元），較2015年上升約5.8%，佔整體銷售約52.4%（2015年：約50.7%）。2016年馬口鐵包裝業務毛利率持續改善，約為19.9%（2015年：約19.5%）。

三片飲料罐（三片罐）

三片飲料罐（以下簡稱三片罐）廣泛用於蛋白飲料、功能飲料、八寶粥、果蔬汁及咖啡飲品等產品的包裝。本集團在有效維護大客戶關係的同時，積極拓展新客戶，有效改善訂單結構。在2016年第二季度後，馬口鐵等原材料價格一路上揚的背景下，通過實施降本增效措施，實現毛利率的同比提升。截至2016年12月31日止年度，三片罐銷售數量約6.81億罐（2015年：約7.32億罐），銷售收入約人民幣4.44億元（2015年：約人民幣4.81億元），較去年同期下降約7.7%。本集團三片罐知名客戶為紅牛、養元、露露、達利集團及泰奇食品等。

食品罐

食品罐主要包括奶粉罐和普通食品罐，本集團是中國最大的奶粉罐生產商。近幾年國內奶粉製造商普遍受海淘和進口奶粉影響，故此行業增速放緩。同時，2016年由於馬口鐵價格持續上漲對產品的製造成本也造成了不少壓力。本集團深挖潛力，提質增效，嚴控產品質量，發揮全國布局配套的優勢，實現了銷售收入和毛利率的同比提升。2016年，本集團食品罐業務銷售收入約為人民幣5.52億元（2015年：約人民幣5.13億元），較去年同期增長約7.6%。本集團的奶粉罐知名客戶為美贊臣、惠氏、雀巢、伊利、雅士利、聯合利華及飛鶴乳業等。

氣霧罐

本集團是中國最大的氣霧罐生產商，產品主要用於汽車護理用品、空氣清新劑、個人護理和除蟲產品等家居日化產品以及其他化學產品的包裝。本集團密切關注客戶需求，在細分市場開拓創新，打造差異化優勢，在行業競爭加劇的情況下，採取商業模式的創新，實現銷售收入約人民幣2.99億元（2015年：約人民幣3.05億元），較去年同期下降約2.0%。本集團的氣霧罐知名客戶為深圳彩虹、上海莊臣、中山欖菊及康達等。

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金屬蓋

金屬蓋產品主要包括旋開蓋和皇冠蓋。截止2016年12月31日止年度，本集團金屬蓋業務銷售收入約為人民幣4.30億元（2015年：約人民幣4.77億元），較去年同期下降約9.9%。2016年下游市場需求低迷，本集團加強運營管理，推進減員增效，開發創新領先的產品，有效提升產品的盈利能力。本集團金屬蓋知名客戶為海天、歡樂家、老干媽、華潤雪花啤酒、百威英博及青島啤酒等。

鋼桶

本集團生產的200升及以上容積鋼桶主要用於盛裝散裝食用油、果汁、果醬、工業用香精香料及潤滑油等產品。2016年行業需求增速放緩，鋼桶主要原材料價格持續上漲對製造成本造成了不少的壓力。本集團積極應對，加大國際品牌和優質新客戶的開發力度，推進標桿管理，實施對標改善，提高客戶滿意度，有效提升盈利水平，截至2016年12月31日止年度，實現銷售收入約人民幣5.15億元（2015年：約人民幣4.63億元），較去年同期上升約11.2%。本集團鋼桶知名客戶包括中石化、殼牌、中石油、阿克蘇諾貝爾及立邦等。

方圓罐

本集團方圓罐產品主要用於各種化工油漆、塗料、小包裝油脂等產品的包裝。2016年，本集團蘇州方圓罐生產基地正式投產，它作為方圓罐產品的生產技術製造中心，更好更快捷的為核心客戶提供產品及服務。同時，本集團積極推進大客戶合作，努力做好區域協同，提升產量規模，改善盈利水平，截至2016年12月31日止年度，實現方圓罐業務銷售收入約人民幣1.78億元（2015年：約人民幣1.72億元），較去年同期增長約3.5%。本集團方圓罐的知名客戶包括威士伯集團、阿克蘇諾貝爾、嘉寶莉、益海嘉里和萊氏化工等。

印塗鐵

本集團印塗鐵產品主要用於各種禮品糖果盒、食品、化工、瓶蓋、電池和其他電子電器產品（如電飯煲等），也用於滿足自身製罐（如三片罐、噴霧罐等）及金屬蓋（旋開蓋、皇冠蓋）產品生產的配套需求。2016年，本集團加強與奧瑞金包裝的戰略合作，推進業務協同，截至2016年12月31日止年度，印塗鐵業務銷售收入約為人民幣2.68億元（2015年：約人民幣1.22億元），較去年同期上升約119.7%。本集團印塗鐵知名客戶有奧瑞金包裝、蘇泊爾、東山電池、老干媽等。

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鋁製包裝

本集團鋁製包裝產品採用鋁材為主要生產原材料，主要包括兩片飲料罐（以下簡稱兩片罐）、單片罐。鋁製包裝產品具有生產自動化程度高，產品可完全回收利用等特點，是近幾年公司重點發展的業務之一。

2016年，本集團充分利用全國布局優勢，調整訂單結構，有序推進產能提升，實現產銷量穩步增長的同時，維持較好的毛利。截止2016年12月31日止年度，本集團鋁製包裝銷售收入約為人民幣20.38億元（2015年：約人民幣20.34億元），較2015年上升約0.2%，佔整體銷售約39.0%（2015年：約39.8%）。2016年鋁製包裝業務毛利率約為16.9%（2015年：約16.3%）。

兩片飲料罐（兩片罐）

兩片罐產品主要用於啤酒、碳酸飲料和茶飲料等產品的包裝。近年來，行業競爭進一步白熱化，產能過剩情況仍然存在，利潤率進入低谷。2016年，本集團通過內部整合，調整訂單結構，提升開機率，維持了較好的毛利。截至2016年12月31日止年度，實現兩片罐產品銷量增長12.6%，達到約54.12億罐（2015年：約48.06億罐）。本集團兩片罐的知名客戶為加多寶、華潤雪花啤酒、可口可樂中國、青島啤酒及百威英博等。

單片罐

單片罐產品主要用於日化用品、啤酒和碳酸飲料、醫藥產品的包裝。隨着新增產能釋放和製造能力的持續提升，本集團單片罐產品銷量快速增長，盈利能力持續提高。截至2016年12月31日止年度，本集團單片罐產品銷量約為7,134萬罐（2015年：約為4,108萬罐）。本集團單片罐的知名客戶為百威英博、SMB Global、伍爾特集團、日本大造等。

塑膠包裝

本集團生產的塑膠產品主要用於個人護理、日化產品及食品飲料的包裝。2016年，本集團持續推進塑膠業務的整合，在食品類客戶有較大的突破，食品類客戶收入佔比提升明顯。截至2016年12月31日止年度，實現塑膠包裝業務銷售收入約為人民幣4.45億元（2015年：約人民幣4.83億元），較去年同期下降約7.9%，約佔總收入的8.5%（2015年：約9.5%）。2016年塑膠包裝業務毛利率約為14.7%（2015年：約14.3%）。本集團塑膠包裝的知名客戶有寶潔、藍月亮、利潔時、強生、莊臣及貝親等。

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財務回顧

截至2016年12月31日止年度，本集團的收入約人民幣52.21億元（2015年：約人民幣51.04億元），增加約人民幣1.17億元或2.3%；主要為產品銷售數量增長提升收入規模。2016年的毛利率約18.3%（2015年：約17.7%），較去年同期略有提升，主要因銷售規模增長單位成本下降。

截至2016年12月31日止年度的淨利潤約人民幣2.98億元（2015年：約人民幣2.85億元），較去年同期增加約人民幣0.13億元或4.6%；主要原因是銷售規模增長帶動盈利增長。

集團盈利

截至2016年12月31日止年度，本集團的除所得稅前利潤約為人民幣3.98億元（2015年：約人民幣3.85億元），較去年同期增加約人民幣0.13億元或3.4%。

財務費用約為人民幣56百萬元（2015年：約為人民幣53百萬元），較去年同期略有增加，主要因融資利率略有提升。

所得稅項開支約人民幣1.00億元（2015年：約人民幣1.00億元），較去年同期基本持平。2016年本集團的實際所得稅稅率約為25.2%（2015年：約25.9%）。

企業管治報告

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展望

2017年是實施「十三五規劃」的重要一年，中國經濟發展也進入了一個新的常態。本集團將積極適應經濟發展新常態，推進資本的運作，加大對行業的整合。同時，繼續深入開展標桿管理，實現提質增效，重視研發創新和知識產權保護，加強行業聯合，以高品質產品，優質的服務，全心全意滿足客戶需求。

流動資金，財務資源及資產負債比率

於2016年，本集團的資金來源主要為經營活動所產生的現金及銀行貸款。

	2016年12月31日 人民幣（百萬元）	2015年12月31日 人民幣（百萬元）
資產淨額	4,831	4,324
現金與現金等價物	998	996
借款總額	2,428	2,597
本公司股本持有人應佔權益	4,711	4,212
流動比率	1.5	3.8
資產負債比率*	30.4%	38.0%

* 資產負債比率按貸款淨額除以本公司股本持有人應佔權益計算，其中貸款淨額為貸款總額減去現金與現金等價物。

董事及高級管理人員簡介

董事會報告

於2016年12月31日，本集團的資產淨額約為人民幣48.31億元（2015年12月31日：約人民幣43.24億元）。本公司股本持有人應佔權益約人民幣47.11億元，較截至2015年12月31日約人民幣42.12億元上升11.8%。

於2016年12月31日的流動比率和資產負債比率分別為約1.5和約30.4%（2015年12月31日：分別約3.8和38.0%）。於2016年12月31日，流動比率約1.5，與同期相比減少2.3，主要是本年度部分長期借款將於一年內到期。資產負債比率從於2015年12月31日的約38.0%減少至到於2016年12月31日的約30.4%，主要是由於本公司於年內發行了177,000,000股普通股，每股認購價格為2.6港元。計息銀行貸款於2016年12月31日為約人民幣24.28億元；於2016年12月31日及2015年12月31日，本集團並無因未償還的銀行貸款而予以抵押的資產。

資本開支、承擔及或然負債

截至2016年12月31日，本集團資本性開支約為人民幣5.44億元，資本開支分別如下：

	人民幣 百萬元	佔資本開支 百分比
廣州基建及其他設備項目	155	28.5%
福建兩片罐及基建項目	125	23.0%
宿遷、蘇州塑膠擴建項目	110	20.2%
鋼桶擴建項目	38	7.0%
兩片罐改造項目	37	6.8%
其他設備購置	79	14.5%
合計	544	100.0%

截至2016年12月31日，本集團購置物業、廠房及設備已訂約但未撥備的資本開支約為人民幣3.85億元。於2016年12月31日，除經營租賃承擔和資本承擔外，本集團並無其他重大承擔及或然負債。

外匯風險

本集團主要營運於中國，除部份美元借款和存款外，大部份資產、收入、款項及現金結餘均以人民幣結算。董事認為匯率波動對公司的業績無重大的影響。



管理層論述及分析

發行新股所得款項用途

於2016年9月9日，本公司根據日期為2016年5月22日的認購協議和日期為2016年5月24日的僱員認購協議分別發行92,000,000股和85,000,000股新本公司股份（「股份」），每股股份的認購價為2.6港元，募集所得款項淨額約人民幣3.94億元（相等於約港幣4.60億元），已全部按照募集資金用途使用，明細如下：

	截至2016年12月31日	
	計劃金額 人民幣百萬元	已動用資金 人民幣百萬元
償還銀行貸款	347	(347)
營運資金	47	(47)
合計	394	(394)

更多詳情請參閱本公司日期為2016年5月22日、2016年5月24日、2016年7月4日、2016年7月18日、2016年8月31日及2016年9月9日之公告，及本公司日期為2016年6月27日之通函。

人力資源

截至2016年12月31日，本集團有6,323名全職僱員（2015年：6,583名），當中約1,701名為工程師及技術人員或具有高等教育背景的僱員。下表載列於2016年12月31日本集團按職能劃分的僱員數目：

職能	僱員數目	佔總數的百分比
管理及行政	817	12.92%
銷售及營銷	259	4.10%
研發技術及工程	753	11.91%
生產及質量控制	4,494	71.07%
合計	6,323	100.00%

截至2016年12月31日，本集團員工總成本約為人民幣5.76億元，去年同期為人民幣5.37億元。本集團根據員工的崗位表現，區域工資水平及行業市場情況等來核定僱員薪酬。本集團中國內地的員工福利包括養老保險、醫療保險、失業保險、生育及工傷保險和住房公積金等。除中國法律要求外，本集團自2009年1月1日起亦自願認繳一項年金計劃，該計劃是本集團為僱員達到若干年歲後的利益而設。本集團香港的員工福利包括強制性公積金，人壽保險和醫療保險。

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重大風險及不確定性

為了實現業務穩健經營，本公司管理層高度關注公司經營可能面臨的風險因素，依託關鍵風險指標，經過評估和分析，本公司可能面臨的風險主要包括：

1. 宏觀調控帶來的經營風險：

由於宏觀政策調控，對下游企業產生一定的影響，會間接影響包裝企業（包括本集團）的銷售及利潤。

2. 原材料價格及匯率波動帶來的經營風險：

原料成本在生產成本中佔比較高，因此，原料價格的波動對利潤產生一定的影響。

3. 市場競爭風險：

本產業集中度較低，行業內具有一定規模和實力的企業均以進一步擴大產銷規模、最大化市場佔有率為主要目標之一，市場競爭激烈。

4. 食品安全風險：

由於產品的食品安全性能未達到國家或行業的安全標準造成客戶方的食品安全問題，進而發生風險，出現退貨或金額損失。

5. 質量風險：

由於不能滿足法規標準或與產品的質量、性能相關的客戶需求導致的批量質量問題，產生批量的廢品或庫存，造成損失。

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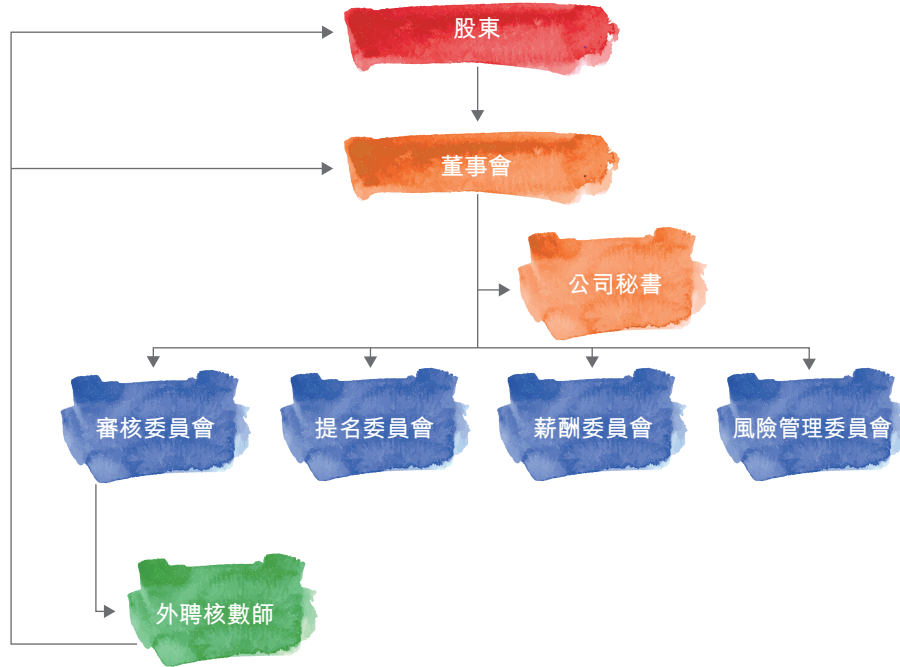
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企業管治報告

環境、社會及管治報告

董事會完全知悉企業道德對經營成功公司之重要性，並相信良好且穩健之企業管治架構使本公司得以在招攬及挽留優秀人才方面享有優勢，提升顧客之忠誠度及加強與供應商之關係，維持作為綜合消費品包裝產品之領先生產商之地位。於年內，本公司已採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載之企業管治守則（「企業管治守則」）內所有守則條文作為其本身之企業管治守則。董事認為自本公司股份於2009年11月16日於香港聯合交易所有限公司（「聯交所」）主板上市起，除已於本年報中所披露者外，本公司一直遵守企業管治守則所載之守則條文。

董事及高級管理人員簡介

董事會將繼續不時檢討及監察其現時之企業慣例及本公司之程序，並會維持並進一步提升本公司之企業管治常規水平，以確保具有正式及具透明度的程序，以保障及盡量提升現時及潛在股東、投資者、僱員、業務夥伴及公眾之整體利益。

董事進行證券交易之標準守則

本公司採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）。經向全體董事作出特定查詢後，全體董事確認於截至2016年12月31日止年度內，彼等已遵守標準守則所載的標準。

董事會報告

董事會

董事會組成

董事會負責領導及監控本集團之業務經營，所作出之決策乃為符合本公司股東（「股東」）最佳利益及盡量提升股東回報。董事會負責制訂策略方向、監督經營活動及監察本集團整體財務及管理表現。

年內及直至本年度報告日期，董事會由以下兩名執行董事、四名非執行董事及三名獨立非執行董事組成。

執行董事：

- 張新先生（主席以及於2016年7月19日不再擔任本公司總經理（「總經理」））
- 張擘先生（分別於2016年7月19日及2016年12月22日獲委任為總經理及執行董事）

非執行董事：

- 寧高寧先生（於2016年2月25日辭任）
- 萬早田先生（於2016年12月22日辭任）
- 周政先生（於2016年2月25日辭任）
- 胡永雷先生（於2016年12月22日辭任）
- 李建先生（於2016年12月22日獲委任）
- 陳前政先生（於2016年12月22日獲委任）
- 周原先生（於2016年2月25日獲委任）
- 沈陶先生（於2016年2月25日獲委任）

獨立非執行董事：

- 鄭毓和先生
- 傅廷美先生
- 閻焱先生（於2016年9月1日辭任）
- 潘鐵珊先生（於2016年9月1日獲委任）

董事會的成員各有所長，而每名董事對於本集團所從事業務均具備充分行業知識、豐富的企業及策略規劃經驗及／或專門技術。

董事的履歷資料載於本年報第126至131頁。除本年度報告「董事及高級管理人員簡介」一節所披露者外，董事會及高級管理層之間並無財務、業務、家庭或其他重大或相關關係。

本公司已委任三名獨立非執行董事，佔董事會人數三分之一。其中一名獨立非執行董事鄭毓和先生擁有會計專業資格。獨立非執行董事的一項重要責任是確保及監察企業管治架構行之有效。彼等的參與提供足夠的制衡以保障本集團及其股東之利益，當中包括審閱本年報其他章節所述的持續關連交易。董事會確認，本公司已收到各獨立非執行董事根據上市規則第3.13條就其各自於截至2016年12月31日止年度內出具之獨立性確認函，並認為該等董事均具獨立性。

根據企業管治守則守則條文第A.4.3條，倘若獨立非執行董事任職超過9年，則其進一步委任應由股東以獨立決議案批准。儘管2017年6月23日，鄭毓和先生及傅廷美先生均將於本公司擔任獨立非執行董事超過九年，惟董事會認為鄭毓和先生及傅廷美先生誠實守信，具獨立判斷能力及個性。彼等獨立於管理層，並不參與任何業務或涉及其他關係或可能嚴重影響其獨立判斷能力之情形。董事會認為，鄭毓和先生及傅廷美先生均滿足上市規則第3.13條之獨立性指引，並認為其獨立性不受其較長任職年限影響。故而董事會認為，鄭毓和先生及傅廷美先生具獨立性，應於2017年股東週年大會膺選連任（定義如下）。

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企業管治報告

董事會職責

董事會負責監督本公司業務及事務之管理，旨在盡量提升股東回報。董事會的主要職責如下：

- 決定所有企業事宜；
- 負責本集團業務管理、方向及監督；
- 確保本集團的財務申報及合規的有效性；
- 制定業務策略及業務規劃；
- 計劃及監督合併、收購或分拆和其他主要資本支出項目；
- 內部監控及風險管理；
- 評估本集團及高級管理層之表現；及
- 負責年度及中期財務業績及股東溝通。

董事會由本公司主席（「主席」）領導，負責領導和監控本公司、制訂整體戰略及政策、評估本集團及管理層的表現，並負責批准重大或根據上市規則須予以披露的事宜或交易。

管理層由總經理領導，負責本集團的業務和日常營運，以及落實董事會制定的戰略及政策。總經理負責監察及監督業務單位或職能部門的運作。

由董事會委派

為協助董事會履行職務及促進有效管理，董事會將其若干職能交予審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）、風險管理委員會（「風險管理委員會」）及高級管理層負責。於2009年10月23日，董事會批准股份在聯交所上市後成立審核委員會、薪酬委員會及提名委員會。於2016年12月22日，董事會批准成立風險管理委員會。董事會將日常營運、業務策略及日常管理的授權及責任委派予總經理及高級管理層。最終決策權仍由董事會掌控，惟四個委員會職責範圍另有規定除外。

主席及總經理

企業管治守則守則條文A.2.1規定，主席與行政總裁之角色應有區分，並不應由一人同時兼任。張新先生在2016年7月19日之前擔任主席兼總經理（即本公司行政總裁）。董事會相信，張新先生於包裝行業累積廣泛經驗，由他擔任主席及總經理，在發展本公司長遠策略及執行商業計劃上更具效率。

張新先生自2016年7月19日起不再擔任總經理，張曄先生先後於2016年7月19日和2016年12月22日獲委任為總經理和執行董事。詳情請參閱本公司日期為2016年7月19日和2016年12月22日的公告。

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董事會認為，有關安排能夠維持本集團之一致領導文化及讓總經理得以有效履行其執行之職能，故此安排適合本公司。董事會亦相信此安排結構將不會損害董事會與本公司管理層之間權力與職權兩者間之平衡。主席與總經理之間之職責分工已清楚界定並於彼等各自之職責說明中清楚載列。董事會之運作，已足夠確保取得權力與職權兩者間之平衡，而董事會由具經驗及有才能之個體組成，包括四名非執行董事及三名獨立非執行董事。董事會成員定期（約於每季度）會面以討論影響本公司運作之議題。

董事之委任、重選和罷免

各董事訂立了為期三年的具體委任條款。

本公司組織章程細則（「公司章程」）規定，經董事會委任之任何董事任期僅至下一次本公司股東大會（不論屬填補董事會臨時空缺或於現有董事會增加成員）止，該等董事屆時有資格在會上膺選連任。此外，根據公司章程，在每次股東週年大會上，佔所有董事（不論執行或非執行）三分之一的董事須輪席告退及膺選連任，惟每名董事須至少每三年一次告退，而告退之董事可膺選連任。

本公司股東可於董事任期屆滿前隨時在按照本公司公司章程召開及舉行的任何股東大會上罷免該董事，而不論公司章程有任何相反規定或本公司與該董事有任何協議。

董事會會議及董事會常規

根據企業管治守則之守則條文第A.1.1條，董事會應定期舉行會議，一年至少舉行四次，約每季一次。根據公司章程，董事會已預定每年召開至少四次會議，約每季一次。董事會實際及定期舉行會議。截至2016年12月31日止年度，董事會舉行13次會議。董事根據公司章程親身或以電話方式出席會議。董事會議於年內的出勤情況概要如下：

	出席記錄 / 於年內舉行董事會會議總數*
執行董事	
張新先生	11/13
張擘先生 (註7)	不適用
非執行董事	
寧高寧先生 (註1)	1/1
萬早田先生 (註5)	12/13
周政先生 (註1)	1/1
胡永雷先生 (註5)	12/13
李建先生 (註6)	不適用
陳前政先生 (註6)	不適用
周原先生 (註2)	11/12
沈陶先生 (註2)	11/12
獨立非執行董事	
鄭毓和先生	13/13
傅廷美先生	13/13
閻焱先生 (註3)	10/10
潘鐵珊先生 (註4)	3/3

* 年內13次董事會會議中，有3次涉及持續關連交易及關連交易，其中被認為存在重大利益的董事已放棄參與和投票。



企業管治報告

管理層論述及分析

註：

1. 寧高寧先生和周政先生於2016年2月25日辭任非執行董事，任期內共舉行1次董事會會議，參加1次。
2. 周原先生和沈陶先生於2016年2月25日獲委任非執行董事，任期內共舉行12次董事會會議，參加11次。
3. 閻焱先生於2016年9月1日辭任獨立非執行董事，任期內共舉行10次董事會會議，參加10次。
4. 潘鐵珊先生於2016年9月1日獲委任獨立非執行董事，任期內共舉行3次董事會會議，參加3次。
5. 萬早田先生和胡永雷先生於2016年12月22日辭任非執行董事，任期內共舉行13次董事會會議，參加12次。
6. 李建先生和陳前政先生於2016年12月22日獲委任非執行董事，任期內未舉行任何董事會會議。
7. 張擘先生於2016年12月22日獲委任執行董事，任期內未舉行任何董事會會議。

企業管治報告

根據現時董事會常規，董事會會議之通告於會議舉行日期前送呈全體董事。一般而言，董事會定期會議通知至少14天前向全體董事發出，亦會就所有其他董事會會議發出合理通知。本公司之公司秘書（「公司秘書」）協助主席編製董事會會議議程及文件連同所有適當、完整及可靠之資料。各董事於董事會會議期間可要求公司秘書將任何事宜列入議程中。所有主要議程項目連同全面簡介文件，於每次董事會會議或委員會會議至少3天前寄予所有董事，以告知董事最新發展及本公司財務狀況，以便彼等作出知情決定。

環境、社會及管治報告

股東大會

2016年股東週年大會（「2016年股東週年大會」）於2016年6月3日舉行，股東特別大會分別於2016年6月3日、2016年7月15日和2016年10月24日舉行。股東大會於年內的出席記錄概要如下：

	出席記錄／ 於年內舉行股東大會總數
執行董事	
張新先生	4/4
張擘先生（註8）	不適用
非執行董事	
寧高寧先生（註1）	不適用
萬早田先生（註6）	0/4
周政先生（註1）	不適用
胡永雷先生（註6）	0/4
李建先生（註7）	不適用
陳前政先生（註7）	不適用
周原先生（註2）	1/4
沈陶先生（註3）	0/4
獨立非執行董事	
鄭毓和先生	3/4
傅廷美先生	4/4
閻焱先生（註4）	0/3
潘鐵珊先生（註5）	1/1

董事及高級管理人員簡介

董事會報告



註：

1. 寧高寧先生和周政先生於2016年2月25日辭任非執行董事，任期內未舉行任何股東大會。
2. 周原先生於2016年2月25日獲委任非執行董事，任期內共舉行4次股東大會，參加1次。
3. 沈陶先生於2016年2月25日獲委任非執行董事，任期內共舉行4次股東大會，但由於其他業務而未能參加。
4. 閻焱先生於2016年9月1日辭任獨立非執行董事，任期內共舉行3次股東大會，但由於其他業務而未能參加。
5. 潘鐵珊先生於2016年9月1日獲委任獨立非執行董事，任期內共舉行1次股東大會，參加1次。
6. 萬早田先生和胡永雷先生於2016年12月22日辭任非執行董事，任期內共舉行4次股東大會，但由於其他業務而未能參加。
7. 李建先生和陳前政先生於2016年12月22日獲委任非執行董事，任期內未舉行任何股東大會。
8. 張擘先生於2016年12月22日獲委任執行董事，任期內未舉行任何股東大會。

提供及獲得資料

所有董事可獲公司秘書提供意見及服務。董事會及董事委員會會議記錄由公司秘書保存，該等會議記錄於董事發出合理通知下可供董事於任何合理時間內查閱。任何董事均可要求提供獨立專業意見，而開支會由本公司承擔，以履行董事對本公司的職責。

重要事項通常透過書面決議方式通過，以便於該等事項在獲得批准前，所有董事（包括獨立非執行董事）均已知悉有關事項並可發表意見（如適用）。此外，董事必須申明其在董事會將予考慮並批准之事項或交易中之利益。倘主要股東或董事在董事會將考慮之事項中存在董事會釐定為屬重大之利益衝突，則本公司將不透過書面決議方式決議。獨立非執行董事會擔當積極角色，並就有關該事項之所有事宜作出獨立判斷。倘任何董事或其緊密聯繫人在所提呈的任何董事會決議案中擁有任何重大權益，則該董事不得於董事會會議上就批准彼或其任何緊密聯繫人於其中直接或間接擁有重大權益的任何合約或安排或事宜的任何決議案投票（亦不得計入法定人數內）（除公司章程另有規定外）。

董事及高級職員的責任保險

於2016/2017年度，本公司已為其所有董事及高級管理層安排董事及高級職員的責任保險。該等保險為企業活動所產生之相關成本、費用、開支及法律行動之責任提供保障。

董事責任

本公司確保每位新委任董事對本集團之營運及業務有適當的瞭解，以及完全知悉彼在法規及普通法、上市規則、適用法律規定及其他監管規定以及本公司之業務及管治政策下之責任。

非執行董事就本公司業務方向及策略規劃提供獨立見解及意見。非執行董事亦定期審閱本公司之財務資料及營運表現。



企業管治報告

管理層論述及分析

獨立非執行董事於董事會會議上擔當積極角色，並就重大事項或交易作出獨立判斷。彼等會於出現潛在利益衝突時，發揮主導作用。本公司有三名獨立非執行董事並佔董事會人數三分之一，符合上市規則第3.10(1)條的規定。於三名獨立非執行董事中，鄭毓和先生持有上市規則第3.10(2)條要求之會計或相關財務管理的專業知識之適當專業資格。

公司秘書

陳帆城先生已獲委任為公司秘書，自2009年10月23日起生效，於2016年3月6日辭任。彼已遵守上市規則第3.29條有關專業培訓的規定。

嚴銘統先生於2016年3月6日獲委任為公司秘書，彼已遵守上市規則第3.29條有關專業培訓的規定。

企業管治報告

企業管治職責

董事會負責履行守則條文D.3.1條所載的企業管治職責。截至2016年12月31日止年度，董事會已檢討並討論本集團的企業管治政策，並對本集團的企業管治政策的成效感到滿意。

董事的持續專業發展

所有董事均就本公司之營運表現、狀況及展望得悉每月最新情況，以讓董事會整體以及各董事履行其職責。此外，所有董事均認為要持續發展並更新本身知識及技能方可為本公司作出貢獻。下表概列個別董事於截至2016年12月31日止年度參與持續專業發展的情況。

	閱讀監管規定 更新資料	出席外界 研討會／活動
執行董事：		
張新先生	✓	✓
張擘先生 (於2016年12月22日獲委任)	✓	✓
非執行董事：		
寧高寧先生 (於2016年2月25日辭任)	✓	✓
萬早田先生 (於2016年12月22日辭任)	✓	✓
周政先生 (於2016年2月25日辭任)	✓	✓
胡永雷先生 (於2016年12月22日辭任)	✓	✓
李建先生 (於2016年12月22日獲委任)	✓	✓
陳前政先生 (於2016年12月22日獲委任)	✓	✓
周原先生 (於2016年2月25日獲委任)	✓	✓
沈陶先生 (於2016年2月25日獲委任)	✓	✓
獨立非執行董事：		
鄭毓和先生	✓	✓
傅廷美先生	✓	✓
閻焱先生 (於2016年9月1日辭任)	✓	✓
潘鐵珊先生 (於2016年9月1日獲委任)	✓	✓

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告



審核委員會

於2009年10月23日，本公司批准於股份在聯交所上市時成立審核委員會，書面權責範圍內列明其權力及職責。審核委員會大多數成員為獨立非執行董事。

審核委員會於截至2016年12月31日止年度曾舉行3次會議。審核委員會成員組成及其出席記錄詳情如下：

審核委員會成員	出席紀錄／會議總數
鄭毓和先生 (委員會主席)*	3/3
傅廷美先生*	3/3
胡永雷先生^	3/3
周原先生^	不適用

* 獨立非執行董事

^ 胡永雷先生已於2016年12月22日辭任非執行董事及審核委員會委員。周原先生已於2016年12月22日獲委任為審核委員會委員。

公司秘書亦有出席會議。公司秘書草擬之會議記錄已於各會議後於合理時間內寄發予審核委員會成員。審核委員會成員概無為本公司現時核數公司之前合夥人。

董事會亦已採用謹遵企業管治守則之守則條文規定之審核委員會權責範圍，有關企業管治守則之詳情刊載於聯交所網站及本公司網站。

審核委員會之主要職責包括下列各項：

- 審閱並監督本集團之財務匯報程序及財務報告之完整性；
- 監察本集團風險管理及內部監控系統之有效性；及
- 考慮外聘核數師之獨立性。

截至2016年12月31日止年度，審核委員會已履行以下工作：

- 與高級管理層檢討本集團所採納的會計政策及常規，並討論了核數、風險管理及內部監控系統及財務匯報之事項；
- 審閱本公司之財務報表及本公司中期報告及年報、本公司核數師給予管理層之函件，於截至2016年12月31日止年度內之核數範疇及費用；
- 審核持續關連交易；及
- 與外聘核數師會晤，討論截至2016年12月31日止年度內之核數範圍。

審核委員會亦推薦董事會續聘安永會計師事務所為本公司截至2017年12月31日止年度之外聘核數師，惟須於即將舉行之股東週年大會上獲取股東批准。



企業管治報告

管理層論述及分析

本集團高級管理層須向審核委員會提供充足和及時的支持以履行其職責。審核委員會亦知悉在其認為有必要時可尋求獨立專業意見，公司秘書可代為安排，費用由本公司支付。

提名委員會

於2009年10月23日，本公司批准股份在聯交所上市時成立提名委員會。董事會亦已採用符合企業管治守則之守則條文規定之提名委員會權責範圍，並於聯交所網站及本公司網站刊登。提名委員會大多數成員為獨立非執行董事。

提名委員會的主要職責是(i)檢討董事會的架構、規模及組成，並就提出的任何變更向董事會作出建議；(ii)就獲提名出任本集團董事及主要高級管理層的人選向董事會作出建議；及(iii)評核獨立非執行董事的獨立性。

企業管治報告

於截至2016年12月31日止年度，提名委員會已履行以下工作：

- 檢討董事會的架構、規模及組成，確保董事會擁有切合本集團業務所需的技巧、知識及經驗，並達致平衡；
- 就2016年股東週年大會上的重選進行推薦；
- 提名新執行董事、非執行董事、獨立非執行董事以及集團高級管理人員；及
- 評核全體獨立非執行董事的獨立性。

環境、社會及管治報告

截至2016年12月31日止年度，董事會已採納董事會成員多元化政策，並已就實施政策所設定之所有可計量目標進行討論。本公司明白並深信董事會成員多元化的裨益。其致力確保董事會在技能、經驗以及視角的多元化方面達到適當的平衡，符合本公司業務所需。所有董事會委任將繼續以用人唯才為原則，並周詳考慮董事會成員多元化的裨益。甄選候選人將以一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、經驗（專業或其他方面）、技能及知識。最終決定將以用人唯才為原則並基於獲選候選人將為董事會帶來之貢獻而作出。

截至2016年12月31日止年度，提名委員會共舉行5次會議。於年內提名委員會成員的組成及出席記錄詳情如下：

提名委員會成員	出席紀錄／會議總數
張新先生 (委員會主席) ^	5/5
鄭毓和先生*	5/5
傅廷美先生*	5/5

^ 執行董事

* 獨立非執行董事

董事會報告



薪酬委員會

於2009年10月23日，本公司批准股份在聯交所上市時成立薪酬委員會，書面權責範圍內列明其權力及職責。薪酬委員會大多數成員為獨立非執行董事。

薪酬委員會的職責主要是(i)對本公司董事及高級管理人員的全體薪酬政策及架構向董事會提出建議，並確保任何董事或其任何聯繫人不得參與釐定他自己的薪酬；(ii)釐定董事及高級管理人員的特定薪酬待遇；及(iii)因應董事會議決的企業方針及目標而檢討及批准以表現為基準的薪酬。薪酬委員會可於其認為有需要時尋求獨立專業意見，費用由本公司支付。

於截至2016年12月31日止年度，薪酬委員會已履行以下工作：

- 檢討及討論本集團的薪酬政策以及本公司董事及高級管理人員的薪酬待遇；
- 向董事會建議執行董事、非執行董事、獨立執行董事和本集團高級管理人員的薪酬；及
- 檢討及討論本公司的購股權事宜。

有關各董事於截至2016年12月31日止年度的薪酬詳情載列於財務報表附註8。

薪酬委員會權責範圍緊遵企業管治守則之守則條文規定，並於聯交所網站及本公司網站刊登。

本公司人力資源及行政部向薪酬委員會提供行政支持及執行經核准之薪酬待遇及其他人力資源相關決定。

截至2016年12月31日止年度，薪酬委員會舉行5次會議。於年內薪酬委員會之成員之組成及出席記錄詳情如下：

薪酬委員會成員	出席紀錄／ 舉行董事會會議總數
傅廷美先生 (委員會主席) (註1)	5/5
鄭毓和先生 (註2)	5/5
張新先生 (註3)	5/5
陳前政先生 (註4)	不適用
潘鐵珊先生 (註5)	不適用

附註：

1. 獨立非執行董事
2. 獨立非執行董事，於2016年12月22日，鄭毓和先生辭任薪酬委員會成員。
3. 執行董事，於2016年12月22日，張新先生辭任薪酬委員會成員。
4. 於2016年12月22日，陳前政先生獲委任為非執行董事及薪酬委員會成員。
5. 潘鐵珊先生分別於2016年9月1日及2016年12月22日獲委任為獨立非執行董事及薪酬委員會成員。



企業管治報告

管理層論述及分析

風險管理委員會

風險管理委員會於2016年12月22日成立，董事會已為風險管理委員會採納符合企業管治守則所載守則條款之職權範圍，並於聯交所及本公司網站發佈。

風險管理委員會的主要職責為(i)檢討本集團的企業風險管理架構，風險評估及風險管理指引、政策及流程；(ii)檢討本集團的主要風險及關鍵新興風險，及緩和該等風險的控制措施；及(iii)檢討企業風險管理職能的有效性。

於截至2016年12月31日止的年度期間，並無舉行風險管理委員會會議。而成立風險管理委員會之前，其職責由審核委員會承擔。

於年內風險管理委員會成員之組成如下：

潘鐵珊先生 (委員會主席) (註1)

李建先生 (註2)

沈陶先生 (註3)

註：

1. 潘鐵珊先生分別於2016年9月1日及2016年12月22日獲委任為獨立非執行董事及風險管理委員會主席。
2. 李建先生於2016年12月22日獲委任為非執行董事及風險管理委員會成員。
3. 沈陶先生分別於2016年2月25日及2016年12月22日獲委任為非執行董事及風險管理委員會成員。

問責性及審核

董事及核數師的確認

審核委員會及董事會已審閱本集團截至2016年12月31日止年度之綜合財務報表。董事確認，彼等的責任乃編製本集團之賬目、財務報表、表現狀況及展望。管理層向董事會提供資料及解釋，以讓董事會可於提呈董事會審批之前對財務及其他資料作出知情評估。董事相信，彼等已選用及貫徹一致地應用適當的會計政策、作出審慎及合理的判斷及估計，並確保按「持續經營」基準編製財務報表。

本公司核數師安永會計師事務所確認其於截至2016年12月31日止年度經審核財務報表之獨立核數師報告之報告職責。

風險管理及內部監控

董事會有責任維持合適及有效的風險管理及內部監控制度，以保障本集團及股東的利益，並定期檢討及監督內部控制及風險管理制度的成效，以確保制度完備充分。該等系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

企業管治報告

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董事會報告



本集團的風險管理及內部監控制度包括有關財務、運營和合規控制以及風險管理的程序，以及有明確責任及授權的完善組織架構等。各部門負責其日常運作，並須執行董事會不時採納的業務策略及政策。

於風險管理委員會成立前，即2016年12月22日前，本公司內部審核部門及風險管理部門支持董事會和審核委員會審閱風險管理及內部監控系統的有效性，並於本年度遵循年度審核計劃履行其職能，並於會上向董事會提呈彼等有關評估結果的報告。審核委員會就本集團風險管理及內部監控系統的效力作出獨立檢討，並向董事會提出彼等的建議。董事會負責檢討內部審核報告及批准由管理層製訂的政策及程序。

於風險管理委員會成立後，即2016年12月22日後，本公司內部審核部門及審核委員會將不再負責審閱風險管理系統的有效性及其職能，並由本公司風險管理部門代為支持董事會和風險管理委員會審閱風險管理系統的有效性，於本年度遵循年度審核計劃履行其職能，並於會上向董事會提呈彼等有關評估結果的報告。風險管理委員會就本集團風險管理系統的效力作出獨立檢討，並向董事會提出彼等的建議。董事會則繼續負責檢討風險管理報告及批准由管理層製訂的政策及程序。

為加強本集團之內幕消息控制系統，並確保其公開披露事項之真實性、準確性、完整性與及時性，本集團亦採納及實施一套內幕消息程序。本集團已不時採納若干合理措施，確保存在適當保障以防止違反有關本集團之披露規定，包括維持具備明確組織架構、權力規限以及根據本公司指引及監管規定之報告方式及責任之良好監控環境。設立合適監控措施，促進處理及傳播內幕消息。僅有需要知悉有關事宜之限定數目僱員可查閱有關資料。掌握內幕消息之僱員充分熟知彼等之保密責任。

經與本集團管理層、審核委員會成員、風險管理委員會成員及外部獨立核數師討論，董事會對本集團的風險管理及內部監控制度及程序於截至2016年12月31日止財政年度的成效進行了檢討和評估。董事會亦會研究有關風險管理及內部監控事宜的重大調查結果及管理層對該等調查結果的回應。

董事會認為，現有的風險管理及內部監控制度充分而且有效。董事會已審核本集團會計及財務報告職能人員的資源、資格及經驗以及彼等的培訓方案及預算，並對上述的充足性感到滿意。

董事會亦評估本集團內部審核職能及外部審核程序的有效性，並透過其審核委員會的工作而令其本身信納，內部審核職能配備充足資源，並就本公司所面臨有關風險方面有效地向董事會提供保證，且外部審核程序具效益。

此外，本集團亦實施SAP系統以提升運營處理能力及改善職責分工及更好的內部監控系統。



企業管治報告

核數師酬金

於截至2016年12月31日止年度內，本公司核數師安永會計師事務所之酬金分析載列如下：

所提供之服務	已繳／應繳費用 人民幣千元
核數服務	1,750
非核數服務*	1,042
合計	2,792

* 該等服務包括中期報告審閱

與股東溝通

董事會知悉與本公司股東及投資者維持清晰、及時及有效溝通的重要性，亦知悉與投資者之有效溝通乃建立股東信心及吸引新投資者的關鍵。

本公司主要透過如下方式與股東溝通：

- (i) 舉行股東週年大會，藉以提供讓股東直接與董事會溝通機會；
- (ii) 本公司根據上市規則之規定刊發之公告、年報、中期報告及／或通函，以及新聞稿，以提供本集團最新資料；
- (iii) 定期更新本公司網頁及於本公司網頁及聯交所網頁及時披露資料；
- (iv) 不時與分析師及基金經理舉行面對面會議或電話會議。本公司與機構股東定期對話，財務業績發佈時亦會舉行發佈會。歡迎股東及投資者瀏覽本公司網站及透過本公司投資者關係部門提出詢問，該部門之聯繫詳情載於本公司網站；及
- (v) 股東如對其持股量及享有股息的權利有任何疑問，可聯絡本公司的證券登記處香港中央證券登記有限公司。

股東權利

本公司擬於2017年5月23日（星期二）舉行之股東週年大會（「2017年股東週年大會」）乃為股東提供與本公司董事、管理層及外聘核數師見面及提出疑問的機會。於2017年股東週年大會上，股東週年大會主席及各審核委員會、薪酬委員會及提名委員會主席／成員均會出席回答股東之提問。

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根據公司章程，本公司應分別於股東週年大會召開前最少21日前向股東發出通知，及於所有其他股東大會召開前最少14日前向股東發出通知。

根據公司章程，持有不少於已發行股份（附有於股東大會上投票之權利）十分之一之任何兩名股東可透過向董事會或公司秘書發出書面請求，要求本公司召開股東特別大會。書面請求中必須陳述舉行大會之目的。

股東可以向本公司寄發書面查詢，以向董事會作出任何查詢或建議。聯絡詳情如下：

地址： 香港銅鑼灣告士打道262號中糧大廈33樓
傳真： (852) 2833 0554

為免生疑問，股東須將已簽署的書面要求、通知或聲明或查詢（視情況而定）的正本存放於及郵寄或傳真至上述地址或傳真號碼，並提供彼等的全名、聯絡詳情及身份，以便本公司回覆。股東資料可能根據法律規定而予以披露。

截至2016年12月31日止年度，本公司並無對其公司章程作出任何變動。公司章程的最新版本可在本公司網站及聯交所網站查閱。股東亦可參考公司章程以取得有關其權利的詳情。

根據上市規則，所有在股東大會提呈的決議案均將以投票方式表決，且投票表決結果將緊隨有關股東大會召開後於聯交所網站(www.hkexnews.hk)及本公司網站(www.cofco-pack.com)刊登。

以投票方式表決

根據公司章程，於2017年股東週年大會上提呈之所有決議案將以投票方式表決。股東每持有一股股份即擁有一票。以投票方式表決之結果分別於會後宣佈以及於聯交所及本公司網站中刊登。



環境、社會及 管治報告





環境、社會及管治報告

管理層論述及分析

本集團在為社會提供安全環保的綠色包裝和高品質服務的同時，全心全意服務客戶、股東、員工，並切實認真履行社會責任。作為中國綜合消費品包裝的領導者，我們不斷追求技術創新，提高生產效率的同時降低溫室氣體排放，使生產過程更加綠色環保；不斷研究提升食品安全分析檢測及控制能力，產品質量優於美國和歐盟標準，贏得客戶的贊譽和信賴；我們堅持以人為本，牽頭落實員工關懷工作，營造和諧的勞動關係；同時也積極回報社會，努力實現企業的社會價值。

一、員工

企業管治報告

本集團始終將人才發展作為重點工作，一如既往地嚴格遵守《中華人民共和國行政許可法》、《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國社會保險法》、《關於企業實行不定時工作制的綜合計算工時工作制的審批辦法》、《勞務派遣行政許可實施辦法》等國家和地方法律法規，構建和諧勞動關係；2016年，本集團不但沒有受到「用工荒」的影響，員工月均流失率僅2.7%；平均年齡30歲左右，男女比例為7:3，大學本科及以上學歷人員佔18%，增添了員工隊伍的生機和活力。對於員工的招聘，本集團依據《中華人民共和國勞動法》、《勞動者權益保護法》、《中華人民共和國工會法》、勞動保障監察條例等法律法規，要求填寫應聘申請表做初步篩查，應聘成功後查驗身份證、學歷學位證等證件，並做背景調查，對於敏感崗位通過公安部門審查，以防止童工及強制性勞工。本集團持續關注員工權益保障，落實員工關懷工作，提升員工認同感和企業向心力。

(一) 員工職業成長與發展

環境、社會及管治報告

2016年，本集團高度重視並幫助員工成長，持續完善和推進分層分類培訓體系建設。如：為滿足員工需求，通過現場、電話及視頻多種方式結合開展內部培訓共計4,532次，5,804人次，13,402課時，主要包含OA系統辦公軟件、時間效率工作方法、財務知識及法律實務分享等多項主題，為員工創造良好的工作與學習環境，給予員工發揮個人價值的平台；另外，組織應屆高校畢業生入職集中培訓，持續開展「906職場新銳特訓營」，培訓共計364次，培訓人數4,925人次，培訓課時2,586小時，主要培訓內容包括安全生產規範、生產規範和要點、員工手冊、企業文化和制度、思維方式和方法及讀書分享等；針對骨幹員工，開展團隊拓展、思維導圖工具、工作主題辯論賽等精品課程，培訓活動共7期，參與人數超過180人；面向班組長，開展分享課程共101人次參加，標桿管理也按照培訓計劃推進和開展，共參與2批次，參訓人數共29人，主要涉及生產和運營方面，也積極推進立項、跟踪指導、項目實施等標桿管理內容；同時高度重視技工培養及培訓，加強崗位作業指導書的分解，便於員工碎片化學習，並定期組織崗位技能評聘，保證員工按已有的技術通道持續發展；此外，組織職能部門人員進行專項技能微學習，財務部、質量與安全管理部、行政人事部等部門按年初計劃主動推進本專線的專業分享，共近30餘次。2016年，持續深化推進「一點課、一點改善」，鼓勵員工在工作中發現問題，解決

董事及高級管理人員簡介

董事會報告



問題，員工共提出一點課826個，一點改善2,648項，公司全員參與，共同成長，並製作成課件，形成可複製可移植可傳承的資料，有利於個人和其他員工的成長和未來生產經驗的積累。

同時，各子公司積極開展各類技能比武活動，鼓勵員工主動學習專業技能知識，加強團隊建設，如換模比賽、叉車比賽、打包比賽、印前製版比賽、產品零缺陷裝箱比賽等。據可獲得的統計，2016年度本集團累計舉辦各類勞動競賽25次，參賽人員489人。



叉車技能比武

(二) 員工保障、激勵與關懷

本集團嚴格遵守和落實中國相關法律法規，不斷完善員工薪酬待遇和福利保障，包括足額繳納各項法定社會保險、享受法定節假日等福利、根據政府要求及企業實際調整員工工資等。2016年根據國家最新產假政策要求，本集團認真貫徹執行，及時更新公司內部假期管理制度，女員工哺乳假期及男員工護理假期均予以調整，切實保障員工的合法權益。

本集團高度重視員工的職業健康與安全，致力於不斷健全安全生產管理體系，強化安全生產責任。如：定期發放勞動防護用品，由安全監督員對勞動防護用品的穿戴進行監督考核；加強安全教育和培訓，培訓形式多樣化，引入圖片、視頻，現場演示指導，更加生動形象地展示安全重要性；定期組織員工職業健康體檢與年度體檢，同時，根據職業健康體系要求改善一線員工的工作環境作為員工健康的保障，提升設備安全性能，定期進行隱患排查；在班組建設中推行兩個安全管理工具，作業安全分析，行為觀察，加強員工對安全的預防和處理能力。2016年本集團職業健康管理工作效率顯著，全年無因公死亡人員，因公受傷僅18人次。

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為激發我們員工的工作熱情，實現企業與員工的雙贏，一方面深化制度改革，不斷尋求突破以適應市場環境，邁出了混合所有制改革的歷史性步伐，順利完成員工持股，實現骨幹員工利益與公司業績表現的綁定，提升公司市場化管理水平，也將確保企業的可持續發展；另一方面，不斷健全內部管理機制，定期進行管理崗位競聘和專業技術職務評聘，鼓勵員工發揮所長，提供管理和技術的平等機會和晉升通道，同時配合薪酬調整，激發了員工的內在活力，使員工工作積極性明顯提升；同時，更加注重員工激勵，實行月度考核排名，通過「亮點表彰」，「紅黃牌警示」等及時發現問題，樹立包裝榜樣；設置專項獎勵，大力支持技術創新、管理創新及市場開拓，推進內部管理提升及團隊績效提升。

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黨政工組織齊抓共管，建立機制，主動傾聽並考慮員工所需所想，深化落實員工關懷制度建設。積極打造透明暢通的微信交流平台，及時發佈包裝新聞，積極搭建員工之間的溝通橋樑；樂於分享身邊的執行力案例，強化對標學習的意識；公司管理層領導帶頭，深入基層，落實群眾路線活動。如，在酷暑時節，除發放高溫補貼外，領導們還下到基層車間為一線員工送去清涼；前往員工宿舍，關心員工住宿情況，安放自動售貨機，及時改善員工生活環境。倡導健康生活，快樂工作，召開基層員工座談會，傾聽員工心聲。

員工關懷方面，為改善員工工作和生活環境，投資改建員工食堂，並每周增加水果、酸奶供應，提供良好的就餐環境和服務質量；持續開展老員工關懷活動，發放「忠誠服務獎」；黨政工組織聯合對困難員工、外派員工、退休員工等進行慰問，為遇到突發性困難的員工進行募捐，用實際行動踐行「風雨來時我們肩並肩」的諾言。

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同時，為豐富員工業餘生活，滿足員工的精神需求，組織開展了豐富多彩的文娛活動，如：「三八節趣味活動」、「迎中秋猜燈謎」、卡拉OK比賽、「籃球友誼賽」、「好心情、好身體、好方法、好業績」主題趣味運動會活動、「錢塘江健步走」等。通過多種多樣的形式促進員工的溝通交流，增強團隊凝聚力，提升企業文化的認同感。

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「七一」黨員活動



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秋季登山活動



籃球友誼賽

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(三) 員工溝通

2016年，本集團持續貫徹和深化黨的群眾路線教育實踐活動，深入基層，弘揚「忠良文化」的同時，更加注重與員工溝通及聽取員工反饋。如：改版企業內網，及時發佈企業經營動態，打造多元化交流平台，同時設置廉潔從業窗口，接受員工的意見和監督，增強信息的溝通反饋；積極組織召開各類座談，包括新員工座談、老員工座談、膳食委員會座談、黨員座談、技師座談等，通過「心交心，面對面」的交流，拉近管理層與基層員工之間的距離，廣泛聽取員工心聲，解決員工工作中的困惑，有針對性地進行改善；同時，在與員工切身利益息息相關的制度和規定頒佈前，召開職工代表大會，公開徵求和收集員工意見和建議，做好員工服務工作。

二、自主創新與節能環保

(一) 推進研發創新，促進節約，提升效能

「發奮圖強、銳意進取，努力將技術創新打造成中糧包裝的核心競爭力！」是中糧技術人員努力奮發的目標。2016年度，中糧包裝依據《中糧集團研發創新體系管理制度》、《中糧包裝技術創新管理辦法》，在中糧包裝研發創新體系的管控下，進一步完善研發項目管理流程，並和集團的研發創新系統PLM接軌，規範管理集團和包裝級項目。2016年包裝組織實施包裝級研發創新項目22項，涵蓋了節材節能、新品開發、食品安全等方面，項目管理實現全生命週期管理，大部分項目實施情況較好，並獲得了良好的經濟效益和社會效益。

1. 積極實施技術研發項目，實現降本增效

為進一步提高成品鋼桶質量，降低人工成本，提高工作效率，改善車間環境，本集團大力實施鋼桶生產潔淨化項目。通過該項目的實施，產品內部潔淨度明顯改善，減少操作人員6名，節約人工費用約人民幣35萬元／年，整體項目完成後，可滿足高潔淨桶客戶需求，企業形象得以提升；方圓罐生產自動化項目成效顯著，對方圓罐後端大圓罐焊耳機上料、大圓罐自動上提樑、大圓罐卷口自動補塗、大方蓋手挽自動焊接、自動上膠圈設備、大圓罐自動打包堆垛項目，自主設計製作模具、設備改造，實現了方圓罐後端自動化，提高生產效率、避免高風險人工崗位，共計節省員工31人；食品罐易撕蓋工藝開發項目已完成設備製造，食品罐易撕蓋國產化開發有助於食品鐵罐的品質提高，成為其應用領域上的一個新擴展點；原鋅鋼桶已進行批量生產，與鍍鋅桶相比，具有價格低、週期靈活、外觀更加可靠和更環保。

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2. 加強技術交流，提高食品安全

2016年，本集團開展了建立研發創意池工作，科技管理部通過與行業協會、參觀展會、以及利潤點技術人員溝通聯繫，拓展多重研發創意渠道。定期開展創新研討，並開設技術創新論壇，為廣大技術人員建立溝通交流平台。

中糧包裝與重要原材料供應商寶鋼、南山鋁業、PPG等公司定期進行技術交流活動，促進質量提升、技術進步。中糧包裝注重與客戶建立長期的技術交流，如與加多寶、青島啤酒、惠氏等重要客戶開展年度的技術交流活動，以加強與客戶的技術合作。中糧包裝與浙江工商大學建立產學研合作，共同推進包裝接觸材料的食品安全性研究及應用，提高產品的安全性，履行企業的社會責任。

另外，中糧包裝還積極參加了中國包裝聯合會的行業工作，主持制定的國家標準《GBT 13521-2016冠形瓶蓋》正式發佈，作為中國食品工業協會罐頭技術工作委員會的主任委員參與罐頭行業年度工作總結和行業發展規劃制定。

3. 節能減排成效顯著

2016年，本集團通過了中國合格評定國家認可委員會2016年度實驗室CNAS換版評審，質量檢測保障能力得到了認可和擴展。此外，本集團積極推進知識產權的保護，截止2016年共獲得授權專利193項，其中發明專利37項。並且本集團進行了節材技術的推廣、原材料供應池的拓展、重點客戶新資源馬口鐵的擴大應用等指令性項目。2016年合計產生經濟效益人民幣6,800餘萬元，減少二氧化碳排放約28,000餘噸，減少用工70餘人。



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(二) 節能環保

1. 環境管理

本集團嚴格遵守《中華人民共和國環境保護法》、《中華人民共和國大氣污染防治法》、《中華人民共和國固體廢物污染環境防治法》、《污染地塊土壤環境管理辦法》、《國家危險廢物名錄》等，致力於為社會提供綠色環保的包裝，推進社會的可持續發展。如：杭州、無錫、番禺、天津、成都、昆山、杭州制罐、上海品冠等子公司嚴格按照ISO14001要求建立環境管理體系並獲得認證，所有子公司均對廢氣、廢水、固體廢棄物等實施控制程序，對危險廢物按規定委託有資質的單位進行處置，通過對標管理逐步減少危險廢物產生量，針對暫存的危險廢物均進行規範化管理，並持續改進其有效性，落實企業的社會責任；中糧包裝成都公司、杭州公司按要求完成了清潔生產創建工作，並通過當地相關部門的驗收。

通過節能減排關鍵環節的技術創新，採用新型節能技術，不斷推進節能項目實施，使得本集團取得了良好的社會效益。2016年中糧包裝實施節能環保項目25項，合計耗電總量約11,300萬度，節電168萬度；耗氣總量約1,675萬立方，節氣65萬立方；耗水總量約72萬噸，節水11.5萬噸；合計節約費用人民幣316萬元。減少二氧化碳排放3,000噸；節約標煤1,200噸，如天津兩片罐公司完成烘爐清潔改造，降低燃氣單耗改造項目，年可節省2.3萬立方天然氣；彩印機烘爐紅火改藍火，降低燃氣單耗項目，年可節約8.1萬方天然氣。

2. 環境保護實踐

- 應天津市武清區環保局要求，中糧包裝（天津）有限公司2016年通過實施工業污水處理及雨水管道改造項目，修復改造雨污管道，並將生產廢水輸送至污水處理站處理，達到排放標準。
- 中糧包裝（天津）有限公司與天津鋼桶公司開展能源診斷，實施能量系統優化改造。
- 杭州中糧美特容器有限公司積極配合開發區環保局工作，在單片罐生產線上安裝廢氣處理裝備，通過當地相關部門的驗收。
- 杭州中糧美特容器有限公司通過驗收，成為電平衡測試驗收合格企業和完成節能目標任務企業，在2016年分別獲得開發區人民幣2.49萬元和人民幣5萬元節能減排獎勵金。
- 節電：在中糧包裝下屬所有工廠推廣車間照明改LED燈項目，年可節約40萬度電。

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- 減排降污：在無錫華鵬瓶蓋有限公司和杭州中糧制罐有限公司各安裝一套蓄熱式焚化爐裝置(RTO)，對烘房所產生的廢氣進行處理，廢氣排放達到國家排放標準，年約減少VOCs排放約400噸；杭州中糧包裝有限公司安裝一套廢氣處理設備(吸附脫附裝備)，對烘房所產生的廢氣進行處理，達到國家排放標準且減排效率在85%以上。

三、社會公益

本集團在注重經濟發展的同時牢記企業的社會責任，積極回饋社會，參與社會公益活動，支持慈善事業，力求為社會的和諧發展略盡綿薄之力。杭州G20峰會期間，中糧包裝積極響應開發區號召，組織員工參與平安巡防工作16人次，為保障G20順利有序召開貢獻一份力量；中糧包裝成都公司持續開展「衣舊情深」活動，向貧困山區捐贈衣服折合人民幣約人民幣0.2萬元；員工積極參與中國扶貧基金會月捐項目，每月自願小額捐助，2016年共捐款約人民幣12.26萬元，獲得了基金會給予的肯定和鼓勵，並將持續努力進行下去。



“衣舊情深”活動

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四、供應鏈管理

本集團不僅注重自身企業社會責任的履行，同時重視和推動供應商的企業社會責任的提升。我們選擇符合產品質量安全，積極履行企業社會責任的供應商建立合作關係，目前主要的供應夥伴有寶鋼、首鋼、南山鋁業、中國鋁業、中石化、中海殼牌等。

(一) 與供應商攜手構建「產品質量安全網」

我們嚴格控制產品的質量安全，對供應商進行分類分級管理。從新供應商新材料的初選、准入、日常管理、持續改進與退出建立了一整套嚴謹的供應商質量管理系統，形成全套標準制度規範體系；加強原材料的檢驗證、開展供應商的現場審核、評價考核，組織進行技術質量專題交流，召開供應商質量安全會議，評選優秀供應商等活動，不斷提升供應商的質量安全意識與管理水平，促進供應商持續改進，原材料合格率穩步提升。

我們聯同供應商對產品的食品安全風險管控向前移，不斷提升食品安全保障能力。與供應商簽訂包含食品安全條款的技術協議，使食品安全承諾與符合性聲明在整個供應鏈上得到有效傳遞。通過增加供應商在線監測裝置強化生產過程控制，加強實驗室投入，提升檢驗能力，定期委託權威機構做第三方檢測，推動供應商不斷加強食品安全管控與溯源管理，確保產品食品安全責任零事故與重大質量零事故。同時，我們與重點供應商聯合開發更高食品安全性材料，使中糧包裝在行業內率先應用更高食品安全性材料，及進一步提高了行業食品安全水平。

(二) 努力打造「綠色供應鏈」，推動產業鏈「減排降耗」。

生產工藝方面，加強與上游供應商的合作，通過材料減薄，擴大卷材、波形材使用，減少原料耗用量；

材料使用方面，與上游供應商緊密合作，通過擴大覆膜鐵和UV、水性等環保塗料的使用，減少VOC排放；通過推進包裝物回收循環利用，減少包裝物消耗，目前托盤回收率在80%以上；

廢料回收方面，與上游供應商合作，通過設備、技術改造共同推進金屬廢料回爐重新再利用。

(三) 我們攜手供應商打造「陽光供應鏈」

對內，我們完善內控流程，積極構建以集體決策戰略採購、招標採購、網上採購等為主體陽光採購模式，同時通過定期的內外部審核加強對採購從業人員職業道德操守監控。

對外，我們推行「誠信交易」，在選擇供應商時優先選擇社會責任表現良好的供應商。我們與供應商、運輸商、廢料收購商共簽《陽光協議》，積極引導供應商及合作夥伴共同遵守社會責任標準，堅持可持續發展模式。

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五、產品責任

本集團產品主要包括馬口鐵包裝（三片飲料罐、食品罐、氣霧罐、金屬蓋、鋼桶、方圓罐、印鐵等）、鋁制包裝（兩片飲料罐、單片罐）及塑膠包裝三大類包裝產品，深度覆蓋茶飲料、碳酸飲料、果蔬飲料、啤酒、乳製品、日化等消費品包裝市場，在多個細分市場領域均排名第一位，獲得了眾多國內外知名品牌客戶的青睞和信任。本集團同時擁有完善的產品質量控制體系和食品衛生安全管理體系，產品品質達到美國和歐盟標準。

（一）食品安全從源頭抓起

中糧包裝對涉及食品安全的供應商及原材料，嚴格把關供應商准入流程和新材料准入流程，規範原材料檢驗規範，並通過供應商資質審核、現場審核、定期考評以及供應商「紅黃牌」制度等多種形式，確保原材料食品安全。

生產食品類包裝的產品線嚴格按照ISO22000食品安全管理體系進行管理與控制，貫徹落實各產品線食品安全風險控制大綱，對生產過程關鍵控制點進行實時監控，預防食品安全問題的發生；同時加強食品類包裝產品的檢測驗證，通過統一第三方檢測機構送檢，制定食品安全送檢計劃等嚴格驗證產品滿足食品安全衛生標準的符合性，2016年中糧包裝無因食品安全而產生的退貨。

（二）全面提高質量管控水平

隨着顧客對產品質量要求的逐步提高，為提供給顧客更好更優質的產品，中糧包裝通過多種方式提高質量管理控制水平。目前包裝產品投訴主要為印刷質量和包裝運輸類投訴，通過加強關鍵工序能力提升、實施標桿管理項目、落實糾正預防措施和提高人員專業化技能水平，提升了產品生產過程中印刷質量的控制。通過改進產品包裝和裝車方式、加強承運商准入退出與考評機制，減少了產品包裝運輸問題的發生。隨着質量改進水平的不斷提高使得中糧包裝產品質量得到穩步提升，產品投訴數量呈下降趨勢，印刷外觀和包裝運輸類投訴數量也明顯減少。

（三）維護和保障知識產權

根據《中華人民共和國反不正當競爭法》、《關於科學技術保密工作的規定》等相關法律法規，本集團結合實際制定了《中糧包裝技術成果保密實施細則》，通過對公司的技術知識產權進行分類分級管理，維護公司內部的技術成果秘密，保障公司技術知識產權。

此外，在著作權、商標和專利方面，根據國家相關法律法規和中糧集團相關規定，結合中糧包裝實際，制定了中糧包裝《著作權管理辦法》、《商標管理辦法》和《專利管理辦法》，提高了中糧包裝著作權、商標和專利管理的規範性，進一步加強了對知識產權的維護與保障。

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(四) 嚴格控制質量檢定過程及產品回收程序

本集團通過原材料進料檢驗、生產過程檢驗、半成品和成品檢驗的全流程質量檢定，保障產品的質量安全。有效落實關鍵過程與參數的監控與驗證，推動持續改進，促進質量與食品安全管理體系及產品風險控制大綱的有效運行。

中糧包裝統一規範了各類主要原材料及產品的檢驗規範，推進三級檢測驗證機制的實施，對所有食品類包裝產品及主要原材料，均通過分公司自檢、第三方送檢、總部質量與安全管理部抽檢的三級檢測驗證，確保產品的質量安全。

中糧包裝按照相關法律法規、國家標準和中糧集團有關要求，結合實際編製了《可追溯體系建設技術規範》和《產品召回管理辦法》，用於指導各利潤點、各產品線可追溯體系建設工作，並不斷完善產品召回管理。定期組織開展產品召回及可追溯性演練，驗證了產品召回控制程序的合理性和有效性，並通過信息化平台建設，不斷縮短產品追溯時間。

(五) 有效保護消費者隱私

中糧包裝產品銷售業務為B2B模式，不直接面對終端消費者。但是對於客戶的相關數據和隱私，如訂單信息，採購價格等，中糧包裝內部實行嚴格的保密制度。對於客戶財產（如樣品、圖案設計等）的處置和帶有商標的廢品處置，制定了中糧包裝《顧客財產控制程序》和《帶有商標的廢品處置程序》，均有明確的處理、監控流程，保障客戶財產的有效管理和帶商標廢品的安全處置。

六、反貪污

中糧包裝作為中糧集團下屬企業，嚴格執行中國法律法規及國資委紀委、集團紀檢組關於廉潔從業各項規章制度。2016年度，本集團在落實黨委主體責任和紀委監督責任、督促落實中央八項規定精神、完善信訪舉報調查、加強培訓等方面取得了良好效果，未發生涉及法律的貪污案件及訴訟。

(一) 推動黨委落實主體責任

中糧包裝黨委落實主體責任，主要從思想引領、文化引導、機制建立及作風建設等方面推進開展，切實找準工作的着力點和突破口，以重點責任的落實帶動全面責任的落實。在履行主體責任、黨風廉政狀況方面，嚴格履行了國家法律法規、中央紀委相關文件精神 and 集團黨組紀檢組的要求。



(二) 督促落實中央八項規定精神

中糧包裝通過廉潔從業培訓、廉潔從業知識測試、完善信訪舉報通道、嚴肅認真調查各項信訪舉報等措施，確保黨委管理的經理人能夠遵守黨章黨規黨紀、貫徹執行黨的路線方針政策、決議、國家法律法規等，尚未發現黨員經理人存在違反黨章黨規黨紀、未貫徹執行黨的路線方針政策、決議、國家法律法規等情況。

嚴格落實按照中央紀委駐國資委紀檢組、集團紀檢組關於在重大節日前開展監督檢查、堅決糾正「四風」問題的通知精神。在中秋、國慶等重大節日前，中糧包裝分別從黨組織和紀檢監察組織兩條線，以郵件、微信、信鴿等方式下發相關通知，傳達中央及集團關於假期貫徹落實好中央八項規定精神的工作要求，確保每一個單位、每一個部門、每一位黨員幹部，特別是新建的單位和部門都能夠清楚了解和領會相關要求，充分認識到此項工作的嚴肅性，為更好地貫徹落實有關精神加強思想保證。

(三) 完善信訪舉報調查

2016年，本集團進一步暢通和規範了廉政舉報渠道，將監督延伸到基層，如設立舉報箱、公開舉報電話、公佈電子郵件、信件、手機短信、微信、信訪等多種方式，確保隨時隨地的無障礙監督與覆蓋。

(四) 加強廉潔從業培訓

開展中糧包裝新任經理人專題學習培訓，從「三嚴三實」、「八項規定、六條禁令」、「合規性」、《國有企業領導人員廉潔從業若干規定》學習、相關案例分享等方面，強化廉潔從業規定的學習培訓，提高新任經理人廉潔從業思想認識。加強紀檢監察人員業務培訓，提升業務能力。一是安排主要單位紀檢監察負責人參加中共中央紀委監察部杭州培訓中心的專業培訓；二是對下屬企業開展紀檢監察人員責任分解說明、信訪舉報調查基本程序業務培訓等應知應會培訓，提升實際操作能力。

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張新

張新，現年54歲，為本公司執行董事兼董事會主席。張先生主要負責本集團的整體管理、重大決策、策略計劃及業務發展。張先生於1995年1月加入本集團，2008年6月23日獲委任為執行董事及於2015年3月23日獲委任為董事會主席。他在包裝業擁有逾20年經驗。張先生2011年11月起擔任中國包裝聯合會副會長。張先生於1983年獲得南昌航空工業學院（現稱為南昌航空大學）航空機械加工學士學位，並於2002年獲得東南大學工商管理碩士學位。於2005年，張先生因對中國工程技術發展有傑出的貢獻獲享中國國務院政府特殊津貼。他是高級工程師。



張曄

張曄，現年43歲，為執行董事兼總經理。張先生主要負責本集團日常營運管理。張先生於1995年4月加入本集團，歷任銷售經理、銷售總監、本公司附屬公司的總經理、總經理助理、副總經理等職務。彼於2011年7月至2016年1月期間曾兼任本集團總法律顧問。彼於2016年12月22日獲委任為執行董事及於2016年7月19日獲委任為本公司總經理，現為本公司若干附屬公司的董事。彼於包裝行業擁有逾20年經驗。張先生於1995年畢業於上海復旦大學物理專業大學專科，並於1999年獲上海復旦大學成人教育學院企業管理學士學位。



非執行董事



李建

李建，現年59歲，為非執行董事。李先生於2016年12月22日獲委任為非執行董事。李先生於2002年至2003年擔任中國飼料集團公司總經理兼黨委書記，2003年至2006年歷任中谷糧油集團公司總經理助理、副總經理及黨委委員。彼於2006年至2007年擔任安徽豐原生物化學股份有限公司總經理。彼亦於2007年至2008年擔任中糧集團有限公司研發部副總監，於2008年至2010年擔任中糧科學研究院院長及於2010年至2015年擔任中糧工程科技有限公司董事長。2015年至今，他一直擔任中糧工程科技有限公司顧問。彼亦自2017年1月6日起出任聯交所上市公司中國糧油控股有限公司（「中國糧油」）（中糧集團成員公司）的非執行董事。李先生於1982年11月獲得重慶大學工學學士學位，並於2007年12月獲得法國高等商業學校（HEC: Ecole des Hautes Etudes Commerciales）的行政人員工商管理碩士學位。



陳前政

陳前政，現年53歲，為非執行董事。陳先生於2016年12月22日獲委任為非執行董事。陳先生於1987年2月至2006年5月歷任武漢中糧進出口公司（為中國糧油食品進出口（集團）有限公司（現稱為中糧集團有限公司）的全資附屬公司）的經理、總經理助理、副總經理及總經理等職務。彼於2006年5月至2008年7月擔任中國糧油食品（集團）有限公司（現稱為中糧集團有限公司）肉食部總經理。彼亦於2008年7月至2016年11月擔任中糧肉食投資有限公司副總經理，同時歷任中糧肉食投資有限公司營銷部總經理、貿易部總經理、冷鏈物流部常務副總經理。陳先生於1985年7月畢業於華中農業大學並取得學士學位，2002年5月獲得高級國際商務師資格。

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周原

周原，現年30歲，為非執行董事。周原先生於2016年2月25日獲委任為本公司非執行董事。周原先生自2010年11月起出任深圳證券交易所上市公司及本公司主要股東奧瑞金包裝副董事長兼董事，及自2016年1月起出任深圳證券交易所上市公司黃山永新股份有限公司（「黃山永新」）董事。周原先生於2010年12月獲得澳大利亞蒙納士大學機械工程學的工程學士（榮譽）學位。

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沈陶

沈陶，現年46歲，為非執行董事。沈先生於2016年2月25日獲委任為非執行董事。沈先生於包裝行業擁有超過23年高層管理經驗，包括任職上海申井鋼材加工有限公司總經理、上海寶翼製罐有限公司總經理、上海寶鋼產業發展有限公司總經理助理，以及寶鋼金屬有限公司總經理助理。沈先生於2008年7月加入奧瑞金包裝，並自2010年10月起出任奧瑞金包裝董事，從2008年10月至2014年2月出任奧瑞金包裝副總經理，自2014年2月起出任奧瑞金包裝總經理及自2016年1月起出任黃山永新董事。沈先生於2015年1月獲得北京大學工商管理碩士學位。沈先生亦於2004年3月獲得中國商業職業技能鑒定指導中心及全國高級經營師評審委員會頒授的高級經營師資格。

董事及高級管理人員簡介



鄭毓和

獨立非執行董事

鄭毓和，現年56歲，為獨立非執行董事。鄭先生於2008年6月23日獲委任為董事。鄭先生為英格蘭及威爾斯特許會計師公會及香港會計師公會資深會員，並為加拿大安大略省特許會計師公會會員。鄭先生在審計、金融及業務管理方面擁有逾20年經驗。他自1999年起一直是香港鄭毓和會計師行的唯一東主。鄭先生現時分別為聯交所上市公司資本策略地產有限公司、香港建設（控股）有限公司、卜蜂蓮花有限公司、創興銀行有限公司、廖創興企業有限公司、金榜集團控股有限公司、正大企業國際有限公司、大唐西市絲路投資控股有限公司（前稱太元集團有限公司）、萊蒙國際集團有限公司、卓珈控股集團有限公司和新百利融資控股有限公司的獨立非執行董事。鄭先生曾於2010年7月至2016年1月擔任意馬國際控股有限公司的獨立非執行董事。在過去3年，鄭先生也曾為聯交所上市公司21控股有限公司的執行董事。鄭先生於1983年取得英國肯特大學會計學學士學位，以及於1984年持有英國倫敦大學（University of London）會計及財務碩士學位。

董事會報告



傅廷美

傅廷美，現年50歲，為獨立非執行董事。傅先生於2008年6月23日獲委任為董事。傅先生在投資、財務、法律和業務管理方面擁有廣泛的經驗。於1992年至2003年，他任職於香港多家投資銀行公司參與多項企業融資交易，包括先後出任百富勤融資有限公司董事，以及擔任法國巴黎百富勤融資有限公司副董事總經理及其後晉升董事總經理。他目前從事私人投資業務。傅先生現任於聯交所上市的公司北京控股有限公司、國泰君安國際控股有限公司、中國郵政儲蓄銀行股份有限公司、華潤醫藥集團有限公司及中糧肉食控股有限公司的獨立非執行董事。傅先生畢業於倫敦大學，分別於1989年和1993年獲法律碩士和博士學位。



潘鐵珊

潘鐵珊，現年56歲，為獨立非執行董事。潘先生於2016年9月1日獲委任為董事。他擁有曼徹斯特大學工商管理榮譽碩士學位。潘先生現任亞洲創富證券有限公司行政總裁，並曾任阿仕特朗資本管理有限公司首席投資總監。彼於衍生工具市場的策略買賣及套利、一級及二級股票市場的營銷管理、高淨值客戶的銷售及資產管理以及投資諮詢等金融範疇具備逾31年經驗。

彼自2015年至今為專業財經分析及評論家協會副主席、香港壽臣山獅子會會員及香港寧夏青年會榮譽顧問。潘先生曾為香港期貨交易所有限公司董事會董事（1995年至1999年）、香港聯合交易所期權結算有限公司董事會董事（1997年至2000年）、香港證券專業學會會籍委員會委員（1998年至2002年）、衍生工具市場諮詢顧問委員會委員（2000年至2003年）及香港證券專業學會專業教育委員會委員（2002年至2004年）。

潘先生現時分別為中國新經濟投資有限公司（股份代號：80）及康宏環球控股有限公司（前稱康宏金融控股有限公司）（股份代號：1019）的獨立非執行董事，該等公司的股份均於聯交所主板上市。

非執行董事（前任）



寧高寧

寧高寧，現年58歲，於2008年6月23日獲委任為非執行董事及於2016年2月25日辭任。寧先生負責監管本集團的策略及預算計劃。寧先生於2004年12月加入中糧集團，在企業管理、投資及企業融資、業務重組及政府關係方面擁有逾20年經驗。寧先生曾(a)於2007年1月至2016年2月出任聯交所上市公司中國糧油的非執行董事；(b)於2005年1月獲委任為聯交所上市公司中國食品有限公司（「中國食品」）董事，並自2013年11月調任為中國食品非執行董事及於2016年2月辭任；(c)於2009年4月獲委任為聯交所上市公司中國蒙牛乳業有限公司（「蒙牛乳業」）的非執行董事，並自2011年6月獲委任為蒙牛乳業的董事會主席及於2016年2月辭任；(d)從2008年10月至2014年11月24日為上海證券交易所上市公司華遠地產股份有限公司



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司的獨立董事：(e)從2003年12月至2014年10月27日為中銀國際控股有限公司的董事；(f)從2012年8月至2014年10月30日為聯交所上市公司中銀香港（控股）有限公司的獨立非執行董事。他於1983年獲得山東大學經濟學學士學位，並於1985年獲得美國匹茲堡大學(University of Pittsburgh)工商管理碩士學位。

企業管治報告



萬早田

萬早田，現年55歲，於2013年7月26日獲委任為本公司非執行董事及於2016年12月22日辭任。目前為中糧集團黨委副書記及中糧集團副總裁。萬先生於2006年加入中糧集團。萬先生於1983年獲得華中農業大學農學學士學位，並於2004年畢業於北京大學政府管理學院行政管理專業並獲得管理學碩士學位。及後，萬先生於2009年完成了長江商學院高級管理人員工商管理碩士課程並獲得碩士學位。萬先生於業務管理方面擁有廣泛經驗，並曾於多個行業，包括中華人民共和國農業部、中國水產（集團）總公司及中谷糧油集團公司累積了超過30年的經驗。

環境、社會及管治報告



周政

周政，現年54歲，於2008年6月23日獲委任為本公司非執行董事及於2016年2月25日辭任。周先生主要負責對本集團營運提供持續的策略性意見及指引。周先生於1994年11月加入本集團，在包裝業擁有逾15年經驗。現時為中糧集團副總裁。他亦自2011年1月起出任深圳證券交易所上市公司中糧地產（集團）股份有限公司（中糧集團成員公司）董事長。自2013年12月，擔任聯交所上市公司大悅城地產有限公司（前稱「中糧置地控股有限公司」）董事長。周先生於1983年獲得南昌航空工業學院（現稱南昌航空大學）航空機械加工學士學位，並於1992年獲得北京航空航天大學航空和航天製造工程碩士學位。於2007年，周先生因對中國包裝業發展有傑出的貢獻獲享中國國務院政府特殊津貼。他是高級工程師。

董事及高級管理人員簡介



胡永雷

胡永雷，現年49歲，於2008年6月23日獲委任為本公司非執行董事及於2016年12月22日辭任。胡先生主要負責監督本公司的財務報告程序及內部控制系統。胡先生於2005年加入中糧集團。胡先生在投資及投資管理方面擁有逾21年經驗。胡先生由2007年3月至2009年4月曾任中國糧油戰略部總經理。他目前為中糧集團戰略部副總監及投資管理部總經理。胡先生亦自2005年12月至2008年8月擔任吉林華潤生化股份有限公司（上海證券交易所上市公司）（現稱為西安航空動力股份有限公司）董事。胡先生分別於1989年及1992年獲得西安交通大學工程學學士學位和中國人民大學經濟學碩士學位。

董事會報告



獨立非執行董事（前任）



閻焱

閻焱，現年59歲，於2014年3月17日獲委任為本公司獨立非執行董事及於2016年9月1日辭任。閻先生是2012年中組部「千人計劃」成員和2012年「千人計劃」評審委員會委員，他是北京大學基金會理事和投資委員會委員。閻先生在多家上市公司擔任董事職位－他是(a)中國石油化工股份有限公司、華潤置地有限公司及科通芯城集團的獨立非執行董事；(b)國電科技環保集團股份有限公司、中國匯源果汁集團有限公司和豐德麗控股有限公司的非執行董事（以上公司均在聯交所上市，此外，中國石油化工股份有限公司也在上海證券交易所、倫敦證券交易所及紐約證券交易所上市）；(c)北京藍色光標品牌管理顧問有限公司（深圳證券交易所創業版上市）、TCL集團股份有限公司（深圳證券交易所上市）和天華陽光股份有限公司（納斯達克股票交易所上市）的獨立董事；及(d)ATA公司（納斯達克股票交易所上市）和全美在線（北京）教育科技股份有限公司（中國全國中小企業股份轉讓系統（又名新三板）上市）的董事。閻先生亦曾(a)於2007年3月至2014年9月，出任復星國際有限公司（香港聯交所上市）及於2013年1月至2014年3月，出任中國蒙牛乳業有限公司（香港聯交所上市）的獨立非執行董事；(b)於2007年12月至2016年6月期間，出任神州數碼控股有限公司（香港聯交所上市）及於2003年1月至2013年8月期間，出任摩比發展有限公司（香港聯交所上市）的非執行董事；(c)出任雷士照明控股有限公司（香港聯交所上市）的非執行董事（2006年10月至2013年4月）及董事長（2012年5月至2013年4月）；(d)於2006年12月至2014年12月，出任橡果國際（紐約證券交易所上市），於2013年11月至2014年4月，出任China Digital TV Holding Co., Ltd（紐約證券交易所上市）及於2006年10月至2013年6月，出任深圳市怡亞通供應鏈股份有限公司（深圳證券交易所中小企業板）的董事；及(e)於2006年10至2014年7月，出任巨人網絡集團有限公司（該公司股份於2014年7月撤銷在紐約證券交易所上市地位）的獨立董事。閻先生在風險投資管理方面擁有30多年的豐富而優秀的工作經驗。目前為賽富亞洲投資基金的創始管理合夥人。在賽富工作之前，閻先生曾於1994年至2001年任職新興市場投資有限公司（AIG亞洲基礎設施投資基金的管理公司）之董事總經理及香港辦主任。1989年至1994年間，他先後在華盛頓世界銀行總部擔任經濟學家、美國著名的智庫哈德遜研究所擔任研究員和於華盛頓Sprint International Corporation擔任亞太區戰略規劃及業務發展董事。於1982年至1984年，他曾在江淮航空儀表廠擔任主管工程師。閻先生於1982年畢業於南京航天學院並取得工程學學士學位，於1984年至1986年在北京大學學習社會學碩士學位，於1989年取得普林斯頓大學國際經濟碩士學位，並在1995年在沃頓商學院修讀高級金融和會計課程。

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董事會欣然呈報本年報及本集團截至2016年12月31日止年度的經審核綜合財務報表。

主要業務及業務審視

本公司的主要業務為投資控股。本公司附屬公司主要從事消費品所使用的包裝產品的生產。於截至2016年12月31日止年度，本集團的主要業務在性質上並無重大變動。使用財務關鍵表現指標對本集團本年度表現作出之分析載於本年報第86至95頁的管理層論述及分析。

就香港法例第622章《公司條例》附表5要求進行之討論及分析，包括對本集團業務之中肯審視、對本集團面對之主要風險及不明朗因素的討論以及本集團業務相當可能進行之未來發展的揭示，已載於本年報「主席致函」、「董事總經理報告」、「管理層論述及分析」及「財務報表附註」幾節內。上述幾節乃本報告之一部份。

業績及股息

本集團截至2016年12月31日止年度的利潤及本集團於該日的財務狀況載於本年報第161頁至第261頁的財務報表內。董事會建議派發截至2016年12月31日止年度末期股息每股普通股人民幣0.10元（相等於11.3港仙）（2015年：人民幣0.02元，相等於2.4港仙）。本公司已於2016年10月12日派付中期股息每股普通股人民幣0.025元（相等於2.9港仙）（2015年：人民幣0.04元，相等於4.8港仙）。

董事會建議於2017年6月9日（星期五）或之後向在2017年5月31日（星期三）（「股權登記日」）名列本公司股東名冊的股東派發截至2016年12月31日止年度的末期股息。

根據中國國家稅務總局（「國家稅務總局」）於2009年4月22日發出並自2008年1月1日起實施的《關於境外註冊中資控股企業依據實際管理機構標準確定為居民企業有關問題的通知》（「該通知」），倘以下所有條件適用於中國或在中國進行，中國企業或企業集團控制的並在中國境外註冊的企業應被視為在中國境內有實際管理機構的居民企業，或「非境內註冊居民企業」：(1)負責日常經營及管理辦公場所的高層管理人員；(2)財務管理及人力資源的決策或授權部門；(3)企業的主要資產、會計賬簿、公司印章及股東會議或董事會會議紀要檔案；及(4)企業50%或以上有投票權的董事或高層管理人員經常居住於中國境內。中資控制的非境內企業是否為非境內註冊居民企業須由境外中資控制企業的實際管理機構所在地或其控制者所在地的地方稅務機關進行初步審核，並由國家稅務總局最終確認。

誠如本公司日期為2013年6月9日的公告所披露，本公司已收到國家稅務總局的批覆，確認本公司於2013年1月1日起為中國居民企業。因此，本公司將就2016年度建議末期股息實施企業所得稅代扣代繳安排。

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根據該通知、中國法例《企業所得稅法》及《實施條例》，本公司向非居民企業股東派發2016年度建議末期股息時，須代扣代繳10%的企業所得稅。對於在股權登記日名列本公司股東名冊的所有以非個人名義登記的股東（包括香港中央結算（代理人）有限公司，其他企業代理人或受託人如證券公司、銀行等，或其他組織及團體皆被視為非居民企業股東），本公司將扣除10%的企業所得稅後派發2016年度建議末期股息；對於向在股權登記日名列本公司股東名冊的所有自然人股東派發2016年度建議末期股息時，本公司將不代扣代繳個人所得稅。

任何名列本公司股東名冊上的依法在中國境內成立，或者依照外國（或地區）法律成立但實際管理機構在中國境內的居民企業（如中國《企業所得稅法》中所定義），如不希望本公司代扣代繳上述10%的企業所得稅，請在2017年5月26日（星期五）下午四時三十分或之前向本公司之股份過戶登記處香港中央證券登記有限公司呈交其主管稅務機關所出具以證明本公司毋須就其所享有之股息代扣代繳企業所得稅之文件。

請廣大投資者認真閱讀上文內容。如需更改本公司股東名冊內之持有人身份，請向代理人或受託人查詢相關手續。本公司將嚴格根據法律及有關政府部門的要求，並依照股權登記日的本公司股東名冊所載資料代扣代繳非居民企業股東的企業所得稅。對於任何因股東身份未能及時確定或確定不準而提出的任何要求或對代扣代繳企業所得稅的爭議，本公司將不承擔責任及不予受理。

財務資料摘要

本集團過往五個財政年度已發佈的業績及資產、負債及非控股權益摘要載於本年報第262頁，乃摘錄自經審核綜合財務報表並已適當地重列／重新分類。該摘要並不構成經審核財務報表的一部分。

物業、廠房及設備

本公司及本集團於年內物業、廠房及設備的變動詳情載於經審核財務報表附註13。

股本及股份期權

於2016年5月22日，本公司與張新先生、張擘先生、施于先生、呂青女士、馮萍女士、程斌才先生、趙偉先生、顧小雷先生、黃進女士、楊小燕女士、尹曉愚先生（統稱「關連認購人」）簽訂認購協議（「認購協議」），據此，關連認購人有條件同意認購，及本公司有條件同意按照每股股份2.6港元的認購價格配發及發行總計92,000,000股股份，總現金對價為239,200,000港元。



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於2016年5月24日，本公司與本集團192名僱員（統稱「僱員認購人」）簽訂僱員認購協議（「僱員認購協議」），據此，僱員認購人有條件同意認購，及本公司有條件同意按照每股僱員認購股份2.6港元的價格配發及發行總計85,000,000股股份，總現金對價為221,000,000港元。

於2016年9月9日向前述的關連認購人及僱員認購人之代理人威合有限公司分別按照每股股份2.6港元的代價，配發及發行92,000,000股股份及85,000,000股股份。

更多詳情請參閱本公司日期為2016年5月22日、2016年5月24日、2016年7月4日、2016年7月18日、2016年8月31日及2016年9月9日之公佈，以及本公司日期為2016年6月27日之通函。

企業管治報告

有關本公司於截至2016年12月31日止年度的股本變動詳情載列於財務報表附註26。

股東於2009年10月23日以書面決議案有條件地批准了一項股份期權計劃（「股份期權計劃」）。股份期權計劃由2009年11月16日起生效，有效期為十年。股份期權計劃的條款符合上市規則第17章的條文規定（如適用）。

股份期權計劃旨在吸引、挽留及鼓勵本集團的高級管理層人員及主要僱員。董事會可酌情並按其認為適合的條款向本集團任何董事（執行或非執行）、監事、高級行政人員、主要技術人員、經理、僱員授出可根據股份期權計劃認購股份的股份期權。

根據股份期權計劃授出股份期權的要約須於作出要約起計28日內接納。每名承授人須於接納授出股份期權的要約時向本公司支付1.00港元。根據股份期權計劃授出的任何特定股份期權的股份認購價由董事會酌情決定，惟認購價須為以下三項的最高者：(i)於要約當日聯交所每日報價表所載股份的收市價；(ii)於緊接要約日前五個營業日聯交所每日報價表所載股份的平均收市價；或(iii)於要約日的股份面值。截至2016年12月31日止年度根據購股權計劃並無可發行股份。

環境、社會及管治報告

本公司有權授出股份期權，惟因行使根據股份期權計劃及本公司任何其他股份期權計劃所授出之所有股份期權而可發行的股份總數，不得超過股份首次在聯交所上市之日已發行股份總數的10%。如果授予本公司一名主要股東或其任何聯繫人士的股份期權，將導致於截至授出當日（包括該日在內）止12個月期間已授予及將授予該人的所有股份期權（包括已行使、已註銷及尚未行使者）獲行使後而發行及將予發行的股份：(i)合共佔已發行股份0.1%以上；及(ii)總值（按授出日的股份收市價計算）超過5,000,000港元，則該等股份期權的授出須經股東在股東大會上以投票方式表決批准，方可作實。

董事及高級管理人員簡介

董事會報告



於截至2016年12月31日止年度股份期權變動之詳情如下：

參與者姓名或類別	股份期權數目					於2016年 12月31日	股份期權授出日期	股份期權行使日期 (附註)	股份期權行使價
	於2016年 1月1日	年內授出	年內行使	年內註銷	年內失效				
現任董事									
張新先生	200,000	-	-	-	(100,000)	100,000	2011年10月12日	2017年10月12日至 2018年10月11日	3.04港元
張擘先生*	100,000	-	-	-	(50,000)	50,000	2011年10月12日	2017年10月12日至 2018年10月11日	3.04港元
前任董事									
王金昌先生 [^]	240,000	-	-	-	(120,000)	120,000	2011年10月12日	2017年10月12日至 2018年10月11日	3.04港元
胡永雷先生 [#]	120,000	-	-	-	(60,000)	60,000	2011年10月12日	2017年10月12日至 2018年10月11日	3.04港元
其他僱員									
合計	2,460,000	-	-	-	(1,230,000)	1,230,000	2011年10月12日	2017年10月12日至 2018年10月11日	3.04港元
	3,120,000	-	-	-	(1,560,000)	1,560,000			

* 張擘先生於2016年12月22日獲委任為執行董事。

[^] 王金昌先生於2015年3月23日辭任執行董事。

[#] 胡永雷先生於2016年12月22日辭任非執行董事。

附註：有關各批股份期權之行使期限，請參閱綜合財務報表附註27。

除上文所披露者外，於截至2016年12月31日止年度內，本公司並無採納任何其他股份期權計劃。

可供分派儲備

於2016年12月31日，本公司可供分派儲備乃根據香港公司條例第291、297及299條條文計算，約為人民幣136,192,000元（2015年：約人民幣98,729,000元），其中約人民幣117,456,000元（2015年：約人民幣19,951,000元）為年內建議派發之末期股息。

主要客戶及供應商

截至2016年12月31日止年度，本集團的最大及五大客戶分別佔本集團銷售總額約11.5%及35.1%。年內本集團的最大及五大供應商分別佔本集團購買總額約22.0%及47.3%。

截至2016年12月31日止年度，本公司董事或其任何緊密聯繫人或任何股東（據董事所知悉擁有本公司已發行股份5%以上）概無於本集團五大客戶或五大供應商中擁有任何實益權益。

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董事及董事服務合約

年內及直至本年度報告日期董事名單載列如下：

執行董事：

張新先生（主席以及於2016年7月19日不再擔任總經理）

張擘先生（分別於2016年7月19日及2016年12月22日獲委任為總經理及執行董事）

非執行董事：

寧高寧先生（於2016年2月25日辭任）

萬早田先生（於2016年12月22日辭任）

周政先生（於2016年2月25日辭任）

胡永雷先生（於2016年12月22日辭任）

李建（於2016年12月22日獲委任）

陳前政先生（於2016年12月22日獲委任）

周原先生（於2016年2月25日獲委任）

沈陶先生（於2016年2月25日獲委任）

獨立非執行董事：

鄭毓和先生

傅廷美先生

閻焱先生（於2016年9月1日辭任）

潘鐵珊先生（於2016年9月1日獲委任）

根據公司章程第103條及108條，張新先生、張擘先生、李建先生、陳前政先生、鄭毓和先生及傅廷美先生將於2017年股東週年大會上輪值退任及符合資格並願膺選連任。

各董事訂立了為期三年的具體委任條款。

概無擬於2017年股東週年大會上膺選連任的董事與本公司之間訂立本公司於一年內不能決定免付賠償（法定賠償除外）而終止的服務合約。

本公司已收取各獨立非執行董事根據上市規則第3.13條之規定提交確認其符合獨立性之週年確認書。本公司認為所有獨立非執行董事均符合載於上市規則第3.13條之獨立性指引，並根據該指引條文屬獨立人士。

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附屬公司董事

年內及直至本年度報告日期，出任本集團附屬公司董事之名單，現詳列如下：

馬建平*
 姚紅英*
 王金昌*
 張新
 張擘
 施于
 呂青
 馮萍
 楊牧*
 程斌才
 趙偉
 顧小雷
 黃進
 楊小燕
 王繼良
 Jozef. Salaerts*
 Goh Hock Huat
 Robert Henry Bourque Jr
 凌天易*
 黃偉波*
 季力方
 彭巍
 郭文福
 葉志娟

* 他／她已經辭任本集團有關附屬公司董事職務。

董事及高級管理人員簡介

董事及本集團高級管理人員簡介資料載於本年報第126至第131頁。

董事的交易、安排及合約權益

除於本年度報告第135至137頁「股本及股份期權」一段所披露者外，本年度內，董事或董事之關連實體概無在對本集團有重大影響之任何交易、安排及合約（本公司控股公司、本公司或本公司任何附屬公司或同系附屬公司為合約訂約方）中直接或間接擁有重大權益。

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董事酬金

董事酬金須於股東大會取得股東批准方可作實。其他酬金由薪酬委員會根據本公司的公司章程經參照市況、董事職責及表現以及本集團業績予以釐定。

董事酬金之詳情載於綜合財務報表附註8。

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

截至2016年12月31日，除下文所披露者外，本公司董事或主要行政人員概無於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例有關條文本公司董事或主要行政人員被認為或被視作擁有的權益及淡倉），或根據證券及期貨條例第352條規定須登記於該條所指的本公司所存置的權益登記冊的任何權益，或根據標準守則須知會本公司及聯交所的任何權益。

於本公司相關股份的權益

董事姓名	身份／權益性質	所持相關股份好倉數目	佔權益概約百分比 (附註1)
張新先生	實益擁有人	25,100,000 (附註2)	2.14%
張曄先生	實益擁有人	17,050,000 (附註3)	1.45%

附註：

- (1) 百分比乃根據於2016年12月31日已發行的股份總數，即1,174,560,000股股份計算。
- (2) 張新先生於25,100,000股股份中擁有權益，包括(i)25,000,000股股份，即其根據日期為2016年5月22日之認購協議向本公司認購之股份，由威合有限公司代其持有；及(ii)根據購股權計劃授予之購股權而持有本公司相關股份100,000股好倉。
- (3) 張曄先生於17,050,000股股份中擁有權益，包括(i)17,000,000股股份，即其根據日期為2016年5月22日之認購協議向本公司認購之股份，由威合有限公司代其持有；及(ii)根據購股權計劃授予之購股權而持有本公司相關股份50,000股好倉。

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主要股東及其他人士於股份及相關股份的權益及淡倉

截至2016年12月31日，就本公司董事所知悉，以下人士（本公司董事或主要行政人員除外）於股份及相關股份中擁有權益或淡倉而須根據證券及期貨條例第XV部第2及3分部條文的規定向本公司披露，或根據證券及期貨條例第336條的規定須記錄於本公司所存置的權益登記冊內：

主要股東及其他人士	附註	身份／權益性質	持有股份數目	佔已發行股本 權益總額的 概約百分比
中國食品（控股）有限公司 （前稱COFCO (BVI) No. 108 Limited）（「中國食品（控股）」）	(1)	登記持有人	330,658,800	28.15%
中糧集團（香港）有限公司 （「中糧（香港）」）	(1)及(2) (1)及(3)	受控法團權益 根據證券及期貨條例第 317(1)(a)及第318條規定 須披露之有關收購特定 上市公司權益之協議任 何一方的權益	330,658,800 269,341,200	28.15% 22.93%
中糧集團有限公司（「中糧集團」）	(1)及(4) (1), (3)及(4)	受控法團權益 根據證券及期貨條例第 317(1)(a)及第318條規定 須披露之有關收購特定 上市公司權益之協議任 何一方的權益	330,658,800 269,341,200	28.15% 22.93%

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主要股東及其他人士	附註	身份／權益性質	持有股份數目	
奧瑞金包裝股份有限公司 (「奧瑞金包裝」)	(1)及(3)	受控法團權益	269,341,200	22.93%
	(1)及(3)	根據證券及期貨條例第 317(1)(a)及第318條規定 須披露之有關收購特定 上市公司權益之協議任 何一方的權益	330,658,800	28.15%
上海原龍投資有限公司 (「上海原龍」)	(1)及(3)	受控法團權益	269,341,200	22.93%
	(1)及(3)	根據證券及期貨條例第 317(1)(a)及第318條規定 須披露之有關收購特定 上市公司權益之協議任 何一方的權益	330,658,800	28.15%
周雲傑先生	(1)及(3)	受控法團權益	269,341,200	22.93%
	(1)及(3)	根據證券及期貨條例第 317(1)(a)及第318條規定 須披露之有關收購特定 上市公司權益之協議任 何一方的權益	330,658,800	28.15%
環境、社會及 管治報告	永隆銀行信託有限公司	(1)及(5) 信託受託人	177,000,000	15.07%
	Antopex Limited	(1)及(5) 另一人士代理人	177,000,000	15.07%
	創能企業有限公司	(1)及(5) 受控法團權益	177,000,000	15.07%
	威合有限公司	(1)及(5) 登記持有人	177,000,000	15.07%

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附註：

- (1) 於股份中的好倉。
- (2) 中國食品（控股）為中糧（香港）的全資附屬公司。因此，中糧（香港）被視為中國食品（控股）持有的330,658,800股股份的實益擁有人。
- (3) 於2015年11月8日，中糧（香港）與奧瑞金包裝簽訂了銷售及購買協議（「買賣協議」），據此，中糧（香港）同意有條件出售，而奧瑞金包裝同意有條件購買最大股份數目為269,341,200股。於2016年1月27日，買賣協議完成，此後，中糧（香港）賣出及奧瑞金包裝收購269,341,200股股份。買賣協議符合證券及期貨條例s.317(1)(a)，包含奧瑞金包裝既定的責任。該等股份此後轉讓至奧瑞金發展有限公司，該公司為奧瑞金國際控股有限公司之全資附屬公司，因此為奧瑞金包裝的全資附屬公司。奧瑞金包裝由上海原龍及北京二十一兄弟商貿有限公司分別擁有約48.29%及約0.74%，而上海原龍及北京二十一兄弟商貿有限公司由周雲傑先生分別擁有約78.00%及0.74%。因此，根據證券及期貨條例，周雲傑先生及上海原龍被視為於奧瑞金包裝擁有權益之所有股份中擁有權益。
- (4) 中糧（香港）及中國食品（控股）為中糧集團的全資附屬公司。因此，中糧集團被視為於中糧（香港）及中國食品（控股）所持股份擁有權益。
- (5) 威合有限公司的全部股本由創能企業有限公司持有，而創能企業有限公司的全部股本則由Antopex Limited持有，後者為永隆銀行信託有限公司全資擁有代理人。
- (6) 有關百分比乃根據於2016年12月31日已發行股份總數（即1,174,560,000股股份）計算。

除上文所披露者外，截至2016年12月31日，本公司並無獲悉有任何其他人士（本公司董事或主要行政人員除外）於股份或相關股份中擁有權益或淡倉而須根據證券及期貨條例第XV部第2及3分部條文的規定向本公司披露或根據證券及期貨條例第336條的規定須記錄於本公司所存置的權益登記冊內。

股票掛鈎協議

截至2016年12月31日止年度，除認購協議及僱員認購協議外，本公司並無訂立任何股票掛鈎協議。

足夠公眾持股量

根據本公司所得的公開資料並就董事所知，董事確認本公司於本年度報告寄發前的最後實際可行日期，一直維持根據上市規則規定的公眾持股量。



關連交易及持續關連交易

目前組成本集團的公司與不同人士進行了多項交易，根據上市規則，該等人士為本公司的關連人士。根據上市規則，該等交易為關連交易及持續關連交易，並須根據上市規則第14A章要求於下文披露。關連交易及持續關連交易之詳情如下：

I. 關連交易

1. 關連人士認購新股

於2016年5月22日，本公司與各關連認購人簽訂認購協議，據此，關連認購人有條件同意認購，及本公司有條件同意按照每股股份2.6港元的價格配發及發行總計92,000,000股股份，總現金對價為239,200,000港元。

上述關連交易已由獨立股東於2016年7月15日舉行的股東特別大會妥善通過。於2016年9月9日向關連認購人及僱員認購人之代理人威合有限公司按照每股股份2.6港元的代價，配發及發行92,000,000股股份。有關上述關連交易的詳情已於本公司2016年5月22日、2016年7月4日、2016年7月18日、2016年8月31日及2016年9月9日的公告及本公司2016年6月27日的通函披露。

II. 持續關連交易

1. 2013年與中糧財務的財務服務協議

於2013年9月18日，本公司與中糧之間接全資附屬公司中糧財務有限公司（「中糧財務」）就重續於2010年9月21日本公司與中糧財務訂立的財務服務協議（「2010年財務服務協議」）而訂立財務服務協議（「2013年財務服務協議」）。2013年財務服務協議及2010年財務服務協議之詳情披露可見於本公司日期為2013年9月18日及2010年9月21日之公告，以及日期分別為2013年10月11日及2010年10月14日之通函。於2013年10月30日舉行之股東特別大會上已取得獨立股東之批准。

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根據2013年財務服務協議，中糧財務同意於2013年10月30日（在股東特別大會上取得獨立股東批准之日期）起計三年內向本集團提供下列財務服務：

(a) 存款服務

本集團存放於中糧財務的每日最高人民幣存款額（包括應計利息）不得超過人民幣900,000,000元。存款服務及上述年度上限須遵守上市規則第14A章有關申報、公告、年度審核及獨立股東批准的規定。

(b) 委託貸款服務及其他財務服務

中糧財務已同意根據2013年財務服務協議(i)向本集團提供委託貸款服務，據此中糧財務僅以本集團代理人身份行事，並就委託貸款服務收取手續費及其他服務費用；及(ii)由中糧財務向本集團提供其他財務服務包括結算服務、外匯交易服務及其他相關諮詢及代理服務。中糧財務將會就委託貸款服務及其他財務服務收取不超過人民幣4,000,000元的年度最高上限手續費。上述委託貸款服務及其他財務服務僅須遵守申報、公告及年度審核規定，惟豁免遵守上市規則第14A章項下獨立股東批准之規定。

於2016年1月1日至2016年10月23日之期間，每日最高存款額（包括應計利息）達人民幣703,106,000元，而本公司與中糧財務之間概無根據2013年財務服務協議進行委託貸款服務及其他財務服務之交易。

2 與中糧集團之2014年框架協議

於2014年11月14日，本公司與中糧就重續本公司與中糧於2011年11月8日訂立之框架協議訂立一份框架協議（「2014年框架協議」）。根據2014框架協議，本集團將參考同期同類或類似產品及服務的現行價，提供各類包裝材料、產品及相關服務（「產品及相關服務」）予除本集團（「中糧集團」）外的中糧及其附屬公司，自2015年1月1日起計，為期三年。2014框架協議可經各訂約方協定續約，惟須根據上市規則之規定取得所需之同意及批准（如需要）。2014框架協議之詳情披露可見於本公司日期為2014年11月14日之公告及2014年12月3日之通函。於2014年12月19日舉行之股東特別大會上已取得獨立股東之批准。

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於2016年及2017年，向中糧集團供應的產品及相關服務的經批准最大年度總值分別不得超過人民幣380,000,000元及人民幣510,000,000元。

截至2016年12月31日止年度，根據2014年框架協議將向中糧集團提供的產品及相關服務之價值總額約為人民幣145,547,000元。

3 與中糧集團之2014年資訊科技服務框架協議

於2014年12月31日，本公司與中糧訂立框架協議（「2014年資訊科技服務框架協議」），據此，中糧連同其附屬公司及聯繫人（本集團除外，「中糧集團」）同意於2015年1月1日起至2017年12月31日止期間，按有關年度上限為本集團代購資訊科技軟件及資訊科技設施、向本集團提供資訊科技服務及市場諮詢服務以及租賃（「供應產品及服務」）。2014年資訊科技服務框架協議可經訂約雙方協定續約，惟須獲得上市規則規定所需同意書及批文（倘必要）方可作實。2014年資訊科技服務框架協議之詳情於本公司日期為2014年12月31日之公告內披露。

根據2014年資訊科技服務框架協議，中糧集團自2016年起至2017年向本集團供應產品及服務各自的年度上限如下：(i)就代購資訊科技軟件及資訊科技設施而言，為人民幣625,000元及人民幣800,000元；(ii)就提供資訊科技服務及市場諮詢服務而言，為人民幣2,500,000元及人民幣3,000,000元；及(iii)就租賃而言，為人民幣3,700,000元及人民幣4,000,000元。

截至2016年12月31日止年度，根據2014年資訊服務框架協議，與(i)購買資訊科技軟件及資訊科技設施；(ii)提供資訊科技服務及市場諮詢服務；及(iii)租賃有關之價值總額分別為人民幣375,000元、無及人民幣3,617,000元。

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4 與奧瑞金包裝之2016年買賣框架協議

於2016年3月21日，本公司與奧瑞金包裝簽訂框架協議（「2016年買賣框架協議」）。根據2016年買賣框架協議，自2016年3月21日至2017年12月31日，(i)本集團同意向奧瑞金集團出售，及奧瑞金集團同意自本集團購買印鐵、印鋁及蓋及與該等包裝材料有關的制罐服務及(ii)奧瑞金集團同意向本集團出售及本集團同意向奧瑞金集團購買素鐵、覆膜鐵及鋁及與該等包裝材料有關的制罐服務。有關2016年買賣框架協議之詳情，於本公司日期為2016年3月21日之公告及2016年5月19日之通函披露。於2016年6月3日舉行之股東特別大會上已取得獨立股東之批准。

據2016年買賣框架協議，就(i)2016年及2017年本集團向奧瑞金集團出售印鐵、印鋁及蓋及與該等包裝材料有關的制罐服務批准的年度上限分別為人民幣650,000,000元及人民幣900,000,000元；(ii)2016年及2017年奧瑞金集團向本集團出售素鐵、覆膜鐵及鋁及與該等包裝材料有關的制罐服務批准的年度上限分別為人民幣450,000,000元及人民幣600,000,000元。

於截至2016年12月31日止年度，有關(i)本集團向奧瑞金集團出售印鐵、印鋁及蓋及與該等包裝材料有關的制罐服務；及(ii)奧瑞金集團向本集團出售素鐵、覆膜鐵及鋁及與該等包裝材料有關的制罐服務總值分別為人民幣130,994,000元及人民幣107,624,000元。

5 2016年與中糧財務的財務服務協議

於2016年9月15日，本公司與中糧財務就重續於2013年9月18日本公司與中糧財務訂立的財務服務協議（「2013年財務服務協議」）而訂立財務服務協議（「2016年財務服務協議」）。2016年財務服務協議及2013年財務服務協議之詳情披露可見於本公司日期為2016年9月15日及2013年9月18日之公告，以及本公司日期分別為2016年10月5日及2013年10月11日之通函。於2016年10月24日舉行之股東特別大會上已取得獨立股東之批准。

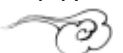
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根據2016年財務服務協議，中糧財務同意於2016年10月24日（在股東特別大會上取得獨立股東批准之日期）起計三年內向本集團提供下列財務服務：

(a) 存款服務

本集團存放於中糧財務的每日最高人民幣存款額（包括應計利息）不得超過人民幣900,000,000元。存款服務及上述年度上限須遵守上市規則第14A章有關申報、公告、年度審核及獨立股東批准的規定。

(b) 委託貸款服務及其他財務服務

中糧財務已同意根據2016年財務服務協議(i)向本集團提供委託貸款服務，據此中糧財務僅以本集團代理人身份行事，並就委託貸款服務收取手續費及其他服務費用；及(ii)由中糧財務向本集團提供其他財務服務包括結算服務、外匯交易服務及其他相關諮詢及代理服務。中糧財務將會就委託貸款服務及其他財務服務收取不超過人民幣4,000,000元的年度最高上限手續費。上述委託貸款服務及其他財務服務僅須遵守申報、公告及年度審核規定，惟豁免遵守上市規則第14A章項下獨立股東批准之規定。

於2016年10月24日至2016年12月31日的期間，每日最高存款額（包括應計利息）達人民幣774,814,000元，而本公司與中糧財務之間概無根據2016年財務服務協議進行委託貸款服務及其他財務服務之交易。

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持續關連交易之年度審閱

獨立非執行董事已審閱截至2016年12月31日止年度上述1至5項持續關連交易並確認上述持續關連交易：

1. 於本集團正常及一般業務過程中訂立，
2. 按一般商業條款或按對本集團而言不遜於給予或來自獨立第三方的條款訂立，及
3. 符合規管上述持續關連交易之各項協議之公平合理條款及符合本公司和股東的整體利益。

本公司核數師安永會計師事務所獲委聘遵照香港會計師公會發出的《香港審驗應聘服務準則3000》的歷史財務資料審計或審閱以外的審驗應聘，並參照《實務說明》第740號關於香港《上市規則》所述持續關連交易的核數師函件，就本集團的持續關連交易作出報告。安永會計師事務所已發出其無保留意見函件，當中載有其有關本集團根據上市規則第14A.56條所披露之持續關連交易的結果及結論。本公司已經向聯交所提交核數師函件之副本。

本年度報告經審核財務報表附註35所披露的若干關連人士交易根據上市規則亦構成本公司的關連交易或持續關連交易，根據上市規則第14A章須於本報告中披露。本年報綜合財務報表附註35所披露有關主要管理人員薪酬的關連人士交易包括根據上市規則第14A.73(6)條獲豁免遵守申報、公告及獨立股東批准規定的關連交易。除上述者及上文所披露的持續關連交易外，董事認為，本年報綜合財務報表附註35披露的所有其他關連人士交易並不屬於上市規則第14A章下「關連交易」或「持續關連交易」(視情況而定)的定義，毋須遵守上市規則項下任何申報、年度審核、公告或獨立股東批准的規定。本公司確認其於本年度之整體年度已遵守上市規則第14A章的披露規定。

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董事於競爭業務的權益

依據上市規則第8.10條，董事於競爭性業務中所需權益如下：

董事姓名	公司名稱	競爭業務性質	權益性質	委任日期
周原先生	奧瑞金包裝 (附註)	包裝產品生產	副主席 董事	2010年11月 2010年10月
沈陶先生	奧瑞金包裝 (附註)	包裝產品生產	總經理 董事	2014年2月 2010年10月

附註：

奧瑞金包裝為一間於深圳證券交易所之上市公司 (股份代號：002701) 及主要股東，佔本公司發行股本的22.93%。奧瑞金包裝主要從事綜合包裝服務包括包裝設計、包裝生產、品牌設計及推廣。有關奧瑞金包裝業務及財務狀況更多細節，請參考2016年3月29日之年報，於網址<http://www.orgpackaging.com/cn/upload/investor/1367782080.PDF>可獲得。

雖然周原先生為奧瑞金包裝之副主席及董事，沈陶先生為奧瑞金包裝之總經理及董事，但彼等已確認，彼等很在意各自職責從而避免權益之衝突。倘若當權益發生衝突時，周原先生及沈陶先生避免參與決策進程並於董事會中放棄相關決議之投票權。基於此以及除了周原先生及沈陶先生，奧瑞金包裝還配備其他管理人員，董事認為，本公司有能力獨立開展其業務，並與奧瑞金包裝保持一定距離。

除上文所披露者外，於2016年12月31日，概無董事被視為可能與本集團直接或間接競爭的業務中擁有任何權益。

購買、出售或贖回本公司之上市證券

於截至2016年12月31日止年度內，本公司及其任何附屬公司概無購買、贖回或出售本公司之任何上市證券。

獲准許的彌償

截至2016年12月31日止年度，本公司已為其所有董事及高級管理層安排董事及高級職員的責任保險。該等保險為企業活動所產生之相關成本、費用、開支及法律行動之責任提供保障。依據公司章程第171條，本公司各董事或其他主管人員有權就彼等於執行職務時或就此而可能承擔或引致之所有債務 (某種程度上被香港公司條例允許)，從本公司之資產中獲得賠償。

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管理合約

於年內，本公司並無就本集團的全部及部分業務或任何重要業務的管理或行政工作簽訂或存有任何合約。

遵守法律及法規

本集團業務主要由本公司在聯交所上市之中國附屬公司經營。因此，我們的運營主要遵循中國及香港相關法律法規。

本公司業務經營需要遵守中國法律法規，包括但不限於產品安全、印刷業務、外商投資、勞動與保險事宜、稅收、外匯及環保等方面的法律法規。具體包括《中華人民共和國安全生產法》、《中華人民共和國工業產品生產授權管理條例》、《危險化學品安全管理條例》、《中華人民共和國產品品質法》、《中華人民共和國商標法》、《中華人民共和國外資企業法》、《中華人民共和國中外合資經營企業法》、《中華人民共和國中外合作經營企業法》、《外商投資企業設立及變更備案管理暫行辦法》、《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國社會保險法》、《中華人民共和國企業所得稅法》、《中華人民共和國外匯管理條例》、《中華人民共和國環境保護法》、《中華人民共和國大氣污染防治法》等。

截至2016年12月31日止年度，本集團未違反對本集團有重大影響之任何法律法規。

環保政策及表現

本集團致力於促進及維持本地區社會與環境之可持續發展。本集團作為負責任企業，在涉及環境友好、健康及安全、採納有效措施、節能及減排等方面嚴格遵循所有相關法律法規。有關本集團環保政策與表現及本集團與員工主要關係之進一步討論載於本年報「環保、社會及管治報告」章節。所述章節構成本報告之部分。

與顧客及供應商之主要關係

董事們意識到顧客與商業夥伴是本集團可持續發展之關鍵。本集團致力與商業夥伴建立親密友好關係及為顧客提供更優質服務。

本集團與顧客及消費者保持聯繫並通過多元化方式，如電話、電郵及日常會議來獲得他們的反饋及寶貴意見。

管理層論述及分析

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環境、社會及管治報告

董事及高級管理人員簡介

董事會報告



董事會報告

企業管治守則

董事認為本公司於截至2016年12月31日止年度一直遵守上市規則附錄14所載之企業管治守則。

報告期後事項

於2017年3月15日，中糧包裝投資有限公司（「中糧包裝投資」）（本公司的間接全資附屬公司）與紀鴻國際有限公司（「紀鴻」）及浙江紀鴻包裝有限公司（「紀鴻包裝」）訂立股權轉讓協議，據此，中糧包裝投資有條件同意以總計現金代價人民幣66,750,000元自紀鴻收購紀鴻包裝的51%股本權益。截至本日，上述協議尚未完成。待上述協議完成後，紀鴻包裝將成為本公司擁有51%權益的附屬公司。更多詳情請參閱本公司日期為2017年3月15日公告。

於2017年3月27日，中糧包裝投資與兩位中國公民（均為獨立第三方）（「賣方」）訂立股權轉讓協議，據此，中糧包裝投資有條件同意以總計現金代價人民幣74,965,700元自賣方收購成都高森包裝容器有限公司（「高森包裝」）的100%股本權益。截至本日，上述協議尚未完成。待上述協議完成後，高森包裝將成為本公司擁有100%權益的附屬公司。更多詳情請參閱本公司日期為2017年3月27日公告。

退休計劃

本集團根據強制性公積金計劃條例，為其所有香港僱員設立一項定額供款之強制性公積金退休福利計劃。退休計劃的詳情載列於本年度報告財務報表附註2.4。

股東週年大會

2017年股東週年大會謹定於2017年5月23日（星期二）舉行。

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暫停辦理股份過戶登記手續

為釐定股東出席2017年股東週年大會並於會上投票的資格

交回股份過戶文件以作登記之最後時限	2017年5月17日下午四時三十分
暫停辦理股份過戶登記手續	2017年5月18日至5月23日（包括首尾兩天）
股權登記日	2017年5月23日

為釐定股東收取末期股息之權利

交回股份過戶文件以作登記之最後時限	2017年5月26日下午四時三十分
暫停辦理股份過戶登記手續	2017年5月29日至5月31日（包括首尾兩天）
股權登記日	2017年5月31日

為符合收取建議末期股息及出席2017年股東週年大會的資格，股東必須就有關股份過戶、更改名稱或地址，或遺失股票等事宜聯絡本公司之股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。

核數師

安永會計師事務所將於2017年股東週年大會上退任，並將在大會上提呈決議案以續聘其為本公司核數師。

主席

張新

香港，2017年3月28日

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ey.com

To the members of CPMC Holdings Limited
(Incorporated in Hong Kong with limited liability)

致中糧包裝控股有限公司全體股東
(於香港註冊成立的有限公司)

Opinion

意見

We have audited the consolidated financial statements of CPMC Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 161 to 261, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

本核數師已審核中糧包裝控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)列載於第161頁至第261頁的綜合財務報表，當中包括於2016年12月31日的綜合及公司財務狀況表以及截至該日止年度的綜合損益表、綜合全面收入表、綜合權益變動表及綜合現金流量表，以及財務報表附註，包括主要會計政策之概要。

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

本核數師認為該等綜合財務報表已按照由香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)，真實公平地顯示貴公司於2016年12月31日之綜合財務狀況及截至該年度之財務業績及現金流量，並已按照香港公司條例而妥為編製。

Basis for opinion

意見基準

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

本核數師已根據香港會計師公會頒佈的香港審核準則(「香港審核準則」)進行審核。本核數師於該等準則項下的責任於本核數師報告中的核數師就審核綜合財務報表須承擔的責任部分詳述。根據香港會計師公會的專業會計師道德守則(「守則」)，本核數師獨立於貴集團，並已遵循守則履行其他道德責任。本核數師相信，本核數師所獲得的審核證據充足且適當地為本核數師的意見提供基準。

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Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

關鍵審核事宜

根據本核數師專業的判斷，關鍵審核事宜乃為本核數師審核本期間綜合財務報表中最為重要的事項。本核數師在審核綜合財務報表和總結意見時已處理該等事宜，並不會就此等事宜單獨發表意見。就下述各項事宜，本核數師已為各項事宜提供有關本核數師在審核時如何解決該等事宜的詳述。

本核數師已履行於本核數師報告中的核數師就審核綜合財務報表須承擔的責任中所述的責任，包括與該等事宜相關的責任。因此，本核數師的審核包括執行程序以評估綜合財務報表內存有重大錯誤陳述的風險。本核數師審核程序（包括就解決下述事宜執行的程序）的結果為本核數師對隨附綜合財務報表出具審核意見提供基礎。

Key audit matter 關鍵審核事宜	How our audit addressed the key audit matter 本核數師於審核時如何解決關鍵審核事宜
<p><i>Provision for trade receivables</i> 貿易應收款撥備</p>	
<p>As at 31 December 2016, the balance of trade receivables was RMB1,551 million, which was included in the amount of trade and bills receivables RMB1,666 million. Trade receivables constituted a significant portion of total assets as at 31 December 2016 and the Group was exposed to credit risks thereof. When determining whether a trade receivable is collectable, significant management's judgement is involved, taking into account various factors; including the aging of the balance, existence of disputes, recent historical payment patterns and other available information concerning the creditworthiness of the customer.</p> <p>於2016年12月31日，貿易應收款結餘為人民幣1,551百萬元，並包括於貿易應收款及應收票據人民幣1,666百萬元之內。貿易應收款佔2016年12月31日總資產之絕大部分，故貴集團面臨相關信貸風險。管理層於釐定貿易應收款是否可予收回時須作出重大判斷，並考慮多項因素，包括結餘之賬齡、是否存在糾紛、近期過往付款模式及與客戶信譽相關之其他可用資料。</p> <p>Relevant disclosures are included in Note 3 and Note 18 to the financial statements.</p> <p>相關披露載於財務報表附註3及18。</p>	<p>Our audit procedures included, among others, assessing management's processes and controls relating to the monitoring of trade receivables to identify collection risks. We also understood management's assessment on the recoverability and tested the aging analysis of trade receivables. In addition, we tested the receipts of cash after the year end and checked, on a sample basis, the underlying documents supporting the recoverability of the outstanding balances.</p> <p>本核數師的審核程序包括（其中包括）評估管理層與監管貿易應收款項相關的程序及監控，以識別收款風險。本核數師亦了解管理層對於貿易應收款項可收回性之評估，並測試貿易應收款項之賬齡分析。此外，本核數師於年末測試現金收款，並按抽樣基準檢測尚未償還結餘可收回性之相關證明文件。</p>



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Key audit matters (continued)

關鍵審核事宜 (續)

Key audit matter 關鍵審核事宜	How our audit addressed the key audit matter 本核數師於審核時如何解決關鍵審核事宜
<p><i>Goodwill impairment</i> 商譽減值</p>	
<p>In accordance with Hong Kong Accounting Standards 36 <i>Impairment of Assets</i>, the Group is required to annually test the amount of goodwill for impairment. This annual impairment test was significant to our audit because the net carrying amount of goodwill of approximately RMB208 million as of 31 December 2016 was material to the consolidated financial statements. In addition, management's assessment process was complex and highly judgemental and was based on assumptions, specifically budgeted gross margins and growth rates, which were affected by expected future market or economic conditions.</p>	<p>Our audit procedures included, among others, evaluating the assumptions and methodologies used by the Group. We reviewed assumptions relating to the budgeted gross margins and growth rates for the tinsplate packaging cash-generating unit and plastic packaging cash-generating unit. We also focused on the adequacy of the Group's disclosures about those assumptions to which the outcome of the impairment test was most sensitive, that was, those that had the most significant effect on the determination of the recoverable amount of goodwill.</p>
<p>根據香港會計準則第36號資產減值，貴集團須每年釐定商譽減值金額。該項年度減值測試對本核數師之審核而言乃屬重要，此乃由於商譽於2016年12月31日為數約人民幣208百萬元之賬面淨值對綜合財務報表而言乃屬重大。此外，管理層評估程序較為複雜且涉及高度判斷，並以多項假設為基準，尤其是受到預期未來市況或經濟狀況影響之預算毛利率及增長率。</p>	<p>本核數師的審核程序包括(其中包括)評估貴集團所使用的假設及方法。本核數師審查與馬口鐵包裝現金產生單位及塑膠包裝現金產生單位之預算毛利率及增長率的相關假設。本核數師亦注重貴集團是否對就減值測試結果而言最為敏感之假設作出充分披露，有關假設乃為對釐定商譽可收回金額擁有最為重大影響者。</p>
<p>Relevant disclosures are included in Note 3 and Note 15 to the financial statements.</p>	
<p>相關披露載於財務報表附註3及15。</p>	

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關鍵審核事宜 (續)

Key audit matter 關鍵審核事宜	How our audit addressed the key audit matter 本核數師於審核時如何解決關鍵審核事宜
<p><i>Fair value of share-based payment</i> 以股份為基礎支付的公允價值</p> <p>For equity-settled share-based payment transactions relating to the shares issued at discount as incentives and rewards to the Group's employees, HKFRS 2 <i>Share-based Payment</i> requires the Group to measure the goods or services received, and the corresponding increase in equity, directly, at the fair value of the goods or services received, unless that fair value could not be estimated reliably. If the Group cannot estimate reliably the fair value of the goods or services received, the Group is required to measure their value, and the corresponding increase in equity, indirectly, by reference to the fair value of the equity instruments issued. Determination of fair value required management's judgement and estimates and was based on assumptions.</p> <p>就以權益結算，作為對貴集團員工的激勵及獎勵而按折讓價發行之股份相關的以股份為基礎支付之交易而言，香港財務報告準則第2號以股份為基礎支付規定 貴集團按所獲貨品或服務之公平值，直接計量所獲貨品或服務以及相應增加之權益，除非公平值無法可靠估計。倘 貴集團無法可靠估計所獲貨品或服務之公平值時， 貴集團須參考所獲發行股本工具之公平值，間接計量其價值及相應增加之權益。釐定公平值需要管理層作出判斷及估計，並以多項假設為基準。</p> <p>Relevant disclosures are included in Note 3 and Note 28 to the financial statements.</p> <p>相關披露載於財務報表附註3及28。</p>	<p>Our audit procedures included, among others, evaluating the quality, objectivity, independence and expertise of the external valuer. We also evaluated the assumptions and methodologies used, in particular the liquidity discounts applied in the calculation resulting from the lock-up periods of those shares issued at discount. In addition, we focused on the adequacy of the Group's disclosures on share-based payment transactions.</p> <p>本核數師的審核程序包括(其中包括)評估外部評估師的質素、客觀性、獨立性和專業知識。我們亦評估計算時所使用的假設及方法，尤其是與按折讓價發行之股份之禁售期間產生之流動性折現。此外，我們注重 貴集團是否就該等以股份為基礎支付之交易進行充分披露。</p>

Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

年報所載之其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載資料，不包括綜合財務報表及本核數師就此編製之核數師報告。

本核數師對綜合財務報表之意見並未涵蓋其他資料，且本核數師並未就其他資料發表任何形式之核證結論。

就審核綜合財務報表而言，本核數師的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或本核數師在審核過程中獲悉的資料存在重大不符，或似乎存在其他重大錯誤陳述。倘本核數師基於已完成的工作得出結論，該等其他資料出現重大錯誤陳述，本核數師須報告該項事實。本核數師就此並無報告事項。



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Responsibilities of the directors for the consolidated financial statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and 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.

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

董事就綜合財務報表所承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

於編製綜合財務報表時，貴公司董事負責評估貴集團有能力持續經營，並於適用情況下披露與持續經營相關的事宜，以及使用持續經營會計基準，惟貴公司董事擬清盤貴集團或停止營業，或別無其他實際替代方案。

審核委員會協助貴公司董事履行監管貴集團財務呈報過程的責任。

核數師就審核綜合財務報表須承擔的責任

本核數師的目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括本核數師意見的核數師報告。本核數師的報告僅根據香港公司條例第405條向全體股東匯報而不作其他用途。本核數師概不就本報告的內容向任何其他人士負責或承擔責任。

合理保證是高水平的保證，但不能保證按香港審核準則進行審核時總能發現所有存在的重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，倘合理預期其個別或匯總起來可能影響該等綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。



Auditor's responsibilities for the audit of the consolidated financial statements (continued)

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

核數師就審核綜合財務報表須承擔的責任 (續)

本核數師在根據香港審核準則進行審核的過程中，運用專業判斷，保持職業懷疑態度。本核數師亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及取得充足及適當的審核憑證，作為本核數師意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，故未能發現因欺詐而導致的重大錯誤陳述的風險比因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的適當性及作出會計估計及相關披露資料的合理性。
- 對董事採用持續經營會計基礎的適當性作出結論。根據所得的審核憑證，決定是否存在與事件或情況有關的重大不明朗因素，可能對貴集團持續經營的能力構成重大疑慮。倘本核數師認為存在重大不明朗因素，則有必要在核數師報告中提請使用者留意綜合財務報表中的相關披露資料。倘有關披露不足，則修訂本核數師的意見。本核數師的結論是基於截至核數師報告日止所取得的審核憑證。然而，未來事件或情況可能導致貴集團無法繼續持續經營。
- 評估綜合財務報表的整體列報方式、架構和內容，包括披露資料，以及綜合財務報表是否公平地列報相關交易及事項。
- 就貴集團中實體或業務活動的財務資料獲取充分、適當的審核憑證，以對綜合財務報表發表意見。本核數師負責指導、監督和執行集團審核。本核數師對審核意見承擔全部責任。

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Auditor's responsibilities for the audit of the consolidated financial statements (continued)

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Wong Kwok Yin.

Ernst & Young

Certified Public Accountants

Hong Kong
28 March 2017

核數師就審核綜合財務報表須承擔的責任(續)

本核數師就(其中包括)審核工作的計劃範圍和時間、在審核過程中的重大審核發現(包括內部控制的重大缺失)與審核委員會進行溝通。

本核數師亦向審核委員會作出聲明,說明本核數師已遵守有關獨立性的道德要求,並就所有被合理認為可能影響本核數師獨立性的關係和其他事宜以及(倘適用)相關保障措施,與審核委員會進行溝通。

從與審核委員會溝通的事宜中,本核數師決定對本期綜合財務報表的審核最為重要的事宜為關鍵審核事宜。本核數師會於核數師報告中闡述該等事宜,除非法律法規不允許對某事宜作出公開披露,或在極端罕見的情況下,本核數師認為於報告中溝通某事宜造成的不利後果可能合理預期將會超過其產生的公眾利益,本核數師將不會於此等情況下在報告中闡述該等事宜。

本獨立核數師報告的審核項目合作夥伴為黃國賢。

安永會計師事務所

執業會計師

香港
2017年3月28日

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Consolidated Statement of Profit or Loss

綜合損益表

Year ended 31 December 2016

截至2016年12月31日止年度

		Notes	2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
		附註		
REVENUE	收入	5	5,220,999	5,103,718
Cost of sales	銷售成本	6	(4,266,546)	(4,197,823)
Gross profit	毛利		954,453	905,895
Other income and gains – net	其他收入及收益 – 淨額	5	65,248	70,995
Selling and marketing expenses	銷售及營銷費用		(261,531)	(255,852)
Administrative expenses	行政費用		(303,567)	(276,095)
Other expenses	其他支出		–	(7,000)
Finance costs	財務費用	7	(56,144)	(53,215)
PROFIT BEFORE INCOME TAX	除所得稅前利潤	6	398,459	384,728
Income tax expense	所得稅開支	10	(100,488)	(99,795)
PROFIT FOR THE YEAR	年度利潤		297,971	284,933
Attributable to:	應佔：			
Equity holders of the Company	本公司股本持有人		294,071	282,898
Non-controlling interests	非控股權益		3,900	2,035
			297,971	284,933
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通股股本 持有人應佔每股盈利	12		
Basic (RMB)	基本（人民幣元）		0.28	0.28
Diluted (RMB)	攤薄（人民幣元）		0.28	0.28

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Consolidated Statement of Comprehensive Income

綜合全面收入表

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		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
PROFIT FOR THE YEAR	年度利潤	297,971	284,933
OTHER COMPREHENSIVE LOSS	其他全面虧損		
Other comprehensive loss to be reclassified to profit or loss in subsequent periods:	於其後期間重新分類至損益之其他全面虧損：		
Exchange differences on translation of foreign operations	換算海外業務時之匯兌差額	(158,988)	(143,367)
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	年度其他全面虧損 (已扣除稅項)	(158,988)	(143,367)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年度全面收入總額	138,983	141,566
Attributable to:	應佔：		
Equity holders of the Company	本公司股本持有人	135,083	139,531
Non-controlling interests	非控股權益	3,900	2,035
		138,983	141,566

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Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2016
於2016年12月31日

		Notes	2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
		附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	4,016,613	3,846,023
Prepaid land lease payments	預付土地租賃款	14	277,838	258,340
Deposits for purchase of items of property, plant and equipment	購買物業、廠房及設備項目的按金		65,598	39,530
Prepayments	預付款	19	12,701	14,825
Goodwill	商譽	15	207,951	207,951
Other intangible assets	其他無形資產	16	32,718	37,518
Deferred tax assets	遞延稅項資產	25	21,089	20,480
Total non-current assets	總非流動資產		4,634,508	4,424,667
CURRENT ASSETS	流動資產			
Inventories	存貨	17	828,086	690,556
Trade and bills receivables	貿易應收款及應收票據	18	1,666,163	1,364,107
Prepayments, deposits and other receivables	預付款、按金及其他應收款	19	305,222	324,042
Pledged deposits	已抵押存款	20	74,421	44,418
Cash and cash equivalents	現金及現金等價物	20	998,083	995,928
Total current assets	總流動資產		3,871,975	3,419,051
CURRENT LIABILITIES	流動負債			
Interest-bearing bank borrowings	計息銀行借款	24	1,318,030	–
Trade and bills payables	貿易應付款及應付票據	21	895,766	597,291
Other payables and accruals	其他應付款及應計項目	22	310,189	274,986
Tax payable	應繳稅項		18,655	18,494
Total current liabilities	總流動負債		2,542,640	890,771
NET CURRENT ASSETS	流動資產淨額		1,329,335	2,528,280
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		5,963,843	6,952,947

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As at 31 December 2016

於2016年12月31日

			2016	2015
		<i>Notes</i>	RMB'000	RMB'000
		<i>附註</i>	人民幣千元	人民幣千元
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		5,963,843	6,952,947
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank borrowings	計息銀行借款	24	1,109,920	2,597,440
Deferred tax liabilities	遞延稅項負債	25	13,596	15,027
Government grants	政府補貼		9,111	16,537
Total non-current liabilities	總非流動負債		1,132,627	2,629,004
Net assets	淨資產		4,831,216	4,323,943
EQUITY	權益			
Equity attributable to equity holders of the Company	本公司股本持有人應佔權益			
Share capital	股本	26	2,730,433	2,336,168
Reserves	儲備	29	1,980,419	1,876,111
			4,710,852	4,212,279
Non-controlling interests	非控股權益		120,364	111,664
Total equity	總權益		4,831,216	4,323,943

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ZHANG XIN
張新
Director
董事

ZHANG YE
張擘
Director
董事

Consolidated Statement of Changes in Equity

Year ended 31 December 2016

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綜合權益變動表

		Attributable to equity holders of the Company 本公司股本持有人應佔								Total equity 總權益	
		Notes 附註	Share capital	Share-based payment reserve	Capital reserves	Statutory reserve	Exchange fluctuation reserve	Retained profits	Total		Non-controlling interests
			RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元		RMB'000 人民幣千元
As at 1 January 2015	於2015年1月1日		2,336,168	1,473	245,663	243,867	293	1,309,676	4,137,140	100,451	4,237,591
Profit for the year	年度利潤		-	-	-	-	-	282,898	282,898	2,035	284,933
Other comprehensive loss for the year	年度其他全面虧損		-	-	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	換算海外業務時之匯兌差額		-	-	-	-	(143,367)	-	(143,367)	-	(143,367)
Total comprehensive income for the year	年度全面收入總額		-	-	-	-	(143,367)	282,898	139,531	2,035	141,566
Acquisition of subsidiaries	收購附屬公司	31	-	-	-	-	-	-	-	9,178	9,178
2014 final dividend declared	已宣派2014年末期股息		-	-	-	-	-	(24,939)	(24,939)	-	(24,939)
Equity-settled share option arrangements	權益結算購股權安排	27	-	449	-	-	-	-	449	-	449
2015 interim dividend	2015年中期股息	11	-	-	-	-	-	(39,902)	(39,902)	-	(39,902)
Appropriation to the statutory reserves	分配至法定儲備	29	-	-	-	67,774	-	(67,774)	-	-	-
As at 31 December 2015	於2015年12月31日		2,336,168	1,922	245,663	311,641	(143,074)	1,459,959	4,212,279	111,664	4,323,943

		Attributable to equity holders of the Company 本公司股本持有人應佔								Total equity 總權益	
		Notes 附註	Share capital	Share-based payment reserve	Capital reserves	Statutory reserve	Exchange fluctuation reserve	Retained profits	Total		Non-controlling interests
			RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元		RMB'000 人民幣千元
As at 1 January 2016	於2016年1月1日		2,336,168	1,922*	245,663*	311,641*	(143,074)*	1,459,959*	4,212,279	111,664	4,323,943
Profit for the year	年度利潤		-	-	-	-	-	294,071	294,071	3,900	297,971
Other comprehensive loss for the year	年度其他全面虧損		-	-	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	換算海外業務時之匯兌差額		-	-	-	-	(158,988)	-	(158,988)	-	(158,988)
Total comprehensive income for the year	年度全面收入總額		-	-	-	-	(158,988)	294,071	135,083	3,900	138,983
Termination of a subsidiary	終止附屬公司		-	-	9,493	(9,733)	-	-	(240)	-	(240)
Capital contribution from non-controlling interests	非控股權益的資本投入		-	-	-	-	-	-	-	4,800	4,800
2015 final dividend declared	已宣派2015年末期股息	11	-	-	-	-	-	(19,951)	(19,951)	-	(19,951)
Issue of shares at discount	以折扣發行股票	28	394,265	18,780	-	-	-	-	413,045	-	413,045
Transfer of share-based payment reserve upon the forfeiture of share options	於沒收購股權時轉發以股份為基礎支付儲備		-	(1,110)	-	-	-	1,110	-	-	-
2016 interim dividend	2016年中期股息	11	-	-	-	-	-	(29,364)	(29,364)	-	(29,364)
Appropriation to the statutory reserves	分配至法定儲備	29	-	-	-	43,318	-	(43,318)	-	-	-
As at 31 December 2016	於2016年12月31日		2,730,433	19,592*	255,156*	345,226*	(302,062)*	1,662,507*	4,710,852	120,364	4,831,216

* These reserve accounts comprise the consolidated reserves of RMB1,980,419,000 (2015: RMB1,876,111,000) in the consolidated statement of financial position.

* 該等儲備賬目構成綜合財務狀況表中的綜合儲備人民幣1,980,419,000元(2015年: 人民幣1,876,111,000)。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2016
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			2016	2015
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動產生之現金流量			
Profit before income tax	除所得稅前利潤		398,459	384,728
Adjustments for:	調整：			
Finance costs	財務費用	7	56,144	53,215
Interest income	利息收入	5	(11,214)	(19,588)
Write-off of intangible assets	撇銷無形資產	6	-	35
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	5	3,983	17,590
Fair value gain on contingent consideration payable	應付或然代價公平值收益	5	-	(11,747)
Depreciation	折舊	6	268,772	254,116
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	6	6,728	6,234
Amortisation of other intangible assets	其他無形資產攤銷	6	4,974	5,092
Impairment of trade receivables, prepayments and other receivables	貿易應收款、預付款及其他應收款減值	6	4,424	802
Impairment of goodwill	商譽減值	6	-	7,000
(Reversal of provision)/provision against inventories	(撤銷存貨撥備)/存貨撥備	6	(1,602)	1,524
Write-back of other payables and accruals	其他應付款項及應計項目撥回	5	-	(1,501)
Write-back of trade payables	應付貿易款項撥回	5	-	(3,285)
Amortisation of government grants	政府補貼攤銷		(10,082)	(12,497)
Foreign exchange differences, net	匯兌損益淨額	5	1,480	(6,551)
Share-based payment expenses	以股份為基礎支付開支	6	18,780	449
			740,846	675,616
(Increase)/decrease in inventories	存貨(增加)/減少		(135,928)	69,098
Increase in trade and bills receivables	貿易應收款及應收票據增加		(303,336)	(162,034)
Decrease in prepayments, deposits and other receivables	預付款、按金及其他應收款減少		18,421	152,295
Decrease/(increase) in pledged deposits	已抵押存款減少/(增加)		11,475	(28,812)
Increase in trade and bills payables	貿易應付款及應付票據增加		298,475	68,457
Increase/(decrease) in other payables and accruals	其他應付款及應計款增加/(減少)		29,929	(81,174)
Cash generated from operations	經營產生之現金		659,882	693,446
Interest paid	已付利息		(56,144)	(53,215)
Mainland China tax paid	已付中國內地稅項		(102,367)	(112,582)
Net cash flows from operating activities	經營活動產生之現金流量淨		501,371	527,649

Consolidated Statement of Cash Flows
Year ended 31 December 2016 綜合現金流量表
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		Notes 附註	2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Net cash flows from operating activities	經營活動產生之現金淨額		501,371	527,649
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動產生之現金流量			
Interest received	已收利息	5	11,214	19,588
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目		(486,691)	(467,665)
(Increase)/decrease in deposits for purchase of items of property, plant and equipment	購買物業、廠房及設備項目的按金(增加)/減少		(26,068)	36,315
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項		1,868	442
Addition to prepaid land lease payments	添置預付土地租賃款	14	(26,847)	-
Proceeds from disposal of prepaid land lease payments	處置預付土地租賃款所得款項		-	24,350
Additions to other intangible assets	其他無形資產增加	16	(174)	(2,717)
Receipt of government grants	已收政府補貼		11,930	24,650
Acquisition of subsidiaries	購入附屬公司	31	(4,000)	(119,574)
Net cash flows used in investing activities	投資活動所用之現金流量淨額		(518,768)	(484,611)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動產生之現金流量			
Proceeds from issue of shares	股份發行所得款項		395,602	-
Share issue expenses	股份發行開支		(1,337)	-
Repayment of bank loans	償還銀行貸款		(346,850)	-
Dividends paid	已付股息		(49,315)	(64,841)
Capital contribution from non-controlling interests	非控股權益的資本投入		4,800	-
Net cash flows from/(used in) financing activities	融資活動產生/(使用)之現金流量淨額		2,900	(64,841)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額		(14,497)	(21,803)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		995,928	1,004,706
Effect of foreign exchange rate changes, net	匯率變動影響淨額		16,652	13,025
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終現金及現金等價物		998,083	995,928
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析			
Cash and bank balances	現金及銀行結餘	20	223,269	235,046
Deposits in COFCO Finance	於中糧財務之存款	20	774,814	693,983
Non-pledged time deposits with original maturity of less than three months when acquired	購入時原定到期日少於三個月之無抵押定期存款	20	-	66,899
Cash and cash equivalents as stated in the consolidated statement of financial position and the consolidated statement of cash flows	綜合財務狀況表及綜合現金流量表列之現金及現金等價物		998,083	995,928

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1. Corporate and Group Information

CPMC Holdings Limited (the “Company”) is a limited liability company incorporated in Hong Kong. On 16 November 2009, the Company listed its shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office of the Company is located at 33/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (collectively, the “Group”) are principally engaged in the manufacture of packaging products including beverage cans, food cans, aerosol cans, metal caps, printed and coated tinplates, steel barrels, round and square shaped cans and plastic packaging in the People’s Republic of China (the “PRC” or “Mainland China”).

As at 31 December 2015, the Company was a 60.15% owned subsidiary of COFCO (Hong Kong) Limited (“COFCO (Hong Kong)”), a company incorporated in Hong Kong and ultimately held by COFCO Corporation (“COFCO”). COFCO is a state-owned enterprise registered in the PRC.

On 27 January 2016, COFCO (Hong Kong) sold and 奧瑞金包裝股份有限公司 (ORG Packaging Co. Ltd.*) (“ORG Packaging”), a company established in the PRC and listed on the Shenzhen Stock Exchange, purchased 269,341,200 shares of the Company (the “Share Transfer”). As at 31 December 2016, (i) COFCO (Hong Kong) beneficially held approximately 28.15% of the issued shares of the Company and remained as the single largest shareholder of the Company; and (ii) ORG Packaging beneficially held approximately 22.93% of the issued shares of the Company and was a substantial shareholder of the Company.

* For identification purposes only

1. 公司及集團資料

中糧包裝控股有限公司（「本公司」）是一家在香港註冊成立的有限責任公司。本公司的股份於2009年11月16日在香港聯合交易所有限公司（「聯交所」）主板上市。本公司之註冊辦公地址為香港銅鑼灣告士打道262號中糧大廈33樓。

本公司乃一家投資控股公司。本公司及其附屬公司（統稱「本集團」）主要在中華人民共和國（「中國」或「中國內地」）從事製造包裝產品，包括飲料罐、食品罐、氣霧罐、金屬蓋、印塗鐵、鋼桶、方圓罐及塑膠包裝。

於2015年12月31日，本公司為在香港註冊成立的中糧集團（集團）有限公司（「中糧香港」）擁有60.15%之附屬公司，並由中糧集團有限公司（「中糧」）最終持有。中糧為於中國註冊之國有企業。

於2016年1月27日，中糧（香港）出售及奧瑞金包裝股份有限公司（「奧瑞金包裝」）（於中國註冊成立及於深圳證券交易所上市之公司）收購本公司之269,341,200股股份（「股份轉讓」）。於2016年12月31日，(i)中糧（香港）實益持有本公司約28.15%之已發行股份，並繼續為本公司之最大單一股東；及(ii)奧瑞金包裝實益持有本公司約22.93%之已發行股份，並成為本公司之主要股東。

1. Corporate and Group Information (continued)

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name 名稱	Place of registration and business 註冊及經營地點	Registered share capital 已註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 本公司所佔 股權百分比 直接	Indirect 間接	
Hangzhou COFCO-MC Packaging Co., Ltd. * 杭州中糧美特容器有限公司*	PRC/Mainland China 中國／中國內地	US\$30,050,000 30,050,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Guangzhou Panyu MCP Industries Ltd. * 廣州番禺美特包裝有限公司*	PRC/Mainland China 中國／中國內地	US\$30,290,000 30,290,000美元	-	100	Manufacture of metal and plastic packaging 金屬和塑膠包裝生產
Wuxi Huapeng Closures Co., Ltd.** 無錫華鵬瓶蓋有限公司**	PRC/Mainland China 中國／中國內地	US\$25,000,000 25,000,000美元	-	61.48	Manufacture of metal packaging 金屬包裝生產
Hangzhou CPMC Co., Ltd. * 杭州中糧包裝有限公司*	PRC/Mainland China 中國／中國內地	US\$64,500,000 64,500,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Tianjin CPMC Co., Ltd. * 天津中糧包裝有限公司*	PRC/Mainland China 中國／中國內地	US\$50,000,000 50,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
CPMC (Chengdu) Co., Ltd. * 中糧包裝(成都)有限公司*	PRC/Mainland China 中國／中國內地	US\$40,000,000 40,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Zhangjiagang CPMC Co., Ltd. *** 張家港中糧包裝有限公司***	PRC/Mainland China 中國／中國內地	RMB17,000,000 人民幣17,000,000元	-	100	Manufacture of metal packaging 金屬包裝生產
CPMC (Wuhan) Co., Ltd. * 中糧包裝(武漢)有限公司*	PRC/Mainland China 中國／中國內地	US\$30,000,000 30,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Hangzhou CPMC Canmaking Co., Ltd. * 杭州中糧製罐有限公司*	PRC/Mainland China 中國／中國內地	US\$39,750,000 39,750,000美元	-	100	Manufacture of metal packaging 金屬包裝生產

1. 公司及集團資料(續)

附屬公司資料

主要附屬公司的詳情如下：

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1. Corporate and Group Information (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

Name 名稱	Place of registration and business 註冊及經營地點	Registered share capital 已註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 本公司所佔股權百分比 直接	Indirect 間接	
Shanghai Pinguan Plastic Industry Co., Ltd. ** 上海品冠塑膠工業有限公司**	PRC/Mainland China 中國／中國內地	US\$3,800,000 3,800,000美元	–	100	Manufacture of plastic packaging 塑膠包裝生產
CPMC (Kunshan) Co., Ltd. * 中糧包裝(昆山)有限公司*	PRC/Mainland China 中國／中國內地	US\$24,200,000 24,200,000美元	–	100	Manufacture of metal packaging 金屬包裝生產
CPMC (Zhenjiang) Co., Ltd. * 中糧包裝(鎮江)有限公司*	PRC/Mainland China 中國／中國內地	US\$17,750,000 17,750,000美元	–	100	Manufacture of metal packaging 金屬包裝生產
Guangzhou CPMC Canmaking Co., Ltd. * 廣州中糧製罐有限公司*	PRC/Mainland China 中國／中國內地	US\$60,000,000 60,000,000美元	–	100	Manufacture of metal packaging 金屬包裝生產
Sino-Asia Package (Tianjin) Co., Ltd. ** 環亞包裝(天津)有限公司**	PRC/Mainland China 中國／中國內地	US\$10,000,000 10,000,000美元	–	100	Manufacture of plastic packaging 塑膠包裝生產
Sino-Asia Plastic Package (Zhongshan) Co., Ltd. ** 中山環亞塑料包裝有限公司**	PRC/Mainland China 中國／中國內地	US\$7,200,000 7,200,000美元	–	100	Manufacture of plastic packaging 塑膠包裝生產
Victoria Package (Suzhou) Co., Ltd. *** 蘇州維港包裝有限公司***	PRC/Mainland China 中國／中國內地	RMB100,000,000 人民幣100,000,000元	–	100	Manufacture of plastic packaging 塑膠包裝生產
Weigang Packaging (Tianjin) Co., Ltd. ** 維港包裝(天津)有限公司**	PRC/Mainland China 中國／中國內地	US\$10,000,000 10,000,000美元	–	100	Manufacture of plastic packaging 塑膠包裝生產
CPMC (Tianjin) Barrel Co., Ltd. * 天津中糧製桶有限公司*	PRC/Mainland China 中國／中國內地	US\$20,000,000 20,000,000美元	–	100	Manufacture of metal packaging 金屬包裝生產
Nanning CPMC Canmaking Co., Ltd. ** 南寧中糧製罐有限公司**	PRC/Mainland China 中國／中國內地	US\$30,000,000 30,000,000美元	–	100	Manufacture of metal packaging 金屬包裝生產

1. 公司及集團資料(續)

附屬公司資料(續)

主要附屬公司的詳情如下:(續)

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1. Corporate and Group Information (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

Name 名稱	Place of registration and business 註冊及經營地點	Registered share capital 已註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 本公司所佔 股權百分比 直接	Indirect 間接	
CPMC Investment Co., Ltd. * ("CPMC Investment") 中糧包裝投資有限公司* (「中糧包裝投資」)	PRC/Mainland China 中國／中國內地	US\$404,090,000 404,090,000美元	-	100	Investment holding 投資控股
CPMC (Guangzhou) Plastic Package Co., Ltd. * 中糧(廣州)塑料包裝有限公司*	PRC/Mainland China 中國／中國內地	US\$10,000,000 10,000,000美元	-	100	Manufacture of plastic packaging 塑膠包裝生產
FC Packaging (Harbin) Limited** 永富容器(哈爾濱)有限公司**	PRC/Mainland China 中國／中國內地	RMB80,800,000 人民幣80,800,000元	-	91.3	Manufacture of metal packaging 金屬包裝生產
Fujian FC Packaging Limited* 福建永富容器有限公司*	PRC/Mainland China 中國／中國內地	US\$3,000,000 3,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
CPMC (Guangzhou) Barrel Co., Ltd. * 廣州中糧製桶有限公司*	PRC/Mainland China 中國／中國內地	US\$8,000,000 8,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Weigang Packaging (Suqian) Co., Ltd. ** 宿遷維港包裝有限公司**	PRC/Mainland China 中國／中國內地	US\$6,000,000 6,000,000美元	-	100	Manufacture of plastic packaging 塑膠包裝生產
Suzhou CPMC Co., Ltd. * 中糧包裝(蘇州)有限公司*	PRC/Mainland China 中國／中國內地	US\$5,000,000 5,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Xiamen CPMC Co., Ltd. ** 中糧包裝(廈門)有限公司**	PRC/Mainland China 中國／中國內地	RMB12,000,000 人民幣12,000,000元	-	60	Manufacture of metal packaging 金屬包裝生產
Fujian CPMC Canmaking Co., Ltd.** 福建中糧製罐有限公司**	PRC/Mainland China 中國／中國內地	US\$20,000,000 20,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產

* Wholly-foreign-owned enterprises

** Sino-foreign equity joint ventures

*** Domestic-funded enterprises

* 外資獨資企業

** 中外合資企業

*** 內資企業

1. 公司及集團資料(續)

附屬公司資料(續)

主要附屬公司的詳情如下:(續)



1. Corporate And Group Information (continued)**Information about subsidiaries (continued)**

Particulars of the Company's principal subsidiaries are as follows: (continued)

The English names of all the above companies are direct transliterations of their Chinese registered names.

The statutory financial statements of the above subsidiaries are not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2.1 Basis of Preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for derivative financial instruments which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2016. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

1. 公司及集團資料 (續)**附屬公司資料 (續)**

主要附屬公司的詳情如下：(續)

上述所有公司的英文名稱乃其中文註冊名稱的直接字譯。

上述附屬公司的法定財務報表並未由香港安永會計師事務所，或安永會計師事務所全球網絡內的另一間成員公司審核。

上表載列董事認為主要影響本年度業績或構成本集團大部分淨資產的本公司附屬公司。董事認為，提供其他附屬公司的詳情會使篇幅冗長。

2.1 編製基準

該等財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)，包括全部香港財務報告準則、香港會計準則(「香港會計準則」)及香港公認會計準則編製和香港公司條例。除衍生金融工具以公平值計量外，財務報表乃按歷史成本慣例為編製基準。該等財務報表均以人民幣(「人民幣」)列值，且除另有說明外，所有價值均零整至最接近的千位。

綜合基準

綜合財務報表包括本公司及其附屬公司截至2016年12月31日止年度的財務報表。附屬公司為本公司直接或間接控制之實體(包括結構性實體)。當本集團對參與被投資公司業務的浮動回報承擔風險或享有權利以及能透過對被投資公司之權力(即目前賦予本集團能力以主導被投資公司相關活動之現有權利)影響該等回報時，即取得控制權。



2.1 Basis of Preparation (continued)

Basis of consolidation (continued)

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

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.1 編製基準 (續)

綜合基準 (續)

當本公司直接或間接擁有被投資公司少於多數的投票或同類權利，本集團於評估其是否對被投資公司擁有控制權時考慮所有相關因素及情況，其中包括：

- (a) 與被投資公司的其他投票權持有人的合約安排；
- (b) 因其他合約安排產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司之財務報表乃於與本公司相同之報告期間按相同會計政策編製。附屬公司的業績自本集團取得控制權之日起綜合入賬，並至該控制權終止當日為止一直綜合入賬。

損益及其他全面收入之各個組成部份歸屬於本公司之股本持有人及非控股權益，即使此舉會導致非控股權益有虧絀結餘。所有有關本集團各成員公司間之交易之集團內公司間資產及負債、權益、收入、開支及現金流量會於綜合入賬時悉數對銷。

倘事實及情況顯示上文所述三項控制因素之其中一項或多項出現變動，本集團會重新評估其是否控制被投資公司。並無失去控制權之附屬公司擁有權權益變動以股本交易入賬。

倘本集團失去對一間附屬公司之控制權，則其撤銷確認(i)該附屬公司之資產(包括商譽)及負債、(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計匯兌差額；及確認(i)所收代價之公平值、(ii)所保留任何投資之公平值及(iii)損益賬中任何因此產生之盈餘或虧損。先前於其他全面收入內確認之本集團應佔部份重新分類為損益或留存利潤(視何者屬適當)，基準與本集團直接出售相關資產或負債所需使用之基準相同。

2.2 Changes in Accounting Policies and Disclosures

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

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i>
Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i>
HKFRS 14	<i>Regulatory Deferral Accounts</i>
Amendments to HKAS 1	<i>Disclosure Initiative</i>
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i>
<i>Annual Improvements 2012-2014 Cycle</i>	Amendments to a number of HKFRSs

Except for the amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011), amendments to HKFRS 11, HKFRS 14, amendments to HKAS 41, amendments to HKAS 27 (2011), and certain amendments included in the *Annual Improvements 2012-2014 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the amendments are described below:

- (a) Amendments to HKAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:
- (i) the materiality requirements in HKAS 1;
 - (ii) that specific line items in the statement of profit or loss and the statement of financial position may be disaggregated;
 - (iii) that entities have flexibility as to the order in which they present the notes to financial statements; and
 - (iv) that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of profit or loss. The amendments have had no significant impact on the Group's financial statements.

2.2 會計政策及披露之變動

本集團於本年度之財務報表首次採納下列新訂及經修訂香港財務報告準則。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(2011年)(修訂本)	投資實體：應用綜合入賬的例外情況
香港財務報告準則第11號(修訂本)	收購共同經營權益的會計處理
香港財務報告準則第14號	監管遞延賬戶
香港會計準則第1號(修訂本)	披露動議
香港會計準則第16號及香港會計準則第38號(修訂本)	折舊及攤銷可接納方法的澄清
香港會計準則第16號及香港會計準則第41號(修訂本)	農業：生產性植物
香港會計準則第27號(2011年)(修訂本)	獨立財務報表的權益法
2012-2014週期的年度改進	對若干香港財務報告準則之修訂

除與編製本集團財務報表無關之香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(2011年)(修訂本)、香港財務報告準則第11號(修訂本)、香港財務報告準則第14號、香港會計準則第41號(修訂本)、香港會計準則第27號(2011年)(修訂本)及計入「2012-2014週期的年度改進」的若干修訂本外，該等修訂本之性質及影響概述如下：

- (a) 香港會計準則第1號(修訂本)載有對財務報表呈列及披露範疇內具針對性之改善。該修訂本釐清：
- (i) 香港會計準則第1號內之重大規定；
 - (ii) 損益表及財務狀況表內特定項目可予細分；
 - (iii) 實體可靈活決定財務報表附註之呈列順序；及
 - (iv) 使用權益法入賬的分佔聯營公司及合資企業的其他全面收益須作為單獨項目匯總呈列，且在其後將會或將不會重新分類至損益的項目間進行歸類。

此外，該等修訂本釐清於財務狀況表及損益表內呈列額外小計時適用的規定。該等修訂本對本集團之財務報表並未產生任何重大影響。



2.2 Changes in Accounting Policies and Disclosures (continued)

- (b) Amendments to HKAS 16 and HKAS 38 clarify the principle in HKAS 16 and HKAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through the use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are applied prospectively. The amendments have had no impact on the financial position or performance of the Group as the Group has not used a revenue-based method for the calculation of depreciation of its non-current assets.
- (c) *Annual Improvements to HKFRSs 2012-2014 Cycle* issued in October 2014 sets out amendments to a number of HKFRSs. Details of certain amendments are as follows:

HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations: Clarifies that changes to a plan of sale or a plan of distribution to owners should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. Accordingly, there is no change in the application of the requirements in HKFRS 5. The amendments also clarify that changing the disposal method does not change the date of classification of the non-current assets or disposal group held for sale. The amendments are applied prospectively. The amendments have had no impact on the Group as the Group did not have any change in the plan of sale or disposal method in respect of the disposal group held for sale during the year.

2.2 會計政策及披露之變動 (續)

- (b) 香港會計準則第16號及香港會計準則第38號修訂本澄清香港會計準則第16號及香港會計準則第38號的原則，說明收入反映經營業務（資產屬業務的一部分）而產生經濟利益的模式，而非透過使用資產而消耗經濟利益的模式。因此，收益法不可用於折舊物業、廠房及設備，僅可用於極為有限的情況以攤銷無形資產。該等修訂本將於日後應用。由於本集團並無使用收益法計算其非流動資產的折舊，故該等修訂本將不會對本集團的財務狀況或表現構成任何影響。
- (c) 於2014年10月頒佈的香港財務報告準則「2012-2014週期的年度改進」載列多項香港財務報告準則之修訂本。有關部分修訂本載列如下：

香港財務報告準則第5號持作出售之非流動資產及已終止經營業務：釐清轉換為出售計劃或分派予擁有人之計劃不應視作一項新出售計劃之方式，而是原計劃之延續。因此，應用香港財務報告準則第5號之規定並未變動。該修訂本亦釐清改變出售方式並無改變非流動資產或待售之出售組合之分類日期。該等修訂本將於日後應用。該等修訂本對本集團並無影響，此乃由於本集團年內與持作待售之出售組合相關之銷售或出售方法計劃並無變動。



Notes to Financial Statements

財務報表附註 31 December 2016
2016年12月31日

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO
FINANCIAL
STATEMENTS
財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions²</i>
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts²</i>
HKFRS 9	<i>Financial Instruments²</i>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁴</i>
HKFRS 15	<i>Revenue from Contracts with Customers²</i>
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers²</i>
HKFRS 16	<i>Leases³</i>
Amendments to HKAS 7	<i>Disclosure Initiative¹</i>
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses¹</i>

- 1 Effective for annual periods beginning on or after 1 January 2017
- 2 Effective for annual periods beginning on or after 1 January 2018
- 3 Effective for annual periods beginning on or after 1 January 2019
- 4 No mandatory effective date yet determined but available for adoption

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並無於此等財務報表應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

香港財務報告準則第2號 (修訂本)	以股份為基礎支付交易之分類及計量 ²
香港財務報告準則第4號 (修訂本)	應用香港財務報告準則第9號財務工具及香港財務報告準則第4號保險合約 ²
香港財務報告準則第9號	金融工具 ²
香港財務報告準則第10號及香港會計準則第28號 (2011年) (修訂本)	投資者與其聯營公司或合營企業之間的資產出售或投入 ⁴
香港財務報告準則第15號	客戶合約收益 ²
香港財務報告準則第15號 (修訂本)	釐清香港財務報告準則第15號客戶合約收益 ²
香港財務報告準則第16號	租賃 ³
香港會計準則第7號 (修訂本)	披露動議 ¹
香港會計準則第12號 (修訂本)	就未變現虧損確認遞延稅項資產 ¹

- 1 於2017年1月1日或之後開始之年度期間生效
- 2 於2018年1月1日或之後開始之年度期間生效
- 3 於2019年1月1日或之後開始之年度期間生效
- 4 並無釐定強制生效日期，惟可供採納

2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

The HKICPA issued amendments to HKFRS 2 in August 2016 that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet the employee's tax obligation associated with the share-based payment; and the accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. The Group expects to adopt the amendments from 1 January 2018. The amendments are not expected to have any significant impact on the Group's financial statements.

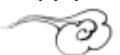
In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group expects to adopt HKFRS 9 from 1 January 2018. The Group is currently assessing the impact of the standard.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

預期適用於本集團的該等香港財務報告準則的進一步資料如下：

香港會計師公會於2016年8月頒佈的香港財務報告準則第2號(修訂本)闡述三大範疇：歸屬條件對計量以現金結算以股份為基礎支付交易的影響；為僱員履行與以股份為基礎支付的稅務責任而預扣若干金額的以股份為基礎支付交易(附有淨額結算特質)的分類；以及對以股份為基礎支付交易的條款及條件作出令其分類由現金結算變為權益結算的修訂時的會計處理方法。該等修訂本明確說明計量以權益結算以股份為基礎支付時歸屬條件的入賬方法亦適用於以現金結算以股份為基礎支付。該等修訂本引入一個例外情況，在符合若干條件時，為僱員履行與以股份為基礎支付的稅務責任而預扣若干金額的以股份為基礎支付交易(附有淨額結算特質)，將整項分類為以權益結算以股份為基礎支付交易。此外，該等修訂本明確說明，倘以現金結算以股份為基礎支付交易的條款及條件有所修訂，令其成為以權益結算以股份為基礎支付交易，該交易自修訂日期起作為以權益結算的交易入賬。本集團預期自2018年1月1日起採納該等修訂本。該等修訂本預期不會對本集團財務報表產生任何重大影響。

於2014年9月，香港會計師公會頒佈香港財務報告準則第9號的最終版本，匯集金融工具項目的所有階段以取代香港會計準則第39號及香港財務報告準則第9號的全部先前版本。該準則引入分類及計量、減值及對沖會計處理的新規定。本集團預期自2018年1月1日起採納香港財務報告準則第9號。本集團目前正在評估該標準之影響。



2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards (continued)

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for application now.

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In June 2016, the HKICPA issued amendments to HKFRS 15 to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt HKFRS 15 and decrease the cost and complexity of applying the standard. The Group expects to adopt HKFRS 15 on 1 January 2018 and is currently assessing the impact of HKFRS 15 upon adoption.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港財務報告準則第10號及香港會計準則第28號(2011年)修訂本針對香港財務報告準則第10號及香港會計準則第28號(2011年)之間有關投資者及其聯營公司或合營企業之間之資產出售或投入兩者規定之一致性。該等修訂本規定投資者與其聯營公司或合營企業之間的資產出售或投入構成一項業務時，須全數確認損益。就涉及不構成業務的資產的交易，交易產生的損益於投資者的損益內確認，惟僅以非關連投資者於該聯營公司或合營企業的權益為限。該等修訂本將於日後應用。香港會計師公會已於2016年1月撤銷香港財務報告準則第10號及香港會計準則第28號(2011年)修訂本的過往強制生效日期，而新強制生效日期將於完成對聯營公司及合營企業之更多會計審閱後釐定。然而，該等修訂本現時可供應用。

香港財務報告準則第15號建立一個新的五步模式，將應用於自客戶合約產生的收益。根據香港財務報告準則第15號，收益按能反映實體預期就交換向客戶轉讓貨物或服務而有權獲得的代價金額確認。香港財務報告準則第15號的原則為計量及確認收益提供更加結構化的方法。該準則亦引入廣泛的定性及定量披露規定，包括分拆收益總額，關於履行責任、不同期間之間合約資產及負債賬目結餘的變動以及主要判斷及估計的資料。該準則將取代香港財務報告準則項下所有現時收益確認的規定。於2016年6月，香港會計師公會頒佈香港財務報告準則第15號之修訂，以解決辨別履行義務、主體與代理的應用指引、知識產權許可及過渡等執行問題。修訂還旨在幫助實體採用香港財務報告準則第15號時能確保更一致的應用，並降低應用此標準時的成本和複雜性。本集團預期於2018年1月1日採納香港財務報告準則第15號，目前正評估採納香港財務報告準則第15號的影響。

2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards (continued)

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e. the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognize the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. The Group expects to adopt HKFRS 16 on 1 January 2019 and is currently assessing the impact of HKFRS 16 upon adoption.

2.3 已頒佈但尚未生效之香港財務報告準則（續）

香港財務報告準則第16號取代香港會計準則第17號「租賃」、香港（國際財務報告詮釋委員會）—詮釋第4號「釐定安排是否包括租賃」、香港（準則詮釋委員會）—詮釋第15號「經營租賃－優惠」及香港（準則詮釋委員會）—詮釋第27號「評估涉及租賃法律形式交易的內容」。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項租賃確認豁免—低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期作出租賃付款為負債（即租賃負債）及代表可使用相關資產的權利為資產（即有使用權資產）。除非有使用權資產符合香港會計準則第40號投資物業的定義，有使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及因租賃付款而減少。承租人將須分別確認租賃負債的利息開支及有使用權資產的折舊開支。承租人將亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定該等付款的一項指數或比率變更而引致未來租賃付款變更。承租人一般將重新計量租賃負債的數額確認為有使用權資產的調整。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人的會計處理方式。出租人將繼續使用與香港會計準則第17號相同的分類原則對所有租賃進行分類，並將之分為經營租賃及融資租賃。本集團預期自2019年1月1日採納香港財務報告準則第16號，目前正評估採納香港財務報告準則第16號的影響。

2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards (continued)

Amendments to HKAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amendments will result in additional disclosure to be provided in the financial statements. The Group expects to adopt the amendments from 1 January 2017.

Amendments to HKAS 12 were issued with the purpose of addressing the recognition of deferred tax assets for unrealised losses related to debt instruments measured at fair value, although they also have a broader application for other situations. The amendments clarify that an entity, when assessing whether taxable profits will be available against which it can utilise a deductible temporary difference, needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. The Group expects to adopt the amendments from 1 January 2017.

2.3 已頒佈但尚未生效之香港財務報告準則（續）

香港會計準則第7號（修訂本）要求實體作出披露，以使財務報表使用者可評估融資活動所產生的負債變動，包括現金流量及非現金流量產生的變動。該等修訂本將導致須於財務報表作出額外披露。本集團預期自2017年1月1日起採納該等修訂本。

儘管香港會計準則第12號（修訂本）可更廣泛應用於其他情況，但其頒佈目的為說明與以公平價值計量的債務工具相關的未變現虧損確認遞延稅項資產。該等修訂本清楚說明實體於評估是否有應課稅溢利可用作抵扣可扣減暫時差異時，需要考慮稅務法例是否對於可扣減暫時差異轉回時可用作抵扣的應課稅溢利的來源有所限制。此外，該等修訂本就實體應如何釐定未來應課稅溢利提供指引，並解釋應課稅溢利可包括收回超過賬面值的部分資產的情況。本集團預期自2017年1月1日起採納該等修訂本。



2.4 Summary of Significant Accounting Policies

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

2.4 主要會計政策概要

業務合併及商譽

業務合併乃以購買法入賬。轉讓之代價乃以收購日期的公平值計算，該公平值為本集團轉讓的資產於收購日期的公平值、本集團對被收購方之前度擁有人承擔的負債，及本集團發行以換取被收購方控制權的股本權益的總和。於各業務合併中，本集團選擇以公平值或按比例分佔被收購方可識別淨資產計量屬於現時所有權權益並賦予其持有人在清盤時按比例分佔被收購方淨資產的非控股股東權益。所有非控股權益的其他組成部份按公平值計量。收購相關成本於產生時支銷。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關條件，評估將承接的金融資產及負債，以作出適合的分類及標示，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。

倘業務合併分階段進行，先前持有的股權乃按其於收購日期的公平值重新計量，而任何帶來的收益或虧損將於損益確認。

將由收購方轉讓的任何或然代價於收購日期按公平值確認。被分類為資產或負債按公平值計量，公平值變動則於損益確認。分類為權益的或然代價不會被重新計量，而其後結算將於權益內入賬。

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前由持有的被收購方股權的公平值總額，超逾與所收購可識別資產淨值及所承擔負債的差額。如總代價及其他項目的總額低於所收購資產淨值的公平值，於重新評估後其差額將於損益確認為議價收購收益。



2.4 Summary of Significant Accounting Policies (continued)

Business combinations and goodwill (continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its derivative financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2.4 主要會計政策概要 (續)

業務合併及商譽 (續)

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行檢討。本集團於12月31日進行商譽之年度減值測試。為進行減值測試，因業務合併而購入的商譽自購入之日被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產生單位或各組現金產生單位，而無論本集團其他資產或負債是否已分配予該等單位或該組單位。

減值乃通過評估與商譽有關的現金產生單位（一組現金產生單位）的可收回金額釐定。當現金產生單位（一組現金產生單位）的可收回金額低於賬面金額時，減值虧損便予以確認。已就商譽確認的減值虧損不得於未來期間撥回。

倘商譽已被分配至一個現金產生單位（或一組現金產生單位）而該單位的部份業務已出售，則在釐定出售帶來的收益或虧損時，與所出售業務相關的商譽會計入該業務的賬面值。在該等情況下出售的商譽，乃根據所出售業務的相對價值及現金產生單位的保留份額進行計量。

公平值計量

本集團於各報告期末按公平值計量其衍生金融工具。公平值為於計量日期市場參與者間進行的有序交易中出售資產所收取或轉移負債所支付的價格。公平值計量乃基於出售資產或轉移負債的交易於資產或負債的主要市場進行，或在未有主要市場的情況下，則於資產或負債的最有利市場進行的假設。主要或最有利市場必須為本集團可進入的市場。資產或負債的公平值乃基於市場參與者為資產或負債定價時所用的假設計量（假設市場參與者以符合彼等最佳經濟利益的方式行事）。



2.4 Summary of Significant Accounting Policies (continued)

Fair value measurement (continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- | | | |
|---------|---|---|
| Level 1 | – | based on quoted prices (unadjusted) in active markets for identical assets or liabilities |
| Level 2 | – | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly |
| Level 3 | – | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable |

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 主要會計政策概要 (續)

公平值計量 (續)

非金融資產的公平值計量會計及一名市場參與者透過以最大限度使用該資產達致最佳用途，或透過將資產出售予將以最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。

本集團使用適用於不同情況且具備足夠可用數據以計量公平值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

於財務報表計量或披露公平值的所有資產及負債，均根據對公平值計量整體而言屬重大的最低級別輸入數據在下述公平值等級內進分類：

- | | | |
|-----|---|---|
| 第1級 | – | 基於相同資產或負債於活躍市場的報價 (未經調整) |
| 第2級 | – | 基於對公平值計量而言屬重大的可觀察 (直接或間接) 最低級別輸入數據的估值方法 |
| 第3級 | – | 基於對公平值計量而言屬重大的不可觀察最低級別輸入數據的估值方法 |

就經常於財務報表確認的資產及負債而言，本集團於各報告期末透過 (按對公平值計量整體而言屬重大的最低別級輸入數據) 重新評估分類，釐定等級中各個級別間是否出現轉移。



2.4 Summary of Significant Accounting Policies (continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

2.4 主要會計政策概要 (續)

非金融資產減值

倘若出現減值跡象或需要對資產(存貨、遞延稅項資產、金融資產除外)進行年度減值測試，則會估計該資產的可收回金額。資產的可收回金額為資產或現金產生單位的使用價值與其公平值減出售成本的較高者，並就個別資產釐定，除非資產並無產生在很大程度上可獨立於其他資產或資產類別的現金流入。在此情況下，將就資產所屬現金產生單位釐定可收回金額。

減值虧損僅於資產賬面值超逾可收回金額時確認。於評估使用價值時，估計未來現金流量以可反映現時市場對貨幣時間價值及資產特定風險評估的稅前貼現率貼現至現值。減值虧損於其於與已減值資產功能相符之開支類別產生之期間自損益表扣除。

於各報告期末均評估是否有跡象顯示過往已確認的減值虧損不再存在或有所減少。若出現上述跡象，則估計可收回金額。資產(商譽除外)過往已確認的減值虧損僅於釐定資產可收回金額所用的估計有變時撥回，惟金額不會超過假設過往年度並無就該項資產確認減值虧損而應有的賬面值(已扣除折舊／攤銷)。減值虧損撥回於產生期間計入損益表。



2.4 Summary of Significant Accounting Policies (continued)

Related parties

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

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

or

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

2.4 主要會計政策概要 (續)

關連人士

下列各人士視為與本集團有關聯：

- (a) 為一名人士或該名人士的近親，而該人士
 - (i) 控制或共同控制本集團；
 - (ii) 本集團擁有重大影響力；或
 - (iii) 為本集團或本集團一間母公司的主要管理層成員；

或

- (b) 為一間實體而任何下列條件適用：
 - (i) 該實體及本集團為同一集團的成員公司；
 - (ii) 一間實體為另一間實體的聯繫人士或合營企業（或另一間實體的母公司、附屬公司或同系附屬公司）；
 - (iii) 該實體及本集團為相同的第三方的合營企業；
 - (iv) 一間實體為一間第三方實體的合營企業，而另一間實體為該第三方實體的聯營公司；
 - (v) 該實體為本集團或與本集團有關的實體的僱員福利退休福利計劃；
 - (vi) 該實體由(a)項所述人士控制或共同控制；
 - (vii) (a)(i)項所述的人士對該實體具有重大影響力或為該實體（或該實體的母公司）的主要管理層成員；及
 - (viii) 該實體或該實體所屬集團之任何成員公司為本集團或本集團之母公司提供管理要員服務。

2.4 Summary of Significant Accounting Policies (continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life, taking into account its estimated residual value of 10%. The estimated useful lives for this purpose are as follows:

Buildings	20 to 30 years
Leasehold improvements	3 to 5 years
Machinery and equipment	12 to 20 years
Vehicles	5 years
Electronic equipment, office equipment and fixtures	5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4 主要會計政策概要 (續)

物業、廠房及設備與折舊

物業、廠房及設備(在建工程除外)按成本減累計折舊及任何減值虧損入賬。物業、廠房及設備項目的成本包括其購買價及任何使資產達致擬定用途運作狀況及地點而直接應計的成本。

物業、廠房及設備項目投入運作後產生的開支，例如維修保養開支，一般於產生期間自損益表扣除。倘達到確認標準，則重大檢查的開支會於資產賬面值中資本化作為替換。倘須定期替換大部分物業、廠房及設備，則本集團會將該等部分確認為有特定可使用年期的個別資產及相應地予以折舊。

折舊乃於各項物業、廠房及設備的估計可使用年期內以直線法將其成本撇銷至剩餘價值計算得出(統計及其估計剩餘價值為10%)。物業、廠房及設備的估計可使用年期如下：

樓宇	20年至30年
租賃物業裝修	3年至5年
機器及設備	12年至20年
運輸工具	5年
電子設備、辦公設備及裝置	5年

倘一項物業、廠房及設備各部分擁有不同的可使用年期，則該項物業、廠房及設備的成本將按合理基礎於各部分之間予以分配，而各部分將個別折舊。剩餘價值、可使用年期及折舊方法最少於各財政年度年結日進行一次檢討及於適當時作出調整。

物業、廠房及設備包括任何經初步確認的主要部分於出售或預期待日後使用或出售不會有任何經濟利益時終止確認。於終止確認資產當年的損益表確認的出售或棄用盈虧指有關資產的出售所得款項淨額與賬面值之差額。

2.4 Summary of Significant Accounting Policies (continued)

Property, plant and equipment and depreciation (continued)

Construction in progress represents buildings, plants, machinery and product lines under construction, or renovation works in progress and is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Patents and licences

Purchased patents and licences are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 10 to 15 years.

2.4 主要會計政策概要 (續)

物業、廠房及設備與折舊 (續)

在建工程指正在建設的樓宇、廠房、機器及生產線，或正在進行的裝修，按成本減任何減值虧損入賬而不作折舊。成本包括施工期間的工程直接成本及有關借貸資金的資本化借貸成本。在建工程於落成可用時獲重新分類至物業、廠房及設備的適當類別。

無形資產 (商譽除外)

個別收購的無形資產於初步確認時按成本計量。業務合併之中收購無形資產的成本乃該資產於收購日期的公平值。無形資產的可使用年期評估為有限或無限。可使用年期有限的無形資產隨後於可使用經濟年限內攤銷，並評估是否有跡象顯示無形資產可能出現減值。可使用年期有限的無形資產的攤銷年期及攤銷方法至少於各個財政年度完結時進行審閱。

每年個別或按現金產生單位對可使用年期為無限之無形資產進行減值測試。此等無形資產不予攤銷。可使用年期為無限之無形資產之可使用年期會每年檢討，以釐定評定為無限之年期是否繼續有證據支持。倘沒有，評定為無限之可使用年期改為有限按將來適用法入賬。

專利及許可

購買專利及許可乃以成本減去任何減值虧損列賬，並按其估計可使用年期（10至15年）以直線法攤銷。



2.4 Summary of Significant Accounting Policies (continued)

Intangible assets (other than goodwill) (continued)

Research and development costs

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

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

Computer software

Acquired computer software licences are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 3 to 8 years.

Customer relationship

Customer relationship represents the fair value attributable to the customer base or existing contractual bids with customers acquired as a result of business combination.

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

2.4 主要會計政策概要 (續)

無形資產 (商譽除外) (續)

研發成本

所有研究成本於產生時自損益表扣除。

開發新產品的項目產生的支出僅當本集團能顯示下列各項，方予資本化及遞延：完成該項無形資產使其可供使用或出售在技術上的可行性、其完成的意向及使用或出售該資產的能力、該資產日後如何產生經濟利益、是否有資源可以完成該項目，以及在開發過程中是否可以可靠地計量該項支出。不符合該等準則的產品開發支出在產生時支銷。

電腦軟件

購買電腦軟件牌照乃以成本減去任何減值虧損列賬，並按其估計可使用年期 (3至8年) 以直線法攤銷。

客戶關係

客戶關係指因企業合併導致的客戶基礎或與所收購客戶的現有合約投標應佔的公平值。

租賃

除法定所有權外，資產擁有權絕大部分回報及風險實際上已轉嫁予本集團的租約均以融資租賃列賬。於融資租賃初期，租賃資產成本按最低租賃付款現值撥作資本並連同有關承擔責任入賬 (利息部分除外)，以反映購買及融資。根據撥充資本的融資租賃所持的資產計入物業、廠房及設備，並按資產租賃年期及估計可使用年期 (以較短者為準) 折舊。該等租賃的融資費用於損益表扣除，以於租賃期間產生定期扣除比率。

透過具融資性質之租購合約收購之資產乃列作融資租約，惟須按估計可使用年期計提折舊。



2.4 Summary of Significant Accounting Policies (continued)

Leases (continued)

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss and loans and receivables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

2.4 主要會計政策概要 (續)

租賃 (續)

資產擁有權的絕大部分回報及風險仍歸於出租人的租賃以經營租賃入賬。倘本集團為出租人，則本集團按照經營租賃所租賃資產計入非流動資產，而根據經營租賃應收租金於租賃期間以直線法計入損益表。倘本集團為承租人，扣除向出租人收取之任何獎勵之經營租賃應付的租金按直線基準於租賃期內自損益表扣除。

經營租賃項下之預付土地租賃款初步按成本列賬，其後按租期以直線法確認。

投資及其他金融資產

初步確認及計量

金融資產於初步確認時分為按公平值計入損益的金融資產以及貸款及應收款項，或劃分為指定作有效對沖的對沖工具的衍生工具（如適用）。金融資產進行初始確認時，應以其公平值，加收購金融資產所應佔的交易成本計量，惟按公平值計入損益之金融資產除外。

任何正常方式購買或出售金融資產應於交易日確認，即本集團承諾購買或出售資產的日期。正常方式購買或出售指遵循在相關市場中的規則或慣例在約定的時間內交付該項資產之金融資產購買或出售。



2.4 Summary of Significant Accounting Policies (continued)

Investments and other financial assets (continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

後續計量

金融資產的後續計量如下所述取決於其類別：

按公平值計入損益的金融資產

按公平值計入損益的金融資產包括持作買賣的金融資產及於初步確認時獲指定為按公平值計入損益的金融資產。倘進行收購旨在於短期內出售，則金融資產將獲分類為持作買賣。除非其獲指定為香港會計準則第39號所界定之有效對沖工具，否則衍生工具（包括個別內含衍生工具）亦獲分類為持作買賣。

按公平值計入損益的金融資產按公平值於財務狀況表列賬，公平值正數變動淨額及公平值負數變動淨額分別於損益表呈列為其他收入及收益以及財務成本。此等公平值變動淨額不包括此等金融資產所賺取之任何股息或利息，有關股息或利息根據以下「收入確認」所載政策予以確認。

於初步確認時指定為按公平值計入損益之金融資產，僅於初步確認日期符合香港會計準則第39號之要求時指定。

倘衍生工具之經濟特徵及風險與主合約者並無密切關係，而主合約並非持作買賣用途或指定為按公平值計入損益，主合約之嵌入式衍生工具以個別衍生工具入賬並按公平值記錄。此等嵌入式衍生工具按公平值計量而公平值變動於損益表內確認。倘合約條款變動大幅改變現金流量，方會作出所需重新評估，或對按公平值於損益列賬類別之金融資產作重新分類。

2.4 Summary of Significant Accounting Policies (continued)

Investments and other financial assets (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in finance costs for loans and in administrative expenses for receivables.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

貸款及應收款

貸款及應收款指附帶固定或可釐定付款金額，並沒有在活躍市場報價的非衍生金融資產。於初步計量後，該等資產其後以實際利率法按攤銷成本減任何減值撥備計量。攤銷成本計及收購時的任何折價或溢價，並包括組成實際利率一部分的費用或成本。實際利率的攤銷包括於損益表的其他收入及收益一項內。減值產生的虧損於損益表的財務費用（貸款減值）及行政費用（應收款減值）內確認。

終止確認金融資產

金融資產（或倘適用，一項金融資產的一部分或一組同類金融資產的一部分）主要在下列情況下將予終止確認（即自本集團的綜合財務狀況表移除）：

- 自資產收取現金流量的權利已屆滿；或
- 本集團已轉讓自資產收取現金流量的權利，或已根據一項「轉付」安排承擔責任，在無重大延誤情況下，將所得現金流量全數付予第三方；及本集團(a)已轉讓資產的絕大部分風險及回報，或(b)並無轉讓或保留資產的絕大部分風險及回報，但已轉讓資產的控制權。

當本集團已轉讓其自一項資產收取現金流量的權利或已訂立轉付安排，其評估其是否仍保留資產擁有權的風險及回報及保留程度。當其並未轉讓或保留資產的絕大部份風險及回報或轉移資產的控制權，本集團就其持續參與的程度持續確認所轉讓資產。在此情況下，本集團亦確認相關負債。已轉讓的資產及相關負債乃按反映本集團保留的權利及責任的基準計量。

本集團以擔保形式持續涉及轉讓資產，乃以資產之原賬面值及本集團可能需要償還之最高代價兩者之較低者計量。

2.4 Summary of Significant Accounting Policies (continued)

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the statement of profit or loss.

2.4 主要會計政策概要 (續)

金融資產減值

本集團於各個報告期末評估是否存在客觀跡象顯示一項或一組金融資產出現減值。倘於初步確認資產後發生的一宗或多宗事件對該項金融資產或該組金融資產的估計未來現金流量造成影響且有關影響能可靠地估計，則存在減值。減值跡象可包括一名或一群債務人正面臨重大財務困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

按攤銷成本列賬的金融資產

就按攤銷成本列賬的金融資產而言，本集團首先會就個別屬重大的金融資產或按組合基準就個別不屬重大的金融資產，個別評估是否存在減值跡象。倘本集團認定按個別基準經評估的金融資產（無論具重要性與否）並無客觀跡象顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性的金融資產內，並共同評估該組金融資產是否存在減值。經個別評估減值的資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估之內。

任何已識別的減值虧損金額按該資產賬面值與估計未來現金流量（不包括並未產生的未來信貸虧損）現值的差額計量。估計未來現金流量的現值以金融資產的初始實際利率（即初次確認時計算的實際利率）折現。

該資產的賬面值會通過使用備抵賬而減少，而虧損於損益表確認。利息收入於減少後之賬面值中持續產生，且採用計量減值虧損時用以折現未來現金流量的利率累計。若日後收回不可實現及所有抵押品已變現或轉讓予本集團，則撇清貸款及應收款項連同任何相關撥備。

倘若在其後期間估計減值虧損金額由於確認減值之後發生的事項增加或減少，則透過調整撥備賬增加或減少先前確認的減值虧損。倘於其後收回撇清，該項收回將計入損益表。

2.4 Summary of Significant Accounting Policies (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

The Group's financial liabilities include trade and bills payables, other payables and accruals and interest-bearing bank borrowings.

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

2.4 主要會計政策概要 (續)

金融負債

初步確認及計量

金融負債於初步確認時劃分為按公平值計入損益的金融負債、貸款及借貸，或劃分為指定作有效對沖的對沖工具的衍生工具（如適用）。

所有金融負債初步按公平值確認，而如屬貸款或借貸，則扣除直接應佔交易成本。

本集團的金融負債包括貿易應付款及應付票據、其他應付款及應計項目及計息銀行及借款。

後續計量

金融負債的後續計量取決於被等的分類進行，載列如下：

按公平值計入損益的金融負債

於初步確認時指定為按公平值計入損益之金融負債，僅於初步確認日期符合香港會計準則第39號之要求時指定。

貸款及借貸

於初步確認後，計息貸款及借貸隨後以實際利率法按攤銷成本計量，除非貼現影響為微不足道，在該情況下則按成本列賬。當負債終止確認或按實際利率法進行攤銷程序時，其收益及虧損在損益表內確認。

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可或缺一部分的費用或成本後計算。實際利率攤銷計入損益表的財務費用內。



2.4 Summary of Significant Accounting Policies (continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as commodity futures contracts and foreign currency contracts, to hedge its market price risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

The fair value of commodity purchase contracts that meet the definition of a derivative as defined by HKAS 39 is recognised in the statement of profit or loss as cost of sales. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Group's expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss.

2.4 主要會計政策概要 (續)

終止確認金融負債

金融負債於負債項下責任被解除或撤銷或屆滿時終止確認。

如一項現有金融負債被來自同一貸款方且大部分條款均有差別的一項金融負債所取代，或現有負債的條款被大幅修改，此種置換或修改被視作終止確認原有負債並確認新負債處理，而兩者的賬面值差額於損益表內確認。

金融工具的抵銷

僅於當具法定權利抵銷確認金額及計劃以淨額結算，或同時變賣資產以清償負債，方可將金融資產和金融負債互相抵銷，並在財務狀況表內以淨額列示。

衍生金融工具

初始確認及後續計量

本集團利用衍生金融工具（例如遠期商品合約及外匯合約）以對沖其市價風險。該等衍生金融工具乃按訂立衍生工具合約當日的公平值作初步確認，其後則按公平值重新計量。倘公平值為正數，衍生工具列賬為資產，而倘公平值為負數時，則列賬為負債。

商品購買合約的公平值倘符合香港會計準則第39號所界定一項衍生工具的定義，則於損益表內確認為銷售成本。根據本集團預期購買、銷售或使用要求就收取或交付一項非金融項目而訂立及持續持有的商品合約乃按成本持有。

衍生工具公平值之變動所產生的任何收益或虧損乃直接列入損益表內。



2.4 Summary of Significant Accounting Policies (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognised in accordance with the general guidance for provisions above; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the guidance for revenue recognition.

2.4 主要會計政策概要 (續)

存貨

存貨按成本值與可變現淨值兩者的較低者列賬。若是在製產品及成品，成本值按加權平均法計算，包括直接物料成本、直接勞動成本及固定成本中的適當部分。可變現淨值乃根據估計售價扣除完成及出售時預期產生的任何估計成本計算。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括庫存現金、活期存款及可隨時轉換為已知數額現金、價值變動風險極微及一般自購入後三個月內到期的短期高流動性投資，撇除按要求償還的銀行透支，成為本集團現金管理的組成部分。

就財務狀況表而言，現金及現金等價物包括用途不受限制的庫存現金與存放銀行現金（包括定期存款）。

撥備

倘若因過往事件導致現有債務（法定或推定）及日後可能需要有資源流出以償還債務，則確認撥備，但必須能可靠估計有關債務金額。

倘若折現的影響重大，則確認的準備金額為預期需用作償還債務的未來支出於報告期末的現值。因時間流逝而產生的折現現值增額，列作財務費用計入損益表。

於業務合併中確認的或然負債初步按其公平值計量。其後以(i)根據上述計提準備的一般指引確認的金額；及(ii)初始確認的金額減（倘適用）按照收入確認指引確認的累計攤銷二者中的較高者計量。

**2.4 Summary of Significant Accounting Policies
(continued)****Income tax**

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

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

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 主要會計政策概要 (續)**所得稅**

所得稅包括即期及遞延稅項。有關損益外確認項目的所得稅於損益外確認，不論是否於其他全面收益或權益內直接確認。

即期稅項資產及負債，乃根據於報告期末已頒佈或已實際頒佈的稅率（及稅法），並考慮本集團業務所在國家的現有詮釋及慣例，按預期自稅務機構退回或付予稅務當局的金額計算。

遞延稅項採用負債法就於報告期末資產及負債的稅基與兩者用作財務報告的賬面值之間的所有暫時差額計提準備。

遞延稅項負債乃就所有應課稅暫時差額而確認，惟下列情況除外：

- 遞延稅項負債乃因在一項並非業務合併的交易中初次確認商譽或一項資產或負債而產生，並於交易時並不影響會計利潤或應課稅利潤或虧損；及
- 就與於附屬公司投資有關的應課稅暫時差額而言，暫時差額的撥回時間為可控制，而該等暫時差額於可見將來可能不會撥回。



2.4 Summary of Significant Accounting Policies (continued)

Income tax (continued)

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

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項資產乃就所有可扣稅暫時差額、未動用稅項抵免及未動用稅項虧損的結轉而確認。遞延稅項資產以將有應課稅利潤以動用可扣稅暫時差額、未動用稅項抵免及未動用稅項虧損的結轉以作對銷為限，惟下列情況除外：

- 與可扣稅暫時差額有關的遞延稅項資產乃因在一項並非業務合併的交易中初次確認資產或負債而產生，並於交易時並不影響會計利潤及應課稅利潤或虧損；及
- 就與於附屬公司投資有關的可扣稅暫時差額而言，遞延稅項資產僅於暫時差額於可見將來有可能撥回以及將有應課稅利潤以動用暫時差額以作對銷的情況下，方予確認。

於各報告期末審閱遞延稅項資產的賬面值，並在不再可能有足夠應課稅利潤以動用全部或部分遞延稅項資產時，相應扣減該賬面值。未被確認的遞延稅項資產會於各報告期末重新評估，並在可能有足夠應課稅利潤以收回全部或部分遞延稅項資產時予以確認。

遞延稅項資產及負債乃按預期適用於變現資產或清還負債期間的稅率，根據於報告期末已頒佈或實際上已頒佈的稅率（及稅法）計算。

遞延稅項資產可與遞延稅項負債對銷，但必須存在容許以即期稅項資產對銷即期稅項負債的可合法執行權利，而遞延稅項須與同一課稅實體及同一稅務當局有關。



**2.4 Summary of Significant Accounting Policies
(continued)****Government grants**

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (c) dividend income, when the shareholders' right to receive payment has been established.

2.4 主要會計政策概要 (續)**政府補貼**

政府補貼於可合理地確定將會收取補助及將符合所有附帶條件時按公平值確認。如補貼涉及開支項目，則會於其擬補貼的成本列為支銷的期間有系統地確認為收入。

如補助與資產有關，則其公平值會計入遞延收入賬中，並按有關資產的預計可使用年期以每年等額分期款項撥入損益表，或其公平值從資產的賬面值中扣減並透過扣減的折舊開支而轉撥至損益表。

收入確認

當經濟利益有可能流入本集團及當收入能可靠地計量時，收入會按下列基準確認：

- (a) 銷售貨品所得的收入於所有權的重大風險及回報已轉移至買方時確認，但本集團對所售貨品必須不再享有通常與所有權相關的管理權，也不得再有實際控制權；
- (b) 利息收入按應計基準以實際利率法利用將金融工具在預計可用年期期間或更短期間（如適當）估計在日後收取的現金準備折現至金融資產賬面淨值的利率確認；及
- (c) 股息收入於確立股東收取付款的權利時確認。



2.4 Summary of Significant Accounting Policies (continued)

Employee benefits

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in Note 27 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

2.4 主要會計政策概要 (續)

僱員福利

以股份為基礎支付

本公司設立一項購股權計劃，以向對本集團成功作出貢獻之合資格參與者提供獎勵及回報。本集團之僱員（包括董事）透過以股份為基礎支付之形式收取薪酬，在該安排下，僱員提供服務以作為股本工具之代價（「權益結算交易」）。

就2002年11月7日後進行之授出與僱員進行之權益結算交易之成本乃參考授出日期之公平值計量。公平值由外聘估值師利用二項式模型釐定，進一步詳情載於財務報表附註27。

權益結算交易成本連同權益之相應增加於達成表現及／或服務條件之期間在僱員福利費用確認。於各報告期末至歸屬期就權益結算交易確認之累計開支反映歸屬期屆滿之程度及本集團對將最終歸屬之股本工具之數目之最佳估計。於一段期間內之損益表扣減或進賬代表於該期間期初及期末確認之累計開支變動。

釐定回報的授出日期公允值時，不會計及服務及非市場表現條件，但會評估達成該等條件的可能性，作為本集團對最終將歸屬的權益工具數量的最佳估計。市場表現條件反映於授出日期公允值內。回報所附帶但並無相關服務要求的任何其他條件視為非歸屬條件。除非有另外的服務及／或表現條件，否則非歸屬條件反映於回報的公允值內，並將即時支銷回報。



**2.4 Summary of Significant Accounting Policies
(continued)****Employee benefits (continued)***Share-based payments (continued)*

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2.4 主要會計政策概要 (續)**僱員福利 (續)***以股份為基礎支付 (續)*

基於未能達成非市場表現及／或服務條件而最終並無歸屬的回報不會確認開支。倘回報包括市場或非歸屬條件，交易視為歸屬，而不論市場或非歸屬條件是否達成，惟所有其他表現及／或服務條件須已達成。

當權益結算獎勵之條款被修訂，倘符合獎金之原來條款，則最少金額之開支會被確認，猶如條款未被修訂。此外亦會就任何令以股份為基礎支付之總公平值增加或以其他方式為僱員帶來利益之修訂（按修訂日之計算）確認開支。

倘註銷權益結算獎勵，則其被視為於註銷日期歸屬，而任何未就獎勵確認之開支會即時被確認。此包括任何受本集團或僱員控制之非歸屬條件未被達成之獎勵。然而，倘新獎勵取代已註銷獎勵，並於授出日期被指定為取代獎勵，則已註銷及新獎勵如前段所述被視為原來獎勵之修訂。

發行在外購股權之攤薄影響反映於計算每股盈利之額外股份攤薄。



2.4 Summary of Significant Accounting Policies (continued)

Employee benefits (continued)

Pension scheme and retirement benefits scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

Pursuant to the relevant PRC laws and regulations, each of the PRC subsidiaries of the Group is required to participate in a retirement benefit scheme organised by the local municipal government whereby the Group is required to contribute a certain percentage of the salaries of its employees to the retirement benefit scheme. The only obligation of the Group with respect to the retirement benefit scheme is to pay the ongoing required contributions. Contributions made to the defined contribution retirement benefit scheme are charged to the statement of profit or loss as incurred.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a capitalisation rate has been applied to the expenditure on the individual assets.

2.4 主要會計政策概要 (續)

僱員福利 (續)

退休金計劃及養老金計劃

本集團亦根據強制性公積金計劃條例，為其所有香港僱員設立一項定額供款之強制性公積金退休福利計劃（「強積金計劃」）。供款按僱員有關薪金之某一百分比作出，並於按照強積金計劃之規則應付時於損益表支銷。強積金計劃之資產與本集團之資產分開，由獨立管理基金持有。本集團向強積金計劃作出之僱主供款，在作出時已全數歸僱員所有。

根據相關中國法律及規例，本集團各中國附屬公司均須參與當地地方政府設立的退休福利計劃，本集團須就其僱員薪酬的若干百分比向退休福利計劃供款。本集團就退休福利計劃的唯一責任為持續支付所須的供款。向供款退休福利計劃作出的供款乃於作出時在損益表中扣除。

借貸成本

可直接分配至購買、建築或生產合資格資產（即需要一段長時間方可達致擬定用途或出售之資產）之借貸成本被資本化為該等資產之部份成本。當資產已大致可作擬定用途或出售時，借貸成本將會停止資本化。特定用於合資格資產的借貸在尚未支銷時用作臨時投資所得之投資收入，於資本化之借貸成本中扣除。所有其他借貸成本於其產生期間支銷。借貸成本包括實體因有關借貸資金產生的利息及其他成本。

當一般性地借入資金及用作取得合資格資產，就個別資產開支應用於之資本比率。



2.4 Summary of Significant Accounting Policies (continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

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

Foreign currencies

These financial statements are presented in Renminbi ("RMB"). The functional currency of the Company is Hong Kong dollars. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 主要會計政策概要 (續)

股息

末期股息於股東大會上獲股東批准後確認為負債。

因本公司章程大綱及細則授權董事宣派中期股息，故中期股息同時獲建議及宣派。因此，中期股息於建議及宣派後隨即確認為負債。

外幣

該等財務報表均以人民幣（「人民幣」）呈列，本公司的功能貨幣為港元。本集團內的實體各自決定其功能貨幣，各實體的財務報表項目均以所定功能貨幣計量。本集團實體入賬的外幣交易初始按交易日當日的有關功能貨幣的匯率換算入賬。以外幣為計價單位的貨幣資產及負債，按有關功能貨幣於報告期末的匯率進行換算。結算或兌換貨幣項目產生之差額於損益表確認。

按照歷史成本以外幣計量之非貨幣項目使用初次交易之日之匯率兌換。按照公平值以外幣計量之非貨幣項目利用計量公平值之日之匯率兌換。兌換以公平值計量之非貨幣項目產生之損益之處理方式與確認項目之公平值變動產生之損益之處理方式一致（即其公平值損益於其他全面收入或損益確認之匯兌差額亦分別於其他全面收入或損益中確認）。



2.4 Summary of Significant Accounting Policies (continued)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries are currencies other than the Renminbi. As at the end of the reporting period, the assets and liabilities of these entities are translated into Renminbi at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Renminbi at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in retained profits. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

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

3. Significant Accounting Judgements and Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

2.4 主要會計政策概要 (續)

外幣 (續)

若干海外附屬公司之功能貨幣並非人民幣。於報告期結束時，這些實體的資產和負債按照報告期結束時的匯率折算成本呈列為人民幣，而其損益表按照年內加權平均匯率折算成人民幣。

所產生的匯兌差額於其他全面收入表確認，並於留存利潤累計。於出售外國業務時，與該特定外國業務有關之其他全面收入部分於損益表內確認。

因收購海外業務而產生的任何商譽及對因收購產生的資產及負債賬面值的任何公平值調整，均被視為該海外業務的資產及負債，並以結算匯率換算。

就綜合現金流量表而言，海外附屬公司的現金流按照現金流發生當日的匯率折算成人民幣。海外附屬公司於整個年度中產生之經常性現金流量按該年度之加權平均匯率換算成人民幣。

3. 重大會計判斷及估計

本集團財務報表的編製需要管理層作出影響收入、開支、資產及負債呈報金額及彼等隨附之披露以及或然負債之披露的判斷、估計及假設。該等假設及估計的不明朗因素會導致未來須對受影響資產及負債的賬面值進行重大調整。



3. Significant Accounting Judgements and Estimates (continued)

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Withholding tax arising from the distribution of dividends

The Group's determination as to whether to accrue for withholding taxes arising from the distributions of dividends from certain subsidiaries according to the relevant tax jurisdictions is subject to judgement on the timing of the payment of the dividends or the amount of profits to be retained by the relevant subsidiaries. Further details are given in Note 25 to the financial statements.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of trade receivables

The Group maintains an allowance for estimated loss arising from the inability of its customers to make the required payments. The Group makes its estimates based on the ageing of its trade receivable balances, customers' creditworthiness, and historical write-off experience. If the financial condition of its customers was to deteriorate so that the actual impairment loss might be higher than expected, the Group would be required to revise the basis of making the allowance and its future results would be affected. Further details are given in Note 18 to the financial statements.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2016 was RMB207,951,000 (2015: RMB207,951,000). Further details are given in Note 15 to the financial statements.

3. 重大會計判斷及估計 (續)

判斷

在應用本集團會計政策的過程中，管理層曾作出以下判斷（涉及估計者除外），該等判斷對於財務報表內確認的金額產生最大影響。

分派股息產生的預提稅

本集團就根據相關稅務司法權區的規定是否計提若干附屬公司分派股息產生的預提稅的決定，取決於支付股息時間或相關附屬公司將保留的利潤金額的判斷。更多詳情載於財務報表附註25。

估計不明朗因素

涉及未來的主要假設及於報告期末估計不明朗因素的其他主要來源（前述因素均擁有導致於下個財政年度就資產及負債的賬面值作出大幅調整的重大風險）討論如下。

貿易應收款項減值

本集團為客戶無法進行必要支付引起的預計損失設立備抵。本集團按照貿易應收款項餘額的賬齡、客戶信譽及過去的核銷經驗進行估計。如客戶的財務狀況可能惡化，並導致實際減值損失高於預期，本集團須重審設定備抵的基準和未來可能受到影響的結果。更多詳情載於財務報表附註18。

商譽減值

本集團至少每年釐定商譽有否出現減值。有關釐定需估計獲分配商譽的現金產生單位的使用價值。就估計使用價值而言，本集團需估計預計來自該現金產生單位的未來現金流量及挑選合適貼現率以計算這些現金流量的現值。於2016年12月31日，商譽的賬面值為人民幣207,951,000元（2015年：人民幣207,951,000元）。更多詳情載於財務報表附註15。

3. Significant Accounting Judgements and Estimates (continued)

Estimation uncertainty (continued)

Recognition of share-based payment expenses for shares issued at discount

During the year ended 31 December 2016, the Company entered into subscription agreements with the Company's directors and other employees of the Group to issue shares at discount to the then market price of the Company's shares for the purpose to provide them with incentives and rewards for their services rendered to the Group. The difference between the total fair values of the shares issued at discount and the total consideration received by the Group is accounted for as share-based payment expenses.

The fair values of these shares issued at discount were valued by an external valuer, taking into account of the terms and conditions of these shares as stipulated in the subscription agreements upon which the shares were issued. These valuations require the Company to make estimates about certain key inputs, in particular the liquidity discounts resulting from the lock-up periods of these shares, and hence they are subject to uncertainty.

Income taxes

The Group is mainly subject to income taxes in the PRC. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

3. 重大會計判斷及估計 (續)

估計不明朗因素 (續)

確認按折讓價發行之股份的以股份為基礎支付開支

截至2016年12月31日止年度，本公司與本公司董事及本集團其他員工訂立認購協議，按本公司股份當時市價之折讓價發行，以向他們為服務本集團而提供激勵及獎勵。按折讓價發行之股份之總公平值與本集團收取之總代價差額將計入以股份為基礎支付開支。

該等按折讓價發行之股份由外聘估值師進行估值，並考慮到該等股份按照發行股份時認購協議規定的條款和條件。該等估值要求本公司對某些重要輸入數據進行估算，特別是該等股份在該禁售期間產生之流動性折現，因此它們具不確定性。

所得稅

本集團主要需於中國繳納所得稅。在確定所得稅之撥備時須作出重大判斷。在日常業務過程中，很多交易及計算乃未能確定最終落實的稅款。本集團須估計未來是否繳納額外稅項，以就預期稅務審核事宜確認負債。倘該等事宜之最終稅務結果與起初記錄入賬的金額不同，該等差額將會影響確定撥備期間之所得稅及遞延稅款撥備。



3. Significant Accounting Judgements and Estimates (continued)**Estimation uncertainty (continued)***Deferred tax assets*

As at 31 December 2016, the Group had deferred tax assets of RMB21,089,000 (2015: RMB20,480,000). To the extent it is probable that taxable profit will be available against which the deductible temporary differences will be utilised, deferred tax assets are recognised for temporary differences arising from impairment provisions of property, plant and equipment, inventories and receivables, decelerated tax depreciation and amortisation, certain accrual items and unused tax losses.

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The amount of unrecognised tax losses at 31 December 2016 was RMB62,617,000 (2015: RMB46,232,000). Further details are contained in Note 25 to the financial statements.

Estimated impairment of property, plant and equipment

The Group tests annually whether property, plant and equipment have been impaired in accordance with the accounting policy stated in Note 2.4 to the financial statements. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering each asset's remaining life. Cash flows applying to each asset's remaining life are extrapolated using the estimated growth rates.

3. 重大會計判斷及估計 (續)**估計不明朗因素 (續)***遞延稅項資產*

於2016年12月31日，本集團有遞延稅項資產人民幣21,089,000元(2015年：人民幣20,480,000元)。遞延稅項資產乃就物業、廠房及設備、存貨及應收款，遞減稅項折舊及攤銷、若干應計項目及未使用稅務虧損計提之減值撥備產生臨時性差異確認，惟僅於很可能有應課稅利潤抵扣可扣減臨時性差異為限。

在很有可能有的應課稅利潤來抵扣虧損的限度內，應就所有未利用的稅務虧損確認遞延稅項資產。這需要管理層運用大量的判斷來估計未來應課稅利潤發生的時間和金額，結合課稅籌劃策略，以決定可予以確認的遞延稅項資產的金額。於2016年12月31日，未確認的稅務虧損金額為人民幣62,617,000元(2015年：人民幣46,232,000元)。更多詳情載於財務報表附註25。

物業、廠房及設備的估計減值

本集團根據財務報表中附註2.4所載的會計政策，每年測試其物業、廠房及設備是否減值。現金產生單位可收回金額乃根據使用值計算。此計算根據管理層對其每項資產剩餘可使用年限作出的財務預算為基礎來進行現金流預測。應用於每項資產剩餘可使用年限之現金流法按照預計增長比率為計算基礎。

4. Operating Segment Information

For management purposes, the Group has one operating segment of packaging products, which can be analysed by three business units based on their products and services as follows:

- (a) Tinplate packaging – the Group uses tinplate as the main raw material for its tinplate packaging products, which include three-piece beverage cans, food cans (including milk powder cans), aerosol cans, metal caps, printed and coated tinplates, steel barrels, round and square shaped cans and other metal packaging;
- (b) Aluminum packaging – the Group uses aluminum as the main raw material for its aluminum packaging products, which mainly consist of two-piece cans and one-piece cans; and
- (c) Plastic packaging – the Group's plastic packaging products are mainly used for milk bottles, shampoo bottles, plastic devices of electronic products, daily use hardware, package printing, sports drink bottles and related plastic-made products.

Management monitors the results of the Group's business units separately for the purpose of making decisions about resource allocation and performance assessment. Business unit performance is evaluated based on revenue, as explained in the table below:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Tinplate packaging	馬口鐵包裝	2,737,677	2,586,927
Aluminium packaging	鋁製包裝	2,038,065	2,033,918
Plastic packaging	塑膠包裝	445,257	482,873
		5,220,999	5,103,718

Geographical information

As the Group's major operations and customers are located in Mainland China, no further geographical segment information is provided.

Information about major customers

Revenue of approximately RMB1,830,985,000 (2015: RMB1,780,261,000) was derived from the five largest customers.

4. 經營分部信息

就管理而言，本集團有一個經營分部－包裝產品，可按其產品及服務以三個業務單位分析如下：

- (a) 馬口鐵包裝－本集團使用馬口鐵作為其馬口鐵包裝產品的主要原材料，其中包括三片飲料罐、食品罐（包括奶粉罐）、氣霧罐、金屬蓋、印塗罐、鋼桶、方圓罐及其他金屬包裝；
- (b) 鋁製包裝－本集團使用鋁作為其鋁製包裝產品的主要原材料，主要包括兩片飲料罐及單片罐；及
- (c) 塑膠包裝－本集團的塑膠包裝產品主要用於奶瓶、洗髮水瓶、電子產品的塑膠附件、日用五金、包裝印刷、運動飲料瓶及相關塑膠製品。

管理層單獨監察本集團業務單位的業績，以就資源分配及表現評估作出決定。業務單位的表現乃按收入進行評估，如下表所述：

地域資料

由於本集團的主要業務及客戶均位於中國內地，故並無提供進一步的地域分部資料。

有關主要客戶的資料

來自五位最大客戶的收入約人民幣1,830,985,000元（2015年：人民幣1,780,261,000元）。



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5. Revenue, Other Income And Gains – Net

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts during the year.

An analysis of revenue, other income and net gains is as follows:

5. 收入、其他收入及收益 – 淨額

收入指年內所售貨品的發票淨值，經扣減退貨及貿易折扣。

以下是收入、其他收入及淨收益的分析：

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Revenue	收入		
Sale of goods	銷售貨品	5,220,999	5,103,718
Other income	其他收入		
Bank interest income	銀行利息收入	3,854	15,005
Interest income from COFCO Finance (Note 35(a))	來自中糧財務的利息收入 (附註35(a))	7,360	4,583
Government grants*	政府補貼*	52,006	36,321
		63,220	55,909
Gains – net	收益 – 淨額		
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	(3,983)	(17,590)
Foreign exchange differences, net	外匯差額淨額	(1,480)	6,551
Write-back of trade payables	應付貿易款項撥回	–	3,285
Write-back of other payables and accruals	其他應付款項及應計項目撥回	–	1,501
Fair value gain on contingent consideration payable	應付或然代價之公允價值收益	–	11,747
Other gains	其他收益	7,491	9,592
		2,028	15,086
		65,248	70,995

* The government grants are granted by the PRC's local authority to support local companies. There are no unfulfilled conditions or contingencies relating to these grants.

* 政府補貼乃由中國當地政府授予以支持當地公司。這些補助並無尚未達成的條件或或有事項。

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6. Profit Before Income Tax

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

			2016	2015
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Cost of inventories sold	已出售存貨成本		4,270,281	4,166,711
Realised and unrealised fair value (gains)/losses of derivative financial instruments, net	衍生金融工具已變現及未變現公平值淨(收益)/虧損	23	(2,133)	29,588
(Reversal of provision)/provision against inventories	(撤銷存貨撥備)/存貨撥備		(1,602)	1,524
Cost of sales	銷售成本		4,266,546	4,197,823
Depreciation	折舊	13	268,772	254,116
Amortisation of land lease payments	土地租賃款攤銷	14	6,728	6,234
Amortisation of other intangible assets	其他無形資產攤銷	16	4,974	5,092
Write-off of intangible assets	撤銷無形資產	16	—	35
Research and development costs:	研發成本:			
Current year expenditure	本年度開支		12,764	13,653
Impairment of goodwill**	商譽減值**	15	—	7,000
Minimum lease payments under operating leases	經營租賃下最低租金		24,839	21,248
Auditor's remuneration:	核數師酬金:			
Audit service	核數服務		1,750	1,750
Non-audit services	非核數服務		1,042	1,086
			2,792	2,836
Impairment of trade receivables, prepayments and other receivables*	貿易應收款, 預付款及其他應收款減值*		4,424	802
Employee benefit expense (including directors' and chief executive's remuneration):	僱員福利費用(包括董事及主要行政人員酬金):			
Wages and salaries	工資及薪金		475,536	454,253
Pension scheme contributions***	退休金計劃供款***		47,998	45,196
Other benefits	其他福利		33,509	36,874
Share-based payment expenses	以股份為基礎支付開支	28	18,780	449
			575,823	536,772

* The impairment of trade receivables, prepayments and other receivables is included in administrative expenses in the consolidated statement of profit or loss.

** The impairment of goodwill is included in other expenses in the consolidated statement of profit or loss.

*** As at 31 December 2016, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (2015: Nil).

6. 除所得稅前利潤

本集團除所得稅前利潤乃經扣除以下項目後達致:

* 貿易應收款, 預付款及其他應收款減值已計入綜合損益表內之行政費用。

** 商譽減值已計入綜合損益表內之其他支出。

*** 於2016年12月31日, 本集團並無已沒收供款可供扣減其未來年度之退休金計劃供款(2015年: 無)。



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7. Finance Costs

An analysis of finance costs is as follows:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Interest on:	利息：		
Bank loans	銀行貸款	72,530	66,628
Finance leases	融資租賃	-	36
Total interest expense	總利息開支	72,530	66,664
Less: Interest capitalised	減：資本化利息	(16,386)	(13,449)
		56,144	53,215

7. 財務費用

下列為財務費用分析：

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8. Directors' and Chief Executive's Remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

8. 董事及主要行政人員之酬金

根據香港聯合交易所有限公司證券上市規則（「上市規則」）、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司（披露董事利益資料）規例第2部，年內董事及主要行政人員之酬金披露如下：

		Group 本集團	
		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Fees	袍金	872	609
Other emoluments:	其他薪酬：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,781	1,058
Performance related bonuses*	表現獎勵花紅*	1,498	599
Share-based payment expenses	以股份為基礎支付開支	4,456	75
Pension scheme contributions	退休金計劃供款	179	109
		7,914	1,841
		8,786	2,450

* Certain executive directors of the Company are entitled to bonus payments which are determined as a percentage of the profit after tax of the Group.

* 本公司若干執行董事可獲發參考本集團營運業績而釐定之花紅。

8. Directors' and Chief Executive's Remuneration (continued)**(a) Independent non-executive directors**

The fees paid to independent non-executive directors during the year were as follows:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Mr. Cheng Yuk Wo	鄭毓和先生	257	203
Mr. Fu Tingmei	傅廷美先生	257	203
Mr. Andrew Y. Yan ¹	閻炎先生 ¹	143	203
Mr. Pun Tit Shan ¹	潘鐵珊先生 ¹	71	-
		728	609

There were no other emoluments payable to the independent non-executive directors during the year (2015: Nil).

年內並無應付予獨立非執行董事的其他薪酬(2015年：無)。

(b) Executive directors, non-executive directors and the chief executive**(b) 執行董事、非執行董事及主要行政人員**

		Note 附註	Fees 袍金 RMB'000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼及 實物福利 RMB'000 人民幣千元	Performance related bonuses 表現獎勵花紅 RMB'000 人民幣千元	Share-based payment expenses 以股份為 基礎支付開支 RMB'000 人民幣千元	Pension scheme contributions 退休金 計劃供款 RMB'000 人民幣千元	Total remuneration 總計酬金 RMB'000 人民幣千元
2016	2016年							
Executive directors:	執行董事：							
Mr. Zhang Xin ²	張新先生 ²	a	-	1,113	1,012	2,652	121	4,898
Mr. Zhang Ye ²	張擘先生 ²	a	-	668	486	1,804	58	3,016
			-	1,781	1,498	4,456	179	7,914
Non-executive directors:	非執行董事：							
Mr. Zhou Yuan ³	周原先生 ³		72	-	-	-	-	72
Mr. Shen Tao ³	沈陶先生 ³		72	-	-	-	-	72
Mr. Li Jian ⁴	李建先生 ⁴		-	-	-	-	-	-
Mr. Chen Qianzheng ⁴	陳前政先生 ⁴		-	-	-	-	-	-
Mr. Ning Gaoning ³	寧高寧先生 ³		-	-	-	-	-	-
Mr. Zhou Zheng ³	周政先生 ³		-	-	-	-	-	-
Mr. Wan Zaojian ⁴	萬早田先生 ⁴		-	-	-	-	-	-
Mr. Hu Yonglei ⁴	胡永雷先生 ⁴		-	-	-	-	-	-
			144	1,781	1,498	4,456	179	8,058



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8. Directors' and Chief Executive's Remuneration (continued)

(b) Executive directors, non-executive directors and the chief executive (continued)

	Note	Salaries, allowances and benefits in kind 薪金、津貼及實物福利 RMB'000 人民幣千元	Performance related bonuses 表現獎勵花紅 RMB'000 人民幣千元	Share-based payment expense 以股份為基礎支付開支 RMB'000 人民幣千元	Pension scheme contributions 退休金計劃供款 RMB'000 人民幣千元	Total remuneration 總計酬金 RMB'000 人民幣千元	
2015	2015年						
Executive directors:	執行董事：						
Mr. Zhang Xin	張新先生	b	1,058	599	27	109	1,793
Mr. Wang Jinchang	王金昌先生	b	-	-	32	-	32
			1,058	599	59	109	1,825
Non-executive directors:	非執行董事：						
Mr. Ning Gaoning	寧高寧先生		-	-	-	-	-
Mr. Wan Zaotian	萬早田先生		-	-	-	-	-
Mr. Zhou Zheng	周政先生		-	-	-	-	-
Mr. Hu Yonglei	胡永雷先生	b	-	-	16	-	16
			1,058	599	75	109	1,841

¹ On 1 September 2016, Mr. Andrew Y. Yan resigned as the Company's independent non-executive director, and Mr. Pun Tit Shan was appointed as the Company's independent non-executive director.

² On 19 July 2016, Mr. Zhang Ye was appointed as the general manager, and Mr. Zhang Xin ceased to serve as the general manager but remain as the chairman of the board of directors. On 22 December 2016, Mr. Zhang Ye was appointed as the Company's executive director.

³ On 25 February 2016, Mr. Ning Gaoning and Mr. Zhou Zheng resigned as the Company's non-executive directors, and Mr. Zhou Yuan and Mr. Shen Tao were appointed as the Company's non-executive directors.

⁴ On 22 December 2016, Mr. Wan Zaotian and Mr. Hu Yonglei resigned as the Company's non-executive directors, and Mr. Li Jian and Mr. Chen Qianzheng were appointed as the Company's non-executive directors.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

8. 董事及主要行政人員之酬金 (續)

(b) 執行董事、非執行董事及主要行政人員 (續)

¹ 於2016年9月1日，閻焱先生辭任本公司獨立非執行董事，而潘鐵珊先生獲委任為本公司獨立非執行董事。

² 於2016年7月19日，張擘先生獲委任為總經理，而張新先生不再擔任總經理，但仍為董事會主席。於2016年12月22日，張擘先生獲委任為本公司執行董事。

³ 於2016年2月25日，寧高寧先生及周政先生辭任本公司非執行董事，周原先生及沈陶先生獲委任為本公司非執行董事。

⁴ 於2016年12月22日，萬早田先生及胡永雷先生辭任本公司非執行董事，而李建先生及陳前政先生獲委任為本公司非執行董事。

年內並無董事根據任何安排放棄或同意放棄酬金。

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8. Directors' and Chief Executive's Remuneration (continued)

(b) Executive directors, non-executive directors and the chief executive (continued)

Notes:

- a. During the year ended 31 December 2016, ordinary shares of the Company were issued at discount to Mr. Zhang Xin and Mr. Zhang Ye under the Subscription Agreement (as define in Note 28), further details of which are set out in note 28 to the financial statements. During the year, the share-based payment expenses relating to the shares issued at discount to Mr. Zhang Xin and Mr. Zhang Ye were approximately RMB2,652,000 and RMB1,804,000, respectively.
- b. During the year ended 31 December 2011, share options were granted to certain directors in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in Note 27 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the year ended 31 December 2015 was included in the above directors' and chief executive's remuneration disclosures.

9. Five Highest Paid Employees

The five highest paid employees during the year included two directors (2015: one director), details of whose remuneration are set out in Note 8 above. Details of the remuneration of the remaining three (2015: four) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,567	1,834
Performance related bonuses	表現獎勵花紅	1,197	2,123
Share-based payment expenses	以股份為基礎支付開支	3,183	41
Pension scheme contributions	退休金計劃供款	176	292
		6,123	4,290

8. 董事及主要行政人員之酬金 (續)

(b) 執行董事、非執行董事及主要行政人員 (續)

附註：

- a. 截至2016年12月31日止年度，根據認購協議（定義見附註28），本公司普通股按折讓價發行予張新先生及張擘先生，有關詳情載於財務報表附註28。年內，與發行予張新先生及張擘先生之股份相關的以股份為基礎支付開支分別約為人民幣2,652,000元及人民幣1,804,000元。
- b. 截至2011年12月31日止年度，根據本公司之購股權計劃，董事之最高薪酬僱員就彼等向本集團提供之服務獲授購股權，有關詳情載於財務報表附註27。該等於歸屬期內已於損益報表內確認的購股權之公平值乃於授出日期釐定，而計入截至2015年12月31日止年度財務報表內的金額亦載入上述董事及主要行政人員之最高薪酬僱員之薪酬披露。

9. 五名薪酬最高的僱員

年內五名薪酬最高的僱員包括二名董事（2015年：一名董事），其薪金詳情已載於上文附註8。年內其餘三名（2015年：四名）最高薪酬非本公司董事或主要行政人員僱員的酬金詳情如下：

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9. Five Highest Paid Employees (continued)

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

		Number of employees 僱員	
		2016	2015
Nil to HK\$1,000,000	零至1,000,000港元	—	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	—	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	—	2
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	2	—
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	—
		3	4

During the year ended 31 December 2016, ordinary shares of the Company were issued at discount to three (2015: Nil) non-director, highest paid employees in respect of their services under the Employee Subscription Agreement (as defined in Note 28), further details of which are set out in Note 28 to the financial statements. During the year, the share-based payment expenses relating to the shares issued to non-director and non-chief executive highest paid employees at discount were approximately RMB3,183,000 (2015: Nil) in aggregate.

During the year ended 31 December 2011, share options were granted to certain non-director and non-chief executive highest paid employees in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in Note 27 to the financial statements. The fair value of such options, which had been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the year ended 31 December 2015 was included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

9. 五名薪酬最高的僱員 (續)

酬金在以下範圍內之既非董事亦非首席執行官之最高薪僱員之數目如下：

截至2016年12月31日止年度，根據僱員認購協議，本公司就三名（2015年：無）非董事之最高薪酬僱員所提供之服務以折讓價向彼等發行普通股，有關詳情載於財務報表附註28。於本年度，與以折扣發行予非執行及非最高行政人員之最高薪酬僱員之股份相關的以股份為基礎支付開支合共約為人民幣3,183,000元（2015年：無）。

截至2011年12月31日止年度，若干非董事及非主要行政人員且薪酬最高的僱員根據本公司之購股權計劃（進一步詳情載列於財務報表附註27）就彼等向本集團提供的服務獲授購股權。該等於歸屬期內已於損益表內確認的購股權的公平值乃於授出日期釐定，而計入截至2015年12月31日止年度財務報表內的金額則亦計入上述非董事及非主要行政人員且薪酬最高的僱員之薪酬披露。

10. Income Tax

Hong Kong profits tax has not been provided as the Group did not generate any assessable profits arising in Hong Kong during the year (2015: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Current – Mainland China	本期 – 中國內地		
Charge for the year	年內支出	106,937	107,994
(Overprovision)/underprovision in prior years	過往年度(超額撥備)/ 撥備不足	(4,409)	2,334
Deferred (Note 25)	遞延(附註25)	(2,040)	(10,533)
Total tax charge for the year	年內稅項總支出	100,488	99,795

A reconciliation of the tax expense/(credit) applicable to profit/(loss) before income tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

2016

		Hong Kong 香港		Mainland China 中國內地		Total 合計	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Profit/(loss) before income tax	除所得稅前利潤/(虧損)	(3,028)		401,487		398,459	
Tax at the statutory tax rates ¹	按法定稅率計算之稅項*	(500)	16.5	100,372	25.0	99,872	25.1
Profit not subject to tax due to concessions ²	因稅項優惠毋須繳稅的 利潤**	-	-	(4,912)	(1.2)	(4,912)	(1.2)
Expenses not deductible for tax	不可扣稅之開支	-	-	5,336	1.3	5,336	1.3
Adjustments in respect of current tax of previous periods	以往期間現時稅項調整	-	-	(4,409)	(1.1)	(4,409)	(1.1)
Tax losses utilised from previous periods	動用過往期間的稅項虧損	-	-	(1,833)	(0.5)	(1,833)	(0.5)
Tax losses not recognised	未確認之稅項虧損	500	(16.5)	5,934	1.5	6,434	1.6
Tax charge at the Group's effective rate	本集團按實際稅率計算之 稅項開支	-	-	100,488	25.0	100,488	25.2

10. 所得稅

年內由於本集團於香港並無產生任何應課稅利潤，故並無就香港利得稅作出撥備(2015年：無)。其他地方的應課稅利潤按本集團業務所在司法權區的現行稅率計算。

以本公司、其大部份附屬公司註冊司法權區的法定利率按除所得稅前利潤/(虧損)計算的稅務與實際稅率之開支/(抵免)與根據實際稅率計算之稅務開支之對賬以及適用利率(如法定稅率)與實際稅率之對賬如下：

2016年



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10. Income Tax (continued)

2015

		Hong Kong		Mainland China		Total	
		香港		中國內地		合計	
		RMB'000	%	RMB'000	%	RMB'000	%
		人民幣千元	%	人民幣千元	%	人民幣千元	%
Profit/(loss) before income tax	除所得稅前利潤/(虧損)	(917)		385,645		384,728	
Tax at the statutory tax rates [*]	按法定稅率計算之稅項 [*]	(151)	16.5	96,411	25.0	96,260	25.0
Profit not subject to tax due to concessions ^{**}	因稅項優惠毋須繳稅的利潤 ^{**}	-	-	(5,530)	(1.4)	(5,530)	(1.4)
Expenses not deductible for tax	不可扣稅之開支	-	-	3,088	0.8	3,088	0.8
Income not subject to tax	無需扣稅收入	-	-	(3,758)	(1.0)	(3,758)	(0.2)
Adjustments in respect of current tax of previous periods	以往期間現時稅項調整	-	-	2,334	0.6	2,334	0.6
Tax losses utilised from previous periods	動用過往期間的稅項虧損	-	-	(1,184)	(0.3)	(1,184)	(0.3)
Tax losses not recognised	未確認之稅項虧損	151	(16.5)	8,434	2.2	8,585	2.2
Tax charge at the Group's effective rate	本集團按實際稅率計算之稅項開支	-	-	99,795	25.9	99,795	25.9

* Pursuant to the approvals issued by the State Administration of Taxation of the PRC during the year ended 31 December 2013, the Company and most of its subsidiaries registered in Hong Kong and the British Virgin Islands are regarded as Chinese Resident Enterprises (collectively the "CREs") and the relevant enterprise income tax policies of the PRC are applicable to the CREs commencing from 1 January 2013.

** Under the PRC income tax laws, enterprises are subject to corporate income tax ("CIT") at the rate of 25%. Two of the Group's subsidiaries are operating in a specific development zone in Mainland China, and the relevant tax authorities have granted these two subsidiaries a preferential CIT rate of 15%.

10. 所得稅 (續)

2015年

* 根據中國國家稅務總局於截至2013年12月31日止年度發出的批覆，自2013年1月1日起，本公司及其於香港及英屬維爾京群島註冊的大部分附屬公司被認定為中國居民企業（合稱「中國居民企業」），而該等中國居民企業適用中國企業所得稅的相關稅收政策。

** 根據中國所得稅法，企業應按25%的稅率繳納企業所得稅（「企業所得稅」）。本集團其中兩家附屬公司乃於特定開發區經營，相關稅務機關授予該兩間附屬公司之優惠企業所得稅稅率為15%。

11. Dividends

		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interim – RMB0.025 (2015: RMB0.04) per ordinary share	中期 – 每股普通股 人民幣0.025 (2015: 人民幣0.04)	29,364	39,902
Proposed final – RMB0.1 (2015: RMB0.020) per ordinary share	擬派末期 – 每股普通股 人民幣0.1 (2015: 人民幣0.020)	117,456	19,951
		146,820	59,853

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

本年度擬派末期股息須於應屆股東週年大會上獲得本公司股東批准，方可作實。

12. Earnings Per Share Attributable to Ordinary Equity Holders of the Company

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company of RMB294,071,000 (2015: RMB282,898,000) and the weighted average number of ordinary shares of 1,052,357,000 (2015: 997,560,000) in issue during the year.

The calculation of the diluted earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings per share are based on:

12. 本公司普通股股本持有人應佔每股盈利

每股基本盈利的金額乃根據本年度的本公司普通股股本持有人應佔利潤人民幣294,071,000元（2015年：人民幣282,898,000元）及年內已發行普通股的加權平均數1,052,357,000股（2015年：997,560,000股）計算得出。

每股攤薄盈利金額乃根據本公司普通股權持有人應佔之年內利潤計算得出。於計算中使用之普通股加權平均數為用作計算每股基本盈利之年內已發行普通股數目，以及就視作行使全部潛在攤薄普通股為普通股假設無償發行之普通股加權平均數。

每股基本及攤薄盈利計算乃基於：

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Earnings	盈利		
Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculation	用作計算每股基本盈利之本公司普通股股本持有人應佔利潤	294,071	282,898
		Number of shares 股份數目	
		2016 '000 千股	2015 '000 千股
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in basic earnings per share calculation	用作計算每股基本盈利之年內已發行普通股加權平均數	1,052,357	997,560
Effect of dilution – weighted average number of ordinary shares: Share options	攤薄之影響 – 普通股加權平均數： 購股權	247	879
		1,052,604	998,439



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13. Property, Plant and Equipment

13. 物業、廠房及設備

		Buildings	Leasehold improvements	Machinery and equipment	Vehicles	Electronic equipment, office equipment and fixtures	Construction in progress	Total
		樓宇	租賃物業 – 裝修	機器及設備	運輸工具	電子設備、辦公室設備及裝置	在建工程	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2016	2016年12月31日							
At 31 December 2015 and 1 January 2016:	於2015年12月31日及2016年1月1日：							
Cost	成本	1,002,848	18,981	3,522,029	47,981	144,108	369,159	5,105,106
Accumulated depreciation and impairment	累計折舊及減值	(120,341)	(14,121)	(1,005,917)	(34,022)	(84,682)	-	(1,259,083)
Net carrying amount	賬面淨值	882,507	4,860	2,516,112	13,959	59,426	369,159	3,846,023
At 1 January 2016, net of accumulated depreciation and impairment	於2016年1月1日，扣除累計折舊及減值	882,507	4,860	2,516,112	13,959	59,426	369,159	3,846,023
Additions	添置	1,553	651	2,995	4,097	4,708	431,209	445,213
Disposals	出售	-	(2,709)	(1,861)	(142)	(1,139)	-	(5,851)
Depreciation provided during the year	於本年度折舊撥備	(34,785)	(59)	(204,643)	(7,431)	(21,854)	-	(268,772)
Transfers upon completion	完成時轉入	44,327	-	116,860	1,470	13,007	(175,664)	-
At 31 December 2016, net of accumulated depreciation and impairment	於2016年12月31日，扣除累計折舊及減值	893,602	2,743	2,429,463	11,953	54,148	624,704	4,016,613
At 31 December 2016:	於2016年12月31日：							
Cost	成本	1,048,727	16,923	3,620,197	50,480	156,087	624,704	5,517,118
Accumulated depreciation and impairment	累計折舊及減值	(155,125)	(14,180)	(1,190,734)	(38,527)	(101,939)	-	(1,500,505)
Net carrying amount	賬面淨值	893,602	2,743	2,429,463	11,953	54,148	624,704	4,016,613

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13. Property, Plant and Equipment (continued)

13. 物業、廠房及設備(續)

		Buildings	Leasehold improve- ments	Machinery and equipment	Vehicles	Electronic equipment, office equipment and fixtures 電子設備、 辦公室設備 及裝置	Construction in progress 在建工程	Total
		樓宇 RMB'000 人民幣千元	租賃物業 – 裝修 RMB'000 人民幣千元	機器及 設備 RMB'000 人民幣千元	運輸工具 RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	合計 RMB'000 人民幣千元
31 December 2015	2015年12月31日							
At 1 January 2015:	於2015年1月1日:							
Cost	成本	901,464	14,517	3,066,993	45,794	126,646	488,840	4,644,254
Accumulated depreciation and impairment	累計折舊及減值	(87,756)	(7,630)	(855,275)	(29,851)	(70,195)	–	(1,050,707)
Net carrying amount	賬面淨值	813,708	6,887	2,211,718	15,943	56,451	488,840	3,593,547
At 1 January 2015, net of accumulated depreciation and impairment	於2015年1月1日， 扣除累計 折舊及減值	813,708	6,887	2,211,718	15,943	56,451	488,840	3,593,547
Additions	添置	834	4,464	3,067	258	185	439,377	448,185
Acquisition of subsidiaries (Note 31)	收購附屬公司 (附註31)	57,703	–	17,133	635	968	–	76,439
Disposals	出售	(2,356)	–	(14,049)	(155)	(1,472)	–	(18,032)
Depreciation provided during the year	於本年度折舊撥備	(32,827)	(6,491)	(190,247)	(5,599)	(18,952)	–	(254,116)
Transfers upon completion	完成時轉入	45,445	–	488,490	2,877	22,246	(559,058)	–
At 31 December 2015, net of accumulated depreciation and impairment	於2015年12月31日， 扣除累計 折舊及減值	882,507	4,860	2,516,112	13,959	59,426	369,159	3,846,023
At 31 December 2015:	於2015年12月31日:							
Cost	成本	1,002,848	18,981	3,522,029	47,981	144,108	369,159	5,105,106
Accumulated depreciation and impairment	累計折舊及減值	(120,341)	(14,121)	(1,005,917)	(34,022)	(84,682)	–	(1,259,083)
Net carrying amount	賬面淨值	882,507	4,860	2,516,112	13,959	59,426	369,159	3,846,023

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14. Prepaid Land Lease Payments

14. 預付土地租賃款

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日賬面值	264,537	285,950
Additions	添置	26,847	–
Disposal	出售	–	(24,350)
Acquisition of subsidiaries (Note 31)	收購附屬公司(附註31)	–	9,171
Recognised during the year	於年內確認	(6,728)	(6,234)
Carrying amount at 31 December	於12月31日賬面值	284,656	264,537
Current portion included in prepayments, deposits and other receivables (Note 19)	計入預付款、按金及其他 應收款的即期分部 (附註19)	(6,818)	(6,197)
Non-current portion	非即期部分	277,838	258,340

15. Goodwill

15. 商譽

		RMB'000 人民幣千元
At 1 January 2015:	於2015年1月1日：	
Cost	成本	201,187
Accumulated impairment	累計減值	–
Net carrying amount	賬面淨值	201,187
Cost at 1 January 2015, net of accumulated impairment	於2015年1月1日， 扣除累計減值	201,187
Acquisition of subsidiaries (Note 31)	收購附屬公司(附註31)	13,764
Impairment during the year	年內減值	(7,000)
At 31 December 2015	於2015年12月31日	207,951
At 31 December 2015:	於2015年12月31日：	
Cost	成本	214,951
Accumulated impairment	累計減值	(7,000)
Net carrying amount	賬面淨值	207,951
Cost and net carrying amount at 1 January 2016 and 31 December 2016	於2016年1月1日及 2016年12月31日之成本及賬面淨值	207,951
At 31 December 2016:	於2016年12月31日：	
Cost	成本	214,951
Accumulated impairment	累計減值	(7,000)
Net carrying amount	賬面淨值	207,951

15. Goodwill (continued)

Impairment testing of goodwill

Goodwill acquired through business combinations in the amounts of RMB59,115,000 and RMB155,836,000 is allocated to the tinfoil packaging cash-generating unit and plastic packaging cash-generating unit, respectively.

Goodwill acquired through business combinations is allocated to the following cash-generating units for impairment testing:

- Tinfoil packaging cash-generating unit
- Plastic packaging cash-generating unit

Tinfoil packaging cash-generating unit

The recoverable amount of the tinfoil packaging cash-generating unit was determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections was 14.9% and cash flows beyond the five-year period were extrapolated using a growth rate of 2%, which was the same as the long term average growth rate of the packaging industry.

Plastic packaging cash-generating unit

The recoverable amount of the plastic packaging cash-generating unit was determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections was 14.3% and cash flows beyond the five-year period were extrapolated using a growth rate of 2%, which was the same as the long term average growth rate of the packaging industry.

15. 商譽 (續)

商譽減值測試

透過業務合併收購金額為人民幣59,115,000元及人民幣155,836,000元的商譽分別分配至馬口鐵包裝現金產生單位及塑膠包裝現金產生單位。

透過業務合併收購的商譽已分配至以下現金產生單位以進行減值測試：

- 馬口鐵包裝現金產生單位
- 塑膠包裝現金產生單位

馬口鐵包裝現金產生單位

馬口鐵包裝現金產生單位的可收回金額乃根據使用價值計算釐定，其使用基於高級管理層批准的五年期財政預算的現金流量預測。適用於現金流量預測的貼現率為14.9%，而於五年期間後的現金流量乃使用2%的增長率推斷，乃與包裝行業的長期平均增長率一致。

塑膠包裝現金產生單位

塑膠包裝現金產生單位的可收回金額乃根據使用價值計算釐定，其使用基於高級管理層批准的五年期財政預算的現金流量預測。適用於現金流量預測的貼現率為14.3%，而於五年期間後的現金流量乃使用2%的增長率推斷，乃與包裝行業的長期平均增長率一致。



15. Goodwill (continued)**Impairment testing of goodwill (continued)***Plastic packaging cash-generating unit (continued)*

Assumptions were used in the value in use calculation of the tinplate packaging and plastic packaging cash-generating units as at 31 December 2016. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margins – Management determined budgeted gross margin based on past performance and its expectations for market development.

Discount rates – The discount rates used are before tax and reflect specific risks relating to the relevant cash-generating units.

Raw materials price inflation – The basis used to determine the value assigned to raw materials price inflation is the forecast price indices during the budget year for Mainland China from where the raw materials are sourced.

During the year ended 31 December 2015, due to the reduction in the expected growth rates of certain subsidiaries of Victoria Industrial Group which are principally engaged in plastic packaging, the directors of the Company considered that an impairment loss of RMB7,000,000 (Note 6) was recognised for the related goodwill with a carrying amount of RMB97,892,000.

15. 商譽 (續)**商譽減值測試 (續)***塑膠包裝現金產生單位 (續)*

計算馬口鐵包裝及塑膠包裝現金產生單位於2016年12月31日的使用價值時採用假設。以下描述管理層於進行商譽減值測試時所採用的各項主要現金流量預測假設：

預算毛利率 – 管理層根據過往表現及對市場發展的預期釐定預算毛利率。

貼現率 – 所使用的貼現率為稅前及反映與相關現金產生單位有關的特定風險。

原材料價通脹 – 用作釐定原材料價值通脹值的基準為原材料採購地的預算年度的預測價格指數。

截至2015年12月31日止年度，由於維港實業集團（主要經營塑料包裝）之若干附屬公司之預期增長率減少，本公司董事認為賬面值為人民幣97,892,000元之有關商譽已確認出現人民幣7,000,000元（附註6）之減值虧損。

16. Other Intangible Assets

16. 其他無形資產

		Customer relationship 客戶關係 RMB'000 人民幣千元	Patents and licences 專利及許可 RMB'000 人民幣千元	Computer software 電腦軟件 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
31 December 2016	2016年12月31日				
Cost at 1 January 2016, net of accumulated amortisation	於2016年1月1日之成本， 扣除累計攤銷	1,540	26,184	9,794	37,518
Additions	添置	-	-	174	174
Amortisation provided during the year	年內攤銷撥備	-	(3,460)	(1,514)	(4,974)
At 31 December 2016	於2016年12月31日	1,540	22,724	8,454	32,718
At 31 December 2016: Cost	於2016年12月31日： 成本	1,540	36,562	20,519	58,621
Accumulated amortisation	累計攤銷	-	(13,838)	(12,065)	(25,903)
Net carrying amount	賬面淨值	1,540	22,724	8,454	32,718
31 December 2015	2015年12月31日				
At 1 January 2015: Cost	於2015年1月1日： 成本	1,540	36,562	18,216	56,318
Accumulated amortisation	累計攤銷	-	(6,918)	(9,472)	(16,390)
Net carrying amount	賬面淨值	1,540	29,644	8,744	39,928
Cost at 1 January 2015, net of accumulated amortisation	於2015年1月1日之成本， 扣除累計攤銷	1,540	29,644	8,744	39,928
Additions	添置	-	-	2,717	2,717
Write-off	撇銷	-	-	(35)	(35)
Amortisation provided during the year	年內攤銷撥備	-	(3,460)	(1,632)	(5,092)
At 31 December 2015	於2015年12月31日	1,540	26,184	9,794	37,518
At 31 December 2015 and at 1 January 2016: Cost	於2015年12月31日及 於2016年1月1日： 成本	1,540	36,562	20,345	58,447
Accumulated amortisation	累計攤銷	-	(10,378)	(10,551)	(20,929)
Net carrying amount	賬面淨值	1,540	26,184	9,794	37,518



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17. Inventories

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Raw materials	原材料	384,257	287,637
Work in progress	在製品	122,849	106,703
Finished goods	成品	265,294	241,875
Consumables	耗材	55,686	54,341
		828,086	690,556

18. Trade and Bills Receivables

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Trade and bills receivables from third-party customers	來自第三方客戶的貿易應收款及應收票據	1,548,534	1,350,192
Trade and bills receivables from related parties (Note 35(b))	來自關聯方的貿易應收款及應收票據 (附註35(b))	119,308	15,490
		1,667,842	1,365,682
Impairment	減值	(1,679)	(1,575)
		1,666,163	1,364,107

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally for 30 to 180 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

The Group's trade receivables from related parties are repayable on credit terms similar to those offered to the major customers of the Group.

17. 存貨

18. 貿易應收款及應收票據

本集團給予客戶信貸期，惟新客戶大多須預先付款。信貸期一般為30至180天。每名客戶均有最高信貸額。本集團尋求嚴格控制其未償還應收賬款，及設立信貸控制部將信貸風險降至最低。高級管理人員也會定期檢討逾期款項。本集團並未就其貿易應收款結餘持有任何抵押品或其他信貸保證。貿易應收款是不計息的。

本集團關連人士之貿易應收款乃按向本集團主要客戶提供的類似信貸條款償還。

18. Trade and Bills Receivables (continued)

An aged analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Within 3 months	3個月內	1,164,795	1,019,014
3 to 12 months	3至12個月	500,792	344,367
1 to 2 years	1至2年	257	636
Over 2 years	2年以上	319	90
		1,666,163	1,364,107

The movements in provision for impairment of trade receivables are as follows:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
At 1 January	於1月1日	1,575	1,131
Impairment losses recognised (Note 6)	已確認之減值虧損(附註6)	1,280	919
Amount written off as uncollectible	撇銷不可收回之金額	(1,176)	(475)
At 31 December	於12月31日	1,679	1,575

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of RMB1,679,000 (2015: RMB1,575,000) with a carrying amount before provision of RMB1,679,000 (2015: RMB1,575,000).

The individually impaired trade receivables relate to customers that were in financial difficulties and the outstanding receivables are not expected to be recovered.

18. 貿易應收款及應收票據(續)

於報告期結束時的貿易應收款及應收票據按發票日期，並扣除撥備的賬齡分析如下：

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Within 3 months	3個月內	1,164,795	1,019,014
3 to 12 months	3至12個月	500,792	344,367
1 to 2 years	1至2年	257	636
Over 2 years	2年以上	319	90
		1,666,163	1,364,107

貿易應收款的減值撥備變動如下：

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
At 1 January	於1月1日	1,575	1,131
Impairment losses recognised (Note 6)	已確認之減值虧損(附註6)	1,280	919
Amount written off as uncollectible	撇銷不可收回之金額	(1,176)	(475)
At 31 December	於12月31日	1,679	1,575

在上述貿易應收款減值撥備中，包括對人民幣1,679,000元（2015年：人民幣1,575,000元）個別已減值貿易應收款之撥備，其撥備前賬面價值為人民幣1,679,000元（2015年：人民幣1,575,000元）。

個別已減值貿易應收款與有財務困難之客戶有關，及未償還應收款預期不能收回。



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18. Trade and Bills Receivables (continued)

The aged analysis of the trade and bills receivables that are not individually nor collectively considered to be impaired is as follows:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Neither past due nor impaired	未逾期及未減值	1,648,507	1,344,915
Less than 1 month past due	逾期少於1個月	4,403	6,364
1 to 3 months past due	逾期1至3個月	5,204	4,076
More than 3 months past due	逾期超過3個月	8,049	8,752
		1,666,163	1,364,107

Receivables that were neither past due nor impaired relate to the 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, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

At 31 December 2016, the Group endorsed certain bills receivable accepted by banks in the PRC (the "Derecognised Bills") to certain of its suppliers in order to settle the trade payables due to such suppliers with a carrying amount in aggregate of RMB586,361,000 (2015: RMB346,293,000). The Derecognised Bills have a maturity from one to six months at the end of the reporting period. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Derecognised Bills have a right of recourse against the Group if the PRC banks default (the "Continuing Involvement"). In the opinion of the directors, the Group has transferred substantially all risks and rewards relating to the Derecognised Bills. Accordingly, it has derecognised the full carrying amounts of the Derecognised Bills and the associated trade payables. The maximum exposure to loss from the Group's Continuing Involvement in the Derecognised Bills and the undiscounted cash flows to repurchase these Derecognised Bills is equal to their carrying amounts. In the opinion of the directors, the fair values of the Group's Continuing Involvement in the Derecognised Bills are not significant.

18. 貿易應收款及應收票據 (續)

未被個別或共同視為減值的貿易應收款及應收票據的賬齡分析如下：

未逾期亦未減值的應收款與近期並無欠款記錄的客戶有關。

已逾期但未作減值之應收款乃與本集團有良好交易記錄之大量獨立客戶有關。根據過往經驗，本公司董事認為，就該等結餘而言，由於信貸質素並未發生重大變動，且該等結餘仍可視為悉數收回，故毋須就此作出任何減值撥備。

於2016年12月31日，本集團向其若干供應商簽署中國多家銀行接納的若干應收票據（「取消確認票據」），以清償應付有關供應商賬面總值人民幣586,361,000元（2015年：人民幣346,293,000元）的貿易應付款。於報告期末，取消確認票據的到期期介乎一至六個月。根據中國票據法，倘該等中國銀行違約，取消確認票據持有人對本集團擁有追索權（「持續涉及」）。董事認為，本集團已將取消確認票據的絕大部分風險及回報轉移。因此，其已取消確認取消確認票據及相關貿易應付款的全數賬面金額。本集團因持續涉及取消確認票據及因購回該等取消確認票據的未貼現現金流量而承受的最高虧損風險相等於其賬面金額。董事認為，本集團持續涉及取消確認票據的公平值並不重大。

18. Trade and Bills Receivables (continued)

During the year ended 31 December 2016, the Group has not recognised any gain or loss on the date of transfer of the Derecognised Bills (2015: Nil). No gains or losses were recognised from the continuing involvement, both during the year or cumulatively.

19. Prepayments, Deposits and Other Receivables

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Current assets	流動資產		
Prepayments to third-party suppliers	預付予第三方供應商之墊款	107,756	133,137
Deposits	按金	8,820	10,388
Input VAT recoverable	可收回之進項增值稅	113,831	106,066
Prepaid expenses	預付費用	16,086	23,406
Other receivables	其他應收款	45,566	23,082
Amounts due from related parties (Note 35(b))	應收關連人士款項 (附註35(b))	10,339	22,616
Prepaid land lease payments (Note 14)	預付土地租賃款 (附註14)	6,818	6,197
		309,216	324,892
Impairment	減值	(3,994)	(850)
		305,222	324,042
Non-current assets	非流動資產		
Prepaid expenses	預付開支	12,701	14,825

The movements in the provision for impairment of prepayments and other receivables are as follows:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
At 1 January	於1月1日	850	2,533
Impairment losses reversed (Note 6)	已撥回減值虧損 (附註6)	3,144	(117)
Amount written off as uncollectible	撇銷不可收回之金額	(-)	(1,566)
At 31 December	於12月31日	3,994	850

The prepayments, deposits and other receivables are non-interest-bearing.

Included in the above provision for impairment of prepayments and other receivables is a provision for individually impaired prepayments and other receivables of RMB3,994,000 (2015: RMB850,000) with a carrying amount before provision of RMB3,994,000 (2015: RMB850,000).

18. 貿易應收款及應收票據 (續)

截至2016年12月31日止年度，本集團並無於轉讓取消確認票據之日確認任何盈虧（2015年：無）。本集團並無就持續涉及確認年內或累計盈虧。

19. 預付款、按金及其他應收款

其預付款及他應收款減值撥備變動如下：

預付款、按金及其他應收款是不計息的。

以上預付款及其他應收款的減值撥備包括人民幣3,994,000元（2015年：人民幣850,000元）的個別已減值預付款及其他應收款撥備，其撥備前賬面值為人民幣3,994,000元（2015年：人民幣850,000元）。

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19. Prepayments, Deposits and Other Receivables (continued)

The individually impaired prepayments and other receivables relate to customers that were in financial difficulties and the outstanding receivables are not expected to be recovered.

Except for the above impaired other receivables, the remaining prepayments, deposits and other receivables that were neither past due nor impaired relate to customers for whom there was no recent history of default.

20. Cash and Cash Equivalents and Pledged Deposits

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	223,269	235,046
Deposits in COFCO Finance (Note 35(b))	於中糧財務的存款 (附註35(b))	774,814	693,983
Time deposits	定期存款	74,421	111,317
		1,072,504	1,040,346
Less:	減：		
Pledged time deposits for letters of credit	信用證的已抵押存款	(54,046)	(12,568)
Pledged time deposits for bills payable (Note 21)	應付票據的已抵押存款 (附註21)	(20,375)	(31,850)
		(74,421)	(44,418)
Cash and cash equivalents	現金及現金等價物	998,083	995,928

At the end of the reporting period, the cash and cash equivalents and pledged deposits of the Group denominated in RMB amounted to RMB1,011,398,000 (2015: RMB779,580,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

All the above deposits in COFCO Finance have a short maturity of less than three months and a determinable return when acquired. In the opinion of the directors of the Company, these deposits in COFCO Finance are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

19. 預付款、按金及其他應收款 (續)

個別已減值預付款及其他應收款與陷入財務困難的客戶有關及未償還應收款預期不可收回。

除以上已減值預付款及其他應收款外，餘下並未逾期或減值的預付款項、按金及其他應收款與近期無拖欠記錄的客戶有關。

20. 現金及現金等價物及已抵押存款

於報告期末，本集團以人民幣計值的現金及現金等價物及已抵押存款為人民幣1,011,398,000元（2015年：人民幣779,580,000元）。人民幣不可自由兌換為其他貨幣。然而，根據中國內地的外匯管理條例及結匯、售匯及付匯管理規定，本集團可透過獲授權從事外匯業務的銀行將人民幣兌換為其他貨幣。

銀行現金按每日銀行存款利率賺取浮動利息。根據本集團對現金需求之急切性，短期定期存款存款期由一日至三個月不等，分別按有關之短期定期存款利率賺取利息。銀行結餘及有抵押存款乃存於近期無欠款紀錄且信譽良好之銀行。

以上所有於中糧財務的存款的期限較短（不足三個月），並有可決定的回報。本公司董事認為，該等於中糧財務的存款可隨時變現作可知數額的現金且價值變動風險不大。

21. Trade and Bills Payables

An ageing analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Within 3 months	3個月內	660,360	573,268
3 to 12 months	3至12個月	228,869	18,508
1 to 2 years	1至2年	3,228	3,407
Over 2 years	2年以上	3,309	2,108
		895,766	597,291

Included in the trade and bills payables are trade payables of RMB141,000 (2015: RMB215,000) due to COFCO (Hong Kong) and its subsidiaries, and of RMB66,006,000 due to the ORG Packaging and its subsidiaries (2015: Nil), which are repayable within 90 days, which represents credit terms similar to those offered by that fellow subsidiary to its major customers (Note 35(b)).

As at 31 December 2016, certain of the Group's bills payable were secured by the Group's bank deposits amounting to RMB20,375,000 (2015: RMB31,850,000)(Note 20).

Trade and bills payables are non-interest-bearing and the credit terms are normally 30 to 90 days.

21. 貿易應付款及應付票據

於報告期結束時，按發票日期計算的貿易應付款及應付票據的賬齡分析如下：

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Within 3 months	3個月內	660,360	573,268
3 to 12 months	3至12個月	228,869	18,508
1 to 2 years	1至2年	3,228	3,407
Over 2 years	2年以上	3,309	2,108
		895,766	597,291

貿易應付款及應付票據包括應付中糧集團（香港）及其附屬公司的貿易應付人民幣141,000元（2015年：人民幣215,000元）和應付奧瑞金包裝及其附屬公司的貿易應付人民幣66,006,000元（2015年：無），該等款項須於90日內償還，與該同系附屬公司給予其主要客戶之信貸條款相似（附註35(b)）。

於2016年12月31日，本集團的若干應付票據以本集團的銀行存款合共人民幣20,375,000元（2015年：人民幣31,850,000元）作抵押（附註20）。

貿易應付款及應付票據是不計息的，結算信用期通常為30至90日。



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22. Other Payables and Accruals

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Advances from customers	客戶墊款	60,920	42,950
Salary and welfare payables	應付工資及福利	85,551	80,690
Accrued expenses	應計費用	44,951	38,768
Guarantee deposits from suppliers	供應商保證金	13,184	13,664
Payables for purchases of equipment	採購設備應付款項	37,568	26,736
Amounts due to related parties (Note 35(b))	應付關連人士款項 (附註35(b))	593	848
Tax payables other than current income tax liabilities	除當期所得稅負債外的 應付稅項	53,102	51,097
Consideration payable	應付代價	3,091	7,091
Others	其他	11,229	13,142
		310,189	274,986

Other payables and accruals are non-interest-bearing and have an average term of three months.

其他應付款及應計項目是不計息的，平均年期為三個月。

23. Derivative Financial Instruments

The Group has entered into various commodity futures contracts to manage its market price risk arising from the fixed unit price of aluminum to certain of the Group's customers conducted in the normal course of business. These commodity futures contracts are measured at fair value through profit or loss. Net fair value gain on derivative financial instruments of RMB2,133,000 (2015: loss of RMB29,588,000) was recognised to cost of sales in the statement of profit or loss during the year (Note 6).

23. 衍生金融工具

本集團已訂立多項遠期商品合約，用於管理正常業務過程中本集團若干客戶鎖定鋁材單位成本而導致的市場價格風險。該等遠期商品合約按公平值計入損益。年內衍生金融工具的淨公平值收益人民幣2,133,000元（2015年：虧損人民幣29,588,000元）已確認入損益表的銷售成本中（附註6）。

24. Interest-Bearing Bank Borrowings

		2016			2015		
		Effective interest rate (%) 實際利率(%)	Maturity 到期	RMB'000 人民幣千元	Effective interest rate (%) 實際利率(%)	Maturity 到期	RMB'000 人民幣千元
Current	即期						
Bank loans – unsecured	銀行貸款 – 無抵押	2.02-2.12	2017	1,318,030	-	-	-
Non-current	非即期						
Bank loans – unsecured	銀行貸款 – 無抵押	2.02-2.14	2019	1,109,920	1.45-2.13	2017-2018	2,597,440

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Analysed into:	分析：		
Bank loans repayable:	應於下列期間：		
Within one year	第一年內	1,318,030	-
In the second year	第二年	-	1,233,784
In the third to fifth years, inclusive	第三至第五年， 包括首尾兩年	1,109,920	1,363,656
		2,427,950	2,597,440

Note:

(a) All borrowings are denominated in United States dollars.

附註：

(a) 所有借款均以美元計值。

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25. Deferred Tax

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax liabilities

		2016			Total
		Accelerated tax amortisation of land use rights	Accelerated tax depreciation of property, plant and equipment	Accelerated tax amortisation of intangible assets	
		土地使用權之 加速稅項攤銷	物業、廠房及 設備之加速 稅項折舊	無形資產之 加速稅項攤銷	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2016	於2016年1月1日	2,152	6,322	6,553	15,027
Deferred tax credited to the consolidated statement of profit or loss during the year (Note 10)	於本年度綜合損益表內撥回遞延稅項(附註10)	(35)	(531)	(865)	(1,431)
Gross deferred tax liabilities at 31 December 2016	於2016年12月31日的總遞延稅項負債	2,117	5,791	5,688	13,596

Deferred tax assets

		2016					Total
		Provision for impairment of trade receivables	Provision for impairment of prepayments and other receivables	Provision for write-down of inventories	Provision for impairment of property, plant and equipment	Others	
		貿易應收款 減值撥備	預付款及 其他應收款 減值撥備	存貨跌價撥備	物業、廠房及 設備之 減值撥備	其他	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2016	於2016年1月1日	123	167	779	1,539	17,872	20,480
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year (Note 10)	於本年度綜合損益表內撥回/(扣除)的遞延稅項(附註10)	102	813	(471)	-	165	609
Gross deferred tax assets at 31 December 2016	於2016年12月31日的總遞延稅項資產	225	980	308	1,539	18,037	21,089

25. 遞延稅項

年內遞延稅項資產及負債的變動如下：

遞延稅項負債

		2016			Total
		Accelerated tax amortisation of land use rights	Accelerated tax depreciation of property, plant and equipment	Accelerated tax amortisation of intangible assets	
		土地使用權之 加速稅項攤銷	物業、廠房及 設備之加速 稅項折舊	無形資產之 加速稅項攤銷	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2016	於2016年1月1日	2,152	6,322	6,553	15,027
Deferred tax credited to the consolidated statement of profit or loss during the year (Note 10)	於本年度綜合損益表內撥回遞延稅項(附註10)	(35)	(531)	(865)	(1,431)
Gross deferred tax liabilities at 31 December 2016	於2016年12月31日的總遞延稅項負債	2,117	5,791	5,688	13,596

遞延稅項資產

		2016					Total
		Provision for impairment of trade receivables	Provision for impairment of prepayments and other receivables	Provision for write-down of inventories	Provision for impairment of property, plant and equipment	Others	
		貿易應收款 減值撥備	預付款及 其他應收款 減值撥備	存貨跌價撥備	物業、廠房及 設備之 減值撥備	其他	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2016	於2016年1月1日	123	167	779	1,539	17,872	20,480
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year (Note 10)	於本年度綜合損益表內撥回/(扣除)的遞延稅項(附註10)	102	813	(471)	-	165	609
Gross deferred tax assets at 31 December 2016	於2016年12月31日的總遞延稅項資產	225	980	308	1,539	18,037	21,089

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25. Deferred Tax (continued)

Deferred tax liabilities

		2015			Total
		Accelerated tax amortisation of land use rights	Accelerated tax depreciation of property, plant and equipment	Accelerated tax amortisation of intangible assets	
		土地使用者之加速稅項攤銷	物業、廠房及設備之加速稅項折舊	無形資產之加速稅項攤銷	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於2015年1月1日	436	1,030	7,410	8,876
Acquisition of subsidiaries (Note 31)	收購附屬公司 (附註31)	1,748	5,845	-	7,593
Deferred tax credited to the consolidated statement of profit or loss during the year (Note 10)	於本年度綜合損益表內撥回遞延稅項 (附註10)	(32)	(553)	(857)	(1,442)
Gross deferred tax liabilities at 31 December 2015	於2015年12月31日的總遞延稅項負債	2,152	6,322	6,553	15,027

Deferred tax assets

		2015					Total
		Provision for impairment of trade receivables	Provision for impairment of prepayments and other receivables	Provision for write-down of inventories	Provision for impairment of property, plant and equipment	Others	
		貿易應收款減值撥備	其他應收款減值撥備	存貨跌價撥備	物業、廠房及設備之減值撥備	其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於2015年1月1日	113	578	696	2,399	7,603	11,389
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year (Note 10)	於本年度綜合損益表內撥回/(扣除)的遞延稅項 (附註10)	10	(411)	83	(860)	10,269	9,091
Gross deferred tax assets at 31 December 2015	於2015年12月31日的總遞延稅項資產	123	167	779	1,539	17,872	20,480

25. 遞延稅項 (續)

遞延稅項負債

		2015			Total
		Accelerated tax amortisation of land use rights	Accelerated tax depreciation of property, plant and equipment	Accelerated tax amortisation of intangible assets	
		土地使用者之加速稅項攤銷	物業、廠房及設備之加速稅項折舊	無形資產之加速稅項攤銷	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於2015年1月1日	436	1,030	7,410	8,876
Acquisition of subsidiaries (Note 31)	收購附屬公司 (附註31)	1,748	5,845	-	7,593
Deferred tax credited to the consolidated statement of profit or loss during the year (Note 10)	於本年度綜合損益表內撥回遞延稅項 (附註10)	(32)	(553)	(857)	(1,442)
Gross deferred tax liabilities at 31 December 2015	於2015年12月31日的總遞延稅項負債	2,152	6,322	6,553	15,027

遞延稅項負債

		2015					Total
		Provision for impairment of trade receivables	Provision for impairment of prepayments and other receivables	Provision for write-down of inventories	Provision for impairment of property, plant and equipment	Others	
		貿易應收款減值撥備	其他應收款減值撥備	存貨跌價撥備	物業、廠房及設備之減值撥備	其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於2015年1月1日	113	578	696	2,399	7,603	11,389
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year (Note 10)	於本年度綜合損益表內撥回/(扣除)的遞延稅項 (附註10)	10	(411)	83	(860)	10,269	9,091
Gross deferred tax assets at 31 December 2015	於2015年12月31日的總遞延稅項資產	123	167	779	1,539	17,872	20,480

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25. Deferred Tax (continued)

Deferred tax assets (continued)

The Group has tax losses arising in Mainland China of RMB62,617,000 (2015: RMB46,232,000) that will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

At 31 December 2016, there was no significant unrecognised deferred tax liability (2015: Nil) for taxes that would be payable on the unremitted earnings of the Group's subsidiaries as the Group has no liability to additional tax should such amounts be remitted due to the availability of double taxation relief.

26. Share Capital

Shares

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Issued and fully paid:	已發行及繳足：		
1,174,560,000 (2015: 997,560,000) ordinary shares	1,174,560,000股普通股 (2015年： 997,560,000股)	2,730,433	2,336,168

A summary of movements in the Company's share capital is as follows:

		Number of shares in issue 已發行股份數目	Share capital 股本 RMB'000 人民幣千元
At 1 January 2015, 31 December 2015 and 1 January 2016	於2015年1月1日、2015年 12月31日及2016年 1月1日	997,560,000	2,336,168
New share subscription and issuance (Note (a))	新股認購和發行 (附註(a))	177,000,000	395,602
Share issue expenses	股份發行開支	-	(1,337)
At 31 December 2016	2016年12月31日	1,174,560,000	2,730,433

25. 遞延稅項 (續)

遞延稅項資產 (續)

本集團在中國內地產生稅項虧損人民幣62,617,000元(2015年：人民幣46,232,000元)，將於一至五年內屆滿，用於抵銷未來應課稅利潤。

由於有關虧損來自自己有一段時間錄得虧損的附屬公司，且不認為有可能將應課稅利潤用於抵銷可動用的稅項虧損，故並未確認相關遞延稅項資產。

於2016年12月31日，就本集團附屬公司之未匯出盈利產生之應付稅項而言，由於此乃因雙重課稅寬免，因此該等款額匯出時，本集團並無額外之稅項負債，故並無重大未確認遞延稅項負債(2015年：無)。

26. 股本

股份

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Issued and fully paid:	已發行及繳足：		
1,174,560,000 (2015: 997,560,000) ordinary shares	1,174,560,000股普通股 (2015年： 997,560,000股)	2,730,433	2,336,168

本公司股本之變動概要如下：

		Number of shares in issue 已發行股份數目	Share capital 股本 RMB'000 人民幣千元
At 1 January 2015, 31 December 2015 and 1 January 2016	於2015年1月1日、2015年 12月31日及2016年 1月1日	997,560,000	2,336,168
New share subscription and issuance (Note (a))	新股認購和發行 (附註(a))	177,000,000	395,602
Share issue expenses	股份發行開支	-	(1,337)
At 31 December 2016	2016年12月31日	1,174,560,000	2,730,433

26. Share Capital (continued)**Shares (continued)**

Note:

- (a) During the year ended 31 December 2016, the Company issued 177,000,000 shares to certain directors of the Company and directors or supervisors of the Company's subsidiaries, certain other employees of the Group at a subscription price of HK\$2.6 per Share for a total consideration of HK\$460,200,000 (equivalent to approximately RMB395,602,000) before issue expenses. Further details of the transactions are set out in Note 28 to the financial statements.

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in Note 27 to the financial statements.

27. Share Option Scheme

On 23 October 2009, the shareholders of the Company conditionally approved and adopted a share option scheme (the "Scheme") for the purposes of attracting, retaining and motivating directors and eligible participants, providing them with an opportunity to acquire proprietary interests in the Company and encouraging them to work towards enhancing the value of the Company. Eligible participants include, but are not limited to, any directors (excluding independent non-executive directors), officers and employees of the Group, or any other person the board of directors may propose. The Scheme shall be valid and effective for a period of ten years commencing from 16 November 2009.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

26. 股本 (續)**股份 (續)**

附註:

- (a) 截至2016年12月31日止年度，本公司按每股2.6港元之認購價向其若干董事、其附屬公司的董事或監事及若干本集團其他僱員發行177,000,000股股份，總代價(扣除發行開支前)為460,200,000港元(相當於約人民幣395,602,000元)。有關該等交易之詳情載於財務報表附註28。

購股權

本公司購股權計劃及根據計劃發行的購股權詳情均載於財務報表附註27。

27. 購股權計劃

2009年10月23日，本公司的股東有條件地批准及採納了一項購股權計劃(「該計劃」)，旨在吸引、挽留及激勵董事及合資格參與者，並藉此購買本公司的所有權權益，鼓勵他們為提升本公司價值而工作。合資格參與者包括但不限於本集團任何董事(不包括獨立非執行董事)、高級員工及僱員，或董事會可能建議的任何其他人士。該計劃自2009年11月16日起生效，有效期為十年。

按該計劃目前可授予而未行使之購股權於行使時可認購之本公司股份最高上限數目，相當於本公司任何時間已發行股份之10%。於任何12個月期間，根據該計劃授予每位合資格參與者之購股權可發行股份之最高數目在任何時間均限於本公司已發行股份之1%。超越此限制之任何進一步授出之購股權須先獲得股東於股東大會批准。

27. Share Option Scheme (continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a vesting period of two to six years and ends on a date which is not later than seven years from the date of offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of a share.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

27. 購股權計劃 (續)

授予本公司董事、主要行政人員或主要股東或彼等任何聯繫人之購股權須先由獨立非執行董事批准。此外，於任何12個月期間內，授予本公司主要股東或其任何聯繫人之任何購股權，倘超逾本公司任何時間已發行股份0.1%，或按本公司股份於授出日期之價格計算的總值超逾5,000,000港元，則須先由股東於股東大會批准。

購股權授出要約可於授出日期起計28日內接納而獲授人須支付合共1港元的象徵式代價。所授出購股權的行使期，由董事釐定，並於兩至六年的歸屬期後開始及於不遲於購股權授出日期或該計劃屆滿日期（以較早者為準）起計七年之日終止。

購股權之行使價由董事決定，但不得低於(i)於授出購股權之日本公司股份在聯交所之收市價；(ii)緊接授出日期前五個交易日本公司股份在聯交所之平均收市價；及(iii)股份之面值（以最高者為準）。

購股權並無賦予持有人收取有關股息或於股東大會投票之權利。



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27. Share Option Scheme (continued)

On 12 October 2011, a total of 8,300,000 share options were granted to certain directors of the Company and other employees of the Group in respect of their services to the Group in the forthcoming years (the “2011 Options”).

The following 2011 Options were outstanding under the Scheme during the year:

		2016		2015	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均行使價	購股權數目	加權平均行使價	購股權數目
		HK\$	'000	HK\$	'000
		每股港元	千份	每股港元	千份
At 1 January	於1月1日	3.04	3,120	3.04	4,680
Forfeited during the year	於本年度被沒收	3.04	(1,560)	3.04	(1,560)
At 31 December	於12月31日	3.04	1,560	3.04	3,120

For the year ended 31 December 2016, no share option was exercised (2015: Nil).

27. 購股權計劃 (續)

於2011年10月12日，合共8,300,000份購股權（「2011年購股權」）獲授予本集團若干名本公司董事及其他僱員，以作為彼等日後於本集團服務的獎勵。

以下該計劃下之2011年購股權於本年度尚未行使：

截至2016年12月31日止年度，並無購股權獲行使（2015年：無）。

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27. Share Option Scheme (continued)

The vesting periods, exercise price and exercise periods of the 2011 Options outstanding as at 31 December 2016 are as follows:

Number of options granted 已授購股權數目			Vesting period (dd-mm-yyyy) 行使期(年-月-日)	Exercise price per share 每股行使價 HK\$ 港元	Exercise period (dd-mm-yyyy) 行使期(年-月-日)
Directors 董事 '000 千份	Former Director 前任董事 '000 千份	Employees 僱員 '000 千份			
150	180	1,230	1,560 12-10-2011 to 11-10-2017 2011年10月12日至2017年10月11日	3.04	12-10-2017 to 11-10-2018 2017年10月12日至2018年10月11日

The total fair value of the 2011 Options was HK\$8,126,514, no share-based payment expense was recognised by the Group during the year ended 31 December 2016 (2015: RMB449,000).

The fair value of the 2011 Options was estimated as at the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

	2011 Options 2011年購股權
Dividend yield (%)	股息率(%) 2.35
Expected volatility (%)	預期波幅(%) 38.48
Historical volatility (%)	歷史波幅(%) 38.48
Risk-free interest rate (%)	無風險利率(%) 1.12
Expected life of options (year)	預期購股權有效期(年) 3.00 to 7.00
Weighted average share price (HK\$ per share)	加權平均股價(每股港元) 3.04

The expected life of the options is determined with reference to the vesting term and original contractual term of the Scheme and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

27. 購股權計劃(續)

於2016年12月31日，尚未行使2011年購股權之歸屬期、行使價及行使期如下：

2011年購股權之總公平值為8,126,514港元，截至2016年12月31日止年度，本集團並無確認任何以股份為基礎之支付開支(2015年：人民幣449,000元)。

2011年購股權之公平值乃於授出日期利用二項式模型估計，並經考慮授出購股權之條款及條件。下表列示所使用之模型之輸入數據：

購股權之預期有效期乃參考該計劃之歸屬條款及原合約條款而釐定，且並不一定反映可能發行之行使模式。預期波幅反映歷史波幅反映未來趨勢之假設，而其不一定為實際結果。

於計算公平值時概無加入已授購股權之其他特點。

27. Share Option Scheme (continued)

At the end of the reporting period, the Company had 1,560,000 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 1,560,000 additional ordinary shares of the Company and additional share capital of HK\$4,742,400 (before issue expenses).

At the date of approval of these financial statements, the shares issuable from the above outstanding share options represented approximately 0.1% of the Company's shares in issue as at that date.

28. Subscription and Issuance of Shares

On 22 May 2016, the Company entered into a subscription agreement (the "Subscription Agreement") with the subscribers pursuant to which the subscribers have conditionally agreed to subscribe, and the Company has conditionally agreed to allot and issue, an aggregate of 92,000,000 ordinary shares ("Subscription Share") at the subscription price of HK\$2.6 per share for an aggregate cash consideration of HK\$239,200,000. The subscribers include directors of the Company, and directors or supervisors of the Company's subsidiaries. On 24 May 2016, the Company entered into the Employee Subscription Agreements with 192 employees of the Group (the "Employee Subscribers") pursuant to which the Employee Subscribers have conditionally agreed to subscribe, and the Company has conditionally agreed to allot and issue, an aggregate of 85,000,000 of the Company ("Employee Subscription Shares") at the subscription price of HK\$2.6 per share for an aggregate cash consideration of HK\$221,000,000. For all the Subscription Shares and Employee Subscription Shares, up to 50% of shares will be released from the lock-up period of 12 months after the issuance date, and up to 100% of the shares will be released from the lock-up period of 18 months after the issuance date.

On 9 September 2016, the Company completed the Subscription and Employee Subscription Agreements, pursuant to which an aggregate of 92,000,000 Subscription Shares and an aggregate of 85,000,000 Employee Subscription Shares were issued at the subscription price of HK\$2.6 per share, for a total consideration of HK\$460,200,000 (equivalent to approximately RMB395,602,000).

27. 購股權計劃 (續)

於報告期末，本公司在該計劃下擁有1,560,000份尚未行使購股權。在本公司之現行股本架構下，全面行使尚未行使購股權將導致發行1,560,000股額外本公司普通股及產生4,742,400港元之額外股本（未計發行開支前）。

於批准該等財務報表之日，來自以上尚未行使購股權之可發行股份佔該日本公司已發行股份約0.1%。

28. 認購及發行股份

於2016年5月22日，本公司與認購人訂立認購協議（「認購協議」），據此，認購人有條件同意認購，而本公司有條件同意按每股股份2.6港元之認購價合共配發及發行92,000,000股普通股（「認購股份」），現金代價總額為239,200,000港元。認購人包括本公司董事、本公司附屬公司之董事或監事。於2016年5月24日，本公司與本集團192名僱員（「僱員認購人」）訂立僱員認購協議，據此，僱員認購人有條件同意認購，而本公司有條件同意按每股股份2.6港元之認購價合共配發及發行85,000,000股本公司股份（「僱員認購股份」），現金代價總額為221,000,000港元。就所有認購股份及僱員認購股份而言，最多50%之股份將於發行日期後12個月解除禁售，而全部股份將於發行日期後18個月解除禁售。

於2016年9月9日，本公司已完成認購及僱員認購協議，據此，合共92,000,000股認購股份及合共85,000,000股僱員認購股份按每股2.6港元的認購價發行，總代價為460,200,000港元（相當於約人民幣395,602,000元）。

28. Subscription and Issuance of Shares (continued)

Given the Subscription Shares and the Employees Shares were issued at a discount to the then market price of the Company's shares for the purpose to provide incentives and rewards to the Company's directors and other employees of the Group, the difference between the total fair value of these shares and total consideration received by the Group of HK\$21,682,500 (equivalent to approximately RMB18,780,000) is accounted for as share-based payment expenses by the Group during the year ended 31 December 2016 (2015: Nil) (Note 6).

The fair values of these shares were valued by an external valuer, taking into account the liquidity of these shares as a result of the aforesaid lock-up periods, and liquidity discounts were applied to measure their fair value.

29. Reserves

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of financial statements.

Capital reserves

The capital reserves represent: 1) the difference between the total consideration of the shares issued and the issued share capital; 2) additional contribution made by the shareholders of the Company's subsidiaries; 3) in the case of an acquisition of an additional equity interest in a non-wholly-owned subsidiary, the difference between the cost of acquisition and the non-controlling interests acquired and; 4) in case of a settlement of a shareholder's loans, the difference between the carrying amount of loans and the consideration.

Statutory reserve

Subsidiaries of the Company established in the PRC are required to make appropriations to a certain statutory reserve, namely the reserve funds, from their statutory profit for the year after offsetting accumulated losses as determined under the PRC accounting regulations from prior years and before profit distribution to equity holders. The percentage to be appropriated to such statutory reserve funds is determined according to the relevant regulations in the PRC at 10% or at the discretion of the boards of directors of the respective companies.

28. 認購及發行股份 (續)

鑒於認購股份及僱員股份按本公司股份當時市價之折讓價發行，以向本公司董事及本集團其他僱員提供激勵及獎勵，而該等股份之總公平值與本集團收取之總代價之間的差額21,682,500港元（相當於約人民幣18,780,000元）（2015年：無）於截至2016年12月31日止年度已計入以股份為基礎支付開支（附註6）。

該等股份由外聘估值師進行估值，並考慮到該等股份已適用上述禁售期間和流動性折現以計算其公平值。

29. 儲備

本集團於本年度及過往年度之儲備數額及儲備變動已於財務報表之綜合權益變動表呈列。

資本儲備

資本儲備代表：1)已發行股份總代價及已發行股本之差額；2)本公司附屬公司之股東作出之額外貢獻；3)在收購非全資擁有附屬公司的額外股權的情況下，收購成本與已收購非控股權益之差額；及4)就清償股東貸款而言，貸款與代價賬面值之差額。

法定儲備

本公司於中國內地成立的附屬公司須自其年內法定利潤（抵銷根據中國會計法規計算的過往年度累計虧損後及向股本持有人作出利潤分派前）向若干法定儲備（即儲備金）撥款。將向該等法定儲備金作出的撥款比例根據中國相關法規以10%的比率或由各間公司的董事會酌情釐定。



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30. Partly-Owned Subsidiaries with Material Non-Controlling Interests

Details of the Group's subsidiary that has material non-controlling interests are set out below:

		2016	2015
Percentage of equity interest held by non-controlling interests:	非控股權益所持股權百分比：		
Company A	公司A	38.52%	38.52%
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit for the year allocated to non-controlling interests:	分配至非控股權益的年度利潤：		
Company A	公司A	3,049	2,167
Accumulated balances of non-controlling interests at the reporting dates:	非控股權益於報告日期的累計結餘：		
Company A	公司A	105,667	102,618

The following tables illustrate the summarised financial information of the above subsidiary. The amounts disclosed are before any inter-company eliminations:

30. 具有重大非控股權益之部分擁有附屬公司

擁有重大非控股權益之本集團附屬公司載列如下：

		2016	2015
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue	收入	400,043	423,206
Total expenses	開支總額	(392,127)	(417,578)
Profit for the year	年內利潤	7,916	5,628
Total comprehensive income for the year	年度全面收入總額	7,916	5,628
Current assets	流動資產	190,676	170,676
Non-current assets	非流動資產	239,798	249,438
Current liabilities	流動負債	(113,171)	(115,055)
Non-current liabilities	非流動負債	(39,974)	(35,647)
Net cash flows from operating activities	經營活動產生之現金流量淨額	15,501	47,343
Net cash flows used in investing activities	投資活動使用之現金流量淨額	(12,228)	(63,269)
Net cash flows from financing activities	融資活動產生之現金流量淨額	-	10,000
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	3,273	(5,926)

下表說明上述附屬公司的財務資料概要。所披露金額為除任何公司間對銷前金額：

		2016	2015
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue	收入	400,043	423,206
Total expenses	開支總額	(392,127)	(417,578)
Profit for the year	年內利潤	7,916	5,628
Total comprehensive income for the year	年度全面收入總額	7,916	5,628
Current assets	流動資產	190,676	170,676
Non-current assets	非流動資產	239,798	249,438
Current liabilities	流動負債	(113,171)	(115,055)
Non-current liabilities	非流動負債	(39,974)	(35,647)
Net cash flows from operating activities	經營活動產生之現金流量淨額	15,501	47,343
Net cash flows used in investing activities	投資活動使用之現金流量淨額	(12,228)	(63,269)
Net cash flows from financing activities	融資活動產生之現金流量淨額	-	10,000
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	3,273	(5,926)

31. Business Combinations

Business combinations for the year ended 31 December 2015

On 2 April 2015, COFCO (BVI) No.33 Limited (“BVI 33”), a direct wholly-owned subsidiary of the Company, entered into share purchase agreements with FC General Packaging Limited (the “Vendor”), pursuant to which BVI 33 had agreed to purchase the entire issued share capital of FC Packaging (NE) Limited (“FC Packaging (NE)”) and China Modern Holdings Limited (“China Modern”) from the Vendor at cash considerations of RMB101,391,600 and RMB25,598,800, respectively (the “Acquisitions”). FC Packaging (NE) holds 91.3% of the equity interest in FC Packaging (Harbin) and China Modern holds 100% of the equity interest in Fujian FC Packaging. BVI 33 agreed to take the assignment of the shareholder’s loans owed by FC Packaging (NE) and China Modern free from any encumbrance in the amounts of HK\$74,206,567 and HK\$23,399,999, respectively. The Acquisitions were accounted for as business combinations and were completed on 20 April 2015. The Acquisitions were made as part of the Group’s strategy to expand its market share of metal packaging products.

The Group had elected to measure the non-controlling interest in FC Packaging (Harbin) at the non-controlling interest’s proportionate share of FC Packaging (Harbin)’s identifiable net assets.

31. 業務合併

截至2015年12月31日止年度之業務合併

於2015年4月2日，本公司之直接全資附屬公司中糧（英屬維爾京群島）第33有限公司（「英屬維爾京群島33」）與永富容器包裝有限公司（「賣方」）訂立一份購股協議，據此，英屬維爾京群島33同意分別以現金代價人民幣101,391,600元及人民幣25,598,800元向賣方購入永富容器（東北）有限公司（「永富容器（東北）」）及中盟集團有限公司（「中盟集團」）之全部已發行股本（「收購事項」）。永富容器（東北）持有永富容器（哈爾濱）91.3%股權，而中盟集團持有福建永富容器100%股權。英屬維爾京群島33同意不附帶產權負擔接收由永富容器（東北）及中盟集團所結欠之股東貸款，金額分別為74,206,567港元及23,399,999港元。收購事項被視為業務合併，而收購事項於2015年4月20日完成。收購事項為本集團策略之一部分，以擴大其金屬包裝產品之市場份額。

本集團已選擇按非控股權益在永富容器（哈爾濱）可識別資產淨值之分佔比例，確認於永富容器（哈爾濱）之非控股權益。



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31. Business Combinations (continued)

Business combinations for the year ended 31 December 2015 (continued)

The fair value of the identifiable assets and liabilities of FC Packaging (NE) and its subsidiaries as at the date of acquisition were as follows:

31. 業務合併 (續)

截至2015年12月31日止年度之業務合併 (續)

永富容器(東北)及其子公司之可識別資產及負債於收購事項日期之公平值如下:

		Notes 附註	Fair value recognised on acquisition 於收購時 確認之公平值 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	13	56,603
Prepaid land lease payments	預付土地租賃款	14	6,603
Inventories	存貨		20,270
Trade and bills receivables	貿易應收款及應收票據		44,343
Prepayments, deposits and other receivables	預付款、按金及其他應收款		1,217
Cash and cash equivalents	現金及現金等價物		2,149
Trade and bills payables	貿易應付款及應付票據		(24,530)
Other payables and accruals	其他應付款及應計項目		(360)
Tax payable	應繳稅項		(809)
Deferred tax liabilities	遞延稅項負債	25	(5,619)
Total identifiable net assets at fair value	可識別淨資產公平值		99,867
Non-controlling interests	非控股權益		(9,178)
Goodwill on acquisition	收購時的商譽	15	10,703
Satisfied by cash*	以現金方式支付*		101,392

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31. Business Combinations (continued)**Business combinations for the year ended 31 December 2015 (continued)**

The fair value of the identifiable assets and liabilities of China Modern and its subsidiaries as at the date of acquisition were as follows:

31. 業務合併 (續)**截至2015年12月31日止年度之業務合併 (續)**

中盟集團及其子公司之可識別資產及負債於收購事項日期之公平值如下：

		Notes 附註	Fair value recognised on acquisition 收購時 確認之公平值 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	13	19,836
Prepaid land lease payments	預付土地租賃款	14	2,568
Inventories	存貨		746
Trade and bills receivables	貿易應收款及應收票據		127
Prepayments, deposits and other receivables	預付款、按金及其他應收款		88
Tax recoverable	可收回稅項		39
Cash and cash equivalents	現金及現金等價物		1,267
Trade and bills payables	貿易應付款及應付票據		(55)
Other payables and accruals	其他應付款及應計項目		(105)
Deferred tax liabilities	遞延稅項負債	25	(1,974)
Total identifiable net assets at fair value	可識別淨資產公平值總額		22,537
Goodwill on acquisition	收購時的商譽	15	3,061
Satisfied by cash*	以現金方式支付*		25,598

* Cash consideration of RMB122,990,000 was paid by the Group during the year ended 31 December 2015, and the remaining consideration of RMB4,000,000 was paid by the Group during 2016.

* 現金代價人民幣122,990,000元已於截至2015年12月31日止由本集團支付，而餘下代價人民幣4,000,000元已計入本集團於2016年12月31日的其他應付款及應計項目。

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31. Business Combinations (continued)

Business combinations for the year ended 31 December 2015 (continued)

An analysis of the cash flows in respect of the Acquisitions is as follows:

		RMB'000 人民幣千元
Cash consideration	現金代價	(122,990)
Cash and cash equivalents acquired	已購入現金及現金等價物	3,416
Net outflow of cash and cash equivalents included in cash flows from investing activities	包括在投資活動現金流的現金及現金等價物流出淨額	(119,574)
Transaction costs of the acquisition included in cash flows from operating activities	包括在經營活動現金流的收購事項交易成本	(931)
		120,505

32. Pledge of Assets

Details of the Group's letters of credit and bills payable, which are secured by the assets of the Group, are included in Notes 20 and 21, respectively, to the financial statements.

31. 業務合併 (續)

截至2015年12月31日止年度之業務合併 (續)

有關收購事項的現金流分析如下：

32. 抵押資產

本集團以資產作抵押之信用狀、應付票據及銀行貸款之詳情分別載於財務報表附註20及21。

33. Operating Lease Arrangements

As lessee

The Group leases certain of its office properties, factories and warehouses under operating lease arrangements. Leases for office properties, factories and warehouses are negotiated for terms ranging from one to five years.

At 31 December 2016, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Within one year	一年內	9,051	8,027
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	7,430	777
		16,481	8,804

34. Commitments

Capital commitments

In addition to the operating lease commitments detailed in Note 33 above, the Group had the following capital commitments at the end of the reporting period:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Contracted, but not provided for property, plant and equipment	有關已訂約但未撥備的物業、廠房及設備	384,562	178,942

At the end of the reporting period, save as detailed elsewhere in these financial statements, the Group did not have any significant commitments (2015: Nil).

33. 經營租賃安排

作為承租人

本集團根據經營租約安排租用若干辦公室物業、廠房及貨倉。議定辦公室物業、廠房及貨倉租期介乎一至五年。

本集團於2016年12月31日根據下列期間到期之不可撤銷經營租約須支付之未來最低租金總額如下：

34. 承諾

資本承諾

除上文附註33所述之經營租賃之承諾外，於報告期結束時本集團之資本承諾如下：

於報告期末，除於該等財務報表中詳述者外，本集團並未做出任何重大承諾（2015年：無）。



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35. Related Party Transactions

- (a) In addition to the transactions detailed elsewhere in this financial information, the Group had the following material transactions with related parties during the year:

			31 December 2016 2016年12月31日 RMB'000 人民幣千元	31 December 2015 2015年12月31日 RMB'000 人民幣千元
Transactions with COFCO:	與中糧的交易：			
Rental expense	租金開支	(ii)	1,501	1,023
Purchase of IT software and IT facilities	購買資訊科技軟件及資訊科技設施	(v)	375	108
Transactions with related companies*:	與關連公司的交易*：			
Sale of products	銷售貨品	(i)	13,294	5,697
Transactions with COFCO Finance:	與中糧財務的交易：			
Interest income (Note 5)	利息收入 (附註5)	(iii)	7,360	4,583
Transactions with COFCO (Hong Kong), a substantial shareholder of the Company, and its subsidiaries (collectively the "COFCO Hong Kong Group"):	與本公司主要股東中糧(香港)及其附屬公司(統稱「中糧(香港)集團」)的交易：			
Sale of products	銷售產品	(i)	132,253	-
Rental expense	租金開支	(ii)	2,116	-
Transactions with ORG Packaging, a substantial shareholder of the Company, and its subsidiaries (collectively the "ORG Packaging Group"):	與本公司主要股東奧瑞金包裝及其附屬公司(統稱「奧瑞金包裝集團」)的交易：			
Sale of products	銷售產品	(i)	130,994	-
Purchase of product	購買產品	(iv)	107,624	-
Transactions with fellow subsidiaries#:	與同系附屬公司的交易#：			
Sale of products	銷售產品	(i)	-	148,738
Rental expense	租金開支	(ii)	-	1,796
Purchases of IT services and market consulting services	購買資訊科技服務及市場諮詢服務	(v)	-	894

* Related companies are companies under significant influence of COFCO.

Being transactions with subsidiaries of COFCO (Hong Kong), which were considered as fellow subsidiaries of the Company prior to the Share Transfer as detailed in Note 1 of financial statements.

35. 關連交易

- (a) 除該等財務報表其他地方所載之交易外，本集團於年內與關連人士進行重大交易如下：

* 關連公司乃受中糧重大影響的公司。

即與中糧(香港)附屬公司進行之交易，該公司於財務報表附註1所述股份轉讓前被視作本公司之同系附屬公司。

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35. Related Party Transactions (continued)

- (a) In addition to the transactions detailed elsewhere in this financial information, the Group had the following material transactions with related parties during the year: (continued)

Notes:

- (i) The sales were made according to the published prices and conditions offered to the major customers of the Group.
- (ii) The rental expenses were determined with reference to the prevailing market rental.
- (iii) The interest income arising from the deposits to COFCO Finance was determined in accordance with the prevailing RMB deposit rates promulgated by the People's Bank of China.
- (iv) The considerations were determined with reference to the prevailing market prices/rates and the prices charged to third parties.
- (v) The transactions were carried out in accordance with the terms and conditions mutually agreed by the parties involved.

35. 關連交易 (續)

- (a) 除該等財務報表其他地方所載之交易外，本集團於年內與關連人士進行重大交易如下：(續)

附註：

- (i) 有關銷售乃根據已刊發價格及提供予本集團主要客戶的條件而進行。
- (ii) 租金開支乃參考現行市值租金而釐定。
- (iii) 產生自中糧財務存款的利息收入乃按照中國人民銀行所頒佈的現行人民幣存款利率而釐定。
- (iv) 代價乃參照現行市價／費率及向第三方收取的價格釐定。
- (v) 有關交易乃根據涉及各方互相協定的條款及條件進行。



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35. Related Party Transactions (continued)

(b) Outstanding balances with related parties:

		31 December 2016 2016年12月31日 RMB'000 人民幣千元	31 December 2015 2015年12月31日 RMB'000 人民幣千元
Trade and bills receivables (Note 18):	貿易應收款 (附註18):		
Fellow subsidiaries#	同系附屬公司#	-	15,391
Related companies*	關連公司*	7,567	99
The COFCO Hong Kong Group	中糧(香港)集團	21,354	-
The ORG Packaging Group	奧瑞金包裝集團	90,387	-
Prepayments, deposits and other receivables (Note 19):	預付款、按金及其他應收款 (附註19):		
Fellow subsidiaries#	同系附屬公司#	-	22,616
The COFCO Hong Kong Group	中糧(香港)集團	10,339	-
Trade payables (Note 21):	貿易應付款 (附註21):		
A fellow subsidiary#	一間同系附屬公司#	-	215
COFCO	中糧	141	-
The ORG Packaging Group	奧瑞金包裝集團	66,006	-
Other payables and accruals (Note 22):	其他應付款及應計項目 (附註22):		
Fellow subsidiaries#	同系附屬公司#	-	848
The COFCO Hong Kong Group	中糧(香港)集團	593	-
Deposits placed (Note 20):	按金存放於 (附註20):		
COFCO Finance	中糧財務	774,814	693,983

* Related companies are companies under significant influence of COFCO.

Being balances with subsidiaries of COFCO (Hong Kong), which were considered as fellow subsidiaries of the Company prior to the Share Transfer as detailed in Note 1 to the financial statements.

* 關連公司乃受中糧重大影響的公司。

即與中糧(香港)附屬公司之間的餘額，該公司於財務報表附註1所述股份轉讓前被視作本公司之同系附屬公司。

Except for the deposits placed to COFCO Finance which are interest-bearing and repayable on demand, the above balances are unsecured, interest-free and have no fixed terms of repayment.

除存放於中糧財務的存款為計息並須應要求償還外，上述結餘乃無抵押、不計息且並無固定還款期。

35. Related Party Transactions (continued)**(c) Transactions and balances with other state-owned entities**

The Group operates in an economic environment predominated by enterprises directly or indirectly owned or controlled by the PRC government through its numerous authorities, affiliates or other organisations (collectively, "State-owned Enterprises"). During the year, the Group enters into extensive transactions, mainly covering purchases of tinplates with State-owned Enterprises, other than the COFCO Group, on terms comparable to those with other non-state-owned entities.

The directors consider that transactions with other State-owned Enterprises are activities in the ordinary course of its business, and that dealings of the Group have not been significantly or unduly affected by the fact that the Group and those State-owned Enterprises are ultimately controlled or owned by the PRC government. The Group has also established pricing policies for products and services, and such policies do not depend on whether or not the customers are State-owned Enterprises. Having due regard to the substance of the relationships, the directors of the Company are of the opinion that none of these transactions constitutes a related party transaction that requires separate disclosure.

(d) Compensation of key management personnel of the Group:

		31 December 2016	31 December 2015
		2016年12月31日	2015年12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Short term employee benefits	短期僱員福利	6,043	5,614
Post-employment benefits	離職後福利	355	401
Share-based payment expenses	以股份為基礎支付開支	7,639	100
Total compensation paid to key management personnel	支付予主要管理人員的總酬金	14,037	6,115

35. 關連交易 (續)**(c) 與其他國有實體之間的交易及餘額**

本集團運營的經濟環境中的企業大多為中國政府通過其眾多機關、聯署機構或其他組織直接或間接擁有或控制的企業(統稱「國有企業」)。年內，本集團與中糧集團以外的國有企業進行大量交易，主要涉及採購馬口鐵，條款與其他非國有企業之間交易的條款相若。

董事認為，與其他國有企業之間的交易為在日常業務過程中進行的活動，且本集團與那些由中國政府最終控制或擁有的國有企業的貿易並沒有受到嚴重或不當影響。本集團還制定產品和服務的定價政策，而該等政策並非取決於客戶是否為國有企業。經周詳考慮該等關係的本質後，本公司董事認為該等交易概不構成須另行予以披露的關連方交易。

(d) 本集團主要管理人員的酬金：

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36. Financial Instruments by Category

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

		Loans and receivables 貸款及應收款項	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and bills receivables	貿易應收款及應收票據	1,666,163	1,364,107
Financial assets included in prepayments, deposits and other receivables	計入預付款、按金及其他應收款的金融資產	63,955	55,365
Pledged deposits	已抵押存款	74,421	44,418
Cash and cash equivalents	現金及現金等價物	998,083	995,928
		2,802,622	2,459,818

Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本計量之金融負債	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and bills payables	貿易應付款項及應付票據	895,766	597,291
Financial liabilities included in other payables and accruals	計入其他應付款及應計項目的金融負債	163,718	151,346
Interest-bearing bank borrowings	計息銀行借款	2,427,950	2,597,440
		3,487,434	3,346,077

36. 按類別劃分的金融工具

各金融工具類別於報告期末的賬面值如下：

金融資產

		Loans and receivables 貸款及應收款項	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and bills receivables	貿易應收款及應收票據	1,666,163	1,364,107
Financial assets included in prepayments, deposits and other receivables	計入預付款、按金及其他應收款的金融資產	63,955	55,365
Pledged deposits	已抵押存款	74,421	44,418
Cash and cash equivalents	現金及現金等價物	998,083	995,928
		2,802,622	2,459,818

金融負債

		Financial liabilities at amortised cost 按攤銷成本計量之金融負債	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and bills payables	貿易應付款項及應付票據	895,766	597,291
Financial liabilities included in other payables and accruals	計入其他應付款及應計項目的金融負債	163,718	151,346
Interest-bearing bank borrowings	計息銀行借款	2,427,950	2,597,440
		3,487,434	3,346,077

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37. Fair Value and Fair Value Hierarchy of Financial Instruments

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	賬面值		公平值	
	2016	2015	2016	2015
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Financial liabilities				
Interest-bearing bank borrowings				
	2,427,950	2,597,440	2,427,950	2,597,440

The fair values of the financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank borrowings as at 31 December 2016 was assessed to be insignificant.

37. 金融工具的公平值及公平值等級

本集團金融資產之賬面值及其公平值(合理約等於公平值的賬面值除外)如下:

金融負債的公平值乃按自願交易方在目前的交易(非強迫或清盤出售)中交易該工具的金額入賬。以下方式及假設用作估計公平值:

計息銀行借款的公平值乃透過利用目前適用於條款、信貸風險及餘下有效期相若的工具的利率貼現預期未來現金流量計算得出。於2016年12月31日,本集團本身的計息銀行借款違約風險被評估為不重大。



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37. Fair Value and Fair Value Hierarchy of Financial Instruments (continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Liabilities for which fair values are disclosed:

As at 31 December 2016

37. 金融工具的公平值及公平值等級 (續)

公平值等級

下表闡明本集團金融工具的公平值計量等級：

已披露公平值的負債：

於2016年12月31日

		Fair value measurement using 使用以下各項進行公平值計量			
		Quoted prices in active markets (Level 1) 於活躍市場的 報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Interest-bearing bank borrowings	計息銀行借款	-	-	2,427,950	2,427,950

As at 31 December 2015

於2015年12月31日

		Fair value measurement using 使用以下各項進行公平值計量			
		Quoted prices in active markets (Level 1) 於活躍市場的 報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Interest-bearing bank borrowings	計息銀行借款	-	-	2,597,440	2,597,440

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38. Financial Risk Management Objectives and Policies

Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk, and interest rate risk), credit risk, and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk

(i) Foreign currency risk

Most of the Company's subsidiaries' functional currency is RMB since the majority of the revenues of the subsidiaries are derived from operations in Mainland China. Foreign exchange risk arises from future commercial transactions of limited purchases from overseas and recognised assets or liabilities, such as cash and cash equivalents (Note 20) and bank borrowings (Note 24), certain of which are denominated in US\$ and HK\$.

As at 31 December 2016, if RMB had strengthened/weakened by 5% against US\$ with all other variables held constant, the profit for the year for each of the years would have changed mainly as a result of foreign exchange gains/losses on the translation of cash and cash equivalents and bank borrowings denominated in US\$ and HK\$. Details of the changes are as follows:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Profit for the year increase/ (decrease)	年度利潤增加/ (減少)		
– Strengthened by 5%	– 升值5%	88,520	86,574
– Weakened by 5%	– 貶值5%	(88,520)	(86,574)

38. 財務風險管理目標及政策

財務風險因素

本集團的活動使本集團面臨不同財務風險：市場風險（包括外幣風險、價格風險及利率風險）、信貸風險及流動資金風險。本集團的整體風險管理計劃集中於金融市場的不可預測性，並力求最大限度地降低對本集團財務表現的潛在不利影響。

(a) 市場風險

(i) 外幣風險

本公司的多數附屬公司的功能貨幣為人民幣，因為該等附屬公司之大多數收入源自中國內地的業務。外幣風險來自有限度的境外採購未來商業交易及已確認的資產或負債，如現金及現金等價物（附註20）及銀行借款（附註24）（其中部份以美元及港元計值）。

於2016年12月31日，倘所有其他變數保持不變，而人民幣相對美元升值／貶值5%，有關年度各年的利潤將會有所改變，這主要由於換算以美元及港元計值的現金及現金等價物及借款的匯兌收益／虧損。變動詳情如下：

38. Financial Risk Management Objectives and Policies (continued)**Financial risk factors (continued)***(a) Market risk (continued)**(ii) Price risk*

Tinplate and aluminium are the major raw materials of the Group. The prices for tinplate and aluminium may be affected by market demand and supply, domestic government policy and other economic conditions. In order to maintain a continued production cycle, the Group has a policy of maintaining a certain level of tinplate and aluminium inventories. The level of the Group's tinplate and aluminium inventories will depend on orders on hand, the prices of tinplate and aluminium in the market and the perceived future trend of the tinplate and aluminium prices. To partially minimise the Group's market price risk exposure, the Group enters into commodity futures contracts of aluminium. In selecting suppliers, the Group usually takes into consideration the price and quality of the tinplate and aluminium. The directors believe it is not necessary for the Group to enter into any long-term supply contracts with its suppliers to ensure stable material prices as there are various sources of tinplate and aluminium and the Group has not experienced any difficulties in securing a steady source of high quality tinplate and aluminium.

(iii) Interest rate risk

Except for bank deposits with stable interest rates, the Group has no significant interest-bearing assets. The Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's interest rate risk mainly arises from bank borrowings. Bank borrowings obtained at variable rates expose the Group to cash flow interest rate risk. Bank borrowings obtained at fixed rates expose the Group to fair value interest rate risk. The Group has not hedged its cash flow and fair value interest rate risks. The interest rates and terms of repayments of bank borrowings are disclosed in Note 24.

38. 財務風險管理目標及政策 (續)**財務風險因素 (續)***(a) 市場風險 (續)**(ii) 價格風險*

馬口鐵和鋁是本集團的主要原材料。馬口鐵和鋁價格可能受到市場供需、國內政府政策以及其他經濟狀況影響。為能保持生產周期的持續，本集團制定政策以維持一定水平的馬口鐵和鋁儲備。本集團的馬口鐵和鋁儲備取決於手頭訂單、市場馬口鐵和鋁價格以及可預見未來之馬口鐵和鋁價格。為減低本集團面對的部份市價風險，本集團訂立鋁的遠期商品合約。於選擇供應商時，本集團一般考慮馬口鐵和鋁價格以及馬口鐵和鋁質量。董事相信，由於馬口鐵和鋁來源眾多以及本集團在尋找高質量馬口鐵和鋁穩定來源方面並無困難，因此本集團並不需要為保證馬口鐵和鋁價格之穩定而與其材料供應商簽訂長期供應合同。

(iii) 利率風險

除具有穩定利率的銀行存款外，本集團並無任何重大計息資產。本集團之收及經營現金流量實際上並不受市場利率變動影響。

本集團的利率風險主要來自銀行借款。浮息借款令本集團承受現金流量利率風險。定息借款使本集團承受公平值利率風險。本集團並無就其現金流量及公平值利率風險進行任何對沖。銀行借款利率及還款期於附註24披露。

38. Financial Risk Management Objectives and Policies (continued)**Financial risk factors (continued)***(a) Market risk (continued)**(iii) Interest rate risk (continued)*

Management does not anticipate any significant impact on interest-bearing assets resulting from the changes in interest rates, because the interest rates of bank deposits are not expected to change significantly.

As at 31 December 2016, if interest rates on bank borrowings had been 25 basis points higher/lower with all other variable held constant, the profit for the year for each of the years would have changed mainly as a result of higher/lower interest expenses on floating rate borrowings. Details of the changes are as follows:

		Group 本集團	
	Increase/ (decrease) in basis points 基點 增加/減少	Increase/ (decrease) in profit after tax 除稅後利潤 增加/減少 RMB'000 人民幣千元	Increase/ (decrease) in equity* 權益 增加/ (減少)* RMB'000 人民幣千元
Year ended 31 December 2016	截至2016年12月31日	25	(3,892)
Year ended 31 December 2015	截至2015年12月31日	25	(4,812)
Year ended 31 December 2016	截至2016年12月31日	(25)	3,892
Year ended 31 December 2015	截至2015年12月31日	(25)	4,812

* Excluding retained profits

* 不包括留存利潤

(b) Credit risk

Except for the sales to the five largest customers of the Group as detailed in Note 4 to the financial statements, the Group has no significant concentrations of credit risk. The carrying amounts of pledged bank deposits, cash and cash equivalents, trade and bills receivables and other receivables included in the consolidated financial statements represent the Group's maximum exposure to credit risk in relation to its financial assets.

38. 財務風險管理目標及政策 (續)**財務風險因素 (續)***(a) 市場風險 (續)**(iii) 利率風險 (續)*

由於銀行存款的利率預期不會大幅變動，管理層預期利率的變動不會對計息資產產生任何重大影響。

於2016年12月31日，倘所有其他變量保持不變而銀行借貸利率上升/下降25個基點，由於對浮息借款的利息開支增加/減少，有關年度各年利潤將會發生變動。變動詳情如下：

(b) 信貸風險

除財務報表附註4所述的向本集團最大五位主要客戶的銷售外，本集團並無高度集中的信貸風險。綜合財務報表所列已抵押銀行存款、現金及現金等價物、貿易應收款及應收票據以及其他應收款的賬面值為本集團所面臨與其金融資產有關的最大信貸風險。

38. Financial Risk Management Objectives and Policies (continued)**Financial risk factors (continued)***(b) Credit risk (continued)**(i) Deposits with banks*

As at 31 December 2016, all pledged bank deposits and bank balances were deposited with licensed financial institutions without significant credit risk. Management does not expect any losses from non-performance of these counterparties.

(ii) Trade receivables

Management assesses the credit risk of customers by taking into account their financial position and past experience. The Group has put in place policies to ensure that sales of products are made to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers.

For those key customers with a long-term relationship, on some occasions the Group offered credit terms up to 180 days. The granting or extension of any credit period must be approved by senior management of the Group.

An allowance has been made for estimated irrecoverable amounts from the sales of products, which has been determined by reference to past default experience and objective evidence of impairment such as an analysis of the particular customers and their financial condition and the ages of the trade receivables.

The carrying amount of trade and other receivables included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to its financial assets. The directors are of the opinion that adequate provision for uncollectible trade and other receivables has been made in the financial statements.

38. 財務風險管理目標及政策 (續)**財務風險因素 (續)***(b) 信貸風險 (續)**(i) 銀行存款*

於2016年12月31日，所有已抵押銀行存款和銀行結餘均存入持牌金融機構，故無重大信貸風險。管理層並不預期會因該等交易對手的不履約而帶來任何虧損。

(ii) 貿易應收款

管理層會通過考慮其財務狀況及以往經驗評估客戶的信貸風險。本集團已制定政策以確保產品向具適當信貸歷史的客戶進行銷售，且本集團會定期對其客戶進行信貸評估。

就具長期往來關係的主要客戶而言，本集團在某些情況下給予最多為180天的信貸期。授予或延長任何信貸期必須由本集團的高級管理層批准。

本集團已就銷售商品的估計不可收回金額作出撥備，而該等不可收回金額是參照過去違約歷史及客觀減值證據（如有關特定客戶及其財務狀況及貿易應收款賬齡的分析）而釐定。

計入財務狀況表內的貿易應收款及其他應收款的賬面值為本集團有關其金融資產的最大信貸風險。董事認為，已在財務報表內就不可收回貿易應收款及其他應收款作出足夠撥備。

38. Financial Risk Management Objectives and Policies (continued)**Financial risk factors (continued)***(c) Liquidity risk*

Prudent liquidity risk management includes maintaining sufficient cash and cash equivalents, the availability of funds through adequate amounts of committed credit facilities and the ability to close out market positions.

Except for non-current interest-bearing bank borrowings, all the Group's other financial liabilities will be settled within one year or on demand based on the remaining contractual maturity date at the end of the reporting period and their contractual undiscounted payment amounts are disclosed in Note 36 to the financial statements.

The maturity profile of the Group's non-current bank borrowings as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

		Less than 6 months 少於6個月 RMB'000 人民幣千元	6 to less than 12 months 少於12個月 RMB'000 人民幣千元	1 to 5 years 1年至5年 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
2016	2016年				
Interest-bearing bank borrowings	計息銀行借款	10,093	10,093	1,170,688	1,190,874
2015	2015年				
Interest-bearing bank borrowings	計息銀行借款	24,222	24,222	2,635,171	2,683,615

38. 財務風險管理目標及政策 (續)**財務風險因素 (續)***(c) 流動資金風險*

審慎的流動資金風險管理包括維持足夠的現金及現金等價物、透過款額充裕的已承諾信貸融資額度以維持可動用資金及結算市場頭寸之能力。

除非流動計息銀行借款外，根據報告期末的餘下到期合約期限計算，本集團其他所有財務負債將於一年內或按要求清算，而有關於合約未貼現付款額於財務報表附註36披露。

根據合約未貼現付款額，本集團於報告期末的非流動銀行借款的到期情況如下：



38. Financial Risk Management Objectives and Policies (continued)**Capital management**

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 December 2016.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net borrowings divided by total equity attributable to equity holders of the Company, in which the net borrowings are calculated as total borrowings less cash and cash equivalents.

The Group's strategy is to maintain a healthy gearing ratio. The gearing ratios as at the end of the reporting periods were as follows:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
Total interest-bearing bank borrowings (Note 24)	計息銀行借款總額 (附註24)	2,427,950	2,597,440
Less: Cash and cash equivalents (Note 20)	減：現金及現金等價物 (附註20)	(998,083)	(995,928)
Net borrowings	借款淨額	1,429,867	1,601,512
Equity attributable to equity holders of the Company	本公司股本持有人 應佔權益	4,710,852	4,212,279
Gearing ratio	資產負債比率	30%	38%

**38. 財務風險管理目標及政策
(續)****資本管理**

本集團資本管理的主要目的為保障本集團能繼續以持續經營方式維持健康的資本比率，從而支持其業務及最大化股東價值。

本集團因應經濟狀況變動及相關資產之風險特點，管理資本架構並作出調整。為維持或調整資本架構，股東支付股息的金額、向股東返還資本、發行新股份或出售資產以減少債項。本集團並未受到任何外界資本規定限制。截至2016年12月31日止年度，管理資本的目標、政策或程序概無改變。

與業內其他公司一樣，本集團根據資本負債比率監控其資本。該比率乃按借款淨額除以本公司股本持有人應佔總權益計算，其中借款淨額為借款總額減去現金與現金等價物。

本集團之策略為將資產負債比率維持於健康水平。於報告期末之資產負債比率如下：

39. Statement of Financial Position of the Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	214	31
Investments in subsidiaries	於附屬公司的投資	3,674,900	3,214,164
Prepayments	預付款	7,721	8,730
Total non-current assets	總非流動資產	3,682,835	3,222,925
CURRENT ASSETS	流動資產		
Due from subsidiaries	應收附屬公司款項	1,808,003	1,763,965
Prepayments, deposits and other receivables	預付款、按金及其他應收款	8,595	10,676
Cash and cash equivalents	現金及現金等價物	11,385	111,752
Total current assets	總流動資產	1,827,983	1,886,393
CURRENT LIABILITIES	流動負債		
Interest-bearing bank borrowings	計息銀行借款	1,318,015	-
Other payables and accruals	其他應付款及應計項目	86,851	101,727
Total current liabilities	總流動負債	1,404,866	101,727
NET CURRENT ASSETS	流動資產淨額	423,117	1,784,666
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	4,105,952	5,007,591
NON-CURRENT LIABILITIES	非流動負債		
Interest-bearing bank borrowings	計息銀行借款	1,109,935	2,597,440
Total non-current liabilities	總非流動負債	1,109,935	2,597,440
Net assets	淨資產	2,996,017	2,410,151
EQUITY	權益		
Share capital	股本	2,730,433	2,336,168
Reserves (Note)	儲備 (附註)	265,584	73,983
Total equity	總權益	2,996,017	2,410,151

39. 公司財務狀況表

有關本公司於報告期末財務狀況表之資料載列如下：

ZHANG XIN張新
Director
董事**ZHANG YE**張曄
Director
董事

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2016年12月31日

39. Statement of Financial Position of the Company (continued)

Note:

A summary of the Company's reserves is as follows:

39. 公司財務狀況表 (續)

附註：

本公司之儲備概述如下：

		Share-based payment reserve 以股份為基礎 支付儲備 RMB'000 人民幣千元	Exchange fluctuation reserve 匯兌 波動儲備 RMB'000 人民幣千元	Retained profits 留存利潤 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 1 January 2015	於2015年1月1日	1,473	(131,807)	34,611	(95,723)
Total comprehensive income for the year	年度全面收入總額	-	105,139	128,959	234,098
Equity-settled share option arrangements	權益結算購股權安排	449	-	-	449
2014 final dividend declared	已宣派2014年 末期股息	-	-	(24,939)	(24,939)
2015 Interim dividend	2015年中期股息	-	-	(39,902)	(39,902)
At 31 December 2015	於2015年12月31日	1,922	(26,668)	98,729	73,983
Total comprehensive income for the year	年度全面收入總額	-	136,468	85,668	222,136
Issue of shares at discount	以折扣發行股票	28	18,780	-	18,780
Transfer of share-based payment reserve upon the forfeiture of share options	於沒收購股權時 轉撥以股份為 基礎支付儲備	(1,110)	-	1,110	-
2015 final dividend declared	已宣派2015年 末期股息	-	-	(19,951)	(19,951)
2016 Interim dividend	2016年中期股息	-	-	(29,364)	(29,364)
As at 31 December 2016	於2016年12月31日	19,592	109,800	136,192	265,584

The share-based payment reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in Note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire or be forfeited.

以股份為基礎支付儲備包括所獲授之購股權公平價值組成，而該等購股權至今仍未獲行使，有關詳情於財務報表附註2.4之以股份為基礎支付之會計政策作進一步闡釋。該金額將於相關購股權獲行使時轉撥至股份溢價賬，或於相關購股權到期或被沒收時轉撥至保留溢利。

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40. Events after the Reporting Period

On 15 March 2017, CPMC Investment, an indirect wholly-owned subsidiary of the Company, entered into an equity transfer agreement with Harvest Epoch International Limited* (“Harvest Epoch”) and Harvest Epoch Packaging (Zhejiang) Co., Ltd.* (“Epoch Packaging”), pursuant to which CPMC Investment has conditionally agreed to purchase 51% equity interest in Epoch Packaging from Harvest Epoch for a total cash consideration of RMB66,750,000. Epoch Packaging is engaged in the production and sale of two-piece cans.

On 27 March 2017, CPMC Investment entered into an equity transfer agreement with two citizens of the PRC, both being independent third parties, (“Vendors”), pursuant to which CPMC Investment has agreed to purchase 100% equity interest in Chengdu Gaosen Packaging Container Co., Ltd.* (“Gaosen Packaging”) from Vendors for a total cash consideration of approximately RMB74,966,000. Gaosen Packaging is engaged in the production and sale of two-piece cans.

* The English name of the above company is a direct transliteration of its Chinese registered name.

41. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 28 March 2017.

40. 報告期後事項

於2017年3月15日，中糧包裝投資（本公司的間接全資附屬公司）與紀鴻國際有限公司（「紀鴻」）及浙江紀鴻包裝有限公司（「紀鴻包裝」）訂立股權轉讓協議，據此，中糧包裝投資有條件同意以總計現金代價人民幣66,750,000元自紀鴻收購紀鴻包裝的51%股本權益。紀鴻包裝從事製造及銷售兩片罐。

於2017年3月27日，中糧包裝投資與兩位中國公民（均為獨立第三方）（「賣方」）訂立股權轉讓協議，據此，中糧包裝投資有條件同意以總計現金代價約人民幣74,966,000元自賣方收購成都高森包裝容器有限公司（「高森包裝」）的100%股本權益。高森包裝從事製造及銷售兩片罐。

41. 批准財務報表

董事會於2017年3月28日批准及授權刊發本財務報表。



Five-Year Financial Summary

五年財務概要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited consolidated financial statements and restated/reclassified as appropriate, is as below:

下表載列本集團於過往五個財政年度之業績、資產、負債及非控股權益概要，此等資料乃摘錄自己刊印經審核綜合財務報告，並已重列／重新分類（如適用）。

Year ended 31 December
截至12月31日止年度

		2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元	2014 RMB'000 人民幣千元	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Revenue	收入	5,220,999	5,103,718	5,295,417	5,257,482	5,045,962
Cost of sales	銷售成本	(4,266,546)	(4,197,823)	(4,350,276)	(4,314,924)	(4,202,510)
Gross profit	毛利	954,453	905,895	945,141	942,558	843,452
Other income and gain – net	其他收入及收益 – 淨額	65,248	70,995	75,980	96,558	86,759
Selling and marketing expenses	銷售及營銷費用	(261,531)	(255,852)	(238,196)	(231,061)	(204,694)
Administrative expenses	行政費用	(303,567)	(276,095)	(286,113)	(264,334)	(241,854)
Other expenses	其他支出	–	(7,000)	–	–	–
Finance costs	財務費用	(56,144)	(53,215)	(40,482)	(43,454)	(45,973)
Profit before income tax	除所得稅前利潤	398,459	384,728	456,330	500,267	437,690
Income tax expense	所得稅開支	(100,488)	(99,795)	(109,480)	(108,355)	(105,131)
Profit for the year	年度利潤	297,971	284,933	346,850	391,912	332,559
Attributable to:	應佔：					
Equity holders of the Company	本公司股本持有人	294,071	282,898	345,855	386,121	322,681
Non-controlling interests	非控股權益	3,900	2,035	995	5,791	9,878
		297,971	284,933	346,850	391,912	332,559
Assets, liabilities and non-controlling interests	資產、負債與非控股權益					
Total assets	總資產	8,506,483	7,843,718	7,618,033	7,133,595	6,919,048
Total liabilities	總負債	(3,675,267)	(3,519,775)	(3,380,442)	(3,163,777)	(3,267,376)
Non-controlling interests	非控股權益	(120,364)	(111,664)	(100,451)	(99,456)	(101,276)
		4,710,852	4,212,279	4,137,140	3,870,362	3,550,396

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CPMC HOLDINGS LIMITED
中糧包裝控股有限公司