



Chia Tai Enterprises International Limited
正大企業國際有限公司

(incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)
stock code 股份代號 : 3839

2016
ANNUAL REPORT 年報

CONTENTS

目錄

Chairman's Statement 董事長報告書	2
Financial Highlights 財務概要	4
Management Discussion and Analysis 管理層討論及分析	5
Corporate Governance Report 企業管治報告	10
Biographical Details of Directors and Senior Management 董事及高級管理人員履歷詳情	23
Report of the Directors 董事報告書	27
Independent Auditor's Report 獨立核數師報告	47
Consolidated Statement of Comprehensive Income 綜合全面收益表	54
Consolidated Statement of Financial Position 綜合財務狀況表	56
Consolidated Statement of Changes in Equity 綜合權益變動表	58
Consolidated Statement of Cash Flows 綜合現金流量表	60
Notes to Financial Statements 財務報表附註	62
Corporate Information 公司資料	131



Chairman's Statement

董事長報告書

In 2016, affected by uncertainties, the global economy managed only average performance. China pressed on with structural reform of her economy and reported gross domestic product growth of 6.7% in 2016, down from 6.9% in 2015. In the face of a complex external operating environment and intense competition during the year, Chia Tai Enterprises International Limited and its subsidiaries (the "Group") stayed collected, actively adapting to China's "new norm" and vigorously pushing ahead with business development.

On the biochemical business front, domestic sales benefited from the thriving and fast scaling up of the downstream farming industry. Overseas sales, however, decreased during the year, affected mainly by a single customer in the United States. At the same time, thanks to lower corn prices, raw material costs at large came down. As for the Group's industrial business, the industrial sector was gradually recovering in 2016 from the downturn in 2015. Although large-scale mining projects continued to be postponed, demand for Caterpillar's excavation equipment increased during the year, given the government's support to infrastructure construction in the western part of China. Also, powered by the automobile industry, which registered double-digit sales growth, sales of automotive parts were stable. Motorcycles sales, however, shrank when compared with 2015 and posed pressure on carburetor sales.

In 2016, the Group embarked on automation of its biochemical business, implemented a number of energy saving initiatives and optimized work processes. As a result, production costs were trimmed. Regarding production management, the Group continued to encourage innovation and saw our research and development efforts bear fruit in the form of efficient production process, as well as reduced energy consumption, air emissions and wastage. At the same time, the Group incorporated key performance indicators into the assessment of employees of all levels to boost their ownership of work responsibilities. In the area of research and development, the Group stepped up cooperation with external parties to achieve synergistic development, amassing new technologies for future projects, and continued to develop new products and launch them in the market. As for human resources, the Group devoted greater efforts on recruiting high caliber talent and offering the best professional training to existing employees to aid their career advancement.

二零一六年，受到各種不確定因素影響，全球經濟總體表現平平。中國的國民生產總值增長率則由二零一五年的6.9%下降到二零一六年的6.7%，同時經濟結構調整出現積極變化。年內，正大企業國際有限公司及其附屬公司（「本集團」）主動適應中國經濟「新常態」，亦沉著應對複雜且競爭激烈的外部經營環境，全力把持業務發展。

在生化業務方面，由於下游養殖規模化進程加速，養殖業景氣度高企，本集團的國內銷售亦有所增進；年內國外銷售則主要受單一美國客戶影響而下降。同時，由於玉米價格下行，原材料成本亦隨之下跌。在工業業務方面，工業行業經二零一五年大幅下滑後已逐漸恢復。儘管採礦項目於年內繼續延期，但因中國西部的交通基礎建設獲政府支持，市場對卡特彼勒挖掘機設備的需求上升。年內，國內汽車銷量呈雙位數增長，帶動汽車零件銷售錄得穩定表現，但國內摩托車銷量相較二零一五年則有所下降，對化油器銷量造成壓力。

二零一六年，本集團的生化業務進行了一系列自動化改造，同時推進實施節能項目，並優化工作流程，達致降低生產成本。在生產方面，集團繼續推進技術創新及研發成果轉化，節能減排降耗，同時深化各級責任制考核，提升員工自主意識。在研發方面，其著力對外合作，爭取協同發展，為未來新項目儲備新技術，並持續研發新產品推出市場。在人力資源方面，集團加大力度引進高質素人才，同時做好在職員工的專業培訓，為員工搭建事業發展平台。

Chairman's Statement

董事長報告書

To ensure the quality and safety of veterinary drug products, China strengthened regulation on related drug products and brought in the “QR Code” labelling system to improve the traceability of veterinary drug products. This system enables the monitoring of the entire veterinary drug industrial chain from production to distribution and application, and covers all types of veterinary drug products. Meanwhile, as the country tightens environmental protection policies and regulations and mounts stronger monitoring efforts, veterinary drug manufacturers are also subjected to higher standards and prerequisites. The Group always has high performance standards for its quality assurance system and embraces innovation. Following the footsteps of its production plant in Zhumadian, its Pucheng plant passed U.S. Food and Drug Administration certification in 2016. In China, the Group's subsidiaries – Pucheng Chia Tai Biochemistry Co., Ltd. and Zhumadian Huazhong Chia Tai Co., Ltd. – passed the “High and New Technology Enterprises” tax status review.

Looking forward, guided by our Three Benefits Principle – benefit the country, benefit the people and benefit the company – we will refine and expand our sales channels, strictly abide by relevant environmental laws and regulations and actively address uncertainties in the operating environment. In the long run, the commitment of the Chinese government to promoting urbanisation and modernisation in rural areas will continue to stimulate demand for construction of infrastructure and transportation facilities, and that will in turn drive steady growth in demand for engineering machinery and equipment.

Finally, I would like to thank our employees for their efforts and contributions to the Group in the past year. My gratitude also goes to our shareholders for their trust and support.

Soopakij Chearavanont
Chairman

Hong Kong, 24 February 2017

為確保獸藥產品安全有效，中國進一步加強對獸藥產品品質的監管，全面推進獸藥「二維碼」標識管理，好能有效追溯獸藥產品的品質安全。該「二維碼」追溯標識制度讓監管體系能貫穿獸藥產業鏈中包括生產、經營，以至使用等各個環節，也覆蓋各品種產品。與此同時，國家對環保工作重視有加，相關政策、法規趨於嚴格，監督力度亦不斷加大，對獸藥生產企業也提出了更高的標準和要求。本集團對品質體系一直要求嚴格，並重視技術創新。於二零一六年，集團位於浦城的生產設施繼其位於駐馬店的生產設施之後，同樣通過美國食品藥品管理局認證覆核。在國內，集團的附屬公司浦城正大生化有限公司及駐馬店華中正大有限公司也成功通過高新技術企業稅務資格的覆審。

展望未來，本集團將秉承「利國、利民、利企業」的價值觀，深耕細作銷售管道，嚴格遵守環保相關法律法規，並積極應對經營環境中的不確定因素。從長遠來看，在中國政府致力推動城市化和農村現代化的進程中，將會繼續刺激基礎設施建設和交通基礎建設方面的需求，而工程機械設備的需求亦會相應穩定增長。

最後，本人衷心感謝所有員工在二零一六年的付出和貢獻，也感謝股東們對我們的信任與支持。

謝吉人
董事長

香港，二零一七年二月二十四日

Financial Highlights

財務概要

(Unit: US\$'000)

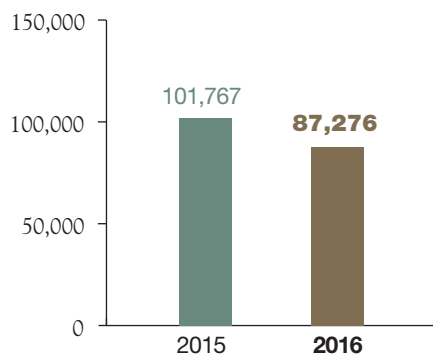
(單位：美元千元)

2016

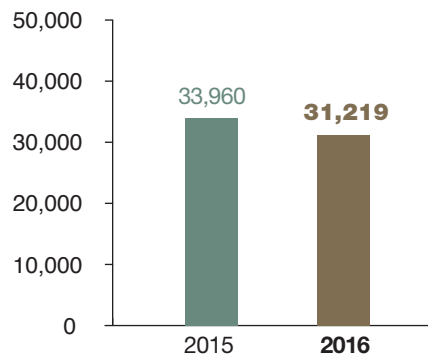
2015

Key Statement of Comprehensive Income Items	主要全面收益表項目		
Revenue	收入	87,276	101,767
Gross Profit	毛利	31,219	33,960
Profit Attributable to Shareholders of the Company	可供分配予本公司股東之溢利	8,058	8,182
Basic and Diluted Earnings Per Share (US cents)*	每股基本及攤薄溢利(美仙)*	3.18	3.46
Key Statement of Financial Position Items	主要財務狀況表項目		
Property, Plant & Equipment	物業、廠房及設備	43,888	48,555
Total Assets	總資產	200,043	198,972
Total Bank Borrowings	總銀行借款	8,275	16,678
Issued Capital	已發行股本	25,333	25,333
Shareholders' Equity	股東應佔權益	148,516	148,814
Total Equity	權益總額	168,735	168,118

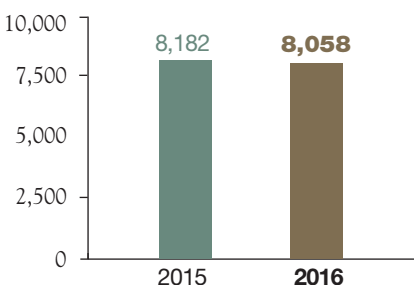
Revenue US\$'000
收入 美元千元



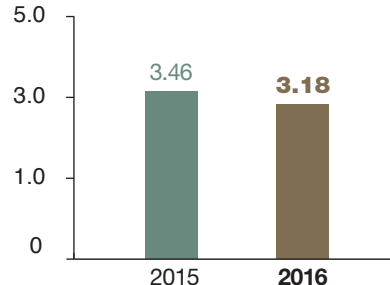
Gross Profit US\$'000
毛利 美元千元



Profit Attributable to Shareholders of the Company US\$'000
可供分配予本公司股東之溢利 美元千元



Basic and Diluted Earnings Per Share US cents
每股基本及攤薄溢利 美仙



Remarks 備註：

* Based on the profit for the year attributable to shareholders of the Company and the weighted average number of ordinary shares and convertible preference shares in issue during the year.
按本公司股東應佔本年溢利，及於本年內已發行普通股及可換股優先股之加權平均數計算。

Management Discussion and Analysis

管理層討論及分析

GROUP RESULTS

The Group has two lines of businesses: biochemical business and industrial business. The biochemical business, which focuses on the manufacture and sale of CTC products and is carried on by Group subsidiaries, accounting for all of the Group's consolidated revenue. The Group's industrial business comprises the Group's interest in its joint venture ECI Metro Investment Co., Ltd. and its subsidiaries ("ECI Metro"), and the Group's interest in its associate Zhanjiang Deni Vehicle Parts Co., Ltd. and its subsidiaries ("Zhanjiang Deni"). The results of the Group's industrial business is incorporated in the consolidated statement of comprehensive income as share of profits from joint venture and associate.

For the year ended 31 December 2016, the Group's revenue decreased 14.2% to US\$87.28 million (2015: US\$101.77 million). Overall, gross profit margin was 35.8%, compared to 33.4% in 2015. Profit attributable to shareholders of the Group was US\$8.06 million (2015: US\$8.18 million), a 1.5% decline compared to 2015.

Basic and diluted earnings per share were both US 3.18 cents (2015: US 3.46 cents). The board has resolved not to declare a final dividend for the year ended 31 December 2016 (2015: Nil).

BUSINESS REVIEW

Biochemical

The Group is one of the leading CTC producers globally. We generate revenue from the manufacture and sale of CTC products. The two main products of the Group are CTC Premix and CTC HCL. CTC products are used as feed additives to promote healthy growth of livestock, prevent or cure animal diseases and improve overall feed efficiency.

CTC products sold by the Group are marketed mainly under the Group's own brands "Shihao" and "Citifac." The Group's CTC products are sold and distributed globally, including in the United States of America, China and Southeast Asia. The Group's overseas customers include feed mills, pharmaceutical companies and trading companies, whereas customers in China are mainly feed mills.

The Group currently has two CTC production plants in China, one located in Pucheng (which produces CTC Premix and CTC HCL) and one located in Zhumadian (which produces CTC Premix). Raw materials are generally sourced locally.

集團業績

本集團從事生化業務及工業業務。生化業務專注製造及銷售金霉素產品，為本集團的所有合併收入，並由本集團之附屬公司營運。本集團的工業業務包含本集團於易初明通投資有限公司及其附屬公司（「易初明通」）的合營企業權益及於湛江德利車輛部件有限公司及其附屬公司（「湛江德利」）的聯營公司權益。本集團工業業務的業績載列於綜合全面收益表內的應佔合營企業及聯營公司溢利。

截至二零一六年十二月三十一日止年度，本集團的收入下降14.2%至8,728萬美元（二零一五年：1億177萬美元）。整體毛利率為35.8%，二零一五年則為33.4%。本集團股東應佔溢利為806萬美元（二零一五年：818萬美元），較二零一五年下降1.5%。

每股基本及攤薄溢利為3.18美仙（二零一五年：3.46美仙）。董事會決議截至二零一六年十二月三十一日止年度不派付末期股息（二零一五年：無）。

業務回顧

生化業務

作為全球領先的金霉素生產商之一，本集團生化業務的收入來自製造及銷售金霉素產品。本集團的產品組合主要包括金霉素預混劑及鹽酸金霉素。金霉素產品用作促進禽畜健康生長、預防或治療禽畜疾病及提高飼養效率的飼料添加劑。

本集團出售的金霉素產品以本集團自有品牌「施豪」及「喜特肥」銷售。本集團的金霉素產品銷往世界各地，包括美國、中國及東南亞等地區。本集團海外客戶包括飼料加工廠、製藥公司及貿易公司，而在中國的客戶主要是飼料加工廠。

本集團現時在中國擁有兩個金霉素生產工廠，分別位於浦城（生產金霉素預混劑及鹽酸金霉素）及駐馬店（生產金霉素預混劑）。原材料主要在當地採購。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW (continued)

Biochemical (continued)

The Group's biochemical revenue decreased 14.2% to US\$87.28 million (2015: US\$101.77 million). Of this, revenue contribution from China, United States of America, Asia Pacific (excluding China), Europe and elsewhere were 32.7%, 15.9%, 30.5%, 9.6% and 11.3%, respectively.

For the year under review, overseas market sales were mainly affected by the decrease in sales to a large customer. As disclosed in the interim results announcement for the six months ended 30 June 2016 dated 10 August 2016, decline in overall revenue was mainly due to decrease in CTC sales to a large customer from approximately US\$16.7 million in the first half of 2015 to US\$6.4 million in the first half of 2016. The situation continued into the second half of 2016, with sales to this large customer reduced from approximately US\$10.4 million in the second half of 2015 to approximately US\$6.9 million in the second half of 2016. Sales reduction to this customer was mainly due to a change in its ownership. Moreover, the Group was also facing increased pressure in overseas markets from a major competitor who is pricing aggressively.

In China, the overall CTC market was better than last year with an increase in demand from large-scale farms as swine prices were significantly higher compared to 2015. However, with the entry of a number of new players in 2015, competition remained intense in China. Leveraging on the better industry environment, the Group actively expanded its customer base in China to soften the impact from the overseas segment.

As a result of increased competition and lower raw materials prices, overall average selling prices of CTC products were lower than last year. In 2016, average selling prices of CTC premix reduced by approximately 12.4% when compared to 2015, and the average selling prices of CTC HCL reduced by approximately 9.2%.

Gross profit margin increased to 35.8% in 2016 from 33.4% in 2015, as lower raw materials prices and improved production efficiency offset reduction in average selling prices.

業務回顧(續)

生化業務(續)

本集團生化業務的收入減少14.2%至8,728萬美元(二零一五年:1億177萬美元)。其中,來自中國、美國、亞太地區(不計中國)、歐洲及其他地區的收入分別佔32.7%、15.9%、30.5%、9.6%和11.3%。

回顧年內,海外市場銷售額主要受一位大客戶之銷售額下降影響。根據日期為二零一六年八月十日截至二零一六年六月三十日止六個月之中期業績公告披露,收入下降主要源自一位大客戶之金霉素銷售減少,從二零一五年上半年約1,670萬美元減少至二零一六年上半年約640萬美元。這個情況一直持續至二零一六年下半年,來自該大客戶之金霉素銷售由二零一五年下半年約1,040萬美元減少至二零一六年下半年約690萬美元。該客戶的銷售減少主要由於其擁有權之變化。此外,本集團的海外市場亦受壓於一名定價進取的主要競爭對手。

中國的金霉素市場整體較去年為佳,由於生豬價格較二零一五年顯著提高,推動了大型農場對金霉素的需求。然而,數名新競爭對手於二零一五年進入市場,中國的行業競爭仍然激烈。本集團藉著行業環境轉好的時機,積極擴展中國客戶群,以緩解海外市場帶來的影響。

鑒於競爭加劇和原材料價格下調,金霉素產品的總體平均銷售價格較去年下降。二零一六年,金霉素預混劑平均銷售價格較二零一五年下降約12.4%,鹽酸金霉素平均銷售價格則下降約9.2%。

毛利率由二零一五年的33.4%上升至二零一六年的35.8%,源於較低的原材料價格及生產效率提高,抵銷了平均銷售價格下降的影響。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW (continued)**Industrial**

The Group's industrial business is conducted through ECI Metro and Zhanjiang Deni.

The Group holds a 50% equity interest in ECI Metro Investment Co., Ltd. ECI Metro is principally engaged in the sale, leasing and servicing of Caterpillar machinery equipment. ECI Metro is one of the four Caterpillar dealers in China. Its service territory covers the western part of China, namely Yunnan, Guizhou, Sichuan, Shaanxi, Gansu and Qinghai provinces, Ningxia Hui Autonomous Region, Tibet Autonomous Region and Chongqing municipality. Caterpillar is the world's leading manufacturer of earthmoving and construction equipment. Key customers include those engaged in the mining, railroad and road construction and other infrastructure construction industries.

According to the National Bureau of Statistics of the PRC, China's gross domestic product in 2016 registered a year-on-year growth of 6.7%, compared to 6.9% in 2015. Meanwhile, despite that fixed-asset investment growth in China slowed down from 10.0% in 2015 to 8.1% in 2016, fixed-asset investment growth in the western part of China picked up from 9.0% to 12.2%. The increase in infrastructure build-outs at ECI Metro's operating region increased demand for excavators. However, there were delays in mining projects as commodity prices were generally low in the first half of the year and only started to recover in the second half of 2016. In the year ended 31 December 2016, our share of profits of joint venture amounted to US\$2.85 million compared to US\$1.23 million last year.

The Group holds a 28% equity interest in Zhanjiang Deni Vehicle Parts Co. Ltd. Zhanjiang Deni is principally engaged in the manufacture and sale of automotive parts, which are mainly sold to automobile and motorcycle manufacturers. According to the China Association of Automobile Manufacturers, motorcycle sales declined by 10.8% year-on-year while total automobile sales growth was 13.7% in 2016. In 2016, our share of profits of associate was US\$2.20 million compared to US\$2.97 million in 2015.

業務回顧 (續)**工業業務**

本集團的工業業務透過易初明通及湛江德利經營。

本集團持有易初明通投資有限公司的50%股權。易初明通主要從事卡特彼勒機械設備的銷售、租賃及客戶服務。易初明通是中國四家卡特彼勒經銷商之一，其服務領域覆蓋中國西部地區，即雲南、貴州、四川、陝西、甘肅及青海省、寧夏自治區、西藏自治區及重慶市。卡特彼勒是世界上領先的土方工程機械及建築設備生產商。易初明通的主要客戶包括從事採礦、鐵路、道路及其他基礎設施建設行業的工程承包商。

根據中華人民共和國國家統計局統計，二零一六年中國國內生產總值按年錄得6.7%增長，二零一五年則為6.9%。與此同時，儘管中國固定資產投資增長由二零一五年的10.0%放緩至二零一六年的8.1%，但中國西部的固定資產投資增長由二零一五年的9.0%回升至12.2%。在易初明通經營地區之基礎設施建設增加下，拉動了挖掘機的需求。然而，採礦項目受大宗商品價格於上半年在低位徘徊影響而出現延遲，而下半年開始復蘇。在截至二零一六年十二月三十一日年度，本集團應佔合營企業溢利為285萬美元，去年則為123萬美元。

本集團持有湛江德利車輛部件有限公司的28%股權。湛江德利專注製造及銷售汽車零件，主要出售給汽車及摩托車製造商。根據中國汽車工業協會統計，摩托車銷售量按年下跌10.8%，而汽車銷售量增長於二零一六年為13.7%。二零一六年，本集團應佔聯營公司溢利為220萬美元，二零一五年為297萬美元。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW (continued)

OUTLOOK

Looking forward, for the biochemical business, intense competition in the CTC industry is unlikely to ease and may continue to put pressure on pricing and consequently profit. As for the Group's industrial business in China, moderating economic growth may soften the pace of infrastructure build-outs in China affecting ECI Metro's business. For Zhanjiang Deni's business, motorcycle sales are still weak and automobile sales growth may slow down in 2017 as tax incentives for potential buyers rolled back in 2017. Overall, the Group remains cautious for 2017.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2016, the Group had total assets of US\$200.0 million, an increase of 0.5% as compared to US\$199.0 million as at 31 December 2015.

As at 31 December 2016, the Group had net cash, being cash and deposits less bank borrowings, of US\$28.8 million (31 December 2015: US\$1.4 million).

All the borrowings of the Group are denominated in Renminbi as at 31 December 2016 and 2015.

As at 31 December 2016, the Group's fixed interest rate bank borrowings amounted to US\$4.3 million (31 December 2015: US\$11.2 million).

All domestic sales in mainland China are transacted in RMB and export sales are transacted in foreign currencies. The Group monitors exchange rate movements and determines appropriate hedging activities when necessary.

CAPITAL STRUCTURE

The Group finances its working capital requirements through a combination of funds generated from operations and borrowings. The Group had time deposits and cash and cash equivalents of US\$37.1 million as at 31 December 2016, an increase of US\$19.0 million compared to US\$18.1 million as at 31 December 2015.

業務回顧(續)

展望

展望未來，生化業務方面，金霉素行業之激烈競爭不大可能會緩和，可能繼續為銷售價格帶來壓力，從而影響利潤。至於本集團的中國工業業務，宏觀經濟增長速度緩和將可能削弱中國基礎設施建設的力度，從而影響易初明通之業務。湛江德利方面，摩托車銷售仍然疲弱，汽車銷售增長則可能受二零一七年潛在買家車輛購置稅優惠政策退坡影響而放緩。整體來說，本集團對二零一七年整體維持謹慎態度。

資金流動性及財政資源

於二零一六年十二月三十一日，本集團之總資產為2.00億美元，較二零一五年十二月三十一日之1.99億美元，增加0.5%。

於二零一六年十二月三十一日，本集團之淨現金，即現金及存款減銀行借款為2,880萬美元(二零一五年十二月三十一日：140萬美元)。

本集團於二零一六年及二零一五年十二月三十一日的借款全部按人民幣作為單位。

於二零一六年十二月三十一日，本集團按固定利率計息之借款為430萬美元(二零一五年十二月三十一日：1,120萬美元)。

於中國大陸所有國內銷售均以人民幣計算，而出口之銷售則以外幣計算。本集團監控外匯變動，必要時考慮適當的對沖活動。

資本結構

本集團透過營運資金及借款應付其流動資金需求。於二零一六年十二月三十一日，本集團持有定期存款及現金及現金等價物3,710萬美元(二零一五年十二月三十一日：1,810萬美元)，增加1,900萬美元。

Management Discussion and Analysis

管理層討論及分析

CHARGES ON GROUP ASSETS

As at 31 December 2016, out of the total borrowings of US\$8.3 million (31 December 2015: US\$16.7 million) obtained by the Group, US\$4.0 million (31 December 2015: US\$5.4 million) was secured and accounted for 48% (31 December 2015: 32%) of the total borrowings. Certain of the Group's property, plant and equipment and land lease prepayments with an aggregate net book value of US\$3.1 million (31 December 2015: US\$4.1 million) were pledged as security.

CONTINGENT LIABILITIES

As at 31 December 2016, the Group did not have any significant contingent liabilities.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS

Save for those disclosed in this annual report, there were no other significant investments held nor material acquisitions or disposals during the year.

EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2016, the Group employed around 800 employees in the PRC and Hong Kong. The Group remunerates its employees based on their performance, experience and prevailing market rates while performance bonuses are granted on a discretionary basis. Other employee benefits include, for example, medical insurance and training.

本集團資產抵押

於二零一六年十二月三十一日，本集團總借款為830萬美元（二零一五年十二月三十一日：1,670萬美元），其中400萬美元（二零一五年十二月三十一日：540萬美元）借款需提供資產抵押，佔借款總額之48%（二零一五年十二月三十一日：32%）。本集團若干物業、廠房及設備及預付土地租賃費已用作抵押，賬面淨額合共310萬美元（二零一五年十二月三十一日：410萬美元）。

或有負債

本集團於二零一六年十二月三十一日並沒有任何重大或有負債。

持有的重大投資、重大收購及出售

除本年報所披露外，本集團在本年內沒有持有任何其他重大投資，亦沒有進行任何重大收購或出售。

僱員及酬金政策

於二零一六年十二月三十一日，本集團於中國及香港共聘用約800名僱員。本集團根據僱員的表現、經驗及現行的市場水平，釐訂其薪津，並酌情授予花紅。其他僱員福利包括例如：醫療保險及培訓。

Corporate Governance Report

企業管治報告

Chia Tai Enterprises International Limited (the “Company”) is committed to maintaining a high standard of corporate governance, the principles of which are to uphold a high standard of ethics, transparency, accountability and integrity in all aspects of business and to ensure that affairs are conducted in accordance with applicable laws and regulations.

CORPORATE GOVERNANCE CODE

The Company complied with all code provisions set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) – Corporate Governance Code and Corporate Governance Report (the “Corporate Governance Code”) throughout the year ended 31 December 2016 except that the chairman of the board of the Company did not attend the annual general meeting held on 7 June 2016 due to other business engagement, which deviated from code provision E.1.2.

THE BOARD

(a) Board Composition

As at the date of this report, the board of directors of the Company (the “Board”) comprises nine directors including four executive directors, two non-executive directors and three independent non-executive directors.

The biographical details of all directors of the Company (the “Directors”) and the relationships among Directors and senior management are set out in the Biographical Details of Directors and Senior Management section on pages 23 to 26 of the annual report.

(b) Chairman and Chief Executive

Mr. Soopakij Chearavanont is Chairman of the Company. Mr. Thirayut Phityaisarakul and Mr. Thanakorn Seriburi are the chief executive officers of the biochemical division and the industrial division respectively. The roles of chairman and chief executives are distinct and separate with a clear division of responsibilities. The Chairman is responsible for overseeing the function of the Board while the chief executive officers are responsible for managing the Company’s business.

正大企業國際有限公司(「本公司」)致力維持高水平的企業管治，其原則旨在維護公司在各業務方面均能貫徹高水平的道德、透明度、責任及誠信操守，並確保所有業務運作符合適用法律和法規。

企業管治守則

截至二零一六年十二月三十一日止年度內，本公司一直遵守香港聯合交易所有限公司《證券上市規則》(「《上市規則》」)附錄十四所載之《企業管治守則》及《企業管治報告》(「《企業管治守則》」)的所有守則條文，惟本公司董事長因其他業務約會而未能出席於二零一六年六月七日舉行之股東周年大會，因而偏離守則條文第E.1.2條。

董事會

(a) 董事會的組成

截至本報告書日期止，本公司董事會(「董事會」)共有九名成員，包括四名執行董事、兩名非執行董事及三名獨立非執行董事。

本公司所有董事(「董事」)的履歷及董事和高級管理人員之間的關係載於年報第23至26頁「董事及高級管理人員履歷詳情」一節。

(b) 董事長和行政總裁

謝吉人先生為本公司董事長。李紹慶先生及李紹祝先生分別為生化業務及工業業務的行政總裁。董事長與行政總裁的角色獨立分明、分工清晰。董事長負責監督董事會職能運作，行政總裁則負責管理本公司的業務。

Corporate Governance Report

企業管治報告

(c) Roles and Responsibilities

The Board, including through its committees, leads and provides direction for management by laying down strategies and overseeing their implementation by management, reviews the operational and financial performance, provides oversight to ensure that a sound system of risk management and internal control is in place, and performs corporate governance functions.

Management is responsible for the execution of business strategies and dealing with day-to-day operations.

The Company has arranged appropriate directors' and officers' liability insurance for its Directors and officers.

(d) Independent Non-executive Directors

During the year ended 31 December 2016, the Board, at all times, met the requirements of Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications or accounting or related financial management expertise and the number of independent non-executive directors representing at least one-third of the Board.

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

(c) 角色及職責

董事會(包括透過其委員會)帶領並指導管理層,其包括制定及監察管理層推行策略、檢討運作及財務表現,作出監督以確保設有良好的風險管理和內部監控系統,和履行企業管治職責。

管理層負責執行業務策略及處理日常運作。

本公司已為董事和高級人員購買合適的董事及高級人員的責任保險。

(d) 獨立非執行董事

截至二零一六年十二月三十一日止年度內,董事會一直符合《上市規則》第3.10(1)條、第3.10(2)條及第3.10A條有關委任至少三名獨立非執行董事,而其中至少一名獨立非執行董事具備適當之專業資格或會計或相關之財務管理專長,及獨立非執行董事人數佔董事會至少三分之一的規定。

本公司已收到各獨立非執行董事根據《上市規則》第3.13條就其獨立性而作出的年度確認函。本公司認為所有獨立非執行董事均具備獨立性,符合《上市規則》所載的獨立指引。

Corporate Governance Report

企業管治報告

(e) Directors' Securities Transactions

The Company has adopted a code of conduct regarding directors' securities transactions (the "Code of Conduct for Securities Transactions") which is based on the required standards set out in Appendix 10 of the Listing Rules – Model Code for Securities Transactions by Directors of Listed Issuers. Having made specific enquiries with each of the Directors, all of them have confirmed that they complied with the required standard set out in the Code of Conduct for Securities Transactions during the year ended 31 December 2016.

Directors' and chief executives' interests and short positions in shares and underlying shares of the Company and its associated corporations are disclosed in the Report of the Directors section on pages 37 to 38 of the annual report.

(f) Directors' Training

Every director keeps abreast of his responsibilities as a director of the Company and of the business activities and development of the Company. During the year, the Company provided trainings on the Listing Rules and monthly updates on the Company's financial performance and financial position to all Directors.

(g) General Meeting, Board Meetings and Board Committee Meetings

During the year ended 31 December 2016, the Company held one annual general meeting, six Board meetings, two Audit Committee meetings and one Remuneration Committee meeting.

Directors are expected to devote sufficient time and attention to performing their duties and responsibilities. According to the bye-laws of the Company, Directors can attend board meetings in person or by means of telephone, electronic or other communication facilities.

(e) 董事的證券交易

本公司已採納有關董事證券交易的行為守則（「證券交易行為守則」），其乃根據上市規則附錄十之上市發行人董事進行證券交易的標準守則所載的規定標準。經向本公司各位董事作出具體查詢後，彼等確認於截至二零一六年十二月三十一日止年度內，彼等已遵守證券交易行為守則內所載的規定標準。

董事及行政人員於本公司及其相聯法團的股份及相關股份中的權益及淡倉於年報第37至38頁「董事報告書」一節中披露。

(f) 董事培訓

每名董事均遵守作為本公司董事之責任，並與本公司之業務活動及發展並進。於年內，本公司已向所有董事提供有關《上市規則》的培訓及每月本公司之財務表現及財務狀況之最新資料。

(g) 股東大會、董事會及董事會轄下的委員會會議

於截至二零一六年十二月三十一日止年度，本公司已舉行一次股東周年大會、六次董事會會議、兩次審核委員會會議和一次薪酬委員會會議。

董事在履行其職責時須付出充分時間及關注。根據本公司細則，董事可親身出席或透過電話、電子或其他通訊設備參與董事會會議。

Corporate Governance Report

企業管治報告

(g) General Meeting, Board Meetings and Board Committee Meetings (continued)

The attendance of each Director, by name, in 2016 is set out in the following table:

(g) 股東大會、董事會及董事會轄下的委員會會議(續)

下表具名列載每位董事於二零一六年的出席率：

		No. of meetings attended/held 出席次數／會議舉行次數			
		Annual General Meeting 股東周年大會	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
<i>Chairman and Non-executive Director</i>	董事長及非執行董事				
Mr. Soopakij Chearavanont	謝吉人先生	0/1	5/6	–	–
<i>Executive Directors</i>	執行董事				
Mr. Thirayut Phityaisarakul	李紹慶先生	1/1	6/6	–	–
Mr. Thanakorn Seriburi	李紹祝先生	0/1	6/6	–	1/1
Mr. Nopadol Chiaravanont	謝杰人先生	0/1	4/6	–	–
Mr. Yao Minpu	姚民仆先生	0/1	5/6	–	–
<i>Non-executive Director</i>	非執行董事				
Mr. Yoichi Ikezoe	池添洋一先生	1/1	4/6	–	–
<i>Independent Non-executive Directors</i>	獨立非執行董事				
Mr. Surasak Rounroengrom	Surasak Rounroengrom先生	1/1	4/6	2/2	1/1
Mr. Cheng Yuk Wo	鄭毓和先生	1/1	5/6	2/2	1/1
Mr. Ko Ming Tung, Edward	高明東先生	1/1	6/6	2/2	1/1

Corporate Governance Report

企業管治報告

(h) Accountability and Audit

The Board is responsible for presenting a balanced, clear and understandable assessment of the Company's performance in annual and interim reports.

The Directors acknowledge their responsibility for preparing the financial statements, which give a true and fair view of the financial position of the Group and the financial performance and cash flows of the Group in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance. The statement of the auditors of the Company about their responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report section on pages 47 and 53 of the annual report.

The Board considers that in preparing the financial statements, the Group has applied appropriate accounting policies that are consistently adopted and made judgements and estimates that are reasonable and prudent in accordance with the applicable accounting standards.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

(h) 問責及審核

董事會負責在年報及中期報告對本公司之表現作出平衡、清晰及容易理解的評估。

董事確認編製財務報表的責任，財務報表須按照《國際財務報告準則》及香港《公司條例》的披露要求真實而中肯地反映本集團的財務狀況、本集團財務表現及現金流量的狀況。本公司核數師就其對本集團財務報表的責任之聲明載於年報第47及53頁「獨立核數師報告」一節。

董事會認為本集團在編製財務報表時已一貫地採納適當的會計政策，並根據適用的會計準則作出合理及審慎的判斷與估計。

董事確認經作出一切合理查詢後，就彼等所知、所悉及所信，彼等並不知悉任何重大不明朗之事件或情況，可能會對本公司持續經營能力造成重大疑慮。

BOARD DELEGATION

The Board has delegated authority to three committees which operate under defined terms of reference. The terms of reference of each committee are available on the Company's website. The attendance of each committee member, by name, in 2016 is set out on page 13.

(i) Nomination Committee

The Nomination Committee comprises a non-executive Director, Mr. Soopakij Chearavanont (Chairman) and two independent non-executive Directors, namely Mr. Surasak Rounroengrom and Mr. Cheng Yuk Wo.

The Nomination Committee is delegated by the Board with the primary responsibility to formulate and implement the nomination policy and board diversity policy, make recommendations to the Board on the selection of individual(s) nominated for directorship and assess the independence of independent non-executive Directors.

According to the board diversity policy of the Company, selection of candidates is based on a range of diversity considerations, which include but are not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The Company's corporate strategy and organisational needs are also taken into account. Board appointments are based on meritocracy.

All non-executive Directors and independent non-executive Directors are appointed for a successive term of one year and, together with all other Directors, are subject to retirement by rotation, but may offer themselves for re-election, at annual general meetings in accordance with the Company's bye-laws. According to the Company's bye-laws, at each annual general meeting of the Company no less than one-third of the Directors for the time being shall be subject to retirement by rotation at least once every three years.

The Nomination Committee reviewed the Board composition during the year by resolution in writing.

董事會授權

董事會轄下授權三個委員會按照特定的職權範圍運作，各委員會職權範圍已載於本公司網站。每名委員會成員於二零一六年的出席率具名列載於第13頁。

(i) 提名委員會

提名委員會由執行董事謝吉人先生（主席）及兩名獨立非執行董事即Surasak Rounroengrom先生和鄭毓和先生所組成。

提名委員會由董事會授權，主要負責制定及執行提名政策及董事會成員多元化政策、向董事會提供有關挑選提名人士出任董事的建議及評估獨立非執行董事的獨立性。

根據本公司的董事會成員多元化政策，甄選人選是按一系列多元化考慮為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識，以及考慮本公司企業策略和組織需要。董事會委任是以用人唯才為基準。

所有非執行董事及獨立非執行董事獲委任的指定任期為一年，可續任和根據本公司細則與所有其他董事輪席退任並於股東周年大會上膺選連任。根據本公司細則，於本公司每屆股東周年大會上，應有不少於當時董事人數三分之一的董事輪席退任（至少每三年一次）。

提名委員會於年內以書面決議檢討董事會的組成。

Corporate Governance Report

企業管治報告

(ii) Remuneration Committee

The Remuneration Committee comprises three independent non-executive Directors, namely Mr. Cheng Yuk Wo (Chairman), Mr. Surasak Rounroengrom and Mr. Ko Ming Tung, Edward, and an executive Director, Mr. Thanakorn Seriburi.

The Remuneration Committee is delegated by the Board with primary responsibility to make recommendations to the Board on the remuneration policy and structure for all directors and senior management and determine the remuneration packages of individual executive directors and senior management.

The primary objective of the Remuneration Committee is to ensure that the Company is able to attract, retain and motivate high-caliber employees who are critical to the success of the Company, thereby enhancing the value of the Company to shareholders. The objective of the Company's remuneration policy is to maintain fair and competitive packages based on business requirements and industry practices.

The Remuneration Committee held a meeting during the year to determine remuneration packages for the Directors and senior management.

Details of emoluments of each Director are set out in note 9 to the financial statements of the annual report. The remuneration of the members of the senior management by band for the year ended 31 December 2016 is set out below:

(HK\$)
(港元)

0 to 3,000,000

0至3,000,000

Number of
Senior Management
高級管理人員人數

2

(ii) 薪酬委員會

薪酬委員會由三名獨立非執行董事即鄭毓和先生(主席)、Surasak Rounroengrom先生和高明東先生及執行董事李紹祝先生所組成。

薪酬委員會由董事會授權，主要負責就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和釐定個別執行董事及高級管理人員的薪酬待遇。

薪酬委員會主要目標是確保本公司能夠吸引、挽留及激勵高質素僱員，鼓勵他們繼續為本公司的成功作出貢獻，從而為本公司股東創造價值。本公司的薪酬政策旨在根據業務所需及行業慣例，保持公平而具競爭力的僱員薪酬。

薪酬委員會於年內召開了一次會議，以釐定董事和高級管理人員的薪酬。

各董事的酬金詳情載於年報內財務報表附註9。於截至二零一六年十二月三十一日止年度內，高級管理人員成員之薪酬範圍如下：

Corporate Governance Report

企業管治報告

(iii) Audit Committee

The Audit Committee comprises three independent non-executive Directors, namely Mr. Cheng Yuk Wo (Chairman), Mr. Surasak Rounroengrom and Mr. Ko Ming Tung, Edward.

The Audit Committee is delegated by the Board with primary responsibility to provide independent oversight of the Group's financial reporting, risk management and internal control systems. The Audit Committee is provided with sufficient resources to perform its duties including support from the Internal Audit Department, the external auditors and management in reviewing the Group's financial results, material financial, operational and compliance controls.

The Audit Committee held two meetings during the year. The following is a summary of the work of the Audit Committee in 2016:

- reviewed the annual report and the annual results announcement for the year ended 31 December 2015 with recommendation to the Board for approval;
- reviewed the report from the external auditors to the Audit Committee for the year ended 31 December 2015;
- reviewed compliance with the Corporate Governance Code;
- reviewed internal audit reports of the Group;
- reviewed the interim report and the interim results announcement for the six months ended 30 June 2016 with recommendation to the Board for approval;
- reviewed the report from the external auditors to the Audit Committee for the six months ended 30 June 2016;
- reviewed the audit and non-audit services undertaken by the external auditors;
- reviewed the effectiveness of the risk management and internal control systems.

(iii) 審核委員會

審核委員會由三名獨立非執行董事即鄭毓和先生(主席)、Surasak Rounroengrom先生和高明東先生所組成。

審核委員會由董事會授權，主要負責獨立監督本集團的財務匯報、風險管理及內部監控系統。審核委員會備有充足資源執行其工作，包括由內部審核部門、外聘核數師與管理層提供所需支援，以審核本集團財務業績、重要財務、營運及合規的監控。

審核委員會於年內召開了兩次會議，以下為審核委員會於二零一六年的工作摘要：

- 審閱截至二零一五年十二月三十一日止年度的年報及年度業績公告，並建議董事會通過；
- 審閱外聘核數師致審核委員會截至二零一五年十二月三十一日止年度的報告；
- 審閱遵守《企業管治守則》的情況；
- 審閱本集團內部審計報告；
- 審閱截至二零一六年六月三十日止六個月的中期報告及中期業績公告，並建議董事會通過；
- 審閱外聘核數師致審核委員會截至二零一六年六月三十日止六個月的報告；
- 審閱由外聘核數師執行所有審核及非審核服務；及
- 審閱風險管理和內部監控的成效。

Corporate Governance Report

企業管治報告

(iii) Audit Committee (continued)

Subsequent to the year end, the Audit Committee reviewed the annual report and the annual results announcement for the year ended 31 December 2016 with recommendation to the Board for approval.

The Audit Committee is responsible for the appointment, re-appointment and removal of the external auditors, and the remuneration and terms of engagement of the external auditors. To ensure external auditors' independence, the Audit Committee reviewed the audit and non-audit services undertaken by the external auditors during the year.

During the year ended 31 December 2016, the remuneration paid by the Group to the external auditors is set out below:

(iii) 審核委員會(續)

於年度結束後，審核委員會審閱截至二零一六年十二月三十一日止年度的年報及年度業績公告，並建議董事會通過。

審核委員會負責外聘核數師之委任、續聘和罷免及釐定外聘核數師的酬金與聘用條款。為確保外聘核數師的獨立性，審核委員會已檢討於年內由外聘核數師執行的審核及非審核服務。

於截至二零一六年十二月三十一日止年度內，本集團支付外聘核數師的酬金如下：

Category of Services	服務類別	2016 二零一六年 (US\$'000) (美元千元)
Audit services	審核服務	142
Review engagements and agreed-upon procedures	審閱委聘及執行商定程序	52
		194
Other services	其他服務	13
		207
Total	總額	207

RISK MANAGEMENT AND INTERNAL CONTROL

Our Approach

The Group has established and adopted a risk management policy which is designed to manage the risk of failure to achieve business objectives and provide reasonable, but not absolute, assurance against material misstatement or loss. A risk appetite statement has been established to define the extent of risks that the Group is willing to take in pursuit of its strategies and business objectives.

Clear roles and responsibilities are assigned to different level of management within the Group. The Board (i) has overall responsibility for the Group's risk management and internal control systems; (ii) oversees the design, implementation and monitoring of the risk management and internal control systems and (iii) evaluates and determines the nature and extent of the risks it is willing to take in achieving the Group's business objectives. The Board delegates the responsibility of reviewing the effectiveness of the Group's risk management and internal control systems to the Audit Committee which monitors the Group's risk management and internal control systems through the Internal Audit Department. The Internal Audit Department carries out independent reviews of key business processes and controls. Key findings and recommendations for improvement are regularly reported to the Audit Committee. The external auditors also report on any control issues identified in the course of their audit or review work to the Audit Committee. Management is responsible for designing, implementing and monitoring risk management and internal control systems, whereas risk owners are responsible for identifying, analyzing and prioritizing risk for further consideration by management, and ensuring that the risk monitoring and control system are working effectively and risk mitigation actions are implemented within business units.

Effectiveness Review

During the year, the Audit Committee, on behalf of the Board, has reviewed the effectiveness of the Group's risk management and internal control systems and was satisfied that the Company's internal control processes are adequate to meet the business needs of the Company. The Board considers that the risk management and internal control systems of the Group are effective and adequate.

風險管理及內部監控

我們的模式

董事會已制定和採納風險管理守則，旨在管理未能達成業務目標的風險，並就不會有重大的失實陳述或損失作出合理的保證。風險偏好聲明已制定，以訂立本集團在實踐其策略和業務目標時所願意承擔風險程度。

角色和責任清晰分配給本集團內不同級別的管理層。董事會(i)負責本集團的風險管理和內部監控系統；(ii)監督風險管理和內部監控系統的設計、實施和監察及(iii)評估和決定在實踐本集團業務目標時所願意承擔風險的性質和程度。董事會授權審核委員會檢討本集團風險管理及內部監控系統之成效，其透過內部審核部門以監察本集團之風險管理及內部監控系統。內部審核部門對主要業務流程和監控進行獨立審查。重要發現和改善建議定期向審計委員會報告。外聘核數師亦向審核委員會報告在審核過程中所識別的任何監控問題。管理層負責風險管理和內部監控系統的設計、實施和監察。而風險責任人負責識別、分析和為風險進行優先排序，以便管理層進一步考慮，並確保風險監察和監控系統有效運作，在業務單位內實施風險緩解措施。

成效審閱

於年內，審核委員會代表董事會已審閱本集團風險管理和內部監控系統的成效，並認為本公司內部監控程序足以滿足本公司的業務需要。董事會認為本集團的風險管理和內部監控系統有效和足夠。

Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (continued)

Continuous Improvement

We are committed to continually improving our risk management and internal control framework and shall continue to enhance the integration of risk management and internal control into our business process.

For the handling and dissemination of inside information, an inside information handling policy is in place to enable the Group to handle inside information and, where required, communicate with the Group's stakeholders in a timely manner.

SHAREHOLDERS' RIGHTS

Convening a Special General Meeting by Shareholders

In accordance with the Company's bye-law 62, the Board may, whenever it thinks fit, convene a special general meeting, and special general meetings shall also be convened on requisition, as provided by the Companies Act 1981 of Bermuda (as the same may from time to time be amended) (the "Companies Act"), and, in default, may be convened by the requisitionists.

Pursuant to the Companies Act, at the date of the deposit of the requisition, not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company can submit a written requisition to the Board for convening a special general meeting.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company.

If the Board fails to proceed duly to convene a meeting within twenty-one days from the date of the deposit of the requisition, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the date of the written requisition.

風險管理及內部監控(續)

持續改進

我們致力不斷改進我們的風險管理和內部監控架構，並將繼續加強風險管理和內部監控聯繫於我們的業務流程中。

有關處理及發佈內幕消息，本公司已制定內幕消息處理守則，使本集團能適時處理內幕消息及如有需要與本集團持份者溝通。

股東權利

股東召開股東特別大會的權利

根據本公司細則第62條，董事會可在其認為適合時召開股東特別大會。根據百慕達《1981年公司法》(同樣經不時修訂)(「公司法」)規定，股東亦可要求召開股東特別大會，並在請求不獲回應時由要求人士自行召開股東特別大會。

根據公司法，於遞交日期時持有不少於本公司繳足股本(有權於本公司股東大會上投票)十分之一的股東，有權向董事會遞交書面要求，召開股東特別大會。

書面要求必須註明大會之目的，並必須由要求人士簽署，及交回本公司的註冊辦事處。

倘董事會並無於遞交日期起計二十一日期內正式召開會議，要求人士或其中代表全體要求人士總表決權半數以上之任何人士可自行召開會議，惟按此方式召開之任何會議須於遞交書面要求日期起計三個月內舉行。

SHAREHOLDERS' RIGHTS (continued)**股東權利 (續)****Convening a Special General Meeting by Shareholders (continued)****股東召開股東特別大會的權利 (續)**

Such meeting convened by the requisitionists shall be convened in the same manner as that in which meetings are to be convened by the Board. At least 14 clear days' notice in writing (and not less than 10 business days) shall be given to all members of the Company.

要求人士依此召開之會議須盡可能以接近本公司召開會議之方式召開。須最少發出十四個整日(及不少於十個營業日)的書面通知予本公司所有股東。

To Make Enquiry to the Board**向董事會作出查詢**

Shareholders of the Company can make enquiry to the Board by writing to the principal place of business of the Company in Hong Kong.

本公司股東可向董事會作出查詢，以書面形式遞交至本公司於香港的主要營業地點。

To Put Forward Proposals at General Meetings**於股東大會上提呈議案**

Pursuant to the Companies Act, any number of members of the Company representing not less than one-twentieth of the total voting rights of all the members having at the date of the requisition a right to vote at the meeting to which the requisition relates or not less than one hundred members can submit a written requisition to the Board for putting forward proposals at general meetings.

根據公司法，於遞交日期時持有所有股東總表決權不少於二十分之一的股東或不少於100名的股東，有權向董事會遞交書面要求，於股東大會上提呈議案。

The requisition must state the resolution with a statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting and the requisition must be signed by the requisitionists.

書面要求必須註明決議案，並載有關於該大會上提呈的決議案所述事宜或將處理的事項不超過1,000字之陳述書，及必須由要求人士簽署。

The requisition must be deposited at the registered office of the Company by not less than six weeks before the meeting in the case of the requisition requiring notice of a resolution or by not less than one week before the meeting in case of any other requisition. The requisitionists must deposit a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement to all members of the Company.

書面要求須在不少於(倘書面要求為須予通知的決議案)大會舉行前六週或(倘為任何其他書面要求)大會舉行前一週，交回本公司的註冊辦事處，並附上合理足以彌補本公司為決議案向本公司所有股東發出決議案的通知和陳述書的費用。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS (continued)

To Propose a Person for Election as a Director

Members of the Company (other than the person to be proposed) who are qualified to attend and vote at general meetings of the Company can submit a written requisition to the Board to propose a person for election as a director of the Company at such general meetings.

The requisition must be signed by the requisitionists and deposited, with a notice signed by the nominated candidate of his willingness to be elected and the candidate's information required to be disclosed under Rule 13.51(2) of the Listing Rules and a written consent from the nominated candidate to the publication of his personal data, at the principal place of business in Hong Kong of the Company no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven days prior to the date of such general meeting.

Details of the procedures for proposing a person for election as a director are available on the Company's website.

INVESTOR RELATIONS

The Board has established a shareholders' communication policy setting out the principles of the Company in relation to the communication with shareholders, with the objective of maintaining full, open and timely communication with shareholders. Information would be communicated to shareholders in a timely manner, mainly through the publication of the Company's corporate communications including interim and annual reports, announcements and circulars. These publications are available on the Company's website.

During the year, the Company did not make any changes to the Company's constitutional documents.

股東權利(續)

提名個別人士參選董事

合資格出席本公司股東大會及於會上投票的本公司股東(獲提名人士除外)有權向董事會遞交書面要求,於股東大會上提名個別人士參選董事。

書面要求必須由要求人士簽署,連同一份由被提名人士簽署的通知表明願意參選和就《上市規則》第13.51(2)條規定披露候選人的資料及候選人同意公佈其私人資料的同意書,由該等選舉之股東大會通告翌日起至該等股東大會舉行日期前七日,交回本公司於香港的主要營業地點。

由股東提名個別人士參選董事程序的詳情已載於本公司網站。

投資者關係

董事會已制定本公司就與股東交流之股東交流政策,旨在致力與股東保持充分、公開和適時的通訊。資訊主要透過本公司之企業傳訊,包括刊登中期報告、年報、公告及通函,向股東適時發佈。該等刊物已載於本公司網站。

於年內,本公司並無對其組織章程文件作出任何改動。

Biographical Details of Directors and Senior Management 董事及高級管理人員履歷詳情

Mr. Soopakij Chearavanont, aged 52, was appointed as the Chairman, a Non-executive Director of the Company and the Chairman of the Nomination Committee in September 2014. He obtained a Bachelor of Science degree in the College of Business and Public Administration of New York University, USA and has extensive multinational investment and management experience in various industries. Mr. Chearavanont is also the Chairman of Charoen Pokphand Group Company Limited (“Charoen Pokphand Group”), an executive director and vice chairman of C.P. Pokphand Co. Ltd. (“CPP”, listed on the Main Board of the Stock Exchange), chairman of C.P. Lotus Corporation (“C.P. Lotus”, listed on the Main Board of the Stock Exchange) and True Visions Public Company Limited. He is also a director of True Corporation Public Company Limited, CP ALL Public Company Limited and Siam Makro Public Company Limited (companies listed on the Stock Exchange of Thailand) and a non-executive director of Ping An Insurance (Group) Company of China Limited (a company listed on the Main Board of the Stock Exchange and the Shanghai Stock Exchange).

Mr. Thirayut Phityaisarakul, aged 74, was appointed as the Chief Executive Officer (Biochemical Division) and an Executive Director of the Company in September 2014. He is also a director of several subsidiaries of the Company and a vice chairman of Charoen Pokphand Group. Mr. Phityaisarakul has extensive management experiences in various industries.

Mr. Thanakorn Seriburi, aged 71, was appointed as a Director of the Company in February 1988. He was designated as an Executive Director of the Company and appointed as the Chief Executive Officer (Industrial Division) and a member of the Remuneration Committee in September 2014. He is a director of several subsidiaries of the Company. Mr. Seriburi is also the chairman and chief executive officer of the automotive industrial business group (China) of Charoen Pokphand Group. He has been working on investment projects for Charoen Pokphand Group in the PRC since 1979 and has extensive experience in industrial operations in Asia and elsewhere. Mr. Seriburi resigned as an executive director and a member of remuneration committee of CPP in July 2015.

Mr. Nopadol Chiaravanont, aged 55, was appointed as a Director of the Company in July 2014 and was designated as an Executive Director of the Company in September 2014. He is a director of several subsidiaries of the Company. Mr. Chiaravanont is also the assistant to chairman of Charoen Pokphand Group, vice chairman of the automotive and industrial business group (China) of Charoen Pokphand Group and a director of CPPC Public Co., Ltd.

謝吉人先生，52歲，於二零一四年九月獲委任為本公司之董事長、非執行董事和提名委員會主席。彼持有美國College of Business and Public Administration of New York University之理學士學位，並擁有跨國性投資及管理不同行業之資深經驗。謝先生亦為卜蜂集團有限公司（「卜蜂集團」）之董事長、卜蜂國際有限公司（「卜蜂國際」於聯交所主板上市）之執行董事及副董事長、卜蜂蓮花有限公司（「卜蜂蓮花」於聯交所主板上市）和True Visions Public Company Limited之董事長，彼亦為 True Corporation Public Company Limited、CP ALL Public Company Limited 及 Siam Makro Public Company Limited（三家於泰國證券交易所上市之公司）之董事和中國平安保險（集團）股份有限公司（一家於聯交所主板及上海證券交易所上市之公司）之非執行董事。

李紹慶先生，74歲，於二零一四年九月獲委任為本公司之行政總裁（生化部）及執行董事。彼亦是本公司若干附屬公司之董事和卜蜂集團之副董事長，李先生擁有管理不同行業之資深經驗。

李紹祝先生，71歲，於一九八八年二月獲委任為本公司之董事。彼於二零一四年九月任命為本公司之執行董事和委任為行政總裁（工業部）及薪酬委員會的成員。他是本公司若干附屬公司之董事。李先生亦為卜蜂集團之中國汽車工業業務之董事長及首席執行長。自一九七九年，彼已參與發展卜蜂集團於中國之投資項目，並在亞洲及其他地區的工業營運方面擁有資深經驗。李先生於二零一五年七月辭任為卜蜂國際的執行董事及薪酬委員會成員。

謝杰人先生，55歲，於二零一四年七月獲委任為本公司之董事，並於二零一四年九月任命為本公司之執行董事。他是本公司若干附屬公司之董事。謝先生亦為卜蜂集團董事長助理、卜蜂集團的中國汽車工業業務的副董事長以及CPPC Public Co., Ltd.的董事。

Biographical Details of Directors and Senior Management

董事及高級管理人員履歷詳情

Mr. Yao Minpu, aged 65, was appointed as an Executive Director of the Company in September 2014. He is a director of several subsidiaries of the Company. Mr. Yao has been a senior vice chairman of Chia Tai Group Agro-Industry and Food Business (China) from 2010. He was also the chairman of China Animal Agriculture Association (Swine division) from 2003 to 2007, a senior research consultant of Agriculture and Business Administration at the School of Continuing Education of Tsinghua University from 2007 to 2008. He was a committee member of Micro-organism Environmental Resources Control Laboratory of Beijing Institute of Technology in 2011 and a part-time professor of School of Chemical Engineering & Environment of Beijing Institute of Technology in 2013, and is currently a committee member of the China Institute for Rural Studies at Tsinghua University. Mr. Yao was awarded with the China Animal Agriculture Association Outstanding Contribution Awards in 2006.

Mr. Yoichi Ikezoe, aged 57, was appointed as a Non-executive Director of the Company in October 2015. Mr. Ikezoe is also a non-executive director of CPP. Mr. Ikezoe is currently Executive Officer, Vice President of East Asia Bloc (South China), Senior Officer of ASEAN and South West Asia Bloc of ITOCHU Corporation (a company listed on the Tokyo Stock Exchange) and Managing Director of ITOCHU Hong Kong Limited. Mr. Ikezoe has been working for ITOCHU Corporation (formerly known as C.ITOH & Co., Ltd.) since 1983. He received his Bachelor of Arts degree from the Faculty of Foreign Studies, Osaka University in Japan in 1983.

Mr. Surasak Rounroengrom, aged 63, was appointed as an Independent Non-executive Director of the Company and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee in September 2014. Mr. Rounroengrom obtained a Bachelor of Science degree from Royal Thai Naval Academy, Thailand, in February 1977. Throughout his career with the Royal Thai Navy, Mr. Rounroengrom held many positions. He was the 48th Commander-in-Chief of the Royal Thai Navy from October 2011 to September 2013, when he retired from the Thai armed forces. He was the Supreme Commander Advisor from January 2014 to September 2014 and has been a National Legislative Assembly Member since the end of July 2014.

姚民仆先生，65歲，於二零一四年九月獲委任為本公司之執行董事，他是本公司若干附屬公司之董事。姚先生自二零一零年起亦為正大集團農牧食品企業中國區資深副董事長。彼於二零零三年至二零零七年亦擔任中國畜牧業協會（豬業分會）會長、於二零零七年至二零零八年擔任清華大學繼續教育學院農業工商管理高級研修項目顧問。彼於二零一一年擔任北京理工大學微生物環境資源過程控制校企聯合實驗室專家組主任委員，於二零一三年擔任北京理工大學化工與環境學院兼職教授及現為清華大學中國農村研究院學術委員會委員。姚先生於二零零六年獲得中國畜牧業協會突出貢獻獎。

池添洋一先生，57歲，於二零一五年十月獲委任為本公司之非執行董事。池添先生亦為卜蜂國際之非執行董事。池添先生現為伊藤忠商事株式會社（一家於東京證券交易所上市之公司）之行政人員、東亞區（南中國）副總裁、東盟和西南亞區資深人員並為伊藤忠香港公司董事總經理。池添先生自一九八三年起在伊藤忠商事株式會社（前稱C.ITOH & Co., Ltd.）工作。彼於一九八三年獲日本大阪大學國際學院頒授文學士學位。

Surasak Rounroengrom先生，63歲，於二零一四年九月獲委任為本公司之獨立非執行董事、審核委員會、薪酬委員會和提名委員會的成員。Rounroengrom先生於一九七七年二月取得泰國皇家海軍學院理學學士。在泰國皇家海軍職業生涯中，Rounroengrom先生曾擔任多個職位，彼於二零一一年十月至二零一三年九月為第48任泰國皇家海軍總司令，其後從泰國武裝部隊退休。彼於二零一四年一月至二零一四年九月曾為最高指揮官顧問，及自二零一四年七月底起一直為國民立法會議委員。

Biographical Details of Directors and Senior Management

董事及高級管理人員履歷詳情

Mr. Cheng Yuk Wo, aged 56, was appointed as an Independent Non-executive Director of the Company, the chairman of the Audit Committee and the Remuneration Committee and a member of Nomination Committee in September 2014. Mr. Cheng obtained a Master of Science (Economics) degree, majoring in Accounting and Finance from London School of Economics and Political Science, England in 1984 and a Bachelor of Arts (Honours) degree in Accounting from University of Kent, England in 1983. He 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 Professional Accountants of Canada. Mr. Cheng has over 20 years' of expertise in accounting, finance and corporate advisory services.

Mr. Cheng is currently an independent non-executive director of C.P. Lotus, CSI Properties Limited, Chong Hing Bank Limited, HKC (Holdings) Limited, Goldbond Group Holdings Limited, CPMC Holdings Limited, Liu Chong Hing Investment Limited, Top Spring International Holdings Limited and DTXS Silk Road Investment Holdings Company Limited (companies listed on the Main Board of the Stock Exchange). Mr. Cheng has been appointed as a director of Miricor Enterprises Holdings Limited (a company listed on the GEM Board of the Stock Exchange) in December 2016 and designated as an independent non-executive director in January 2017. Mr. Cheng has also been appointed as an independent non-executive director of Somerley Capital Holdings Limited (a company listed on the GEM Board of the Stock Exchange) in March 2017. Mr. Cheng resigned as an independent non-executive director of Imagi International Holdings Limited in January 2016.

Mr. Ko Ming Tung, Edward, aged 56, was appointed as an Independent Non-executive Director of the Company and a member of the Audit Committee and the Remuneration Committee in September 2014. Mr. Ko obtained an external Bachelor of Laws Degree from the University of London in the United Kingdom in 1986 and is a member of The Law Society of Hong Kong. Mr. Ko is the principal of Messrs. Edward Ko & Company and has been practising as a solicitor in Hong Kong for more than 25 years.

Mr. Ko is currently an independent non-executive director of Sinofert Holdings Limited, Wai Chun Group Holdings Limited, EverChina Int'l Holdings Company Limited (companies listed on the Main Board of the Stock Exchange) and Chinese Energy Holdings Limited (a company listed on the GEM Board of the Stock Exchange). Mr. Ko was previously a non-executive director of Asia Investment Finance Group Limited (formerly known as Harmonic Strait Financial Holdings Limited, a company listed on the Main Board of the Stock Exchange).

鄭毓和先生，56歲，於二零一四年九月獲委任為本公司之獨立非執行董事、審核委員會主席、薪酬委員會主席及提名委員會的成員。鄭先生於一九八四年取得英格蘭倫敦大學政治經濟學院科學(經濟)碩士(主修會計及金融)學位及於一九八三年取得英格蘭肯特大學會計系的(榮譽)文學士學位。彼乃英格蘭及威爾士特許會計師公會及香港會計師公會的資深會員，亦為加拿大特許專業會計師公會的會員。鄭先生擁有逾20年於會計、金融及企業顧問服務的專業知識。

鄭先生現為卜蜂蓮花、資本策略地產有限公司、創興銀行有限公司、香港建設(控股)有限公司、金榜集團控股有限公司、中糧包裝控股有限公司、廖創興企業有限公司、萊蒙國際集團有限公司及大唐西市絲路投資控股有限公司(九家公司均為於聯交所主板上市之公司)之獨立非執行董事。鄭先生於二零一六年十二月獲委任為卓珈控股集團有限公司(一家於聯交所創業板上市的公司)之董事，並於二零一七年一月獲任命為獨立非執行董事。鄭先生亦於二零一七年三月獲委任為新百利融資控股有限公司(一家於聯交所創業板上市的公司)之獨立非執行董事。鄭先生於二零一六年一月辭任為意馬國際控股有限公司之獨立非執行董事。

高明東先生，56歲，於二零一四年九月獲委任為本公司之獨立非執行董事、審核委員會及薪酬委員會的成員。高先生於一九八六年以校外生的身份取得英國倫敦大學法律學士學位，現為香港律師會會員。高先生為高明東律師行之主管律師及在香港擁有逾25年執業律師經驗。

高先生現時為中化化肥控股有限公司、偉俊集團控股有限公司及潤中國際控股有限公司(三家均為於聯交所主板上市之公司)及華夏能源控股有限公司(一家於聯交所創業板上市之公司)之獨立非執行董事。高先生曾出任亞投金融集團有限公司(前稱為和協海峽金融集團有限公司)(一家於聯交所主板上市之公司)之非執行董事。

Biographical Details of Directors and Senior Management

董事及高級管理人員履歷詳情

Mr. Chawalit Na Muangtoun, aged 50, has been the General Manager of Zhumadian Huazhong Chia Tai Co., Ltd. (“Zhumadian Huazhong”) since November 2012, and a director of Zhumadian Huazhong since January 2015. He obtained a Bachelor degree in Accounting from Payap University in Thailand in 1989. Mr. Na Muangtoun was the finance manager of Urumqi Chia Tai Animal Husbandry Co., Ltd. in 1992 and he was the president of Xianghe Chia Tai Co., Ltd from 2005 to 2008.

Mr. Prasit Kingsuwanaphong, aged 46, has been the General Manager of Pucheng Chia Tai Biochemistry Co., Ltd. since July 2008. Mr. Kingsuwanaphong joined Zhumadian Huazhong in 1998. He obtained a Bachelor degree in Agriculture from Chiang Mai University in Thailand in 1993 and a Master of Business Administration degree from Ramkhamhaeng University in Thailand in 2008.

RELATIONSHIPS AMONG DIRECTORS AND SENIOR MANAGEMENT

Mr. Soopakij Chearavanont is a cousin of Mr. Nopadol Chiaravanont. Mr. Thirayut Phityaisarakul and Mr. Thanakorn Seriburi are brothers. Save as disclosed above, there is no other material relationship among members of the Board and senior management.

馬德壽先生，50歲，自二零一二年十一月起擔任駐馬店華中正大有限公司（「駐馬店華中」）總經理並自二零一五年一月起兼任駐馬店華中的董事，彼於一九八九年取得泰國Payap大學會計學學士學位。馬先生於一九九二年擔任烏魯木齊正大畜牧有限公司的財務經理，及彼自二零零五年至二零零八年擔任香河正大有限公司總裁。

馮獻先生，46歲，自二零零八年七月起擔任浦城正大生化有限公司總經理。馮先生於一九九八年加入駐馬店華中。彼於一九九三年取得泰國Chiang Mai大學農務學學士學位，並於二零零八年取得泰國Ramkhamhaeng大學工商管理碩士學位。

董事及高級管理人員之間的關係

謝吉人與謝杰人先生先生乃堂兄弟關係。李紹慶先生及李紹祝先生乃兄弟關係。除上述披露者外，董事會成員及高級管理人員之間沒有其他重大的關係。

Report of the Directors

董事報告書

The Directors present their report together with the audited financial statements of the Group for the year ended 31 December 2016.

董事謹提呈董事報告書及本集團截至二零一六年十二月三十一日止年度的經審核財務報告。

PRINCIPAL ACTIVITIES

The Company is an investment holding company and its subsidiaries are principally engaged in the manufacture and sale of chlortetracycline. Additionally, the Group is also involved, through its joint venture and associated company, in the trading of Caterpillar products and the manufacture and sale of automotive parts and carburetors.

主要業務

本公司乃一家投資控股公司及其附屬公司主要從事產銷金霉素。此外，本集團亦透過其合營企業及聯營公司從事卡特彼勒產品的貿易及產銷汽車零部件和化油器。

BUSINESS REVIEW

Business review with financial key performance indicators analysis and future development of the Group are set out in the Chairman's Statement section on pages 2 to 3, Financial Highlights section on page 4 and Management Discussion and Analysis section on pages 5 to 9 of the annual report.

業務審視

本集團的業務審視(包括財務關鍵表現指標分析)及未來發展載於年報第2至3頁「董事長報告書」、第4頁「財務概要」及第5至9頁「管理層討論及分析」三節。

The principal risks and uncertainties facing the Group, a discussion on our environmental policies and performance, and the key relationships with stakeholders are set out below.

本集團面對的主要風險、對環境政策及表現的探討，以及與持份者的重要關係載列如下。

For further information about the environmental and social performance of the Group for this financial year, please refer to the first social, environmental and governance report to be issued.

有關本集團於本財政年度在環境和社會表現的更多資料，請參閱將刊發的第一份環境、社會及管治報告。

Principal Risks and Uncertainties

Principal risks and uncertainties facing the Group are discussed below. Details of the Group's financial risk management are set out in note 34 to the financial statements of the annual report.

主要風險及不確定因素

本集團面對的主要風險及不確定因素討論如下。本集團財務風險管理之詳情載於年報內財務報表附註34。

Report of the Directors

董事報告書

BUSINESS REVIEW (continued)

Reliance on certain Key Customers

A substantial amount of chlortetracycline (“CTC”) products was sold directly to our two largest customers accounting for approximately 27% in aggregate of the total revenue for the year ended 31 December 2016.

If in the future either or both of these key customers reduce to a material extent the amount of purchase orders placed with the Group or cease to place purchase orders with the Group, and the Group is unable to offset any loss of such sales volume by corresponding gain in sales volume to other existing or new customers, or if they fail to settle the amount due promptly, the Group’s operating results and financial condition could be materially and adversely affected. To mitigate such risks, management continues to step up the efforts to expand into new markets and diversify the customer base.

Volatility of Commodity Prices

The principal raw materials of CTC products are corn starch, yeast, peanut meal and soybean meal which are used to manufacture CTC products. The availability and prices of the necessary raw materials may be adversely affected by factors beyond the Group’s control, such as weather conditions, natural disasters or a sudden surge in demand.

If the supply of raw materials is disrupted to a material degree or if there is a substantial increase in the prices of raw materials, and the Group is not able to purchase the same raw materials of the same quality from alternative suppliers at competitive prices or to transfer such material price increase to customers, the Group’s financial condition and operating results may be materially and adversely affected. Management will set a safety stock level and continuously collect and analyse the commodity prices information when purchasing these raw materials.

業務審視(續)

依賴某些主要客戶

大量金霉素產品直接出售予最大的兩位客戶，並總計佔截至二零一六年十二月三十一日止年度總收入的約27%。

倘日後該一位或兩位主要客戶大幅減少向本集團下達的採購訂單數量或不再向本集團下達採購訂單或未能及時支付應付賬款以及本集團不能透過向其他現有或新客戶的銷量的相應收益抵銷向該等主要客戶的銷量的任何虧損，本集團的經營業績及財務狀況可能受到重大及不利影響。管理層繼續竭力拓展新市場及使客戶群更多樣化以減輕該等風險。

商品價格變動

用於製造金霉素產品的主要原材料為玉米澱粉、酵母粉、花生餅粉及黃豆餅粉。所需原材料的市場供應及價格可能因非本集團所能控制的因素，如天氣狀況、自然災害或需求突然上升而受到不利影響。

如果原材料供應遭重大程度中斷或如果原材料價格大幅上漲，及本集團無法以有競爭力的價格向其他供應商採購相同質量相同的原材料或將該大幅價格上漲轉嫁予顧客，本集團的業務、財務狀況及經營業績可能受到重大不利影響。當採購這些原材料時，管理層會訂立一個安全的存貨水平並持續收集和分析此等原材料價格資訊。

BUSINESS REVIEW (continued)

Market Competition

The Group faces intense competition from other CTC producers. New players may also enter the market, competing with the Group's existing clients and negatively impacting the Group's market share.

Product Liability

If the Group's products fail to perform as expected, or prove to be defective or result in accidents, personal injuries, casualties or financial losses to customers, the Group may be subject to liability claims for damages. If products do not meet the specifications and requirements requested by customers, or if any of the Group's products are defective, such defects or any complaints or negative publicity resulting therefrom could result in decreased sales of the Group's products, and the Group may also be subject to product liability claims and litigation. The Group's internal quality control team oversees quality assurance controls and systems throughout the production process.

Licenses and Permits

In accordance with applicable PRC laws and regulations, the Group is required to obtain and maintain various licences and permits in order to commence and operate our business. In addition, in order to export and sell CTC products overseas, the Group needs to obtain various government approvals and comply with applicable standards in relation to production processes, premises and CTC products in the countries where the Group sell CTC products.

業務審視 (續)

市場競爭

本集團面臨來自其他金霉素生產商的激烈競爭。新進生產商亦可能進入市場，從而與我們競爭現有客戶及對本集團的市場份額造成不利影響。

產品責任

如果本集團的產品表現不如預期或被證實有缺陷或導致客戶遭受意外、人身傷害、傷亡或經濟損失，本集團可能因所造成的損失而面臨責任索償。如果產品不符合客戶所要求的規格和規定，或如本集團的任何產品有缺陷，有關缺陷或由其導致的任何投訴或負面報導可能會造成本集團的產品銷量下降，且本集團亦會面臨產品責任索償和訴訟。本集團的內部品質管理團隊監督生產過程中的品質保證控制及系統。

牌照及許可證

根據適用中國法律及法規，本集團取得及持有各種牌照及許可證後，方可開始經營我們的業務。此外，為出口及於海外銷售金霉素產品，本集團需在銷售產品的國家取得多項政府批准以及遵守有關生產過程、場所及金霉素產品的適用標準。

Report of the Directors

董事報告書

BUSINESS REVIEW (continued)

Licenses and Permits (continued)

Although the Group currently has the necessary licences and permits, the eligibility criteria for such licences and permits may change from time to time and may become more stringent. In addition, new requirements for the grant or renewal of such licences and permits may come into effect in the future. The introduction of any such new and/or more stringent laws or regulations may significantly escalate the compliance and maintenance costs or may limit or even prohibit the Group to continue its existing operations or expand its business. Management continuously keeps abreast of regulatory changes in the relevant laws and regulations on licenses and permits.

Environmental Compliance

Our CTC production is required to comply with applicable environmental protection laws and regulations in the PRC which govern the standards of air pollution, waste water discharge and noise emissions. Local PRC government and authorities generally have the authority delegated by relevant laws and regulations to impose penalties on companies failing to comply with the relevant environmental protection laws and regulations.

In addition to the existing environmental protection laws and regulations, the PRC government may promulgate new and stricter environmental protection laws and regulations in the biochemical industry in the future which may apply to the Group. As a result, compliance with such legal requirements will become more burdensome and we may incur additional costs in production process and operations, which may ultimately adversely affect production and results of operations. Safety, Health and Environmental Committee of the Group oversees relevant environmental policies affecting the Group's operation.

業務審視(續)

牌照及許可證(續)

儘管本集團目前已取得所需牌照及許可證，該等牌照和許可證的合格評定標準或會不時改變，並可能變得更加嚴格。此外，有關發出該等牌照及許可證的新規定可能於未來生效。任何有關新法律或法規出台及／或推行更加嚴格的法律或法規，將可能大幅增加我們的合規及維護成本，或將可能限制或禁止本集團繼續經營現有業務或擴張其業務。管理層會持續跟上牌照及許可證的相關法規之變更。

環境法規

我們生產金霉素須遵守中國有關規管大氣污染、廢水排放及噪音污染的適用環保法律及法規。中國地方政府及機構通常擁有相關法律及法規賦予的權利對未遵守相關環保法律及法規的公司施加處罰。

除了現行的環保法律及法規外，中國政府日後可能會於生化行業頒佈適用於本集團新的及更嚴格的環保法律及法規。因此，我們遵守有關法律規定將增加負擔及於生產過程及營運中可能產生額外成本，從而或會對生產及經營業績造成不利影響。本集團之安全、健康及環境委員會管理影響營運的相關環境政策。

BUSINESS REVIEW (continued)**Environmental Policies and Performance**

The Group cares about environmental protection. We have devoted significant operating and financial resources to ensure that our production complies with environmental protection laws and regulations in the PRC. In 2016, there was no incidence of non-compliance with the relevant environmental laws and regulations that have a significant impact on the Group.

Key Relationships with Stakeholders*Employees*

We highly value our talents and are committed to provide a safe work environment to our employees. The Group remunerates its employees based on their performance, experience and prevailing market rates while performance bonuses are granted on a discretionary basis. Other employee benefits include, for example, medical insurance and training. We also ensure our recruitment policies are in compliance with national regulations in the areas of equal opportunity and anti-discrimination.

We have in place safety guidelines and operating manuals setting out safety measures for the production processes. In accordance with applicable laws and regulations in China, we provide our employees with training programs on work safety including trainings on safe usage of chemicals and machineries, accident prevention and management. We also conduct regular inspections on our machineries to ensure compliance with safety standards.

Customers

We strive to provide products of the highest quality to our customers. Our operations are certified with ISO 9001, Chinese-GMP and EU-GMP and we have stringent internal quality control procedures in place. We have set up our own laboratories to conduct product testing as part of our internal quality assurance. To monitor our customers' satisfaction, the Group's sales teams listen to customers' needs and opinions. With the continuous feedback of our customers, we will continue to improve our product and service qualities. For information on our major customers, please refer to Business Review — Reliance on certain Key Customers section on page 28 and note 4(c) to the financial statements of the annual report.

業務審視 (續)**環境政策及表現**

本集團注重環境保護。我們投放了重大的經營及財務資源，以確保我們的生產符合中國環保法律及法規。於2016年內，本集團沒有違反對其業務有重大影響的相關環境法律及規例。

與持份者的重要關係*僱員*

我們高度重視我們的人才，並致力為我們的員工提供一個安全的工作環境。本集團根據僱員的表現、經驗及現行的市場水平釐訂其薪酬津貼，並酌情授予花紅，其他僱員福利包括醫療保險及培訓。我們亦確保招聘政策符合平等機會和反歧視方面的國家條例。

我們為生產流程制定安全指引和操作手則，並列明安全措施。根據適用中國的法律及法規，我們為員工提供工作安全培訓計劃，包括安全使用化學製品及機械、預防及管理意外的培訓。我們亦為我們的機械進行定期檢查，以確保符合安全標準。

客戶

我們致力向顧客提供最高品質的產品。我們的業務擁有ISO 9001、中國GMP、歐盟GMP認證，並設有嚴格的內部質量控制程序。作為我們的內部質量保證的一部分，我們設有自己的實驗室進行產品測試。為了監督我們客戶的滿意度，本集團的銷售團隊會聽取客戶的需求和意見。隨著我們客戶的不斷反饋，我們將繼續改善我們的產品和服務質素。關於主要客戶的資料，請參閱第28頁「業務審視」—「依賴某些主要客戶」一節及年報內財務報表附註4(c)。

Report of the Directors

董事報告書

BUSINESS REVIEW (continued)

Suppliers

The Group has set up supplier management policies in accordance with the laws and regulations in the PRC to monitor the supplier selection process. The quality of incoming materials is ensured under a well-established control process in our production plants. We carefully choose suppliers that share the same commitment to product quality and work ethics with us. In our procurement process, suppliers are evaluated based on a number of assessment criteria, including their service quality, environmental and social performances, and ability to supply high-quality products on a consistent basis. We also perform on-site inspections of suppliers as and when necessary to ensure our requirements are met.

RESULTS AND DIVIDENDS

The Group's financial performance for the year ended 31 December 2016 and the financial position of the Group at that date are set out in the financial statements on pages 54 to 130 of the annual report.

The Board has resolved not to declare a dividend for the year ended 31 December 2016.

The register of members of the Company will be closed from 7 June 2017 to 8 June 2017, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to ascertain shareholders' eligibility to attend and vote at the forthcoming annual general meeting of the Company on 8 June 2017, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on 6 June 2017.

業務審視(續)

供應商

本集團根據中國法規訂立了供應商管理政策以監控挑選供應商的程序。我們的生產廠房擁有成熟的控制程序，以確保來貨物料的质量。我們謹慎地挑選與我們在產品質素及職業道德方面有共同追求的供應商。在採購過程中，我們選擇供應商乃基於多項評估標準，包括其服務質素、環境和社會表現，及供應穩定高品質產品的能力。我們於有需要時對供應商進行現場檢查，以確保符合我們的標準。

業績及股息

本集團截至二零一六年十二月三十一日止年度的財務表現及本集團於該日的財務狀況載於年報第54至130頁的財務報表內。

董事會建議截至二零一六年十二月三十一日止年度不派發股息。

本公司將於二零一七年六月七日至二零一七年六月八日期間(首尾兩天包括在內)暫停辦理本公司股份過戶登記手續，為確定股東有權出席本公司於二零一七年六月八日舉行的應屆股東周年大會並於會上投票的資格，務請將所有過戶文件連同有關股票，於二零一七年六月六日下午四時三十分前，送達本公司於香港之股份過戶登記分處，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，辦理登記手續。

SUMMARY FINANCIAL INFORMATION**財務資料概要**

The consolidated assets, liabilities and results of the Group for the five years ended 31 December 2016, as extracted from the audited financial statements, are as follows:

本集團截至二零一六年十二月三十一日止五個年度的綜合資產、負債和業績(摘錄自經審核財務報告)如下:

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元	2014 二零一四年 US\$'000 美元千元	2013 二零一三年 US\$'000 美元千元	2012 二零一二年 US\$'000 美元千元
Total assets	總資產	200,043	198,972	206,836	216,184	180,351
Total liabilities	總負債	31,308	30,854	38,884	81,571	82,295
Non-controlling interests	非控制性權益	20,219	19,304	20,280	24,421	20,518
Equity attributable to shareholders of the Company	本公司股東應佔權益	148,516	148,814	147,672	110,192	77,538
		200,043	198,972	206,836	216,184	180,351
Profit for the year attributable to shareholders of the Company	本公司股東應佔溢利	8,058	8,182	19,430	27,790	17,714

PROPERTY, PLANT AND EQUIPMENT**物業、廠房及設備**

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2016 are set out in note 14 to the financial statements of the annual report.

於截至二零一六年十二月三十一日止年度內，本集團的物業、廠房及設備變動的詳情載於年報內財務報表附註14。

SHARE CAPITAL**股本**

Details of the movements in issued shares of the Company during the year ended 31 December 2016 are set out in note 29 to the financial statements of the annual report.

於截至二零一六年十二月三十一日止年度內，本公司已發行的股份的變動詳情載於年報內財務報表附註29。

PRE-EMPTIVE RIGHTS**優先購股權**

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

本公司細則或百慕達法例並無優先購股權之條款，本公司無須按比例向現有股東配售新股份。

Report of the Directors

董事報告書

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 30 to the financial statements and in the consolidated statement of changes in equity of the annual report, respectively.

DISTRIBUTABLE RESERVES

At 31 December 2016, the Company's reserves available for distribution amounted to US\$14,367,000 (2015: US\$15,437,000).

DONATIONS

During the year, the Group made donations for charitable and other purposes amounting to US\$7,000 (2015: US\$132,000).

MAJOR CUSTOMERS AND SUPPLIERS

Revenue and purchases attributable to the largest customer and supplier accounted for 15.2% and 19.3% of the Group's revenue and purchases for the year ended 31 December 2016, respectively.

Revenue and purchases attributable to the five largest customers and the five largest suppliers accounted for 38.1% and 50.7% of the Group's revenue and purchases for the year ended 31 December 2016, respectively.

One of the five largest customers is Charoen Pokphand Foods Public Company Limited and its subsidiaries.

Save as disclosed above, none of the Directors, their close associates or shareholders of the Company (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers.

購買、出售或贖回本公司的上市證券

截至二零一六年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司的上市證券。

儲備

於年內，本公司及本集團儲備變動的詳情分別載於年報內財務報表附註30及綜合權益變動表內。

可供分配儲備

於二零一六年十二月三十一日，本公司可供分派的儲備為1,436.7萬美元(二零一五年：1,543.7萬美元)。

捐款

於年內，本集團的慈善及其他捐款總額為0.7萬美元(二零一五年：13.2萬美元)。

主要客戶及供應商

最大客戶及供應商的收入及購貨額分別佔截至二零一六年十二月三十一日止年度本集團收入及購貨額15.2%及19.3%。

五大客戶及五大供應商的收入及購貨額分別佔截至二零一六年十二月三十一日止年度本集團收入及購貨額38.1%及50.7%。

五大客戶中其中一間為Charoen Pokphand Foods Public Company Limited及其附屬公司。

除上述所披露者外，概無董事、彼等緊密聯繫人士或本公司股東(據董事所知擁有本公司已發行股本5%以上者)於本集團的五大客戶及供應商擁有任何權益。

DIRECTORS

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

CHAIRMAN AND NON-EXECUTIVE DIRECTOR:

Mr. Soopakij Chearavanont

EXECUTIVE DIRECTORS:

Mr. Thirayut Phityaisarakul

Mr. Thanakorn Seriburi

Mr. Nopadol Chiaravanont

Mr. Yao Minpu

NON-EXECUTIVE DIRECTOR:

Mr. Yoichi Ikezoe

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Surasak Rounroengrom

Mr. Cheng Yuk Wo

Mr. Ko Ming Tung, Edward

All non-executive Directors and independent non-executive Directors are appointed for a successive term of one year, together with all other Directors, are subject to retirement by rotation, but may offer themselves for re-election, at annual general meetings in accordance with the Company's bye-laws.

In accordance with the Company's bye-law 99, Mr. Yao Minpu, Mr. Cheng Yuk Wo and Mr. Ko Ming Tung, Edward will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

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

董事

於年度內及至本報告書日期，本公司董事名單如下：

董事長及非執行董事：

謝吉人先生

執行董事：

李紹慶先生

李紹祝先生

謝杰人先生

姚民仆先生

非執行董事：

池添洋一先生

獨立非執行董事：

Surasak Rounroengrom先生

鄭毓和先生

高明東先生

所有非執行董事及獨立非執董獲委任的指定任期為一年，可續任和根據本公司細則與所有其他董事輪席退任並於股東周年大會上膺選連任。

根據本公司細則第99條，姚民仆先生、鄭毓和先生及高明東先生將於應屆本公司股東周年大會上輪席退任，惟符合資格並願意膺選連任。

本公司已收到各獨立非執行董事根據《上市規則》第3.13條就其獨立性而作出的年度確認函。本公司認為所有獨立非執行董事均具備獨立性，符合《上市規則》所載的獨立指引。

Report of the Directors

董事報告書

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting of the Company has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' EMOLUMENTS

Details of the Directors' emoluments are set out in note 9 to the financial statements of the annual report.

The emoluments of the Directors are determined with reference to Directors' duties, responsibilities and performance and the results of the Group.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTION, ARRANGEMENT AND CONTRACT

Save for the transactions as disclosed in the section headed "Continuing Connected Transactions" below and the related party disclosures as disclosed in note 33 to the financial statements of the annual report, no Director had material interests, either directly or indirectly, in any transaction, arrangement and contract of significance to the business of the Group to which the Company, or any of its holding companies, subsidiaries and fellow subsidiaries was a party during the year ended 31 December 2016.

CONTRACT OF SIGNIFICANCE

Save for the transactions as disclosed in the section headed "Continuing Connected Transactions" below and the related party disclosures as disclosed in note 33 to the financial statements of the annual report, there had been no contract of significance between the Company or any of its subsidiaries and a controlling shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries during the year ended 31 December 2016.

董事服務合約

擬於應屆本公司股東周年大會上膺選連任的董事，與本公司或其任何附屬公司概無由本集團可決定於一年內終止而須作出任何賠償（法定賠償除外）的服務合約。

董事酬金

董事酬金的詳情載於年報內財務報表附註9。

董事酬金經參考董事之職務、責任及表現以及本集團業績釐定。

董事在交易、安排或合約中的重大權益

除下文「持續關連交易」一節所披露之交易及年報內財務報表附註33披露之關連人士披露外，於截至二零一六年十二月三十一日止年度內，概無董事於本公司或其任何控股公司、附屬和同系附屬公司所訂立的任何對本集團業務而言的交易、安排或重大合約中直接或間接擁有重大權益。

重大合約

除下文「持續關連交易」一節所披露之交易及年報內財務報表附註33披露之關連人士披露外，於截至二零一六年十二月三十一日止年度內，本公司或其任何附屬公司概無與本公司或其任何附屬公司的控股股東（定義見上市規則）訂立重大合約。

ARRANGEMENT TO PURCHASE SHARES

Save as disclosed in the section headed “Share Option Scheme” on pages 40 and 42 of the annual report, at no time during the year was the Company, its holding company or any of its subsidiaries, a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in the Company or any other body corporate.

TAX RELIEF AND EXEMPTION

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

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2016, the interests and short positions of the directors and chief executives of the Company in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code are set out below:

(a) Directors' interests in shares of the Company (Long Positions)

Name of director	Capacity	Number of ordinary shares held	Approximate percentage of the issued ordinary share capital of the Company
董事名稱	身分	所持普通股股份數目	佔本公司已發行普通股股本概約百分比
Mr. Thirayut Phityaisarakul 李紹慶先生	Beneficial owner 實益擁有人	410,000	0.17%
Mr. Thanakorn Seriburi 李紹祝先生	Beneficial owner 實益擁有人	625,848	0.26%

購買股份之安排

除於年報第40和42頁「購股權計劃」一節所披露外，於年內，本公司、其控股公司或其任何附屬公司概無作為任何安排下之一方，而令本公司之董事可透過收購本公司或任何其他法人團體之股份而獲得利益。

稅務減免

董事並不知悉任何因本公司股東持有本公司證券而享有的稅務減免。

董事及主要行政人員持有本公司及其相聯法團的股份及相關股份的權益及淡倉

於二零一六年十二月三十一日，根據證券期貨條例第352條規定由本公司備存之登記冊的記錄，又或根據標準守則向本公司及聯交所發出的通知，各董事及主要行政人員持有本公司及其相聯法團的股份及相關股份的權益及淡倉（按證券及期貨條例（「證券期貨條例」）第XV部所界定者）載列如下：

(a) 董事於本公司的權益（好倉）

Report of the Directors

董事報告書

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (continued)

董事及主要行政人員持有本公司及其相聯法團的股份及相關股份的權益及淡倉(續)

(b) Directors' interests in shares of associated corporations of the Company (Long Positions)

(b) 董事於本公司的相聯法團的權益(好倉)

C.P. Pokphand Co. Ltd.

卜蜂國際有限公司

Name of director	Capacity	Number of shares held	Approximate percentage of the issued share capital of the associated corporation
董事名稱	身分	所持股份數目	估相聯法團已發行股本概約百分比
Mr. Thirayut Phityaisarakul 李紹慶先生	Beneficial owner 實益擁有人	41,000,000	0.17%
Mr. Thanakorn Seriburi 李紹祝先生	Beneficial owner 實益擁有人	62,584,807	0.26%

Save as disclosed above, as at 31 December 2016, none of the Directors or chief executives of the Company had any interests or short positions in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上述披露者外，於二零一六年十二月三十一日，根據證券期貨條例第352條規定由本公司備存之登記冊的記錄，又或根據標準守則向本公司及聯交所發出的通知，概無任何董事或主要行政人員在本公司或其相聯法團(按證券期貨條例第XV部所界定者)的股份及相關股份中擁有任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS AND PERSONS WHO HAVE INTERESTS OR SHORT POSITIONS WHICH ARE DISCLOSEABLE UNDER THE SECURITIES AND FUTURES ORDINANCE

As at 31 December 2016, the following persons (not being a director or chief executive of the Company) had the following interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

主要股東及根據證券及期貨條例規定須予披露擁有權益或淡倉的人士

於二零一六年十二月三十一日，根據證券期貨條例第336條規定由本公司備存之登記冊的紀錄，下列人士（非本公司的董事或主要行政人員）於本公司的股份及相關股份擁有的權益及淡倉如下：

Name of shareholder	Notes	Capacity	Number of shares and underlying shares held	Approximate percentage of the issued ordinary share capital of the Company
股東名稱	附註	身分	持有股份及相關股份數目 (Note 1) (附註1)	佔本公司已發行普通股股本概約百分比 (Note 1) (附註1)
Charoen Pokphand Group Company Limited	(2)	Interest of controlled corporation 控制法團權益	127,748,147 (L)	53.1 (L)
Charoen Pokphand Foods Public Company Limited	(2)	Beneficial owner and interest of controlled corporation 實益擁有人及控制法團權益	127,748,147 (L)	53.1 (L)
CPF Investment Limited	(2)	Beneficial owner 實益擁有人	115,137,370 (L)	47.8 (L)
ITOCHU Corporation 伊藤忠商事株式會社		Beneficial owner 實益擁有人	60,179,593 (L)	25.0 (L)

Report of the Directors

董事報告書

SUBSTANTIAL SHAREHOLDERS AND PERSONS WHO HAVE INTERESTS OR SHORT POSITIONS WHICH ARE DISCLOSEABLE UNDER THE SECURITIES AND FUTURES ORDINANCE (continued)

Notes:

- (1) The letter “L” denotes a long position.
- (2) Charoen Pokphand Foods Public Company Limited (“CPF”) held 127,748,147 shares and underlying shares of the Company, which included (i) 12,610,777 preference shares beneficially owned by CPF and (ii) 115,137,370 ordinary shares beneficially owned by CPF’s wholly-owned subsidiary, CPF Investment Limited. Charoen Pokphand Group Company Limited also declared interest in these shares by virtue of its shareholding interest in CPF.

Save as disclosed above, as at 31 December 2016, no person (not being a director or chief executive of the Company) had an interest or a short position in shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the “Share Option Scheme”) on 18 March 2015. The Share Option Scheme will remain in force for 10 years from the date of listing on 3 July 2015.

The Share Option Scheme was established for the purpose of providing incentives and rewards to eligible persons who contribute to the success of the Group’s operations. Eligible persons of the Share Option Scheme include the Company’s directors, senior executives, employees of the Group and those persons that, in the opinion of the Directors, have contributions or potential contributions to the Group.

主要股東及根據證券及期貨條例規定須予披露擁有權益或淡倉的人士(續)

附註：

- (1) 「L」代表好倉。
- (2) Charoen Pokphand Foods Public Company Limited(「CPF」)持有127,748,147股本公司股份及相關股份，其中包括(i) CPF實益擁有的12,610,777股優先股及(ii) CPF全資附屬公司CPF Investment Limited實益擁有的115,137,370股普通股。Charoen Pokphand Group Company Limited亦申報因擁有CPF的股權，故同樣擁有該等股份的權益。

除上述披露者外，於二零一六年十二月三十一日，根據證券期貨條例第336條規定由本公司備存之登記冊的紀錄，又或向本公司及聯交所發出的通知，概無人士(非本公司的董事或主要行政人員)在本公司的股份或相關股份中擁有權益或淡倉。

購股權計劃

本公司於二零一五年三月十八日採納購股權計劃(「購股權計劃」)。購股權計劃自上市日期二零一五年七月三日起持續有效十年。

成立購股權計劃之目的為鼓勵及獎賞對本集團運作具貢獻之人士。合資格參與購股權計劃之人士包括本公司之董事、高級行政人員、本集團僱員及董事認為對本集團具貢獻或潛在貢獻之人士。

SHARE OPTION SCHEME (continued)

The total number of ordinary shares which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not in aggregate exceed 24,071,831 shares, being 10% of the total number of ordinary shares of the Company in issue on the date of listing on 3 July 2015.

The maximum number of ordinary shares issuable upon exercise of share options granted under the Share Option Scheme was 24,071,831 ordinary shares, representing 10% of the issued ordinary shares of the Company as at the date of this report.

The maximum number of ordinary shares issuable upon exercise of the share options granted to each eligible person under the Share Option Scheme within any 12-month period is limited to 1% of the ordinary shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in advance in a general meeting.

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 or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the ordinary shares of the Company in issue and with an aggregate value (based on the price of the Company's ordinary 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 exercise period of the share options granted is determinable by the Directors but shall commence after the grant and end on a date which is not later than 10 years from the date of grant of the share options.

購股權計劃(續)

根據購股權計劃將予授出的全部購股權獲行使時可予發行的股份總數合共不得超過24,071,831股，相當於本公司於上市日期二零一五年七月三日已發行普通股股份總數的10%。

於本報告書日期，根據購股權計劃授出之購股權在悉數行使時可予發行本公司普通股之最高數目為24,071,831股普通股，即為本公司已發行普通股股份10%。

在任何十二個月內就每名購股權計劃的合資格參與人士獲授的購股權可發行的普通股股份不得超過本公司已發行股份的1%。若再授出購股權超過此限額，則須預先獲股東於股東大會上批准。

凡向本公司董事、主要行政人員或主要股東或彼等各自之聯繫人士授予購股權必須事先獲得獨立非執行董事之批准。此外，倘向本公司之主要股東或獨立非執行董事或彼等各自之聯繫人士獲授予購股權，如任何十二個月內行使時須發行及將發行之普通股股份合共超過本公司已發行普通股股份之0.1%及按普通股股份於每次授出購股權當日之市價計算之總值超逾五百萬港元，則須預先取得股東於股東大會上之批准。

授予之購股權行使期由董事決定，並以授予購股權日起至授予日後之十年內。

Report of the Directors

董事報告書

SHARE OPTION SCHEME (continued)

The exercise price of the share options is determinable by the Board, but shall be at least the highest of (i) the Stock Exchange closing price of the Company's ordinary shares on the date of grant of the share options; and (ii) the average Stock Exchange closing price of the Company's ordinary shares for the five trading days immediately preceding the date of grant and (iii) the nominal value of the ordinary share of the Company. Share options do not confer rights on the holders to dividends or to vote at a shareholders' meeting.

As the date of this report, no option had been granted, exercised, cancelled or lapsed under the Share Option Scheme.

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2016, the Group had the following continuing connected transactions that were subject to the Listing Rules' reporting requirement for disclosure in annual report.

Supply

CPP Master Supply Agreement

Prior to the reporting period, on 16 April 2015, the Company had entered into a master supply agreement with C.P. Pokphand Co. Ltd. ("CPP") (the CPP Master Supply Agreement) for the supply by the Group to CPP and its subsidiaries (the "CPP Group") of chlortetracycline and animal drugs (including any antibiotics). The CPP Master Supply Agreement took effect from the date of listing on 3 July 2015 and would continue until 31 December 2017.

On 3 July 2015, Charoen Pokphand Foods Public Company Limited ("CPF"), the controlling shareholder of CPP, which was interested in approximately 47.8% of the issued ordinary share capital of CPP, has also become the controlling shareholder of the Company with an interest in approximately 47.8% of the issued ordinary share capital of the Company. The transactions between the Group and the CPP Group under the CPP Master Supply Agreement have therefore become continuing connected transactions of the Company for the purposes of the Listing Rules. Details of the CPP Master Supply Agreement have been set out in the section "Connected transactions" in the Company's listing document dated 17 June 2015.

購股權計劃(續)

購股權之行使價由董事會釐定，惟至少高於(i)本公司股份於購股權授予當日於聯交所之普通股收市價；及(ii)本公司股份於授予前日五個交易日於聯交所之普通股平均收市價；及(iii)本公司普通股股份之面值。購股權持有人並不享有股息或於股東大會上投票之權利。

於本報告書日期，概無根據購股權計劃已授出、行使、註銷或失效的購股權。

持續關連交易

於二零一六年十二月三十一日止年度內，本集團已進行下列持續關連交易並須根據《上市規則》的申報規定於年報內披露。

供應

卜蜂供應總協議

報告期間前，於二零一五年四月十六日，本公司與卜蜂國際有限公司(「卜蜂國際」)簽訂一份供應總協議(「卜蜂供應總協議」)，由本集團向卜蜂國際及其附屬公司(「卜蜂集團」)供應金霉素和動物藥品(包括其他抗生素)。卜蜂供應總協議於上市日期二零一五年七月三日起生效直至二零一七年十二月三十一日。

於二零一五年七月三日，Charoen Pokphand Foods Public Company Limited(「CPF」)(卜蜂國際的控股股東)持有卜蜂國際已發行普通股股份約47.8%，亦成為本公司的控股股東並持有本公司已發行普通股股份約47.8%。本集團與卜蜂集團根據卜蜂供應總協議進行的交易因此就《上市規則》而言成為本公司之持續關連交易。卜蜂供應總協議詳情載於本公司日期為二零一五年六月十七日的上市文件「關連交易」一節。

**CONTINUING CONNECTED TRANSACTIONS
(continued)****持續關連交易 (續)****Supply (continued)****供應 (續)****CPP Master Supply Agreement (continued)****卜蜂供應總協議 (續)**

During the year ended 31 December 2016, the annual cap for the transactions contemplated under the CPP Master Supply Agreement and the actual sales recorded amounted to US\$13,176,000 and US\$9,641,000 respectively.

於二零一六年十二月三十一日止年度內，卜蜂供應總協議項下交易的年度上限及實際銷售記錄總額分別為1,317.6萬美元及964.1萬美元。

HOEL Master Supply Agreement**HOEL供應總協議**

Prior to the reporting period, on 16 April 2015, the Company had entered into a master supply agreement with High Orient Enterprises Limited (“HOEL”) (the “HOEL Master Supply Agreement”) for the supply by the Group to HOEL and its subsidiaries (the “HOEL Group”) of chlortetracycline and animal drugs (including any antibiotics). The HOEL Master Supply Agreement took effect from the date of listing on 3 July 2015 and would continue until 31 December 2017.

報告期間前，於二零一五年四月十六日，本公司與High Orient Enterprises Limited (「HOEL」) 簽訂一份供應總協議 (「HOEL供應總協議」)，由本集團向HOEL及其附屬公司 (「HOEL集團」) 供應金霉素和動物藥品 (包括其他抗生素)。HOEL供應總協議於上市日期二零一五年七月三日起生效直至二零一七年十二月三十一日。

HOEL is a wholly-owned subsidiary of CPG, which was treated as connected person of our Company under the Listing Rules. Accordingly, the transactions under the HOEL Master Supply Agreement were treated as if they were continuing connected transactions of the Company under the Listing Rules. Details of the HOEL Master Supply Agreement have been set out in the section “Connected transactions” in the Company’s listing document dated 17 June 2015.

HOEL是CPG的全資擁有附屬公司，CPG被視為根據《上市規則》本公司之關連人士。據此，HOEL供應總協議項下的交易被視為猶如根據《上市規則》本公司之持續關連交易。HOEL供應總協議詳情載於本公司日期為二零一五年六月十七日的上市文件「關連交易」一節。

During the year ended 31 December 2016, the annual cap for the transactions contemplated under the HOEL Master Supply Agreement and the actual sales recorded amounted to US\$5,610,000 and US\$1,732,000 respectively.

於二零一六年十二月三十一日止年度內，HOEL供應總協議項下交易的年度上限及實際銷售記錄總額分別為561.0萬美元及173.2萬美元。

Report of the Directors

董事報告書

CONTINUING CONNECTED TRANSACTIONS (continued)

Listing Rules Compliance

The Internal Audit Department has reviewed the above continuing connected transactions and had no material findings of non-compliance report to the independent non-executive Directors of the Company.

The independent non-executive Directors of the Company have reviewed the Group's continuing connected transactions and have confirmed that these continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

In respect of the above continuing connected transactions, the Company has complied with the relevant announcement, circular and shareholders' approval requirements under Chapter 14A of the Listing Rules from time to time.

KPMG, the Company's auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) 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. KPMG 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 auditors' letter has been provided by the Company to the Stock Exchange.

Save as disclosed above, there are no other transactions of the Company which require disclosure in the annual report in accordance with the Listing Rules.

持續關連交易 (續)

上市規則的合規

內部審核部門已審閱以上持續關連交易，並向本公司獨立非執行董事報告沒有重要不合規發現。

本公司獨立非執行董事已審閱本集團的持續關連交易及確認該等持續關連交易(i)在本集團的日常業務中訂立；(ii)按照一般商務條款或更佳條款進行；及(iii)根據有關交易的協議進行，條款公平合理，並且符合本公司股東的整體利益。

就以上持續關連交易而言，本公司已遵守不時生效的上市規則第十四A章有關公告、通函及股東批准的規定。

本公司核數師畢馬威會計師事務所獲委聘，按照香港會計師公會頒布的《香港審驗應聘服務準則3000》(經修訂)的歷史財務資料審計或審閱以外的審驗應聘，及參照《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。畢馬威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。

除上述披露者外，本公司並無其他交易須根據《上市規則》於年報內披露。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2016, the Directors were not aware that any of the Directors had interest in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group which falls to be disclosed under the Listing Rules.

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's bye-law 178, every Directors shall be indemnified and secured harmless out of the assets of the Company.

The Company has arranged appropriate directors' and officers' liability insurance for its Directors and officers.

EQUITY-LINKED AGREEMENTS

No equity-linked agreement was entered into by the Group, or existed during the year.

MANAGEMENT CONTRACT

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

CORPORATE GOVERNANCE CODE

During the year ended 31 December 2016, the Company applied the principles and complied with the code provisions set out in the Corporate Governance Code contained in Appendix 14 of the Listing Rules except that the chairman of the board of the Company did not attend the annual general meeting held on 7 June 2016 due to other business engagement, which deviated from code provision E.1.2.

董事在競爭業務的權益

於二零一六年十二月三十一日止年度內，董事概不知悉任何董事持有任何可與本集團業務直接或間接或有可能存在競爭的業務（按《上市規則》下須作出披露）的權益。

獲准許的彌償條文

根據本公司細則第178條，每位董事將獲以本公司資產的彌償保證及獲得擔保免受損害。

本公司已為董事和高級人員購買合適的董事及高級人員的責任保險。

股票掛鈎協議

於年內，本集團並無訂立或存有任何股票掛鈎協議。

管理合約

於年內，本公司並無就全部或任何重大部份業務簽訂或存有管理及行政合約。

企業管治守則

於二零一六年十二月三十一日止年度內，本公司已採納《上市規則》附錄十四《企業管治守則》的原則及遵守所有守則條文，惟本公司董事長因其他業務約會而未能出席於二零一六年六月七日舉行之股東周年大會，因而偏離守則條文第E.1.2條。

Report of the Directors

董事報告書

AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive directors of the Company. The principal duties of the Audit Committee include the review and supervision of the Company's financial reporting process, risk management and internal control. The Audit Committee reviewed the Group's consolidated financial statements prior to the publication of the interim and final results.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company has complied with the requirement as to the amount of public float as required under the Listing Rules during the year ended 31 December 2016 and up to the date of this report.

AUDITORS

KPMG will retire and a resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Thanakorn Seriburi

Director

Hong Kong

24 February 2017

審核委員會

審核委員會由本公司三名獨立非執行董事所組成，其主要職責包括檢討及監察本公司的財務報告程序、風險管理及內部監控。審核委員會於中期及年度業績刊載前已審閱本集團的綜合財務報告。

足夠公眾持股量

本公司根據所得公開資料，並據董事所知，董事確認本公司截至二零一六年十二月三十一日止年度內及直至本報告日期為止，已遵守《上市規則》規定的足夠公眾持股量。

核數師

畢馬威會計師事務所將任滿告退，一項有關其膺聘留任為本公司核數師的決議案將於應屆股東周年大會上提呈。

承董事會命

董事

李紹祝

香港

二零一七年二月二十四日

Independent Auditor's Report

獨立核數師報告



Independent auditor's report to the shareholders of
Chia Tai Enterprises International Limited
(Incorporated in Bermuda with limited liability)

獨立核數師報告
致正大企業國際有限公司全體股東
(於百慕達註冊成立之有限公司)

Opinion

We have audited the consolidated financial statements of Chia Tai Enterprises International Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 54 to 130, which comprise the consolidated statement of financial position as at 31 December 2016, 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.

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 International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the Hong Kong Institute of Certified Public Accountants ("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") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in Bermuda, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

本核數師(以下簡稱「我們」)已審計列載於第54至第130頁正大企業國際有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一六年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據國際會計準則委員會頒布的《國際財務報告準則》真實而中肯地反映了貴集團於二零一六年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露要求妥為擬備。

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」)以及與我們對百慕達綜合財務報表的審計相關的道德要求,我們獨立於貴集團,並已履行這些道德要求以及守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

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 for 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.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

Revenue recognition	
Refer to note 5 to the consolidated financial statements and the accounting policies in note 2.4(o).	
The key audit matter	How the matter was addressed in our audit
<p>The Group's revenue is mainly derived from the sale of biochemical products. The Group generally recognises revenue when products are delivered to the customer's premises for domestic sales or in accordance with the terms and conditions of sale for export sales.</p> <p>The terms set out in the Group's sales contracts relating to goods acceptance by customers are varied. Accordingly, the terms and conditions of sales contracts may affect the timing of recognition of sales to customers as each sales contract could have different terms relating to customer acceptance of the goods sold.</p> <p>We identified the recognition of revenue as a key audit matter because revenue is one of the key performance indicators of the Group and is, therefore, subject to an inherent risk of manipulation by management to meet targets or expectations and because errors in the recognition of revenue could have a material impact on the Group's profit for the year.</p>	<p>Our audit procedures to assess the recognition of revenue included the following:</p> <ul style="list-style-type: none"> evaluating the design, implementation and operating effectiveness of key internal controls over the existence, accuracy and timing of revenue recognition; challenging the revenue recognition policies adopted by the Group by making inquiries of management and inspecting a sample of sales contracts to understand the delivery terms of the transactions and to assess the Group's timing of revenue recognition with reference to the requirements of the prevailing accounting standards; inspecting significant manual adjustments to revenue raised during the reporting period, enquiring of management the reasons for such adjustments and comparing the details of the adjustments with relevant underlying documentation; assessing whether revenue had been recognised in the appropriate accounting period by comparing a sample of sales transactions around the year end with relevant underlying documents, which included customers' signed acknowledgement of delivery (for domestic sales) and bills of lading (for export sales); and scrutinising the sales ledger after the year end to identify if there were significant sales returns and inspecting the underlying documentation to assess if the related adjustments to revenue had been accounted for in the appropriate accounting period.

收入確認	
請參閱綜合財務報表附註5及附註2.4(o)的會計政策。	
關鍵審計事項	我們的審計如何處理該事項
<p>貴集團的收入主要來源於銷售生化產品。貴集團一般在貨品送達客戶場地時確認國內銷售的收入，或按照出口銷售的銷售條款和條件確認出口銷售的收入。</p> <p>貴集團的銷售合同中有關客戶接收貨品的條款各不相同。由於各項銷售合同對客戶接收貨品的相關條款不同，因此銷售合同的條款和條件可能會影響客戶銷售收入的確認時點。</p> <p>我們把收入確認列為關鍵審計事項，因為收入是貴集團的關鍵績效指標之一，因而存在管理層為達到目標或期望而進行人為操縱的固有風險，並且因為收入確認的錯誤可能會對貴集團本年度溢利構成重大影響。</p>	<p>我們評估收入確認的審核程序包括：</p> <ul style="list-style-type: none"> • 評估對收入存在性，準確性和確認時點的關鍵內部控制設計，實施和操作有效性； • 通過詢問管理層對貴集團採用的收入確認政策，檢查銷售合同之樣本以了解交易的交付條款，並參照現行會計準則的要求，評價貴集團確認收入的時點； • 檢查於報告期內對收入作出的重大手工調整，詢問管理層作出調整的原因，並將調整的細節與相關基礎文件進行核對； • 選取接近年末的銷售交易樣本，檢查相關基礎文件（包括客戶簽署的交貨確認書（國內銷售）和提單（出口銷售））的樣本，以評估收入是否在適當的報告期內確認；及 • 仔細檢查年末後的銷售分類賬，以確定是否存在重大的銷售退貨，並檢查相關基礎文件從而評估相關收入的調整是否已在適當的報告期內列賬。

Independent Auditor's Report

獨立核數師報告

Information other than the consolidated financial statements and auditor's report thereon

The directors are responsible for the other information. The other information comprises all 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.

Responsibilities of the directors for the consolidated financial statements

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

In preparing the consolidated financial statements, the directors 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 either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據國際會計準則委員會頒布的《國際財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審計委員會協助董事履行監督貴集團的財務報告過程的責任。

Independent Auditor's Report

獨立核數師報告

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. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, 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.

As part of an audit in accordance with HKSAs, 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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們是按照百慕達1981年《公司法案》第90條的規定，僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和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，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。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，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

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

- 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.

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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報告中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審計委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

Independent Auditor's Report

獨立核數師報告

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

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 Yu Wai Sum.

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

24 February 2017

核數師就審計綜合財務報表承擔的責任(續)

從與審計委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是余慧心。

畢馬威會計師事務所
執業會計師
香港中環
遮打道10號
太子大廈8樓

二零一七年二月二十四日

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		Note	2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
		附註		
REVENUE	收入	5	87,276	101,767
Cost of sales	銷售成本		(56,057)	(67,807)
Gross profit	毛利		31,219	33,960
Other income, net	其他收入淨額	6	2,222	1,984
Selling and distribution costs	銷售及分銷成本		(6,483)	(6,713)
General and administrative expenses	行政及管理費用		(17,817)	(17,467)
Finance costs	財務成本	7	(566)	(921)
Share of profits and losses of:	應佔溢利及虧損：			
Joint venture	合營企業		2,849	1,229
Associate	聯營公司	18(a)	2,198	2,966
PROFIT BEFORE TAX	除稅前溢利	8	13,622	15,038
Income tax	所得稅	11	(2,563)	(3,368)
PROFIT FOR THE YEAR	本年溢利		11,059	11,670
OTHER COMPREHENSIVE INCOME	其他全面收益			
Items that may be reclassified subsequently to profit or loss:	其後可能會重新分類至損益之項目：			
Exchange differences on translation of foreign operations	外地業務於換算時之匯兌差額		(4,289)	(2,902)
Share of other comprehensive income of:	應佔其他全面收益：			
Joint venture	合營企業		(4,243)	(3,230)
Associate	聯營公司	18(a)	(1,193)	(814)
OTHER COMPREHENSIVE INCOME FOR THE YEAR	本年其他全面收益		(9,725)	(6,946)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	本年全面收益總額		1,334	4,724

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		2016 二零一六年	2015 二零一五年
	Note 附註	US\$'000 美元千元	US\$'000 美元千元
Profit attributable to:	溢利可供分配予：		
Shareholders of the Company	本公司股東	8,058	8,182
Non-controlling interests	非控制性權益	3,001	3,488
		11,059	11,670
Total comprehensive income attributable to:	全面收益總額可供分配予：		
Shareholders of the Company	本公司股東	(298)	2,133
Non-controlling interests	非控制性權益	1,632	2,591
		1,334	4,724
		US cents	US cents
		美仙	美仙
EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY	本公司股東應佔之每股溢利		
		13	
Basic and diluted	基本及攤薄	3.18	3.46

Details of dividend for the year are disclosed in note 12 to the financial statements. 本年度之股息詳情於財務報表附註12內披露。

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2016 於二零一六年十二月三十一日

			2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
	Note 附註			
NON-CURRENT ASSETS		非流動資產		
Property, plant and equipment	14	物業、廠房及設備	43,888	48,555
Land lease prepayments	15	預付土地租賃費	7,716	2,918
Investments in joint venture	17	於合營企業的投資	59,848	68,443
Investments in associate	18	於聯營公司的投資	17,460	16,455
Other non-current assets	19	其他非流動資產	236	5,094
Total non-current assets		總非流動資產	129,148	141,465
CURRENT ASSETS		流動資產		
Inventories	20	存貨	9,667	15,638
Trade and bills receivables	21	應收貿易賬款及票據	16,027	15,781
Prepayments, deposits and other receivables	22	預付賬款、按金及其他 應收賬款	8,079	8,036
Time deposits with maturity over three months	23	到期日超過三個月之 定期存款	2,880	-
Cash and cash equivalents	23	現金及現金等價物	34,242	18,052
Total current assets		總流動資產	70,895	57,507
CURRENT LIABILITIES		流動負債		
Trade payables	24	應付貿易賬款	3,484	3,084
Other payables and accruals	25	其他應付賬款及預提費用	8,221	6,169
Bank borrowings	26	銀行借款	8,275	15,523
Income tax payables		應付所得稅	403	103
Total current liabilities		總流動負債	20,383	24,879
NET CURRENT ASSETS		淨流動資產	50,512	32,628
TOTAL ASSETS LESS CURRENT LIABILITIES		總資產減流動負債	179,660	174,093

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2016 於二零一六年十二月三十一日

			2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
		Note 附註		
NON-CURRENT LIABILITIES	非流動負債			
Bank borrowings	銀行借款	26	-	1,155
Other non-current liabilities	其他非流動負債	27	8,000	2,521
Deferred tax liabilities	遞延稅項負債	28	2,925	2,299
Total non-current liabilities	總非流動負債		10,925	5,975
NET ASSETS	資產淨值		168,735	168,118
EQUITY	權益			
Equity attributable to shareholders of the Company	本公司股東應佔權益			
Issued capital	已發行股本	29	25,333	25,333
Reserves	儲備	30	123,183	123,481
			148,516	148,814
Non-controlling interests	非控制性權益		20,219	19,304
TOTAL EQUITY	權益總額		168,735	168,118

Approved and authorised for issue by the board of directors of the Company on 24 February 2017.

於二零一七年二月二十四日經本公司董事會批准及授權予以刊發。

Thanakorn Seriburi 李紹祝
Director 董事

Thirayut Phityaisarakul 李紹慶
Director 董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		Attributable to shareholders of the Company 本公司股東應佔					Non-controlling interests		Total equity
		Issued capital	Capital reserve	PRC reserve funds	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		已發行股本	資本儲備	中國儲備基金	外匯波動儲備	未分配利潤	總額	非控制性權益	權益總額
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		美元千元	美元千元	美元千元	美元千元	美元千元	美元千元	美元千元	美元千元
		(note 29)	(note 30(b))	(note 30(c))	(note 30(d))				
		(附註29)	(附註30(b))	(附註30(c))	(附註30(d))				
At 1 January 2016	於二零一六年一月一日	25,333	10,845	13,147	9,736	89,753	148,814	19,304	168,118
Profit for the year	本年溢利	-	-	-	-	8,058	8,058	3,001	11,059
Other comprehensive income for the year:	年內其他全面收益：								
Exchange differences on translation of foreign operations	外地業務於換算時之匯兌差額	-	-	-	(2,920)	-	(2,920)	(1,369)	(4,289)
Share of other comprehensive income of:	應佔其他全面收益：								
Joint venture	合營企業	-	-	-	(4,243)	-	(4,243)	-	(4,243)
Associate	聯營公司	-	-	-	(1,193)	-	(1,193)	-	(1,193)
Total comprehensive income for the year	年內全面收益總額	-	-	-	(8,356)	8,058	(298)	1,632	1,334
Dividends declared to non-controlling equity holders	已宣派予非控制性權益持有人股息	-	-	-	-	-	-	(717)	(717)
Transfer in/(out)	轉入/(出)	-	-	219	-	(219)	-	-	-
At 31 December 2016	於二零一六年十二月三十一日	25,333	10,845	13,366	1,380	97,592	148,516	20,219	168,735

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		Attributable to shareholders of the Company 本公司股東應佔							
		Issued capital 已發行 股本 US\$'000 美元千元 (note 29) (附註29)	Capital reserve 資本 儲備 US\$'000 美元千元 (note 30(b)) (附註30(b))	PRC reserve funds 中國 儲備基金 US\$'000 美元千元 (note 30(c)) (附註30(c))	Exchange fluctuation reserve 外匯 波動儲備 US\$'000 美元千元 (note 30(d)) (附註30(d))	Retained profits 未分配 利潤 US\$'000 美元千元	Total	Non- controlling interests 非控制性 權益 US\$'000 美元千元	Total equity 權益 總額 US\$'000 美元千元
At 1 January 2015	於二零一五年一月一日	1,195	26,475	12,156	15,785	92,061	147,672	20,280	167,952
Profit for the year	本年溢利	-	-	-	-	8,182	8,182	3,488	11,670
Other comprehensive income for the year:	年內其他全面收益：								
Exchange differences on translation of foreign operations	外地業務於換算時之 匯兌差額	-	-	-	(2,005)	-	(2,005)	(897)	(2,902)
Share of other comprehensive income of:	應佔其他全面收益：								
Joint venture	合營企業	-	-	-	(3,230)	-	(3,230)	-	(3,230)
Associate	聯營公司	-	-	-	(814)	-	(814)	-	(814)
Total comprehensive income for the year	年內全面收益總額	-	-	-	(6,049)	8,182	2,133	2,591	4,724
Shares issued pursuant to capitalisation issue	根據資本化發行股本	24,138	-	-	-	(5,328)	18,810	-	18,810
Acquisition of subsidiaries under common control	收購共同控制下之 附屬公司	-	(15,317)	-	-	-	(15,317)	-	(15,317)
Dividend declared	已宣派股息	-	-	-	-	(4,171)	(4,171)	-	(4,171)
Dividend paid to non-controlling equity holders	支付予非控制性 權益持有人股息	-	-	-	-	-	-	(3,567)	(3,567)
Common control acquisition by an associate	聯營公司共同控制下收購	-	(313)	-	-	-	(313)	-	(313)
Transfer in/(out)	轉入/(出)	-	-	991	-	(991)	-	-	-
At 31 December 2015	於二零一五年十二月三十一日	25,333	10,845	13,147	9,736	89,753	148,814	19,304	168,118

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

			2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
	Note 附註			
CASH FLOWS FROM OPERATING ACTIVITIES		經營活動之現金流量		
Profit before tax		除稅前溢利	13,622	15,038
Adjustments for:		經調整：		
Bank and other interest income	6	銀行及其他利息收入	(165)	(17)
Amortisation of government grant		政府補助攤銷	(122)	(173)
Finance costs	7	財務成本	566	921
Write down of inventories	8	存貨撥備	20	48
Depreciation of property, plant and equipment	8	物業、廠房及設備之折舊	5,352	5,394
Amortisation of land lease prepayments	8	預付土地租賃費之攤銷	158	44
Loss/(gain) on disposal of property, plant and equipment, net	6	出售物業、廠房及設備虧損/(收益)淨額	31	(30)
Share of profits and losses of:		應佔溢利及虧損：		
Joint venture		合營企業	(2,849)	(1,229)
Associate	18(a)	聯營公司	(2,198)	(2,966)
			14,415	17,030
Decrease/(increase) in inventories		存貨減少/(增加)	5,159	(1,419)
(Increase)/decrease in trade and bills receivables		應收貿易賬款及票據(增加)/減少	(1,329)	2,175
(Increase)/decrease in prepayments, deposits and other receivables		預付賬款、按金及其他應收賬款(增加)/減少	(799)	1,007
Increase/(decrease) in trade payables		應付貿易賬款增加/(減少)	628	(1,584)
Increase/(decrease) in other payables and accruals		其他應付賬款及預提費用增加/(減少)	2,894	(2,300)
Cash generated from operations		經營產生之現金	20,968	14,909
Interest paid		已付利息	(686)	(1,056)
Income tax paid		已付所得稅	(979)	(3,983)
Net cash flows from operating activities		經營活動所得之現金流量淨額	19,303	9,870

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		2016 二零一六年	2015 二零一五年
	Note 附註	US\$'000 美元千元	US\$'000 美元千元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動之現金流量		
Purchases of property, plant and equipment	購買物業、廠房及設備	(3,753)	(4,425)
Government grant received	已收政府補助	5,760	-
Increase in land lease prepayment	預付土地租賃費增加	(308)	-
Increase in other non-current assets	其他非流動資產增加	(447)	-
Increase in time deposits with maturity over three months	到期日超過三個月之 定期存款增加	(2,880)	-
Dividends received from joint venture	收取合營公司股息	7,201	-
Dividends received from associate	收取聯營公司股息	-	1,357
Proceeds from disposal of property, plant and equipment	出售物業、廠房及 設備所得款項	72	179
Interest received	已收利息	165	17
Net cash flow from/(used in) investing activities	投資活動所得/(所用)之 現金流量淨額	5,810	(2,872)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之現金流量		
Proceeds from bank borrowings	銀行借款所得款項	17,377	25,916
Repayment of bank borrowings	償還銀行借款	(24,696)	(26,714)
Dividend paid to non-controlling equity holders	支付予非控制性權益 持有人股息	(717)	(4,859)
Net cash flows used in financing activities	融資活動所用之 現金流量淨額	(8,036)	(5,657)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物 增加淨額	17,077	1,341
Cash and cash equivalents at beginning of year	年初之現金及現金等價物	18,052	16,985
Effect of foreign exchange rate changes, net	外匯率變動之影響淨額	(887)	(274)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末之現金及現金等價物	34,242	18,052

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

1 GENERAL INFORMATION

Chia Tai Enterprises International Limited (the “Company”) is a limited liability company incorporated in Bermuda. The Company and its subsidiaries hereinafter are collectively referred to as the “Group”. The Group and its joint venture and associate are principally involved in (i) manufacturing and sale of chlortetracycline products; (ii) trading of machinery; and (iii) manufacturing and sale of automotive parts respectively.

As at 31 December 2016, the directors consider the immediate holding company of the Company to be Charoen Pokphand Foods Public Company Limited (“CPF”), which is incorporated in the Kingdom of Thailand and shares of which are listed on the Stock Exchange of Thailand, and remains to be as such as at the date of approval of these financial statements. CPF is a significantly owned company of Charoen Pokphand Group Company Limited (“CPG”), which is incorporated in the Kingdom of Thailand.

Pursuant to a group reorganisation completed on 11 June 2015 in preparation for the listing of the Company’s ordinary shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Company became the holding company of all of its subsidiaries. The Company’s ordinary shares were listed on the Stock Exchange on 3 July 2015. Details of the reorganisation are set out under the section headed “History and Corporate Structure” in the listing document of the Company dated 17 June 2015.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) (which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and interpretations) issued by the International Accounting Standards Board (“IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies.

1 一般資料

正大企業國際有限公司(「本公司」)為一家於百慕達註冊成立之有限公司。本公司及其附屬公司以下統稱為「本集團」。本集團及其合營企業及聯營公司主要分別從事(i)製造及銷售金霉素產品；(ii)機械設備貿易；及(iii)產銷汽車零部件。

於二零一六年十二月三十一日，董事認為，本公司之直接控股公司為於泰國註冊成立的Charoen Pokphand Foods Public Company Limited(「CPF」)，其股份於泰國證券交易所上市，並於截至本財務報告獲批當日仍然為本公司的直接控股公司。CPF為一家於泰國註冊成立的Charoen Pokphand Group Company Limited(「CPG」)重大持有之公司。

根據為籌備本公司之普通股於香港聯合交易所有限公司(「聯交所」)主版上市而於二零一五年六月十一日完成之集團重組，本公司已成為其所有附屬公司之控股公司。本公司之普通股已於二零一五年七月三日於聯交所上市。有關重組的詳細資料載於二零一五年六月十七日之上市文件「歷史及公司架構」一節。

2.1 編製基準

此等財務報表乃根據國際會計準則委員會頒佈之(「國際財務報告準則」)(亦包括國際財務報告準則、國際會計準則及詮釋)及香港公司條例之披露規定而編製。此等財務報表亦遵從聯交所證券上市規則(「上市規則」)中適用的披露規定。附屬公司之財務報表採用與本公司一致的報告期及統一的會計政策編製。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.1 BASIS OF PREPARATION (continued)**Basis of measurement**

These financial statements are presented in United States dollars (“US\$”), and all values are rounded to the nearest thousand (“US\$’000”) except when otherwise indicated. The functional currency of the Company is United States dollars.

Use of estimates and judgements

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

The estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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

2.1 編製基準 (續)**計量基準**

此等財務報表以美元列報。除另有指明外，所有金額均調整至最接近的美元千元計算。本公司的功能貨幣為美元。

使用估算及判斷

按照國際財務報告準則編製財務資料需要管理層作出判斷、估算及假設，該等判斷、估算及假設會影響政策應用以及所呈報的資產、負債、收入及費用金額。該等估算及假設乃基於過往經驗及在有關情況下相信為合理的各項其他因素作出，而所得結果構成用作判斷明顯無法通過其他來源獲得資產及負債賬面值的基準。實際結果可能有別於該等估算。

本集團會將持續地對該等估算及假設進行覆核。倘會計估算的修訂僅對作出估算修訂的期間產生影響，則有關修訂於該期間內確認；倘修訂對現時及未來期間均產生影響，則會在作出該修訂期間及未來期間內確認。

管理層在應用國際財務報告準則時所作出對此等財務報告有重大影響的判斷，及估算不確定性的主要來源於附註3論述。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The IASB has issued a number of amendments to IFRSs that are first effective for the current year. Of these, the following amendments may be relevant to the Group:

Amendments to IFRS 10, IFRS 12 and IAS 28	Amendments to IFRS 10 <i>Consolidated Financial Statements</i> , IFRS 12 <i>Disclosure of Interests in Other Entities</i> and IAS 28 <i>Investments in Associates and Joint Ventures – Investment entities: Applying the consolidation exception</i>
Amendments to IFRS 11	Amendments to IFRS 11 <i>Joint Arrangements – Accounting for acquisitions of interests in joint operations</i>
Amendments to IAS 1	Amendments to IAS 1 <i>Presentation of Financial Statements – Disclosure initiative</i>
Amendments to IAS 16 and IAS 38	Amendments to IAS 16 <i>Property, Plant and Equipment</i> and IAS 38 <i>Intangible Assets – Clarification of acceptable methods of depreciation and amortisation</i>
Annual Improvements to IFRSs 2012–2014 cycle	Amendments to a number of IFRSs

The adoption of these amendments to IFRSs has had no significant financial effect on these financial statements.

The Group has not applied any new standard or interpretation that is not yet effective for the current year.

2.2 會計政策及披露之更改

國際會計準則委員會已頒佈若干國際財務報告準則的修訂，並於本年度首次生效。下列為當中可能與本集團有關之修訂：

國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第28號的修訂	修訂國際財務報告準則第10號 <i>綜合財務報表</i> 、國際財務報告準則第12號 <i>披露於其他公司的權益</i> 及國際會計準則第28號 <i>於聯營公司及合營企業的投資 – 投資個體：適合綜合報表之例外規定</i>
國際財務報告準則第11號的修訂	修訂國際財務報告準則第11號 <i>合營安排 – 收購合作營運權益之列賬</i>
國際會計準則第1號的修訂	修訂國際會計準則第1號 <i>財務報表之呈列 – 披露計劃</i>
國際會計準則第16號及國際會計準則第38號的修訂	修訂國際會計準則第16號 <i>物業、廠房及設備</i> 及國際會計準則第38號 <i>無形資產 – 澄清折舊及攤銷的可接納方法</i>
國際財務報告準則2012–2014週期年度改進	修訂若干國際財務報告準則

採納該等國際財務報告準則的修訂不會對本財務報表構成重大財務影響。

本集團於本年度並無採納任何尚未生效的新準則或詮釋。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

Up to the date of issue of these financial statements, the IASB issued a number of amendments and new standards which are not yet effective for the year ended 31 December 2016 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group:

IFRS 9	<i>Financial Instruments</i> ²
IFRS 15	<i>Revenue from Contracts with Customers</i> ²
IFRS 16	<i>Leases</i> ³
Amendments to IAS 7	<i>Amendments to IAS 7 Statement of cash flows – Disclosure initiative</i> ¹
Amendments to IAS 12	<i>Amendments to IAS 12 Income tax – Recognition of deferred tax assets for unrealised losses</i> ¹

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

The Group is in the process of making an assessment of the impact of these new and amendments to IFRSs upon initial application. So far, the Group considers that these new and amendments to IFRSs are unlikely to have a significant impact on the consolidated financial statements.

2.3 已頒佈但尚未生效的國際財務報告準則

截至本財務報表刊發日，國際會計準則委員會已頒佈數項修訂本及新準則。該修訂本及新準則於截至二零一六年十二月三十一日止年度尚未生效且並未於本財務報表採納。下列包括可能與本集團有關的修訂本及新準則：

國際財務報告準則第9號	金融工具 ²
國際財務報告準則第15號	來自客戶合約之收入 ²
國際財務報告準則第16號	租賃 ³
國際會計準則第7號的修訂	修訂國際會計準則第7號現金流量表 — 披露計劃 ¹
國際會計準則第12號的修訂	修訂國際會計準則第12號稅項 — 就未變現虧損確認遞延稅項資產 ¹

¹ 於二零一七年一月一日或之後開始之年度期間生效

² 於二零一八年一月一日或之後開始之年度期間生效

³ 於二零一九年一月一日或之後開始之年度期間生效

本集團現正評估首次採納該等新訂立及經修訂之國際財務報告準則之影響。截至目前，本集團認為該等新訂立及經修訂之國際財務報告準則不會對綜合財務報表構成重大影響。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**(a) Subsidiaries and non-controlling interests**

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

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

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

2.4 主要會計政策概要**(a) 附屬公司及非控制性權益**

附屬公司乃指由本集團控制的實體。當本集團能透過其於該實體的參與而獲取或有權獲取各種回報，及有能力透過其對該實體的權力影響該等回報，則本集團能控制該實體。當評估本集團是否有權力時，只考慮具體權利（由本集團及其他人士持有）。

附屬公司的投資由取得控制權當日起併入綜合財務報表內直至失去該控制權為止。集團內公司間的結餘、交易及現金流量以及集團內公司間交易所產生的任何未變現溢利，在編製財務報表時均全數抵銷。集團內公司間交易所產生的未變現虧損的抵銷方式與未變現收入相同，但僅以沒有證據顯示已出現減值為限。

非控制性權益是指並非由本公司直接或間接應佔的附屬公司權益，且本集團並無與相關權益持有人另行訂立條款，而導致本集團整體須就該等權益承擔符合財務負債定義的合同責任。就各項業務合併而言，本集團可選擇按公允值或按非控制性權益應佔附屬公司可識別淨資產的比例，計量任何非控制性權益。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(a) Subsidiaries and non-controlling interests (continued)**

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 2.4(h) or (i) depending on the nature of the liability.

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

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see note 2.4(b)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2.4(e)).

2.4 主要會計政策概要 (續)**(a) 附屬公司及非控制性權益 (續)**

非控制性權益乃於綜合財務狀況表的權益項目呈列，與本公司權益持有人應佔權益分開呈列。非控制性權益所佔本集團的業績，會按照該年度損益總額及全面收益總額，在非控制性權益與本公司權益持有人之間分配，並在綜合全面收益表呈列。來自非控制性權益持有人的貸款及對該等持有人的其他合約責任，會視乎負債的性質，按照附註2.4(h)或(i)於綜合財務狀況表中呈列為金融負債。

本集團於附屬公司的權益如發生不會造成失去控制權的變動，會入賬列作權益交易，並據此調整綜合權益內的控股及非控制性權益金額，以反映相關權益的變動，惟不會調整商譽，亦不會確認收入或虧損。

當本集團失去一家附屬公司的控制權，則作為出售該附屬公司的全部權益入賬，而所產生的收入或虧損將於損益確認。於失去控制權當日仍保留於前附屬公司的任何權益乃按公允值確認，而該金額將被視為一項金融資產首次確認的公允值，或(如適用)於聯營公司或合營企業投資首次確認的成本(見附註2.4(b))。

於本公司財務狀況表中，附屬公司的投資按成本減減值虧損入賬(見附註2.4(e))。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(b) Associate and joint venture**

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power of another entity.

A joint venture is an arrangement whereby the Group or Company has joint control, established by contracts requiring unanimous consent for decisions about the activities that significantly affect the arrangements' returns.

An investment in an associate or a joint venture is accounted for in these financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see note 2.4(e)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised as other comprehensive income.

2.4 主要會計政策概要(續)**(b) 聯營公司及合營企業**

聯營公司乃指一家本集團或本公司對其管理(包括參與財務及營運政策制定)有重大影響力(但非控制或共同控制其管理)之公司。當本集團持有其他實體的20%至50%投票權時,將被假定為擁有重大影響力。

合營企業乃指本集團或本公司擁有共同控制權的安排,並由契約建立及能對該安排的活動之回報有重大影響的決定需獲一致同意。

聯營公司或合營企業的投資使用權益法於財務報表中列賬,除非其分類為持作出售(或計入分類為持作出售的出售組別)。根據權益法,投資先以成本入賬,並就本集團於收購日應佔被投資企業可辨認淨資產的公允值超越任何投資成本的部分(如有)作出調整。其後就本集團所佔被投資企業淨資產在收購後的變動及有關投資之任何減值虧損作出調整(見附註2.4(e))。任何於收購日之超越成本、本集團所佔被投資企業於收購後之除稅後年度業績及任何年內減值虧損會於損益中確認,而本集團所佔被投資企業於收購後之除稅後其他全面收益,則確認為其他全面收益。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.4 主要會計政策概要 (續)****(b) Associate and joint venture (continued)**

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture.

Unrealised profits and losses resulting from transactions between the Group and its associate and joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

(b) 聯營公司及合營企業(續)

倘若本集團應佔聯營公司或合營企業之虧損超越其所佔權益，則本集團的權益將減至零，並會停止確認進一步虧損，惟本集團已產生法定或推定責任或替被投資企業付款除外。就此目的而言，本集團持有之權益為按權益法計算之投資賬面值，連同實質上構成本集團於聯營公司或合營企業之投資淨值之其他長期權益。

本集團與聯營公司及合營企業之間交易所產生之未變現損益撇銷至本集團在被投資企業所佔之權益，但假如未變現虧損證實是由已轉讓資產減值而產生，則這些未變現虧損會即時在損益內確認。

倘於聯營公司之投資變為於合營企業之投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。

於所有其他情況下，當本集團失去對聯營公司之重大影響力或對合營企業之共同控制權，於該被投資公司之全部權益會入賬列作出售，其導致之盈虧於損益內確認。任何於失去重大影響力或共同控制權日保留於該前被投資企業之權益以公允值確認，而該金額被視為首次確認金融資產之公允值。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(c) Property, plant and equipment and depreciation***Property, plant and equipment*

Items of property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and impairment losses (see note 2.4(e)):

- (i) buildings held for own use which are situated on leasehold land classified as held under operating leases (see note 2.4(d)); and
- (ii) other items of plant and equipment.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 2.4(q)).

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

Depreciation is calculated on the straight-line basis to write off the cost of items of property, plant and equipment to their estimated residual value over the estimated useful life. The principal annual rates used for this purpose are as follows:

Industrial buildings	2% to 4.5%
Plant and machinery	6% to 15%
Furniture, fixtures and office equipment	10% to 33.33%
Motor vehicles and transport facilities	9% to 33.33%

2.4 主要會計政策概要(續)**(c) 物業、廠房及設備及折舊***物業、廠房及設備*

物業、廠房及設備項目(在建工程除外)按成本減累計折舊及減值虧損列賬(見附註2.4(e)):

- (i) 位於分類為根據經營租賃持有的租賃土地的持作自用樓宇(見附註2.4(d));及
- (ii) 其他廠房及設備項目。

自建物業、廠房及設備項目的成本包括材料成本、直接勞工成本、拆卸及搬遷項目以及恢復項目所在地原貌的初步估計成本(如適用)以及適當部分的生產成本及借款成本(見附註2.4(q))。

報廢或出售物業、廠房及設備項目所產生的收入或虧損按出售所得款項淨額與該項目賬面值之間的差額釐定,並於報廢或出售日期在損益表內確認。

折舊按物業、廠房及設備項目的預計可使用年期以直線法撇銷該等項目的成本至估計殘值計算。就此使用的主要年折舊率如下:

工業樓宇	2%至4.5%
廠房及機器	6%至15%
傢俱、裝置及辦公設備	10%至33.33%
汽車及運輸設施	9%至33.33%

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.4 主要會計政策概要 (續)****(c) Property, plant and equipment and depreciation (continued)****(c) 物業、廠房及設備及折舊 (續)***Property, plant and equipment (continued)**物業、廠房及設備 (續)*

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

倘物業、廠房及設備項目各部分的可使用年期不同，則該項目的成本按合理基準於各部分之間分配，每部份分開折舊。資產的可使用年期及其殘值(如有)將每年檢討。

*Construction in progress**在建工程*

Construction in progress represents the silos, factories and warehouses under construction. Construction in progress is stated at cost less any accumulated 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.

在建工程指尚在興建中的筒倉、工廠及倉庫。在建工程按成本減去任何累計減值虧損入賬，並不計提折舊。成本包括直接建造成本及於工程建造期間被資本化的相關借款的借貸成本。當在建工程完成及已能投入使用時，在建工程會被重新分類至物業、廠房及設備中的合適分類。

(d) Operating leases**(d) 經營租賃**

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

倘若本集團乃以經營租賃使用資產，則根據租賃支付之款項於租賃期所涵蓋之會計期間內，以等額在損益內扣除，惟倘有其他基準能更清楚地反映租賃資產所產生之收入模式則除外。已收租賃獎勵均在損益中確認為已付租賃淨付款總額之組成部份。或有租金於其產生之會計期間計入損益。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(d) Operating leases (continued)**

Land lease prepayments represent costs of land use rights paid to governmental authorities in mainland China. Land lease payments under operating leases are initially stated at cost and subsequently amortised on the straight-line basis over the lease terms.

(e) Impairment of assets**(i) Impairment of investments in equity securities and other receivables**

Investments in equity securities and other current and non-current receivables that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

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

2.4 主要會計政策概要(續)**(d) 經營租賃(續)**

預付土地租賃費乃付予中國之政府機關的土地使用權支出。經營租賃項下之土地租賃費最初以成本列賬並隨後按使用權之租賃期限以直線法攤銷。

(e) 資產減值**(i) 於股本證券的投資及其他應收賬款的減值**

於按成本或攤銷成本入賬的股本證券投資和其他當期及非當期應收賬款於各報告期末審閱，以釐定是否有減值的客觀證據。減值的客觀證據包括引起本集團注意到下列一項或多項虧損事項的可觀察數據：

- 債務人陷入重大財務困難；
- 違反合約，如欠付或拖延償還利息或本金；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現重大變動並對債務人有不利影響；及
- 於股本工具的投資的公允值大幅或長期跌至低於其成本。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.4 主要會計政策概要 (續)****(e) Impairment of assets (continued)****(e) 資產減值 (續)****(i) Impairment of investments in equity securities and other receivables (continued)****(i) 於股本證券的投資及其他應收賬款的減值 (續)**

If any such evidence exists, any impairment loss is determined and recognised as follows:

倘存在任何該等證據，則按以下方式計量及確認減值虧損：

Investments in associate and joint venture**於聯營公司及合營企業的投資**

When they accounted for under the equity method in the consolidated financial statements (see note 2.4(b)), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 2.4(e)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 2.4(e)(ii).

當彼等使用權益法於綜合財務報表列賬 (見附註2.4(b)) 時，減值虧損根據附註2.4(e)(ii) 透過比較投資的可收回金額與其賬面值而計算。根據附註2.4(e)(ii)，倘釐定可收回金額所用估計出現有利變動，則會回撥減值虧損。

Trade and other current receivables and other financial assets carried at amortised cost**貿易及其他當期應收賬款及其他以攤銷成本列賬之金融資產**

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

倘貼現之影響屬重大，減值虧損以資產之賬面值與以金融資產原有效利率 (即首次確認該等資產時所計算的有效利率) 貼現之估計未來現金流量現值之差額計量。如該等金融資產具備類似風險特徵，例如類似逾期情況及並未單獨被評估為減值，則有關評估會集體進行。集體評估減值之金融資產的未來現金流量，乃根據與整個組別信貸風險特徵類似之資產之過往虧損經驗作出。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(e) Impairment of assets (continued)****(i) Impairment of investments in equity securities and other receivables (continued)****Trade and other current receivables and other financial assets carried at amortised cost (continued)**

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

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade and bills receivable, whose recovery is considered doubtful but not remote.

In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade and bills receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

2.4 主要會計政策概要 (續)**(e) 資產減值 (續)****(i) 於股本證券的投資及其他應收賬款的減值 (續)****貿易及其他當期應收賬款及其他以攤銷成本列賬之金融資產 (續)**

倘減值虧損金額在其後期間減少，且客觀上與確認減值虧損後發生之事件有關，則減值虧損會透過損益回撥。減值虧損之回撥不得導致資產之賬面值超過以往年度沒有確認減值虧損而應釐定之數額。

減值虧損乃直接於相應資產中撇銷，惟就應收賬款中就應收貿易賬款及票據（其可收回性被認為難以預料而並非微乎其微）而確認的減值虧損除外。

在此情況下，呆賬的減值虧損以撥備賬入賬。當本集團確認可收回性微乎其微，則視為不可收回的金額直接於應收貿易賬款及票據中撇銷，而撥備賬中就該債務持有的任何金額予以回撥。先前在撥備賬中計提的金額如被收回，其將從撥備賬中回撥。撥備賬的其他變動及其後收回先前直接撇銷的金額均於損益中確認。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.4 主要會計政策概要 (續)****(e) Impairment of assets (continued)****(e) 資產減值 (續)****(ii) Impairment of other assets****(ii) 其他資產減值**

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

- property, plant and equipment;
- Landlease prepayments classified as being held under an operating lease; and
- investments in subsidiaries in the Company's statement of financial position

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

Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

本集團會在各報告期末審閱內部及外界資料，以識別下列資產是否出現減值跡象或(屬商譽除外)過往確認的減值虧損是否已不再存在或可能減少：

- 物業、廠房及設備；
- 分類為根據經營租賃持有的預付土租賃地費；及
- 本公司財務狀況表所載於附屬公司的投資。

若有上述任何跡象出現，將會估計有關資產的可收回金額。

計算可收回金額

資產可收回金額為其公允值減處置成本與使用價值兩者中的較高額。在評估使用價值時，估計未來現金流量會按照可以反映當時市場對貨幣時間值及資產特定風險的評估的稅前貼現率，貼現至其現值。倘資產所產生現金流入基本上並非獨立於其他資產所產生的現金流入，則以能獨立產生現金流入的最小資產組別(即現金產生單位)釐定可收回金額。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(e) Impairment of assets (continued)***(ii) Impairment of other assets (continued)***Recognition of impairment losses**

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

Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

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

(f) Inventories

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

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

2.4 主要會計政策概要(續)**(e) 資產減值(續)***(ii) 其他資產減值(續)***確認減值虧損**

倘資產或其所屬現金產生單位的賬面值超過其可收回金額時，減值虧損於損益確認。就現金產生單位確認的減值虧損會首先分配至減少該現金產生單位(或該組單位)所獲分配之商譽的賬面值，其後按比例減少該單位(或該組單位)內其他資產的賬面值，惟資產賬面值不會減至低於其本身個別的公允值減去處置成本(如可計量)或使用價值(如能釐定)。

回撥減值虧損

關於商譽以外的資產，倘用作釐定可收回金額的估計數字出現正面變化，減值虧損便會回撥。商譽減值虧損不會撥回。

回撥的減值虧損僅限於過往年度並未確認減值虧損而應釐定的資產賬面值。回撥的減值虧損在確認回撥的年度計入損益。

(f) 存貨

存貨以成本及可變現淨值兩者中的較低者入賬。

成本以加權平均成本法計算，包括所有採購成本、加工成本及將存貨運往現時位置及變成現狀所涉及的其他成本。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.4 主要會計政策概要 (續)****(f) Inventories (continued)**

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

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

(g) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 2.4(e)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

(h) Interest-bearing borrowings

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

(i) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 2.4(m), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(f) 存貨 (續)

可變現淨值是以日常業務過程中的估計售價減去估計完工成本及銷售所需的估計成本。

所出售存貨的賬面值在確認相關收入期間內確認為支出。存貨撥備減至可變現淨值及所有存貨虧損均在撥備或虧損產生期間確認為支出。存貨的任何撥備回撥金額，均在回撥期間確認為已確認為支出的存貨數額中減少。

(g) 貿易及其他應收賬款

貿易及其他應收賬款首次按公允值確認，而其後使用有效利率法按攤銷成本減呆賬減值撥備（見附註2.4(e)）入賬，惟作為授予關連方的免息且無固定還款期的貸款或貼現影響並不重大的應收賬款除外。在此情況下，應收賬款按成本減呆賬減值撥備入賬。

(h) 計息借款

計息借款首次按公允值減應佔交易成本確認。於首次確認後，計息借款按攤銷成本入賬，首次確認金額與贖回價值的任何差額（連同任何應付利息及費用）會在借款期間內以有效利率法於損益內確認。

(i) 貿易及其他應付賬款

貿易及其他應付賬款首次按公允值確認。惟根據附註2.4(m)計量的財務擔保負債除外，貿易及其他應付賬款其後按攤銷成本列值，除非貼現影響並不重大，否則按成本入賬。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(j) Cash and cash equivalents**

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

(k) Employee benefits**(i) Short term employee benefits**

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

(ii) Termination benefits

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

(iii) Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to 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.

2.4 主要會計政策概要(續)**(j) 現金及現金等價物**

現金及現金等價物包括銀行及手頭現金、存放於銀行的活期存款，以及高度流通短期的投資，該等投資可隨時變現為已知現金數額及無重大價值轉變的風險，並於購入後三個月內到期。就綜合現金流量表而言，現金及現金等價物亦包括須於接獲通知時償還並構成本集團現金管理一部分的銀行透支。

(k) 僱員福利**(i) 短期僱員福利**

薪金、年度花紅、帶薪年假、及非貨幣性福利成本於僱員提供相關服務的年度入賬。倘延期支付或清償該等成本且其影響重大，則該等金額以現值列值。

(ii) 合約終止補償

合約終止補償會在本集團不再能夠撤回所提供的合約終止補償及確認涉及合約終止補償付款的重組成本(以較早者為準)時確認。

(iii) 退休福利計劃

根據強制性公積金計劃條例，本集團為所有合資格參與強積金計劃之香港員工，提供強制性公積金退休保障計劃(「強積金計劃」)定義性供款。按強積金計劃規定，公司需按員工薪金之百分比作供款，並於應付時在損益中入賬。強積金計劃之資產存放於獨立管理的基金中，與本集團之資產分開。當本集團作為僱主向強積金計劃供款時，該款項全數歸於僱員。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.4 主要會計政策概要 (續)****(k) Employee benefits (continued)****(k) 僱員福利 (續)****(iii) Retirement benefit schemes (continued)****(iii) 退休福利計劃 (續)**

As stipulated by the regulations of the PRC government, subsidiaries of the Group in mainland China are required to make specific contributions to the state-controlled retirement plan at rates not more than 20% (the percentage to be determined by each of the government of the provinces, autonomous regions or municipalities) of the total salaries of the employees in mainland China. Certain provinces, autonomous regions or municipalities are overburdened by the pension insurance due to higher number of retired people, it is required to make specific contributions at rates higher than 20% (the percentage to be determined by each of the government of the provinces, autonomous regions or municipalities) of the total salaries of the employees upon approval of the ministry of labour and the ministry of finance. The PRC government is responsible for the pension liability to the retired employees. The employees of the subsidiaries are entitled to a monthly pension at their retirement dates. The subsidiaries have no further obligation for post-retirement benefits beyond the annual contributions.

按中國政府法規，本集團於中國大陸之附屬公司須按中國大陸員工工資之總額不超過20%（具體百分比由各省、自治區或直轄市人民政府確定）作為就國家管理退休計畫作出的指定供款。少數省、自治區或直轄市因退休人數較多，養老保險負擔過重，經勞動部及財政部審批後須按超過員工工資總額之超過20%（具體百分比由各省、自治區或直轄市人民政府確定）作出該指定供款。中國政府會為退休員工發放退休金。附屬公司員工於退休日後能按月收取退休金。除周年供款外，附屬公司對退休後之福利概無其他承擔。

(l) Income tax**(l) 所得稅**

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

年內所得稅包括當期稅項及遞延稅項資產與負債的變動。當期稅項及遞延稅項資產與負債的變動均在損益確認，惟倘變動與在其他全面收益或直接於權益中確認的項目有關，則有關稅項金額分別於其他全面收益或直接於權益中確認。

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

當期稅項為年內應課稅收入的預期應付稅項，採用於報告期末已生效或實質已生效的稅率計算，以及就過往年度應付稅項作出的調整。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**(l) Income tax (continued)**

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

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

The limited exceptions to recognition of deferred tax assets and liabilities are:

- (i) the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination); and
- (ii) temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

2.4 主要會計政策概要(續)**(l) 所得稅(續)**

遞延稅項資產及負債分別產生自可扣減及應課稅的暫時性差額，即資產及負債的賬面值(就財務報告而言)與計稅基準之間的差額。遞延稅項資產亦會因未動用稅項虧損及未動用稅項抵免而產生。

除若干少數例外情況外，所有遞延稅項負債及遞延稅項資產(只限於日後可能有應課稅溢利用以抵銷可動用資產時)均獲確認。可支持確認源自可扣稅暫時差額的遞延稅項資產的日後應課稅溢利，包括該等源自回撥現有應課稅暫時性差額，惟該等差額須與相同稅務機關及相同應課稅實體有關，並預期於回撥可扣減暫時性差額的同一期間或源自遞延稅項資產的稅項虧損可退算或結轉的期間回撥。在評定現有應課稅暫時性差額是否支持確認因未動用稅項虧損及抵免產生的遞延稅項資產時採用相同的標準(即倘該等暫時性差額與相同稅務機關及相同應課稅實體有關，且預期在可使用稅項虧損或抵免期間內回撥，則會計入該等暫時性差額)。

確認遞延稅項資產及負債的少數例外情況是：

- (i) 首次確認不影響會計溢利及應課稅溢利的資產或負債(惟其不屬於企業合併的一部份)；及
- (ii) 與於附屬公司投資有關的暫時性差額(如為應課稅差額，只限於本集團控制回撥時間，並且不大可能在可見未來回撥的差額，如為可予扣減差額，則只限於可能在未來回撥的差額)。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.4 主要會計政策概要 (續)****(l) Income tax (continued)**

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

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

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

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

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

(l) 所得稅 (續)

已確認遞延稅項金額乃根據資產及負債賬面值變現或結算之預期方式按各報告期末頒佈或實際頒佈的稅率計量。遞延稅項資產及負債並無貼現。

遞延稅項資產的賬面值於各報告期末審閱，並減至不再可能取得足夠應課稅溢利以動用有關稅務利益時為止。任何此等減幅會於可能取得足夠應課稅溢利時撥回。

宣派股息產生的額外所得稅在支付相關股息的責任確認時確認。

當期稅項結餘及遞延稅項結餘，及其變動額單獨列示，並不予抵銷。當期稅項資產及當期稅項負債，及遞延稅項資產及遞延稅項負債只會在本公司或本集團有法定執行權以當期稅項資產抵銷當期稅項負債，並在符合下列附帶條件的情況下，才可互相抵銷：

- (i) 當期稅項資產及負債方面，本公司或本集團計劃按淨額基準結算，或同時變現該資產及清償該負債；或
- (ii) 遞延稅項資產及負債方面，如該資產及負債與相同稅務機關徵收的所得稅就以下其中一項有關；或
 - 相同應課稅實體；或
 - 不同應課稅實體，計劃在每個未來期間預期有重大金額的遞延稅項負債或資產須予清償或收回，按淨額基準變現當期稅項資產及清償當期稅項負債，或同時變現當期稅項資產及清償當期稅項負債。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(m) Financial guarantees issued**

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within other payables and accruals. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 2.4(n) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in other payables and accruals in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

2.4 主要會計政策概要(續)**(m) 已發出財務擔保**

財務擔保指要求發行人(即擔保人)支付指定款項以向擔保受益人(「持有人」)償付因指定債務人未能根據債務工具之條款支付到期款項而導致持有人蒙受損失之合約。

倘本集團發出財務擔保，該擔保之公允值首次確認為其他應付賬及預提費用內之遞延收入。已發出財務擔保於發出時的公允值乃參照就類似服務的公平磋商交易所收取費用(如可獲得該等資料)而釐定，或參照息差作出估計，方法為以放款人在獲提供擔保時實際徵收的利率與在不獲提供擔保時可能徵收的估計利率作比較(如該等資料能可靠估計)。倘就發出有關擔保已收或應收代價，則有關代價根據適用於該類別資產之本集團政策確認。倘並無該等已收或應收代價，則於首次確認任何遞延收入時即時於損益確認費用。

首次確認為遞延收入之擔保金額於擔保期內於損益攤銷，作為已發出財務擔保之收入。此外，當(i)擔保持有人有可能要求本集團履行有關擔保；及(ii)對本集團提出之申索款額預期超過現時就該擔保於其他應付賬及預提費用所列金額(即首次確認之金額)，減累計攤銷，則根據附註2.4(n)確認撥備。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.4 主要會計政策概要 (續)****(n) Other provisions and contingent liabilities**

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

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

(o) Revenue recognition

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

(i) Sale of goods

Revenue is recognised when goods are delivered which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Generally, revenue is recognised when products are delivered to the customer's premises for domestic sales or in accordance with the terms and conditions of sale for export sales. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

(n) 其他撥備及或有負債

當本集團或本公司須就過往事件承擔法定或推定責任，且履行責任可能須流出經濟利益並可作出可靠估計時，便會就尚未肯定時間或金額之其他負債確認撥備。倘貨幣的時間價值重大，則按預計履行該責任所需支出之現值計提撥備。

倘不大可能須流出經濟利益，或有關數額無法可靠估計，則該責任披露為或有負債，惟流出經濟利益之可能性極低則除外。須視乎一宗或多宗未來事件是否發生才能確定存在與否的可能責任亦披露為或有負債，惟流出經濟利益之可能性極低則除外。

(o) 收入確認

收入乃按已收或應收代價之公允值計量。倘經濟利益很可能流入本集團且收入及成本(如適用)能可靠計量，收入於損益確認如下：

(i) 貨品銷售

收入於交付貨品時(被視為客戶接納貨品以及所有權相關風險及回報的時間點)確認。一般而言，在貨品送達客戶場地時確認國內銷售的收入，或按照出口銷售的銷售條款和條件確認出口銷售的收入。收入不包括增值稅或其他銷售稅，並為扣除任何貿易折扣後所得者。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(o) Revenue recognition (continued)****(ii) Dividends**

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

(iii) Interest income

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

(iv) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

2.4 主要會計政策概要(續)**(o) 收入確認(續)****(ii) 股息**

來自非上市投資的股息收入在股東收取款項的權力設立時確認。

(iii) 利息收入

利息收入使用有效利率法於產生時確認。

(iv) 政府補貼

政府補貼於倘可合理保證本集團能收取政府補貼且符合有關補貼所附條件等則首次於財務狀況表確認。用於補償本集團所涉費用之補貼於費用產生的同期有系統地於損益確認為收入。補償本集團資產成本之補貼從資產賬面值中扣除，並其後於該項資產之可使用期間以減少折舊費用之方式於損益中實際確認。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.4 主要會計政策概要(續)****(p) Translation of foreign currencies**

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss, except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised in other comprehensive income.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

For the purpose of presenting these financial statements, the assets and liabilities of the entities now comprising the Group denominated in currencies other than US\$ are translated into US\$, the presentation currency of the Group, using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the weighted average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and in equity in exchange fluctuation reserve.

(p) 外幣換算

年內之外幣交易按交易當日之匯率換算。以外幣計值之貨幣資產及負債按報告期末之匯率換算。匯兌盈虧於損益內確認，惟該等於其他全面收益確認並用於對沖海外業務營運淨投資之外幣借款除外。

以外幣按歷史成本計量的非貨幣資產及負債使用交易日的通行外匯匯率換算。以外幣計值並按公允值計量的非貨幣資產及負債使用計量公允值當日的通行外匯匯率換算。

就呈列財務報表而言，本集團現時旗下實體以美元以外貨幣計值的資產及負債按各報告期末現行的匯率換算為本集團呈列貨幣美元。收支項目按年內加權平均匯率換算。由此而產生之匯兌差額(如有)於其他全面收益中確認，並於外匯波動儲備中確認。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(q) Borrowing costs**

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

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

(r) Related parties

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

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

2.4 主要會計政策概要(續)**(q) 借款成本**

直接用於收購、建造或生產需要長時間才可以投入擬定用途的資產之借款成本會被資本化以計入資產成本一部份。其他借款成本則於產生期間支銷。

當已產生資產有關之費用，已產生借款成本及正進行籌備資產作擬定用途或出售的必要工作時，開始將借款成本資本化為合資格資產成本的一部分。當籌備合資格資產作擬定用途或出售的必要工作絕大部分中斷或完成時，會暫停或終止將借款成本資本化。

(r) 關連人士

(i) 任何個人或個人之近親倘符合下列情況，即視為本集團的關連人仕：

- (a) 控制或共同控制本集團；或
- (b) 對本集團有重大影響力；或
- (c) 為本集團或本集團母公司的主要管理層人員。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要(續)

(r) Related parties (continued)

(r) 關連人仕(續)

(ii) An entity is related to the Group if any of the following conditions applies:

(ii) 如實體符合任何下列條件，即視為本集團有的關連人仕：

(a) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(a) 該實體與本集團為同一集團(即各母公司、附屬公司及同系附屬公司與彼等相關連)。

(b) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(b) 一實體為另一實體之聯營公司或合營企業(或另一實體所屬集團旗下成員公司之聯營公司或合營企業)。

(c) both entities are joint ventures of the same third party.

(c) 兩實體均為同一第三方之合營企業。

(d) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(d) 一實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。

(e) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(e) 該實體為本集團或與本集團有關連之實體為僱員而設立之退職福利計劃。

(f) the entity is controlled or jointly controlled by a person identified in (i).

(f) 該實體受(i)所指人士控制或共同控制。

(g) a person identified in (i)(a) 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).

(g) (i)(a)所指人士對實體有重大影響力或屬該實體(或該實體的母公司)的主要管理層人員。

(h) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

(h) 該實體或任何集團旗下成員，為本集團或本集團母公司提供主要管理層人員服務。

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

個人家庭近親指該等家庭成員與實體來往時可能預期影響該個人或受該個人影響。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(s) Segment reporting**

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

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

3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

In the process of applying the Group's accounting policies, management has made the following accounting judgments and estimates:

(a) Depreciation of property, plant and equipment

As explained in note 2.4(c), the Group depreciates its property, plant and equipment on the straight-line basis over their estimated useful lives, and after taking into account of their estimated residual values, at rates ranging from 2% to 33.33% per annum, commencing from the date the property, plant and equipment are available for use. The estimated useful lives reflect the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment.

2.4 主要會計政策概要(續)**(s) 分類報告**

經營分類及每一個呈列在財務報表中的分類項目金額乃從財務資料中識別，並向本集團管理層有規律地提供及用作分配及評估本集團的各業務及地區之資源及表現。

除非分類具有類似的經濟性質，以及產品與服務的性質、生產工序的性質、客戶類型及類別、用於分派產品或提供服務的方法以及監管環境的性質相似的情況外，個別重大經營分類不會因財務匯報而進行合算。如果各經營分類共享以上大部份條件，個別不重大的經營分類可累積計算。

3 重大會計判斷及估算

管理層在應用本集團會計政策時，曾作出下列會計判斷、假設及估算：

(a) 物業、廠房及設備折舊

本集團於物業、廠房及設備投入生產之日期開始，按其估計可使用年期並考慮其估計剩餘價值後以直線法對其物業、廠房及設備進行折舊，年率由2%至33.33%不等。物業、廠房及設備估計可使用年期反映董事對本集團於其物業、廠房及設備之使用而為其所帶來未來經濟利益之預計時期，詳情載於附註2.4(c)。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

3 重大會計判斷及估算(續)

(b) Impairment of property, plant and equipment

As explained in note 2.4(e)(ii), the impairment loss for property, plant and equipment is recognised for the amount by which the carrying amount exceeds its recoverable amount when events or changes in circumstance indicate the carrying amounts may not be recoverable. The recoverable amount of the assets, or, where appropriate, the cash generating unit to which they belong, is the higher of its fair value less costs of disposal and value in use. The recoverable amounts are determined based on fair value less costs of disposal which are based on the best information available to reflect the amount obtainable at the reporting date, from the disposal of the asset in an arm's length transaction between knowledgeable and willing parties, after deducting the costs of disposal. For the estimation of value in use, the Group's management estimates future cash flows from the cash-generating units and chooses a suitable discount rate in order to calculate the present value of those cash flows.

(c) Write down of inventories

As explained in note 2.4(f), the management of the Group reviews the aging analysis of its inventories at each reporting date, and makes allowance for obsolete and slow-moving inventory items. Management estimates the net realisable value for such items based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review on a product by product basis at each reporting date and makes allowances for obsolete items.

(d) Impairments of trade receivables

As explained in note 2.4(e)(i), the policy for provision for impairment loss of the Group's trade receivables is based on the evaluation of collectability and the aging analysis of the trade receivables and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

(b) 物業、廠房及設備減值

倘有事項或狀況改變顯示物業、廠房及設備之賬面值可能不能收回，其賬面值高於可收回金額便須確認減值虧損。資產或(倘適用)其所屬的現金產生單位的可收回金額為資產或現金產生單位的公允值減處置成本與使用價值兩者中的較高者。按公允值減處置成本而釐定的可收回金額乃根據於報告日所得到的最佳資料來反映其金額，乃按公平原則出售資產予有知識及自願人士及扣除處置成本。至於估計使用價值，本集團之管理層估計現金產生單位之未來現金流及選擇合適的貼現率計算該現金流現值，詳情載於附註2.4(e)(ii)。

(c) 存貨撥備

本集團管理層於各報告日檢閱其存貨之賬齡分析，並就過時及滯銷存貨項目作出撥備。管理層主要根據最新發票價及現時市場狀況估計該等項目之可變現價值。本集團於各報告日按個別產品基準進行存貨複核，並就過時項目撥備，詳情載於附註2.4(f)。

(d) 應收貿易賬款之減值

本集團應收貿易賬款之減值虧損撥備之政策乃按對可收款能力與應收貿易賬款賬齡分析之評估以及管理層的判斷進行。評估此等應收賬款之最後套現需作出重大判斷，包括每位客戶之信譽及過往還款狀況。當本集團之客戶財務狀況惡化，導致其還款能力減退，本集團可能需要作出額外撥備，詳情載於附註2.4(e)(i)。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

4 OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments as follows:

- the biochemical segment is engaged in the manufacture and sale of chlortetracycline products; and
- the industrial segment is engaged in trading of machinery and the manufacture and sale of automotive parts, through the Group's joint venture and associate.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that bank interest income, finance costs and items not specifically attributed to individual segments, such as head office or corporate administration expenses are excluded from such measurements.

Segment assets exclude unallocated corporate assets. Unallocated corporate assets include time deposit, cash and cash equivalents, income tax recoverable and other assets that are managed on a group basis.

Segment liabilities exclude unallocated corporate liabilities. Unallocated corporate liabilities include bank borrowings, income tax payables and deferred tax liabilities and other liabilities that are managed on a group basis.

4 經營分類資料

按管理所需，本集團將業務按產品及服務分成以下兩個可呈報經營分類：

- 生化分類代表產銷金霉素等產品；及
- 工業分類代表機械設備貿易及產銷汽車零部件（透過本集團之合營企業及聯營公司）。

管理層會獨立監察本集團經營分類之業績而作出資源分配之決定及評定其表現。分類表現評估乃根據可呈報分類之溢利，即以經調整稅前溢利計算。經調整稅前溢利之計算與本集團稅前溢利之計算一致，除銀行利息收入、財務成本及不屬於個別分類之項目，如總部或企業行政開支不包括在其計算當中。

分類資產不包括未分配企業資產。未分配企業資產包括定期存款、現金及現金等價物、預付所得稅及其他在集團層面管理之資產。

分類負債不包括未分配企業負債。未分配企業負債包括銀行借款、應付所得稅、遞延稅項負債及其他在集團層面管理之負債。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

4 OPERATING SEGMENT INFORMATION
(continued)

4 經營分類資料(續)

(a) Reportable operating segments

(a) 可呈報經營分類

The following tables present revenue, profit or loss and certain assets, liabilities and expenditure information for the Group's reportable operating segments for the years ended 31 December 2016 and 2015.

以下報表為本集團各可呈報經營分類於截至二零一六年及二零一五年十二月三十一日止年度內之收入、損益及若干資產、負債及開支資料。

Year ended 31 December 2016

截至二零一六年十二月三十一日止年度

		Biochemical operations 生化業務 US\$'000 美元千元	Industrial operations 工業業務 US\$'000 美元千元	Total 總額 US\$'000 美元千元
Segment revenue	分類收入			
Sales to external customers	銷售予外來客戶	87,276	-	87,276
Segment results	分類業績			
The Group	本集團	11,740	(1,580)	10,160
Share of profits and losses of:	應佔溢利及虧損：			
Joint venture	合營企業	-	2,849	2,849
Associate	聯營公司	-	2,198	2,198
		11,740	3,467	15,207
Reconciliation:	調節項目：			
Bank interest income	銀行利息收入			165
Finance costs	財務成本			(566)
Unallocated head office and corporate expenses	未分配總部及企業開支			(1,184)
Profit before tax	除稅前溢利			13,622
Other segment information	其他分類資料			
Depreciation and amortisation	折舊及攤銷	5,502	8	5,510
Capital expenditure*	資本開支*	4,181	-	4,181
Addition of other non-current assets	新增其他非流動資產	447	-	447

* Including additions to property, plant and equipment and land lease prepayments.

* 包括物業、廠房及設備及預付土地租賃費之新增。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

4 OPERATING SEGMENT INFORMATION (continued) 4 經營分類資料(續)

(a) Reportable operating segments (continued)

(a) 可呈報經營分類(續)

At 31 December 2016

於二零一六年十二月三十一日

		Biochemical operations 生化業務 US\$'000 美元千元	Industrial operations 工業業務 US\$'000 美元千元	Total 總額 US\$'000 美元千元
Segment assets	分類資產	80,627	82,256	162,883
Reconciliation: Unallocated corporate assets	調節項目： 未分配企業資產			37,160
Total assets	總資產			200,043
Segment liabilities	分類負債	19,498	9	19,507
Reconciliation: Unallocated corporate liabilities	調節項目： 未分配企業負債			11,801
Total liabilities	總負債			31,308
Other segment information	其他分類資料			
Investments in joint venture	於合營企業的投資	-	59,848	59,848
Investments in associate	於聯營公司的投資	-	17,460	17,460

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

4 OPERATING SEGMENT INFORMATION
(continued)

4 經營分類資料(續)

(a) Reportable operating segments (continued)

(a) 可呈報經營分類(續)

Year ended 31 December 2015

截至二零一五年十二月三十一日止年度

		Biochemical operations 生化業務 US\$'000 美元千元	Industrial operations 工業業務 US\$'000 美元千元	Total 總額 US\$'000 美元千元
Segment revenue	分類收入			
Sales to external customers	銷售予外來客戶	101,767	–	101,767
Segment results	分類業績			
The Group	本集團	14,461	(1,794)	12,667
Share of profits and losses of:	應佔溢利及虧損：			
Joint venture	合營企業	–	1,229	1,229
Associate	聯營公司	–	2,966	2,966
		14,461	2,401	16,862
Reconciliation:	調節項目：			
Bank interest income	銀行利息收入			17
Finance costs	財務成本			(921)
Unallocated head office and corporate expenses	未分配總部及企業開支			(920)
Profit before tax	除稅前溢利			15,038
Other segment information	其他分類資料			
Depreciation and amortisation	折舊及攤銷	5,420	18	5,438
Capital expenditure*	資本開支*	4,560	–	4,560

* Including additions to property, plant and equipment.

* 包括物業、廠房及設備之新增。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

4 OPERATING SEGMENT INFORMATION (continued) 4 經營分類資料(續)

(a) Reportable operating segments (continued)

At 31 December 2015

(a) 可呈報經營分類(續)

於二零一五年十二月三十一日

		Biochemical operations 生化業務 US\$'000 美元千元	Industrial operations 工業業務 US\$'000 美元千元	Total 總額 US\$'000 美元千元
Segment assets	分類資產	90,311	90,185	180,496
Reconciliation: Unallocated corporate assets	調節項目： 未分配企業資產			18,476
Total assets	總資產			198,972
Segment liabilities	分類負債	11,721	17	11,738
Reconciliation: Unallocated corporate liabilities	調節項目： 未分配企業負債			19,116
Total liabilities	總負債			30,854
Other segment information	其他分類資料			
Investments in joint venture	於合營企業的投資	–	68,443	68,443
Investments in associate	於聯營公司的投資	–	16,455	16,455

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

4 OPERATING SEGMENT INFORMATION
(continued)

4 經營分類資料(續)

(b) Geographical information

(b) 地區資料

(i) Revenue from external customers

(i) 來自外來客戶之收入

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Mainland China	中國大陸	28,538	22,545
United States of America ("United States")	美利堅合眾國 (「美國」)	13,914	27,572
Asia Pacific (excluding mainland China)*	亞太地區 (不包括中國大陸)*	26,583	26,436
Europe	歐洲	8,338	8,882
Elsewhere	其他地方	9,903	16,332
		87,276	101,767

* Including revenue from Socialist Republic of Vietnam of US\$10,154,000 (2015: US\$9,929,000)

* 包括來自越南社會主義共和國之收入為1,015.4萬美元(二零一五年: 992.9萬美元)。

The revenue information shown above is based on the location of customers.

上列收入資料乃按客戶所在地分類。

(ii) Non-current assets

(ii) 非流動資產

At 31 December 2016, 99% (2015: 99%) of the Group's non-current assets are located in mainland China.

於二零一六年十二月三十一日, 本集團 99% (二零一五年: 99%) 之非流動資產均位於中國大陸。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

4 OPERATING SEGMENT INFORMATION (continued) 4 經營分類資料(續)

(c) Information about major customers

The Group had the following customers (including sales to entities which are known to the Group to be under common control with these customers) with whom transactions have exceeded 10% of the Group's revenue during the year:

(c) 主要客戶的資料

本集團與以下客戶(包括據本集團所知受該等客戶共同控制的實體的銷售額)之交易額超過本集團於年內收入的10%:

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
An independent third party customer from United States	一位來自美國的獨立第三方客戶	13,309	27,072
CPF and its subsidiaries	CPF及其附屬公司	9,839	9,452

5 REVENUE

Revenue, which is also the Group's turnover, represents the aggregate of the invoiced value of goods sold, net of value-added tax and government surcharges, and after allowances for goods returned and trade discounts. All of the Group's revenue is from the biochemical segment.

5 收入

收入，亦為本集團之營業額，指除增值稅及政府附加費，及扣除退貨及貿易折扣後之累積銷售發票淨額。所有集團之收入均來自生化業務。

6 OTHER INCOME, NET

An analysis of other income, net is as follows:

6 其他收入淨額

其他收入淨額分析如下:

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Bank interest income	銀行利息收入	165	17
Government grants	政府補助	614	403
(Loss)/gain on disposal of property, plant and equipment, net	出售物業、廠房及設備(虧損)/收益淨額	(31)	30
Foreign exchange differences, net	外幣折算差異淨額	470	1,172
Net income from sale of trial production products	銷售試產產品淨收入	747	101
Others	其他	257	261
		2,222	1,984

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

7 FINANCE COSTS

7 財務成本

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Interest expense on bank borrowings	銀行借款之利息費用	686	1,056
Less: Interest expense capitalised*	減：利息費用資本化*	(120)	(135)
		566	921

* The interest expense was capitalised at a rate of 4.9% per annum (2015: 6.0%) for the year ended 31 December 2016.

* 截至二零一六年十二月三十一日止年度，利息費用資本化乃按年利率4.9%（二零一五年：6.0%）計算。

8 PROFIT BEFORE TAX

8 除稅前溢利

The Group's profit before tax is arrived at after charging/
(crediting):

本集團除稅前溢利經扣除／（計入）下列各項：

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Cost of inventories sold	已出售存貨成本	56,037	67,759
Write down of inventories	存貨撥備	20	48
Depreciation of property, plant and equipment	物業、廠房及 設備之折舊	14 5,352	5,394
Amortisation of land lease prepayments	預付土地租賃費攤銷	15 158	44
Minimum lease payments of leasehold land and properties under operating lease	租賃土地及物業之 經營租賃之最低租賃 付款金額	203	382
Auditors' remuneration	核數師酬金	194	155
Employee benefit expenses (including directors' emoluments – note 9)	僱員福利支出 (包括董事酬金 – 附註9)		
Wages, salaries and benefits in kind	工資、薪金及非現金利益	14,509	15,158
Pension scheme contributions	退休金供款	987	656

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

9 DIRECTORS' EMOLUMENTS

Directors' emoluments, disclosed pursuant to Section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure Information about Benefits of Directors) Regulation is as follows:

9 董事酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第二部規定，董事酬金披露如下：

		Fees	Salaries, allowances, and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
		袍金	薪酬、津貼及非現金利益	酌情花紅	退休金供款	總額
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		美元千元	美元千元	美元千元	美元千元	美元千元
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度					
Chairman and non-executive director:	董事及非執行董事：					
Mr. Soopakij Chearavanont	謝吉人先生	-	-	-	-	-
		-	-	-	-	-
Executive directors:	執行董事：					
Mr. Thirayut Phityaisarakul	李紹慶先生	-	-	-	-	-
Mr. Thanakorn Seriburi	李紹祝先生	-	532	-	-	532
Mr. Nopadol Chiaravanont	謝杰人先生	-	-	-	-	-
Mr. Yao Minpu	姚民仆先生	-	308	-	-	308
		-	840	-	-	840
Non-executive director:	非執行董事：					
Mr. Yoichi Ikezoe	池添洋一先生	-	-	-	-	-
		-	-	-	-	-
Independent non-executive directors:	獨立非執行董事：					
Mr. Surasak Rounroengrom	Surasak Rounroengrom 先生	31	-	-	-	31
Mr. Cheng Yuk Wo	鄭毓和先生	31	-	-	-	31
Mr. Ko Ming Tung, Edward	高明東先生	31	-	-	-	31
		93	-	-	-	93
Total directors' emoluments	董事酬金總額	93	840	-	-	933

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

9 DIRECTORS' EMOLUMENTS (continued) 9 董事酬金(續)

		Note	Fees	Salaries, allowances, and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
		附註	袍金 US\$'000 美元千元	薪酬、津貼及 非現金利益 US\$'000 美元千元	酌情花紅 US\$'000 美元千元	退休金供款 US\$'000 美元千元	總額 US\$'000 美元千元
Year ended 31 December 2015	截至二零一五年 十二月三十一日止年度						
Chairman and non-executive director:	董事及非執行董事：						
Mr. Soopakij Chearavanont	謝吉人先生		-	-	-	-	-
			-	-	-	-	-
Executive directors:	執行董事：						
Mr. Thirayut Phityaisarakul	李紹慶先生		-	-	-	-	-
Mr. Thanakorn Seriburi	李紹祝先生		-	532	-	-	532
Mr. Nopadol Chiaravanont	謝杰人先生		-	-	-	-	-
Mr. Yao Minpu	姚民仆先生		-	299	226	-	525
			-	831	226	-	1,057
Non-executive director:	非執行董事：						
Mr. Yoichi Ikezoe	池添洋一先生	(i)	-	-	-	-	-
			-	-	-	-	-
Independent non-executive directors:	獨立非執行董事：						
Mr. Surasak Rounroengrom	Surasak Rounroengrom 先生		15	-	-	-	15
Mr. Cheng Yuk Wo	鄭毓和先生		15	-	-	-	15
Mr. Ko Ming Tung, Edward	高明東先生		15	-	-	-	15
			45	-	-	-	45
Total directors' emoluments	董事酬金總額		45	831	226	-	1,102

Note:

(i) Appointed as non-executive director on 23 October 2015.

附註：

(i) 於二零一五年十月二十三日獲委任為非執行董事。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

9 DIRECTORS' EMOLUMENTS (continued)

During the year ended 31 December 2016, no emolument was paid by the Group to the directors of the Group as an inducement to join or upon joining the Group as compensation for loss of office (2015: nil), and there was no arrangement under which a director waived or agreed to waive any emoluments (2015: nil).

10 FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2015: two) directors. Details of the emoluments are set out in note 9 above. The emoluments of the remaining three (2015: three) non-directors are as follows:

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Salaries, allowances and benefits in kind	薪酬、津貼及非現金利益	695	731
Discretionary bonus	酌情花紅	20	20
		715	751

The number of non-director highest paid employees whose emoluments fell within the following bands is set out below:

		2016 二零一六年 Number of individuals 僱員數目	2015 二零一五年 Number of individuals 僱員數目
US\$128,001 to US\$192,000 (equivalent to HK\$1,000,001 to HK\$1,500,000)	128,001美元至192,000 美元(相當於1,000,001港元至 1,500,000港元)	1	-
US\$192,001 to US\$256,000 (equivalent to HK\$1,500,001 to HK\$2,000,000)	192,001美元至256,000 美元(相當於1,500,001港元至 2,000,000港元)	-	1
US\$256,001 to US\$320,000 (equivalent to HK\$2,000,001 to HK\$2,500,000)	256,001美元至320,000 美元(相當於2,000,001港元至 2,500,000港元)	2	2

9 董事酬金(續)

於截至二零一六年十二月三十一日止年度，本集團並無支付酬金給董事以誘使加入本集團或在加入本集團時作為解除職務損失補償(二零一五：無)，亦並無董事放棄或同意放棄任何酬金之安排(二零一五：無)。

10 五位最高薪酬僱員

年內，五位最高薪酬僱員包括2位(二零一五年：2位)董事，其酬金的詳情已載列於上文附註9。餘下3位(二零一五年：3位)非董事之酬金如下：

最高薪酬非董事僱員的人數按以下級別分類如下：

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

**10 FIVE HIGHEST PAID EMPLOYEES
(continued)**

During the year ended 31 December 2016, no emolument was paid by the Group to any of the five highest paid employees of the Group as an inducement to join or upon joining the Group as compensation for loss of office (2015: nil).

11 INCOME TAX

No provision for Hong Kong profits tax has been made for the year as the Group did not generate any assessable profits in Hong Kong during the year (2015: nil).

The subsidiaries operating in the People's Republic of China ("PRC") are subject to income tax at the rate of 25% (2015: 25%) on their taxable income according to the PRC corporate income tax laws. In accordance with the relevant tax rules and regulations in the PRC, certain subsidiaries of the Group in the PRC enjoy income tax exemptions or reductions.

10 五位最高薪酬僱員(續)

於截至二零一六年十二月三十一日止年度，本集團並無支付酬金給五位量高薪酬僱員之任何一位，以誘使加入本集團或在加入本集團時作為解除職務損失補償(二零一五：無)。

11 所得稅

本集團於本年度未有在香港賺取任何應課稅收入，所以未於本年內作香港利得稅撥備(二零一五年：無)。

根據中國企業所得稅稅例，於中華人民共和國(「中國」)經營之附屬公司需就其應課稅收入按稅率25%(二零一五年：25%)繳交所得稅。根據中國之相關稅務守則及法例，本集團於中國之若干附屬公司享有豁免或減收所得稅之優惠。

		2016 二零一六年	2015 二零一五年
		US\$'000 美元千元	US\$'000 美元千元
	Note 附註		
Current – the PRC	本年 – 中國		
Charge for the year	本年度支出	1,931	3,385
Under-provision in prior years	往年少計提	6	124
Deferred	遞延	626	(141)
Total tax expense for the year	本年度稅項總支出	2,563	3,368

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

11 INCOME TAX (continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for PRC in which the Group principally operates to the tax expense is as follows:

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Profit before tax	除稅前溢利	13,622	15,038
Tax expense on profit before tax, calculated at the PRC corporate income tax rate of 25%	按中國企業所得稅稅率25%及除稅前溢利計算的稅務支出	3,405	3,759
Lower tax rates enacted by local tax authority	按特定地區稅務局頒佈之較低稅率	(1,185)	(1,362)
Effect of withholding tax at 10% on the distributable profit of the Group's subsidiaries, joint venture and associate in PRC	按本集團於中國之附屬公司、合營企業及聯營公司可分配利潤計算扣繳稅10%之影響	800	956
Under-provision in prior years	往年度撥備不足	6	124
Profits and losses attributable to joint venture and associate	應佔合營企業及聯營公司溢利及虧損	(1,262)	(1,049)
Expense not deductible for tax	不可扣稅支出	799	940
Tax expense at the Group's effective tax rate	按本集團有效稅率計算的稅務支出	2,563	3,368

11 所得稅(續)

按中國(本集團主要營運地點)的法定稅率計算及除稅前溢利計算的稅項費用與稅項費用的調節表如下:

12 DIVIDENDS

The board of directors of the Company has resolved not to declare dividend for the year ended 31 December 2016 (2015: nil).

13 EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

The calculation of basic earnings per share is based on the profit for the year attributable to shareholders of the Company and the weighted average number of ordinary shares and convertible preference shares in issue during the year.

12 股息

本公司董事會建議不派發截至二零一六年十二月三十一日止年度之股息(二零一五年: 無)。

13 本公司股東應佔之每股溢利

每股基本溢利金額之計算乃根據本公司股東應佔本年度溢利及年內已發行之普通股及可換股優先股加權平均數。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

13 EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY (continued)

13 本公司股東應佔之每股溢利(續)

The calculation of basic earnings per share is based on the following data:

每股基本溢利乃根據以下數據計算：

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Earnings	溢利		
Profit for the year attributable to shareholders of the Company, used in the basic earnings per share calculation	用於計算每股基本溢利之本公司股東本年應佔溢利	8,058	8,182
		2016 二零一六年	2015 二零一五年
Number of ordinary shares and convertible preference shares	普通股及可換股優先股數量		
Issued ordinary shares and convertible preference shares at 1 January	於一月一日已發行之普通股及可換股優先股	253,329,087	11,952,000
Effect of ordinary shares issued by way of capitalisation of the consideration payable by the Company to C.P. Pokphand Co. Ltd. ("CPP") pursuant to the reorganisation	於本公司重組應付代價產生的應付卜蜂國際有限公司(「卜蜂」)結餘資本化發行之普通股之影響	-	153,169,499
Effect of ordinary shares issued by way of capitalisation of the remaining amount due to CPP on 29 June 2015	於二零一五年六月二十九日應付卜蜂的餘額資本化發行之普通股之影響	-	17,797,047
Effect of ordinary shares and convertible preference shares issued by way of capitalisation out of the retained earnings	於未分配利潤中資本化而發行之普通股及可換股優先股之影響	-	53,283,275
Adjusted weighted average number of ordinary shares and convertible preference shares in issue during the year, used in the basic earnings per share calculation	用於計算每股基本溢利之年內已發行之普通股及可換股優先股經調整加權平均數	253,329,087	236,201,821

As there were no potential dilutive ordinary shares during the years ended 31 December 2016 and 2015, the amount of diluted earnings per share is equal to basic earnings per share.

於二零一六及二零一五年十二月三十一日期間並無潛在攤薄普通股，故每股攤薄溢利相等於每股基本溢利。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

14 PROPERTY, PLANT AND EQUIPMENT

14 物業、廠房及設備

		Industrial buildings	Plant and machinery	Furniture, fixtures and office equipment 傢俱、裝置及辦公設備	Motor vehicles and transport facilities 汽車及運輸設施	Construction in progress 在建工程	Total
	Note	工業樓宇 US\$'000 美元千元 (note(a)) (附註(a))	廠房及機器 US\$'000 美元千元 (note(a)) (附註(a))	辦公設備 US\$'000 美元千元	汽車及運輸設施 US\$'000 美元千元	在建工程 US\$'000 美元千元	總額 US\$'000 美元千元
At 1 January 2016:	於二零一六年一月一日:						
Cost	成本	31,118	65,140	5,946	1,330	3,087	106,621
Accumulated depreciation and impairment	累計折舊及減值	(11,446)	(42,176)	(3,587)	(857)	-	(58,066)
Net carrying amount	賬面淨值	19,672	22,964	2,359	473	3,087	48,555
Net carrying amount:	賬面淨值:						
At 1 January 2016	於二零一六年一月一日	19,672	22,964	2,359	473	3,087	48,555
Additions	添置	35	368	314	19	3,137	3,873
Depreciation provided during the year	年內計提折舊	8 (1,334)	(3,296)	(566)	(156)	-	(5,352)
Transfer in/(out)	轉入/(出)	1,336	2,204	413	76	(4,029)	-
Disposals	出售	-	(82)	(9)	(12)	-	(103)
Exchange realignment	匯兌調整	(1,279)	(1,457)	(160)	(27)	(162)	(3,085)
At 31 December 2016	於二零一六年十二月三十一日	18,430	20,701	2,351	373	2,033	43,888
At 31 December 2016:	於二零一六年十二月三十一日:						
Cost	成本	30,555	62,478	6,574	1,346	2,033	102,986
Accumulated depreciation and impairment	累計折舊及減值	(12,125)	(41,777)	(4,223)	(973)	-	(59,098)
Net carrying amount	賬面淨值	18,430	20,701	2,351	373	2,033	43,888

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

14 PROPERTY, PLANT AND EQUIPMENT
(continued)

14 物業、廠房及設備(續)

		Industrial buildings	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles and transport facilities	Construction in progress	Total
	Note	工業樓宇 US\$'000 美元千元 (note(a)) (附註(a))	廠房及機器 US\$'000 美元千元 (note(a)) (附註(a))	傢俱、裝置及 辦公設備 US\$'000 美元千元	汽車及 運輸設施 US\$'000 美元千元	在建工程 US\$'000 美元千元	總額 US\$'000 美元千元
At 1 January 2015:	於二零一五年一月一日:						
Cost	成本	32,110	66,271	5,724	1,508	1,631	107,244
Accumulated depreciation and impairment	累計折舊及減值	(10,562)	(40,596)	(3,487)	(765)	-	(55,410)
Net carrying amount	賬面淨值	21,548	25,675	2,237	743	1,631	51,834
Net carrying amount:	賬面淨值:						
At 1 January 2015	於二零一五年一月一日	21,548	25,675	2,237	743	1,631	51,834
Additions	添置	321	1,375	212	57	2,595	4,560
Depreciation provided during the year	年內計提折舊	8	(1,351)	(268)	(261)	-	(5,394)
Transfer in/(out)	轉入/(出)	108	680	279	-	(1,067)	-
Disposals	出售	-	(115)	(2)	(32)	-	(149)
Exchange realignment	匯兌調整	(954)	(1,137)	(99)	(34)	(72)	(2,296)
At 31 December 2015	於二零一五年十二月三十一日	19,672	22,964	2,359	473	3,087	48,555
At 31 December 2015:	於二零一五年十二月三十一日:						
Cost	成本	31,118	65,140	5,946	1,330	3,087	106,621
Accumulated depreciation and impairment	累計折舊及減值	(11,446)	(42,176)	(3,587)	(857)	-	(58,066)
Net carrying amount	賬面淨值	19,672	22,964	2,359	473	3,087	48,555

Notes:

附註:

(a) At 31 December 2016, certain of the Group's industrial buildings and plant and machinery with an aggregate carrying amount of US\$2,649,000 (2015: US\$3,616,000) were pledged to secure certain bank borrowings of the Group (note 26(a)).

(a) 於二零一六年十二月三十一日，本集團合計賬面值為264.9萬美元(二零一五年：361.6萬美元)之若干工業樓宇和廠房及機器，已作為本集團若干銀行借款的抵押品(附註26(a))。

(b) Ownership certificates of certain properties with an aggregate carrying amount of US\$1,048,000 (2015: US\$1,175,000) at 31 December 2016 are yet to be obtained.

(b) 於二零一六年十二月三十一日，本集團尚未就合計賬面值為104.8萬美元(二零一五年：117.5萬美元)之若干物業取得所有權證。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

15 LAND LEASE PREPAYMENTS

15 預付土地租賃費

			2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
		Note 附註		
Carrying amount at 1 January	於一月一日賬面值		2,962	1,085
Additions	添置		5,488	2,012
Amortisation provided during the year	年內計提攤銷	8	(158)	(44)
Exchange realignment	匯兌調整		(424)	(91)
Carrying amount at 31 December	於十二月三十一日賬面值		7,868	2,962
Current portion included in prepayments, deposits and other receivables	包含於預付賬款、按金及其他應收賬款之流動部分		(152)	(44)
Non-current portion	非流動部分		7,716	2,918

Note:

At 31 December 2016, certain of the Group's leasehold land with an aggregate carrying amount of US\$440,000 (2015: US\$486,000) were pledged to secure certain bank borrowings of the Group (note 26(a)).

附註：

於二零一六年十二月三十一日，本集團合計賬面值為44.0萬美元（二零一五年：48.6萬美元）之若干租賃土地已作為本集團若干銀行借款之抵押品（附註26(a)）。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

16 INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries are stated at cost. Particulars of the principal subsidiaries are as follows:

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 營運地點	Nominal value of issued and paid-up capital 已發行及 繳足股本面值	Percentage of attributable equity interest held by		Principal activities 主要業務
			Company 應佔持有股權百分比 本公司	Group 本集團	
Pucheng Chia Tai Biochemistry Co., Ltd. (Notes (i) and (ii)) 浦城正大生化有限公司 (附註(i) 及(ii))	PRC/PRC 中國/中國	RMB189,890,000 189,890,000人民幣	-	69.7%	Manufacturing and sale of chlortetracycline 產銷金霉素
Zhumadian Huazhong Chia Tai Co., Ltd. (Notes (i) and (iii)) 駐馬店華中正大有限公司 (附註(i) 及(iii))	PRC/PRC 中國/中國	RMB72,000,000 72,000,000人民幣	-	69.7%	Manufacturing and sale of chlortetracycline 產銷金霉素

Notes:

- (i) The official name of the entity is in Chinese. The English name is for identification purpose only.
- (ii) Registered as a sino-foreign joint venture under the PRC law.
- (iii) Registered as a foreign enterprise under PRC law.

The above table lists out the subsidiaries of the Company which, in the opinion of the directors, principally affected the Group's profits and losses or formed a substantial portion of the Group. To give details of all the other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

16 於附屬公司的投資

於附屬公司的投資乃按成本列賬。各主要附屬公司之詳情如下：

Company 應佔持有股權百分比 本公司	Group 本集團	Principal activities 主要業務
-	69.7%	Manufacturing and sale of chlortetracycline 產銷金霉素

附註：

- (i) 該實體的正式名稱為中文名稱，英文名稱僅供識別。
- (ii) 根據中國法律註冊為中外合資企業。
- (iii) 根據中國法律註冊為外資企業。

上表中所列示之本公司附屬公司，董事認為，主要影響本年度業績或佔本集團淨資產的大部份。董事認為，列出所有其他附屬公司的詳細資料會導致篇幅過於冗長。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

17 INTERESTS IN JOINT VENTURE

17 於合營企業的權益

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
	Note 附註		
Investments in joint venture, included in non-current assets:	於合營企業的投資， 包含於非流動資產內：		
Share of net assets	應佔淨資產 (a)	59,848	68,443
Due from joint venture, included in prepayments, deposits and other receivables	應收合營企業款項， 包含於預付賬款、 按金及其他應收賬款	-	4
Interests in joint venture	於合營企業的權益	59,848	68,447

Notes:

附註：

- (a) Summarised financial information of ECI Metro Investment Co., Ltd. ("ECI Metro Investment") and its subsidiaries (collectively, the "ECI Metro Group"), adjusted for any differences in accounting policy, and a reconciliation to the carrying amount in these financial statements, are disclosed below:

- (a) 就會計政策的任何差異作出調整後，易初明通投資有限公司（「易初明通投資」）及其附屬公司（統稱「易初明通集團」）的財務資料概要，及本財務報表的賬面值對賬披露如下：

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Gross amounts of ECI Metro Group's:	易初明通集團以下 各項的總額：		
Currents assets	流動資產	223,385	191,000
Non-current assets	非流動資產	25,925	29,659
Current liabilities	流動負債	129,614	83,773
Equity	權益	119,696	136,886
Included in the above assets and liabilities:	計入上述資產及負債：		
Cash and cash equivalents	現金及現金等價物	59,813	65,961

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

17 INTERESTS IN JOINT VENTURE
(continued)

17 於合營企業的權益(續)

Notes: (continued)

附註：(續)

(a) (continued)

(a) (續)

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Revenue	收入	420,494	321,911
Profit from operations	經營溢利	5,698	2,458
Other comprehensive income	其他全面收益	(8,486)	(6,460)
Total comprehensive income	全面收益總額	(2,788)	(4,002)
Included in the above profit:	計入上述溢利：		
Depreciation and amortisation	折舊及攤銷	(5,027)	(4,012)
Interest income	利息收入	829	372
Interest expense	利息費用	(18)	(306)
Income tax expense	所得稅費用	(4,610)	(1,374)
Reconciled to the Group's interest in ECI Metro Group:	與本集團於易初明通集團 權益的對賬：		
Gross amounts of ECI Metro Group's net assets	易初明通集團總資產淨值	119,696	136,886
Group's effective interest	本集團實益權益	50%	50%
Carrying amount in the consolidated financial statements	綜合財務報告的賬面值	59,848	68,443

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

**17 INTERESTS IN JOINT VENTURE
(continued)**

Notes: (continued)

- (b) Particulars of the principal joint venture, which is indirectly held by the Company, are as follows:

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 營運地點	Nominal value of issued and paid-up capital 已發行及 繳足股本面值	Percentage of 持有百分比		Principal activities 主要業務
			Interest attributable to the Group 本集團 應佔權益	Profit sharing 應佔溢利	
ECI Metro Investment Co., Ltd. 易初明通投資有限公司	British Virgin Islands/ Hong Kong 英屬維爾京 群島/香港	US\$12,000,000 12,000,000美元	50%	50%	Investment holding and trading of machinery and spare parts 投資控股和機械 及零部件貿易

Since neither the Group nor its joint venture partner is in a position to exercise unilateral control over the economic activity of the entity, the Group's interest therein are classified as interest in joint venture.

ECI Metro Investment was established by the Group with an independent third party investor, to distribute Caterpillar products in the western part of the PRC.

ECI Metro Investment is an unlisted corporate entity whose quoted market price is not available.

17 於合營企業的權益(續)

附註：(續)

- (b) 由本公司間接持有之主要合營企業詳情如下：

Percentage of
持有百分比

Interest attributable to the Group 本集團 應佔權益	Profit sharing 應佔溢利	Principal activities 主要業務

由於本集團或其合營企業合夥人均未能單一操控該公司之商業活動，本集團持有之權益遂歸類為於合營企業的權益。

易初明通投資由本集團一位獨立第三方投資者成立，以於中國西部地區分銷卡特彼勒產品。

易初明通投資為並無市場報價的未上市企業實體。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

18 INTERESTS IN ASSOCIATE

18 於聯營公司的權益

		2016 二零一六年	2015 二零一五年
	Note 附註	US\$'000 美元千元	US\$'000 美元千元
Investments in associate, included in non-current assets:	於聯營公司的投資，包含於非流動資產內：		
Share of net assets	(a)	17,460	16,455
Due from associate, included in prepayments, deposits and other receivables	應收聯營公司款項，包含於預付賬款、按金及其他應收賬款	4,928	5,239
Interests in associate	於聯營公司的權益	22,388	21,694

Notes:

附註：

(a) The Group has interests in associate which are regarded as not individually material. The following table summarises, in aggregate, the financial information of the individually immaterial associate that are accounted for using the equity method:

(a) 本集團於並無被視為個別重大的聯營公司的投資。下表概述以權益法列賬的個別非重大聯營公司的財務資料總計：

		2016 二零一六年	2015 二零一五年
		US\$'000 美元千元	US\$'000 美元千元
Carrying amount in the consolidated financial statements	於綜合財務報告的賬面值	17,460	16,455
Amounts of the Group's share of associate:	本集團應佔聯營公司：		
Profit from operations	經營溢利	2,198	2,966
Other comprehensive income	其他全面收益	(1,193)	(814)
Total comprehensive income	全面收益總額	1,005	2,152

(b) Particulars of the principal associate, which is indirectly held by the Company, are as follows:

(b) 由本公司間接持有之主要聯營公司詳情如下：

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 營運地點	Nominal value of issued and paid-up capital 已發行及 繳足股本面值	Percentage of 持有百分比		
			Interest attributable to the Group 本集團 應佔權益	Profit sharing 應佔溢利	Principal activities 主要業務
Zhanjiang Deni Vehicle Parts Co., Ltd 湛江德利車輛部件有限公司	PRC/PRC 中國/中國	US\$21,250,000 21,250,000美元	28%	28%	Manufacture and sale of automotive parts 產銷汽車部件

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

19 OTHER NON-CURRENT ASSETS

The Group's other non-current assets as at 31 December 2016 and 2015 represent deposits made for land use right.

19 其他非流動資產

本集團於二零一六年及二零一五年十二月三十一日的其他非流動資產指土地使用權的按金。

20 INVENTORIES**20 存貨**

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Raw materials	原料	2,506	2,730
Work in progress	在製品	4,332	7,730
Finished goods	產成品	2,829	5,178
		9,667	15,638

21 TRADE AND BILLS RECEIVABLES**21 應收貿易賬款及票據**

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Trade receivables	應收貿易賬款	15,950	15,347
Bills receivable	應收票據	77	434
		16,027	15,781

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

**21 TRADE AND BILLS RECEIVABLES
(continued)**

Depending on the requirements of the market and business, the Group may extend credit to its customers. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by management and interest may be charged by the Group for overdue trade receivables at rates determined by the Group with reference to market practice. In the opinion of the directors, there is no significant concentration of credit risk. An aging analysis of the Group's trade and bills receivables, based on the date of delivery of goods, is as follows:

21 應收貿易賬款及票據(續)

取決於市場及業務需求，本集團或給予客戶信貸期。本集團對結欠賬款採取嚴格之監控。管理層亦會定時檢查過期之結欠，及可能會按本集團參考市場慣例釐定之利率收取逾期利息。按董事意見，本集團沒有明顯集中信貸風險。本集團應收貿易賬款及票據之賬齡分析(以發貨日期為基準)如下：

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Trade and bills receivables:	應收貿易賬款及票據：		
60 days or below	60日或以下	12,570	13,439
61 to 180 days	61至180日	3,370	2,325
Over 180 days	多於180日	87	17
		16,027	15,781

Notes:

- (a) The aging analysis of trade and bills receivables that are neither individually nor collectively considered to be impaired is as follows:

附註：

- (a) 未被視為須作出減值之應收貿易賬款及票據賬齡分析如下：

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Neither past due nor impaired	未到期或未減值	10,871	10,925
180 days or below past due	過期少於180日	5,127	4,840
Over 180 days past due	過期多於180日	29	16
		16,027	15,781

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

**21 TRADE AND BILLS RECEIVABLES
(continued)**

Notes: (continued)

(a) (continued)

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

Receivables that were past due but not impaired relate to 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.

(b) Included in the Group's trade receivables as at 31 December 2016 are aggregate amount of US\$1,330,000 (2015: US\$1,215,000) due from related companies, arising from transactions carried out in the ordinary course of business of the Group. The balances are unsecured, bear interest at rates determined by the Group after past due and are repayable within credit periods similar to those offered by the Group to its major customers.

**22 PREPAYMENTS, DEPOSITS AND OTHER
RECEIVABLES**

Income tax receivables 應收所得稅
Prepayments, deposits and 預付賬款、按金及
other receivables 其他應收賬款

21 應收貿易賬款及票據(續)

附註：(續)

(a) (續)

未到期或未減值之應收賬款與無歷史拖欠記錄之客戶有關。

過期但無減值之應收賬款與本集團有良好記錄之獨立客戶有關。根據過往經驗，本公司董事認為由於信貸品質並無重大變動及該等餘額仍被視為可全數收回，因此無須對該等餘額作出減值撥備。

(b) 本集團於二零一六年十二月三十一日之應收貿易賬款包括本集團經營日常業務交易時所產生合計為133.0萬美元(二零一五年：121.5萬美元)關連公司之款項。該等餘額乃無抵押，於過期後按本集團所定的利率計息，及須於信貸期內償還(與本集團向主要客戶提供之利率及信貸期相若)。

22 預付賬款、按金及其他應收賬款

	2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
--	-----------------------------------	-----------------------------------

Income tax receivables	-	380
Prepayments, deposits and other receivables	8,079	7,656
	8,079	8,036

Notes:

Included in the Group's prepayments, deposits and other receivables as at 31 December 2016 was an aggregate amount of nil (2015: US\$4,000), US\$4,928,000 (2015: US\$5,239,000) and nil (2015: US\$1,000) due from joint venture, associate and related companies, respectively. The balances are unsecured, interest free and with no fixed terms of repayment.

附註：

本集團於二零一六年十二月三十一日之預付賬款、按金及其他應收賬款中，包含合計無(二零一五年：0.4萬美元)，492.8萬美元(二零一五年：523.9萬美元)及無(二零一五年：0.1萬美元)分別為應收合營企業、聯營公司及關連公司之款項。該等金額均為無抵押、免息及無固定還款期。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

23 CASH AND BANK BALANCES

23 現金及銀行存款

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Cash and bank balances other than time deposits	現金及銀行結存 (不包括定期存款)	12,457	6,650
Time deposits	定期存款	24,665	11,402
Total cash and bank balances	現金及銀行存款總額	37,122	18,052
Less: Time deposits with maturity over three months	減：到期日超過三個月之定期存款	(2,880)	-
Cash and cash equivalents	現金及現金等價物	34,242	18,052

Notes:

- (a) At 31 December 2016, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to RMB86,330,000, equivalent to US\$12,951,000 (2015: RMB24,084,000, equivalent to US\$3,709,000). RMB is not freely convertible into other currencies. However, under mainland China's Foreign Exchange Control Regulations and Administration of Settlement, the Group is permitted to exchange RMB into other currencies through banks authorised to conduct foreign exchange business.
- (b) Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods depending on the cash requirements of the Group, and earn interest at the respective time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

附註：

- (a) 於二零一六年十二月三十一日，本集團以人民幣計值的現金及銀行結餘為人民幣8,633.0萬元，相當於1,295.1萬美元（二零一五年：人民幣2,408.4萬元，相當於370.9萬美元）。人民幣並不能自由兌換成其他貨幣。然而，根據中國大陸外匯管制規定及結匯管理規定，本集團獲准透過獲授權進行外幣兌換業務的銀行把人民幣兌換成其他貨幣。
- (b) 存放於銀行的現金按每日銀行浮動的存款率賺取利息。根據本集團對現金的需求，敘做期限不等的定期存款，並賺取按不同定期存款率計算之利息。銀行結餘存放於近期無拖欠記錄及信譽良好之銀行。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

24 TRADE PAYABLES

An aging analysis of the Group's trade payables as at the end of the reporting period, based on the date of receipt of goods, is as follows:

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
60 days or below	60日或以下	3,350	2,995
61 to 180 days	61至180日	126	39
181 to 360 days	181至360日	5	20
Over 360 days	多於360日	3	30
		3,484	3,084

25 OTHER PAYABLES AND ACCRUALS

Other payables and accruals

Included in the Groups' other payables and accruals as at 31 December 2016 were an aggregate amounts of nil (2015: US\$11,000) due to related companies.

The balances with related companies are unsecured, interest free and have no fixed terms of repayment.

24 應付貿易賬款

本集團於報告期末應付貿易賬款之賬齡分析(以收貨日期為基準)如下:

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
		3,350	2,995
		126	39
		5	20
		3	30
		3,484	3,084

25 其他應付賬款及預提費用

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Other payables and accruals	其他應付賬款及預提費用	8,221	6,169

本集團於二零一六年十二月三十一日之其他應付賬款及預提費用無(二零一五年: 1.1萬美元)為應付關連公司之款項。

與關連公司之餘額均無抵押、不計息且無固定還款期。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

26 BANK BORROWINGS

26 銀行借款

			2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Bank loans, secured	有抵押銀行借款	(a)	3,955	5,436
Bank loans, unsecured	無抵押銀行借款		4,320	11,242
Total bank borrowings	銀行借款總額	(c)	8,275	16,678
Analysed into amounts repayable:	償還金額分析為：			
Within one year or on demand	一年內或按要求		8,275	15,523
In the second year	於第二年		-	1,155
In the third to fifth year	第三至五年		-	-
Total bank borrowings	銀行借款總計		8,275	16,678
Portion classified as current liabilities	分類為流動負債部份		(8,275)	(15,523)
Non-current portion	非流動部份		-	1,155

Notes:

- (a) At 31 December 2016, certain of the Group's property, plant and equipment of US\$2,649,000 (2015: US\$3,616,000) (note 14(a)) and land lease prepayments of US\$440,000 (2015: US\$486,000) (note 15) were pledged as security for bank borrowings of the Group.
- (b) At 31 December 2016, the unutilised borrowing facilities amounted to US\$5,764,000 (2015: US\$6,114,000).
- (c) All the bank borrowings of the Group were denominated in RMB.
- (d) As at 31 December 2016, none of the covenants relating to bank borrowings had been breached (2015: nil).

附註：

- (a) 於二零一六年十二月三十一日，本集團之若干物業、廠房及設備264.9萬美元(二零一五年：361.6萬美元)(附註14(a))及預付土地租賃費44.0萬美元(二零一五年：48.6萬美元)(附註15)已作為本集團銀行借款之抵押品。
- (b) 於二零一六年十二月三十一日，未動用的融資額度為576.4萬美元(二零一五年：611.4萬美元)。
- (c) 本集團之所有銀行借款均以人民幣作為單位。
- (d) 於二零一六年十二月三十一日概無違反任何有關銀行借款的契諾(二零一五年：無)。

27 OTHER NON-CURRENT LIABILITIES

27 其他非流動負債

			2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Non-current portion of deferred income	非流動部份的遞延收入		8,000	2,521

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

**27 OTHER NON-CURRENT LIABILITIES
(continued)**

The deferred income of the Group as at 31 December 2016 and 2015 represent (i) the receipt from the government for the relocation of the Group's certain production facilities which will be recognised in profit or loss when certain conditions are fulfilled; and (ii) the government grants received and will be recognised in profit or loss on a straight-line basis over the expected useful lives of the relevant assets.

28 DEFERRED TAX

The components of the Group's deferred tax liabilities and their movements during the year are as follows:

27 其他非流動負債(續)

本集團於二零一六年及二零一五年十二月三十一日的遞延收入為(i)因搬遷若干本集團之生產設施而從政府獲得的款項，當若干條件被滿足，將計入損益，及(ii)已收政府補助及將按相關資產的估計可使用年期以直線法於損益確認。

28 遞延稅項

於年內，本集團之遞延稅項負債之變動組成如下：

		Dividend withholding tax 股息扣繳稅額	Others 其他	Total 總額
	Note 附註	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元
At 1 January 2015	於二零一五年一月一日	(2,130)	(311)	(2,441)
Deferred tax credited/ (charged) to profit or loss during the year	年內於損益內增加/(扣除)之 遞延稅項	303	(162)	141
Exchange realignment	匯兌調整	-	1	1
At 31 December 2015	於二零一五年十二月三十一日	(1,827)	(472)	(2,299)
At 1 January 2016	於二零一六年一月一日	(1,827)	(472)	(2,299)
Deferred tax (charged)/ credited to profit or loss during the year	年內於損益內(扣除)/增加 之遞延稅項	(636)	10	(626)
Exchange realignment	匯兌調整	2	(2)	-
At 31 December 2016	於二零一六年十二月三十一日	(2,461)	(464)	(2,925)

Notes:

附註：

- (a) Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. The Group is therefore liable for withholding taxes on any dividends distributable by the subsidiaries established in mainland China in respect of earnings generated from 1 January 2008 onwards.

- (a) 根據中國企業所得稅法，於中國大陸成立之海外投資企業分派股息予海外投資者時，須徵收股息10%之扣繳稅。此條文於二零零八年一月一日生效及應用於二零零七年十二月三十一日之後的利潤。因此，本集團就中國大陸成立之附屬公司於二零零八年一月一日之後產生的利潤相關的任何可分派股息須繳交扣繳稅。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

28 DEFERRED TAX (continued)

(b) At 31 December 2016, temporary differences unrecognised for deferred tax liabilities relating to the undistributed profits of subsidiaries amounted to US\$2,534,000 (2015: US\$2,962,000). Deferred tax liabilities of US\$253,000 (2015: US\$296,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that profits will not be distributed in the foreseeable future.

28 遞延稅項(續)

(b) 於二零一六年十二月三十一日，有關附屬公司未分派利潤而又未被確認為遞延稅項的暫時差異為253.4萬美元(二零一五年：296.2萬美元)。25.3萬美元(二零一五年：29.6萬美元)之有關於分派該等未分配利潤時須繳付的稅項之遞延稅項債務未被確認，原因為公司能夠控制該等附屬公司的股息政策，並已決定於可見將來很可能不會分派該等溢利。

29 SHARE CAPITAL

29 股本

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Authorised	法定		
<i>Ordinary shares:</i>	<i>普通股：</i>		
787,389,223 shares (2015:787,389,223 shares) of US\$0.1 each	787,389,223股 (二零一五年： 787,389,223股) 每股面值0.1美元	78,739	78,739
<i>Convertible preference shares:</i>	<i>可換股優先股：</i>		
12,610,777 shares (2015:12,610,777 shares) of US\$0.1 each	12,610,777股 (二零一五年： 12,610,777股) 每股面值0.1美元	1,261	1,261
		80,000	80,000
Issued and fully paid	已發行及繳足		
<i>Ordinary shares:</i>	<i>普通股：</i>		
240,718,310 shares (2015:240,718,310 shares) of US\$0.1 each	240,718,310股 (二零一五年： 240,718,310股) 每股面值0.1美元	24,072	24,072
<i>Convertible preference shares:</i>	<i>可換股優先股：</i>		
12,610,777 shares (2015:12,610,777 shares) of US\$0.1 each	12,610,777股 (二零一五年： 12,610,777股) 每股面值0.1美元	1,261	1,261
		25,333	25,333

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

29 SHARE CAPITAL (continued)

There were no movements in the Company's issued ordinary shares and convertible preference shares during the year ended 31 December 2016.

Note:

The convertible preference shares are convertible into ordinary shares of the Company and are entitled to the same dividends that are declared for the ordinary shares. Convertible preference shares do not carry the right to vote in shareholders' meeting. Upon winding up, the Company's residual assets and funds are distributed to the members of the Company in the following priority:

- (i) in paying to the holders of the convertible preference shares, pari passu as between themselves by reference to the aggregate nominal amounts of the convertible preference shares held by them respectively, an amount equal to the aggregate of the distribution value (as defined in the bye-law of the Company) of all the convertible preference shares held by them respectively;
- (ii) the balance of such assets shall be distributed on a pari passu basis among the holders of any class of shares in the capital of the Company other than the convertible preference shares and other than any shares which are not entitled to participate in such assets, by reference to the aggregate nominal amounts paid up on the shares held by them respectively; and
- (iii) the remaining balance of such assets shall belong to and be distributed on a pari passu basis among the holders of any class of shares including the convertible preference shares, other than any shares not entitled to participate in such assets, by reference to the aggregate nominal amounts of shares held by them respectively.

The convertible preference shares shall be non-redeemable by the Company or the holders thereof.

29 股本(續)

於截至二零一六年十二月三十一日止年度內，本公司已發行普通股及可換股優先股概無變動。

附註：

可換股優先股可轉換成本公司普通股及可收取與普通股持有人同等之股息。可換股優先股於股東會議不設投票權。於清盤時，本公司股東按以下次序分配本公司餘下資產及資金：

- (i) 向可換股優先股之持有人(彼等之間地位相等)參照彼等各自持有之可換股優先股面值總額支付相等於彼等各自持有之全部可換股優先股分派價值(於本公司細則中定義)總額之金額；
- (ii) 該等資產之結餘將按同等地位基準向本公司股本中任何類別股份(可換股優先股及無權參與分派該等資產之任何股份除外)之持有人(參照彼等各自持有之股份面值總額)予以分派；及
- (iii) 該等資產餘下之結餘將屬於並按同等地位基準向任何類別股份(包括可換股優先股但不包括無權參與分派該等資產之任何股份)之持有人(參照彼等各自持有之股份面值總額)予以分派。

本公司或持有人均不會對可換股優先股作出回購。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

30 RESERVES

- (a) The amounts of the Group's reserves and the movements therein for the years ended 31 December 2016 and 2015 are presented in the consolidated statement of changes in equity.
- (b) The capital reserve mainly represents: (i) the amount of the equity interests acquired pursuant to a group reorganisation in 2015, and (ii) the deemed contribution arising from the transfer of equity interests in prior years.
- (c) The PRC reserve funds are reserves set aside in accordance with PRC Companies Law or the Law of the PRC on Joint Ventures Using Chinese and Foreign Investment as applicable to the Group's PRC subsidiaries, joint venture and associate. None of the Group's PRC reserve funds as at 31 December 2016 and 2015 were distributable in the form of cash dividends.
- (d) The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 2.4(p).

31 OPERATING LEASE ARRANGEMENTS

The Group leases certain of its equipment, properties and land under operating leases arrangements, with the leases negotiated with original terms within one year.

At 31 December 2016, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year

一年內

1

—

30 儲備

- (a) 本集團之儲備於截至二零一六及二零一五年十二月三十一日止年度之金額及變動列示於綜合權益變動表內。
- (b) 資本儲備主要指：(i)於二零一五年根據集團重組收購的股權，及(ii)往年源自轉讓股權的視作注資。
- (c) 中國儲備基金為根據中國公司法及本集團中國附屬公司、合營企業及聯營公司適用的中國中外合資經營企業法撥出的儲備。本集團於二零一六年及二零一五年十二月三十一日之中國儲備金均不能以現金股息之方式分派。
- (d) 外匯波動儲備包括換算海外業務之財務報表所產生的所有匯兌差額。儲備乃根據附註2.4(p)所載的會計政策處理。

31 經營租賃安排

本集團根據經營租賃安排出租其若干設備、物業及土地，所議定的原租期為1年。

於二零一六年十二月三十一日，根據不可撤銷經營租賃下，本集團於未來最低總應付租賃：

2016	2015
二零一六年	二零一五年
US\$'000	US\$'000
美元千元	美元千元

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

32 CAPITAL COMMITMENTS

- (a) The Group had the following capital commitments as at the end of the reporting period:

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Contracted, but not provided for:	已簽約，但尚未作出撥備		
Buildings, plant and machinery	樓宇、廠房及機器	3,383	1,240

- (b) The Group's share of capital commitments of the joint ventures is as follows:

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Contracted, but not provided for	已簽約，但尚未作出撥備	98	29

32 資本承擔

- (a) 本集團於報告期末之資本承擔如下：

	2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Contracted, but not provided for:		
Buildings, plant and machinery	3,383	1,240

- (b) 本集團應佔合營企業之資本承擔如下：

	2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Contracted, but not provided for	98	29

33 RELATED PARTY DISCLOSURES

- (a) **Transactions with related parties**

The Group had the following transactions with related parties during the year:

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Sales of goods to:	銷售產品予：		
CPP and its subsidiaries ("CPP Group")	卜蜂及其附屬公司 (「卜蜂集團」)	9,641	9,327
High Orient Enterprises Limited and its related entities, excluding CPP Group	High Orient Enterprises Limited及其關連企業， 不包括卜蜂集團	1,732	1,797

33 關連人士披露

- (a) 與關連人士的交易

本集團於年內與關連人士有以下的交易：

	2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Sales of goods to:		
CPP and its subsidiaries ("CPP Group")	9,641	9,327
High Orient Enterprises Limited and its related entities, excluding CPP Group	1,732	1,797

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

**33 RELATED PARTY DISCLOSURES
(continued)****33 關連人士披露(續)****(a) Transactions with related parties (continued)****(a) 與關連人士的交易(續)***Note:**附註:*

Prices of goods sold to related parties were determined with reference to the cost of raw materials, other value added, reasonable profit margins, market demand for goods and competitive prices offered by independent third-party suppliers of similar products. The procedures for determining the prices of goods sold to related parties are the same as those used for determining the prices of goods supplied to independent third party customers. Selling prices to related parties shall be no more favourable than those made available to the Group's customers which are independent third parties.

向關連人士銷售的產品售價乃按原材料成本、其他增值、合理的利潤率、市場對該產品之需求及由獨立第三方供應商提供類似產品的市場競爭價格而釐定。釐定向關連人士銷售的產品價格的程序的與釐定向獨立第三方客戶供應的產品價格所用者一致。向關連人士銷售的價格將不遜於本集團給予獨立第三方客戶之價格。

These related party transactions also constituted continuing connected transactions as defined in Chapter 14A of the Listing Rules with effect from the listing of the Company on 3 July 2015.

本公司於二零一五年七月三日上市後，根據上市規則第十四A章，此等關連人士交易亦構成持續關連交易。

(b) Outstanding balances with related parties**(b) 與關連人士之間未清賬**

Details of the Group's balances with joint venture, associate and related companies included in trade and bills receivables, prepayments, deposits and other receivables and other payables and accruals are disclosed in notes 21, 22 and 25, respectively.

有關本集團與合營企業、聯營公司及關連公司之間的餘額包括應收貿易賬款及應收票據、預付賬款、按金及其他應收賬款、其他應付賬款及預提費用已分別披露於財務資料附註21、22及25。

(c) Compensation of key management personnel who are also directors of the Group**(c) 集團主要管理人員(亦為董事)之酬金**

	2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
Short term employee benefits	933	1,102
短期僱員福利	933	1,102

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

34 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to interest rate, credit, currency and liquidity risks in the normal course of its business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below:

(a) Interest rate risk

The Group's exposure to interest rate risk relates primarily to the Group's debt obligations. The Group does not use derivative financial instruments to hedge its interest rate risk. The Group's exposure to market risk arising from changes in interest rates in respect of cash and cash equivalents is considered relatively minimal.

The following tables set out the carrying amounts of the Group's bank borrowings as at the end of the reporting period that are exposed to interest rate risk:

34 財務風險管理方針及政策

本集團於一般業務過程中須面對息率、信貸、貨幣及流動資金風險。本集團面臨的有關風險以及本集團就管理該等風險所採用的財務風險管理政策及慣例載列如下：

(a) 息率風險

本集團面對息率風險，主要源於本集團之債務責任。本集團並無使用衍生金融工具對沖其息率風險責任。本集團因息率變動而引致現金及現金等價物之市場風險變動相對輕微。

以下為本集團於報告期末，銀行借款在面對利息風險時的賬面值，表列如下：

		2016 二零一六年		2015 二零一五年	
		Carrying amount 賬面值 US\$'000 美元千元	Effective interest rate 有效利率 %	Carrying amount 賬面值 US\$'000 美元千元	Effective interest rate 有效利率 %
Fixed rate denominated in: RMB	固定利率按以下 貨幣為單位： 人民幣	4,320	4.42	11,242	5.18
Floating rate denominated in: RMB	浮動利率按以下 貨幣為單位： 人民幣	3,955	4.91	5,436	5.15

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

34 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**34 財務風險管理方針及政策 (續)****(a) Interest rate risk (continued)**

The following table demonstrates the sensitivity to a possible change in interest rates, through the impact on floating rate bank borrowings, of the Group's profit after tax and equity (with all other variables held constant):

	2016 二零一六年	2015 二零一五年
	Increase/ (decrease) in profit after tax and equity 除稅後溢利及 權益增加/ (減少) US\$'000 美元千元	Increase/ (decrease) in profit after tax and equity 除稅後溢利及 權益增加/ (減少) US\$'000 美元千元
Increase by 100 basis points	增加100基點 (28)	(41)
Decrease by 100 basis points	減少100基點 28	41

(a) 息率風險 (續)

下表說明浮動利率銀行貸款在合理利率變動下，本集團的稅後利潤及權益的敏感性(其他變數不變)：

(b) Credit risk

The Group places its cash deposits with a number of major banks. This cash management policy limits the Group's exposure to concentration of credit risk.

At the end of the reporting period, 20% (2015: 19%) of the total trade and bills receivables was due from the Group's largest customer. The Group performs ongoing credit evaluations of its customers' financial conditions. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

(c) Foreign currency risk

RMB is not freely convertible into foreign currencies. All foreign exchange transactions are conducted with reference to the exchange rates quoted by the People's Bank of China. Payments for imported materials and remittance of earnings out of mainland China are subject to the availability of foreign currencies.

(b) 信貸風險

本集團於數家主要銀行存放其現金存款。此項現金管理政策減低了本集團信貸集中之風險。

於報告期末，20% (二零一五年：19%)之應收貿易賬款及票據總額源自本集團的最大客戶。本集團持續評估其客戶的財務狀況。倘有客觀證據證明資產出現減值，估計不可收回金額的適當撥備於損益確認。已確認撥備按資產賬面值與初步確認時計算之有效利率貼現之估計未來現金流量現值兩者的差額計算。

(c) 外匯風險

人民幣不能自由兌換成外幣。所有外匯交易都分別參考中國人民銀行所報的匯率進行。中國地區外的進口原材料的付款和收入匯款項都受可動用的外幣限制。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

34 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**(c) Foreign currency risk (continued)**

Export sales of the Group are conducted primarily in US\$. For certain subsidiaries, joint venture and associate, funds denominated in RMB may have to be, and from time to time are, converted into US\$ or other foreign currencies for the purchase of imported materials and equipment.

Should RMB appreciate/depreciate against US\$, it may reduce/increase the foreign currency equivalent of such earnings available for distribution by these subsidiaries, joint venture and associate of the Company.

The following table demonstrates the sensitivity at the end of the reporting period to a possible change in RMB exchange rates, with all other variables held constant, of the Group's profit before tax and equity (due to changes in the fair value of monetary assets and liabilities of the Group's foreign subsidiaries). The analysis excludes differences that would result from the translation of the financial statement of foreign operations into the Group's presentation currency.

34 財務風險管理方針及政策(續)**(c) 外匯風險(續)**

本集團主要以美元作出口銷售。若干附屬公司、合營企業和聯營公司，需不時以人民幣兌換為美元或其他外幣以購買進口材料及設備。

倘若人民幣較美元升值／貶值，它可能會減少／增加本公司的附屬公司、合營企業及聯營公司的外幣等值收益。

下表顯示在其他變數維持不變的情況下，本集團之除稅前溢利及權益(因本集團的國外附屬公司之貨幣資產及負債之公允值變動)於報告期末對人民幣匯率可能發生之變動之敏感程度。該等分析不包括換算外地業務財務報表至本集團之列報貨幣時可能產生的差異。

		Appreciation/ (depreciation) in RMB 人民幣 升值/(貶值)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) US\$'000 美元千元	Increase/ (decrease) in equity 權益 增加/(減少) US\$'000 美元千元
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度			
If US\$ weakens against RMB	倘美元較人民幣貶值	3%	(472)	(401)
If US\$ strengthens against RMB	倘美元較人民幣升值	(3%)	472	401
Year ended 31 December 2015	截至二零一五年十二月三十一日止年度			
If US\$ weakens against RMB	倘美元較人民幣貶值	3%	(395)	(336)
If US\$ strengthens against RMB	倘美元較人民幣升值	(3%)	395	336

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

34 FINANCIAL RISK MANAGEMENT
OBJECTIVES AND POLICIES (continued)

34 財務風險管理方針及政策(續)

(d) Liquidity risk

The Group's objective is to maintain a balance between funding continuity and flexibility through the use of various types of bank borrowings.

The Group monitors current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and bank facilities to meet its liquidity requirements.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

At 31 December 2016

(d) 流動資金風險

本集團的目的乃透過利用各種類型的銀行借款，維持資金延續性與靈活性之間的平衡。

本集團監察現時及預期之流動資金需求以確保維持足夠現金儲備及銀行信貸以應付其流動資金需求。

下表概述於報告期末之到期日，本集團根據合約性未貼現款項的財務負債：

於二零一六年十二月三十一日

		Within 1 year or on demand 按要求或 少於一年 US\$'000 美元千元	1 to 5 years 一至五年 US\$'000 美元千元	Total 總額 US\$'000 美元千元
Trade payables	應付貿易賬款	3,484	-	3,484
Other payables and accruals	其他應付賬款及預提費用	8,221	-	8,221
Bank borrowings	銀行借款	8,275	-	8,275
Estimated interests on bank borrowings	估計銀行借款利息	129	-	129
		20,109	-	20,109

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

34 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**(d) Liquidity risk (continued)**

At 31 December 2015

		Within 1 year or on demand 按要求或 少於一年 US\$'000 美元千元	1 to 5 years 一至五年 US\$'000 美元千元	Total 總額 US\$'000 美元千元
Trade payables	應付貿易賬款	3,084	–	3,084
Other payables and accruals	其他應付賬款及預提費用	6,169	–	6,169
Bank borrowings	銀行借款	15,523	1,155	16,678
Estimated interests on bank borrowings	估計銀行借款利息	353	27	380
		25,129	1,182	26,311

(e) 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 light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment 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 years ended 31 December 2016 and 2015.

34 財務風險管理方針及政策(續)**(d) 流動資金風險(續)**

於二零一五年十二月三十一日

		Within 1 year or on demand 按要求或 少於一年 US\$'000 美元千元	1 to 5 years 一至五年 US\$'000 美元千元	Total 總額 US\$'000 美元千元
Trade payables	應付貿易賬款	3,084	–	3,084
Other payables and accruals	其他應付賬款及預提費用	6,169	–	6,169
Bank borrowings	銀行借款	15,523	1,155	16,678
Estimated interests on bank borrowings	估計銀行借款利息	353	27	380
		25,129	1,182	26,311

(e) 資本管理

本集團管理資本的主要目的為保障本集團能持續經營，並保持健康資本比率以支持其業務及令其股東價值最大化。

本集團按照經濟狀況的變動管理資本架構，並作出適當調整。為了維持或調整資本架構，本集團可能會調整支付予股東的股息金額或發行新股份。本集團概無任何外部施加之資本需求。於截至二零一六年及二零一五年十二月三十一日止年度，並無就資本管理上的目標、政策或方法作出變動。

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

35 STATEMENT OF FINANCIAL POSITION OF THE COMPANY **35 本公司的財務狀況表**

		2016 二零一六年 US\$'000 美元千元	2015 二零一五年 US\$'000 美元千元
NON-CURRENT ASSET	非流動資產		
Investments in subsidiaries	於附屬公司的投資	23,654	23,654
CURRENT ASSETS	流動資產		
Prepayments, deposits and other receivables	預付賬款、按金及其他應收賬款	39	4,345
Cash and cash equivalents	現金及現金等價物	19,956	13,121
Total current assets	總流動資產	19,995	17,466
CURRENT LIABILITY	流動負債		
Other payables and accruals	其他應付賬款及預提費用	3,922	323
NET CURRENT ASSETS	淨流動資產	16,073	17,143
NET ASSETS	資產淨值	39,727	40,797
EQUITY	權益		
Issued capital	已發行股本	25,333	25,333
Reserves (note)	儲備(附註)	14,394	15,464
TOTAL EQUITY	權益總額	39,727	40,797

Notes to the Financial Statements

財務報表附註

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

35 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued) 35 本公司的財務狀況表(續)

Note:

A summary of the Company's reserves is as follows:

附註：

本公司之儲備摘要如下：

		Retained profits 未分配利潤 US\$'000 美元千元	Exchange fluctuation reserve 外匯波動儲備 US\$'000 美元千元	Total 總額 US\$'000 美元千元
At 1 January 2015	於二零一五年一月一日	21,683	23	21,706
Loss for the year	本年虧損	(918)	–	(918)
Exchange realignment	匯兌調整	–	4	4
Shares issued pursuant to capitalisation issue	根據資本化發行 已發行的股份	(5,328)	–	(5,328)
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日 及二零一六年一月一日	15,437	27	15,464
Loss for the year	本年虧損	(1,070)	–	(1,070)
At 31 December 2016	於二零一六年十二月三十一日	14,367	27	14,394

Corporate Information

公司資料

Chairman and Non-executive Director

Mr. Soopakij Chearavanont

Executive Directors

Mr. Thirayut Phityaisarakul
(Chief Executive Officer (Biochemical Division))

Mr. Thanakorn Seriburi
(Chief Executive Officer (Industrial Division))

Mr. Nopadol Chiaravanont

Mr. Yao Minpu

Non-executive Director

Mr. Yoichi Ikezoe

Independent Non-executive Directors

Mr. Surasak Rounroengrom

Mr. Cheng Yuk Wo

Mr. Ko Ming Tung, Edward

Audit Committee

Mr. Cheng Yuk Wo (Chairman)

Mr. Surasak Rounroengrom

Mr. Ko Ming Tung, Edward

Remuneration Committee

Mr. Cheng Yuk Wo (Chairman)

Mr. Thanakorn Seriburi

Mr. Surasak Rounroengrom

Mr. Ko Ming Tung, Edward

Nomination Committee

Mr. Soopakij Chearavanont (Chairman)

Mr. Surasak Rounroengrom

Mr. Cheng Yuk Wo

Company Secretary

Ms. Ng Mei Wah

Registered Office

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

董事長及非執行董事

謝吉人先生

執行董事

李紹慶先生
(行政總裁(生化業務))

李紹祝先生
(行政總裁(工業業務))

謝杰人先生

姚民仆先生

非執行董事

池添洋一先生

獨立非執行董事

Surasak Rounroengrom先生

鄭毓和先生

高明東先生

審核委員會

鄭毓和先生(主席)

Surasak Rounroengrom先生

高明東先生

薪酬委員會

鄭毓和先生(主席)

李紹祝先生

Surasak Rounroengrom先生

高明東先生

提名委員會

謝吉人先生(主席)

Surasak Rounroengrom先生

鄭毓和先生

公司秘書

吳美華女士

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Corporate Information

公司資料

Principal Place of Business

21st Floor, Far East Finance Centre
16 Harcourt Road, Hong Kong

Auditors

KPMG
Certified Public Accountants

Legal Advisors

Hong Kong Law
Linklaters

Bermudian Law
Appleby

Principal Bankers

Bangkok Bank
China Construction Bank
Agricultural Bank of China

Share Registrars

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

Bermuda
Esteria Management (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Share Listing

The Stock Exchange of Hong Kong Limited
Stock Code: 3839

Website

<http://www.ctei.com.hk>

主要營業地點

香港夏慤道16號
遠東金融中心21樓

核數師

畢馬威會計師事務所
執業會計師

法律顧問

香港法律
年利達律師事務所

百慕達法律
Appleby

主要往來銀行

盤谷銀行
中國建設銀行
中國農業銀行

股份過戶登記處

香港
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號舖

百慕達
Esteria Management (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

股份上市地點

香港聯合交易所有限公司
股份代號：3839

公司網站

<http://www.ctei.com.hk>



Chia Tai Enterprises International Limited
正大企業國際有限公司