



CHINA GREENFRESH GROUP CO., LTD.

中國綠寶集團有限公司 \*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 6183



ANNUAL  
REPORT  
2016年報



\* For identification purposes only 僅供識別



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## Corporate Information 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Zheng Songhui (*Chairman and chief executive officer*)  
Zheng Tianming  
Zheng Ruyan

#### Non-executive Director

Zhang Lin

#### Independent Non-executive Directors

Mak Hing Keung Thomas  
Lou Robert Hsiu-sung  
Cheng Hiu Yung

### JOINT COMPANY SECRETARIES

Zheng Ruyan  
Ng Wing Shan

### AUTHORISED REPRESENTATIVES

Zheng Ruyan  
Ng Wing Shan

### AUDIT COMMITTEE

Mak Hing Keung Thomas (*Committee Chairman*)  
Lou Robert Hsiu-sung  
Cheng Hiu Yung

### NOMINATION COMMITTEE

Zheng Songhui (*Committee Chairman*)  
Lou Robert Hsiu-sung  
Cheng Hiu Yung

### REMUNERATION COMMITTEE

Cheng Hiu Yung (*Committee Chairman*)  
Zheng Songhui  
Mak Hing Keung Thomas

### 董事會

#### 執行董事

鄭松輝(*主席兼行政總裁*)  
鄭天明  
鄭如燕

#### 非執行董事

張琳

#### 獨立非執行董事

麥興強  
樓秀嵩  
鄭曉勇

### 聯席公司秘書

鄭如燕  
吳詠珊

### 授權代表

鄭如燕  
吳詠珊

### 審核委員會

麥興強(*委員會主席*)  
樓秀嵩  
鄭曉勇

### 提名委員會

鄭松輝(*委員會主席*)  
樓秀嵩  
鄭曉勇

### 薪酬委員會

鄭曉勇(*委員會主席*)  
鄭松輝  
麥興強

## Corporate Information

### 公司資料

#### COMPLIANCE ADVISER

Essence Corporate Finance (Hong Kong) Limited  
39/F, One Exchange Square, Central  
Hong Kong

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
Level 22  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

#### PRINCIPAL BANKER

Agricultural Bank of China (Longhai Branch)  
13/F, Gong Shang Building  
No. 45 Ziguang Road, Shima Town, Longhai  
Fujian Province, PRC

#### REGISTERED OFFICE

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

#### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

8th Floor, Building No. 10  
Guanyinshan Business Center  
Siming District, Xiamen  
China

#### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

18/F, Tesbury Centre  
28 Queen's Road East, Wanchai  
Hong Kong

#### STOCK CODE

HKSE: 6183

#### WEBSITE ADDRESS

[www.china-greenfresh.com](http://www.china-greenfresh.com)

#### 合規顧問

安信融資(香港)有限公司  
香港  
中環交易廣場一期39樓

#### 主要股份過戶登記總處

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

#### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心  
22樓

#### 主要往來銀行

中國農業銀行(龍海分行)  
中國福建省  
龍海市石碼鎮紫光路45號  
工商大廈13層

#### 註冊辦事處

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

#### 中國總辦事處及主要營業地點

中國  
廈門思明區  
觀音山運營中心  
10號樓8樓

#### 香港主要營業地點

香港  
灣仔皇后大道東28號  
金鐘匯中心18樓

#### 股份代號

香港聯交所: 6183

#### 網址

[www.china-greenfresh.com](http://www.china-greenfresh.com)



## Chairman's Statement

## 主席報告



On behalf of the board (the **"Board"**) of directors (the **"Directors"**) of CHINA GREENFRESH GROUP CO., LTD. (the **"Company"**), I am pleased to present the annual report of the Company and its subsidiaries (the **"Group"** or **"We"**) for the financial year ended 31 December 2016 (the **"Year"**).

In 2016, the recovery of the world economic is still slow and international trade and investment is relatively weak. The world economy is still struggling in the "low growth trap" due to the lack of growth momentum. In the context of the world economic downturn, in 2016, as the beginning year of "13th Five-Year Plan" of the People's Republic of China (**"PRC"** or **"China"**), China seizes the opportunities such as the acceleration of internationalization of the Renminbi, the establishment of the Asian Infrastructure Investment Bank as well as the implementation of "One Belt One Road" strategic measure to speed up the transformation of economic development mode and restructuring of economic so as to ensure that the economic maintains in a reasonable range. Meanwhile, the economic growth model also changed gradually. In 2016, consumption has become the greatest driver of China's economic growth. The scale of China's consumer market ranked second in the world. The economic growth model has shifted from primarily relying on investment-driven to consumption-driven. The central government also proposed to promote new urbanization in the country to maintain steady economic growth. With the improvement of domestic consumer confidence, we made more effort on the development of sales channels based on the existing stable production, supply and marketing system to achieve continuous growth of the Group's results. During the Year, we recorded a revenue of RMB1,086,200,000 (2015: RMB762,120,000), represented an increase of approximately 42.53%. In 2016, we concentrated on the development of domestic channels and maintained satisfying business growth. We established new operating companies in cities in the provinces in northeast China, central China, southern China and southwest China respectively and leveraged the existing channels to develop a nationwide

本人謹代表中國綠寶集團有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然提呈本公司及其附屬公司(「本集團」或「我們」)截至2016年12月31日止財政年度(「本年」或「本年度」)的年度報告。

2016年，世界經濟復蘇依然緩慢，國際貿易和投資相對疲弱，增長動力不足。在世界經濟不景氣的大背景下，2016年作為中華人民共和國(「中國」)「十三五」規劃的開局之年，中國抓住人民幣的國際化進程加快、亞洲基礎設施投資銀行的設立、「一帶一路」戰略措施啟動等契機，加快經濟發展方式轉變及經濟結構調整，保證經濟運行始終保持在合理區間，經濟增長模式也悄然發生著改變。2016年，消費已成為中國經濟增長的最大動力，中國消費品市場規模位居世界第二，經濟增長模式已從依靠投資驅動為主轉向依靠消費驅動為主。中央政府同時提出推進國內新型城鎮化建設，保持經濟穩定發展。在國內消費信心有所增強的形勢下，我們在原先已有的穩定的產供銷系統基礎上，加大銷售渠道建設力度，使得本集團業績持續增長。本年我們錄得收入人民幣1,086.2百萬元(2015年：人民幣762.12百萬元)，漲幅約為42.53%。2016年，我們重點發展國內渠道建設，保持業務良好發展，在東北、華中、華南、西南等省份部分城市新設運營公司，加上原有的銷售渠道，逐步打造覆蓋全國的自家銷售渠道網路。另一方面，我們進一步升級食用菌生產技術和引進新設備，使產能得以提升，並提升我們在食用菌行業的市場份額，為本集團未來的持續盈利能力提供保障。我們將進一步實現中國食用菌行業綜合服務商的願景，積極進軍中

## Chairman's Statement 主席報告

sales channel network. Moreover, we improved our production capacity through further upgrade of edible fungi production technology and introduction of new equipment, and expanded our market share in the edible fungi sector for sustainable our profitability in future. We will proactively develop our business in the shiitake mushroom and black fungi market to achieve our goal of becoming an integrated supplier of edible fungi food products in China. We will also strengthen the research and development of new spawn with a view to diversify edible fungi species and uphold the strategic plans of the Group. With China's One Belt, One Road initiative, development of the industrialized cultivation technology for new breed of edible fungi will be carried out and the developed technologies or products will be exported overseas for the development of a circular economy. We are also proactively looking for merger and acquisition opportunities for expansion of the scope of cultivation and increase profitability. Meanwhile, we abide by our social responsibility as a listed company all the time. Enterprises earn from the community and they should give back to the community when capable. For such purposes, we take the social obligation in various aspects such as staff welfare, food safety, environmental protection, charity, and make use of cooperate resources and ability to benefit the community so as to achieve the win-win situation in the business efficiency and social benefits.

On behalf of the Board, I hereby express my wholehearted gratitude to all the shareholders of the Company (the **"Shareholders"**). In 2016, in the support and effort of our staffs, we achieve stable and sustainable development for the Group. In 2017, we will continue to forge ahead to adhere the objective of creating greater value for the Shareholders.

**Zheng Songhui**  
*Chairman*

Hong Kong, 28 March 2017

國香菇、黑木耳產業市場，並加強新菌種研發力度，力求開發新的菌種，以貫徹集團食用菌多品種佈局戰略方針。我們亦會進行食用菌新品種工廠化種植技術的開發，結合中國「一帶一路」的國家政策，將技術或產品輸出海外，以發展循環經濟。此外，我們也正積極物色合宜的行業併購，以擴充種植規模，提高盈利能力。與此同時，作為負責任的上市企業，我們不忘承擔應有的社會責任。企業來自於社會，也必將還原於社會，為此我們承攬在員工福利、食品安全、環境保護、公益慈善等方面的社會義務，運用企業資源和能力造福社會，謀求企業效益和社會效益雙贏的局面。

本人謹代表董事會向所有本公司股東（「股東」）表示衷心謝意。2016年，我們在全體員工的支持和努力下，實現集團的穩定持續發展，2017年我們將一如既往地秉承為股東創造更大價值為目標而奮勇前進。

*主席*  
**鄭松輝**

香港，2017年3月28日



## Management's Discussion and Analysis 管理層討論與分析



### BUSINESS OVERVIEW

The Group is a leading integrated supplier of edible fungi products in the PRC. According to Euromonitor International Limited, the Group was the largest supplier of king trumpet mushroom and the seventh largest producer of button mushroom in the PRC in terms of production volume in 2013. The Group's edible fungi business operations covers the cultivation and sales of fresh edible fungi products including king trumpet mushroom, button mushroom, straw mushroom and shiitake mushroom, as well as the manufacturing and sales of various processed edible fungi products and edible fungi healthcare products. In 2016, a segment of cultivation and sales of shiitake mushroom was newly added by the Group. Such integrated business model distinguishes the Group from other fresh and processed edible fungi suppliers in the PRC, most of which are mainly engaged in part or parts of the value chain of cultivation, processing and sales of edible fungi. The Group is also a manufacturer of processed food products such as canned food and other processed food products in the PRC. With edible fungi industry currently becoming well-developed and facing intensified competition, the Board is of the opinion that further expansion of its distribution and sales network is a key to further increase its market share and coverage. As such, the Group took an active approach in establishing sales channels for edible fungi and strived to expand both the coverage and scope of which through global deployment in 2016. To date, the Group has already set up operating subsidiaries in Xinjiang Uyghur Autonomous Region, Heilongjiang Province, Hebei Province, Jiangxi Province, Guangdong Province and Yunnan Province of China, Hong Kong, Japan and Singapore, specially focusing on the sales of fresh edible fungi products and edible fungi healthcare products.

The Group's products are primarily marketed under the core brands, “” and “” and are mainly categorised into two series, namely (I) fresh edible fungi products consisting of king trumpet mushroom, button mushroom, straw mushroom and shiitake mushroom; and (II) processed food products consisting of canned food such as canned edible fungi, canned vegetables and canned fruit, and other processed food products such as brined mushroom, preserved vegetables and dried mushroom. Canned food is primarily original equipment manufactured (“OEM”) products. Goods for trading mainly comprise edible fungi, fruits, vegetables, canned food, frozen food and edible fungi healthcare products etc.

### 業務概覽

本集團是中國一家領先的食用菌行業綜合服務商。根據Euromonitor International Limited的資料，就產量而言，本集團於2013年成為中國杏鮑菇的第一大供貨商及蘑菇的第七大生產商。本集團的食用菌業務覆蓋種植及銷售新鮮食用菌產品（包含杏鮑菇、蘑菇、草菇及香菇等食用菌產品）、生產及銷售多種加工食用菌產品以及食用菌保健食品。2016年，本集團新增香菇的種植及銷售業務。一體化的業務模式令本集團從中國其他新鮮及加工食用菌供貨商（彼等主要從事食用菌種植、加工及銷售價值鏈中的部分業務）中脫穎而出。本集團亦為中國一家加工食品（如罐頭食品以及其他加工食品）的生產商。目前，食用菌行業面臨逐漸成熟和激烈競爭的趨勢，董事會認為，進一步拓展銷售網絡對於增加市場份額及覆蓋率至關重要，因此，本集團於2016年積極拓展食用菌銷售渠道建設業務，通過全球佈局來提升食用菌銷售渠道的廣度及深度，截至目前，本集團已分別在中國的新疆維吾爾自治區、黑龍江省、河北省、江西省、廣東省、雲南省、香港、日本、新加坡分別設立運營附屬公司，主營新鮮食用菌及食用菌保健食品銷售業務。

本集團的產品主要以品牌「」及「」為核心進行銷售，並主要分為兩種主要系列，即(I)新鮮食用菌產品，包括杏鮑菇、蘑菇、草菇及香菇；及(II)加工食品，包括罐頭食品，例如食用菌罐頭、蔬菜罐頭、水果罐頭等，以及其他加工食品，例如鹽水菇、醬腌菜及乾菇等，而罐頭食品主要以代加工產品（「代加工產品」）為主。貿易業務主要包括食用菌、水果、蔬菜、罐頭、冷凍食品及食用菌類保健品等。



## Management's Discussion and Analysis 管理層討論與分析

### King Trumpet Mushroom

King trumpet mushroom is the most successful and the largest business segment of the Group since its entering in the edible fungi industry. Sales of king trumpet mushroom has always contributed the majority of the Group's revenue. During the Year, sales revenue of king trumpet mushroom amounted to 33% of the Group's revenue.

### Button, Straw and Shiitake Mushrooms

The Group first started cultivation of button and straw mushrooms in 2009 and 2012 respectively and successfully extended its reach to the industrialized cultivation of shiitake mushroom in 2016. During the Year, the sales revenue of button, straw and shiitake mushrooms represented 18% of the Group's revenue.

### Processed Food Products

#### Canned Food

The Group principally supplies canned edible fungi, canned vegetables and canned fruit, etc. A majority of the canned food products of the Group are manufactured by OEM, with only part of those being manufactured and sold under the Group's own brands. During the Year, the sales revenue of canned food products of the Group represented 7% of the Group's revenue.

#### Other Processed Food Products

The Group is also engaged in the manufacturing and sales of a variety of other processed food products, including brined mushroom, preserved vegetables and dried mushroom, all of which are sold under the Group's own brands. During the Year, the sales revenue of other processed food products of the Group accounted to 5% of the Group's revenue.

### 杏鮑菇

杏鮑菇為本集團自進入食用菌行業以來最成功也是最大的業務項目，杏鮑菇銷售額一直佔據本集團收入的最大部分。本年度，本集團杏鮑菇的銷售收入佔本集團業務收入的33%。

### 蘑菇、草菇及香菇

本集團分別於2009年及2012年首次種植蘑菇和草菇，並於2016年成功進入香菇的工廠化種植領域。本年度，本集團的蘑菇、草菇及香菇的銷售收入佔本集團業務收入的18%。

### 加工食品

#### 罐頭食品

本集團主要供應食用菌罐頭、蔬菜罐頭及水果罐頭等。本集團大部分罐頭食品除部分以本集團自有品牌生產和銷售以外，均以代加工方式進行生產。本年度，本集團罐頭食品的銷售收入佔本集團業務收入的7%。

#### 其他加工食品

本集團亦生產及銷售眾多其他加工食品，包括鹽水菇、醬醃菜及乾菇，並且均以本集團自有品牌進行銷售。本年度，本集團其他加工食品的銷售收入佔本集團業務收入為5%。





## Management's Discussion and Analysis

### 管理層討論與分析

#### Trading through domestic network

During the Year, the Group endeavored to build up sales channels for edible fungi so as to achieve its goal of national deployment of its own sales channels. Through newly established subsidiaries in various regions of China namely Heilongjiang Province, Hebei Province, Guangdong Province and Yunan Province, etc., the edible fungi and vegetables which we procure from the market will be sold to different market across China after preliminary processing. During the Year, the sales revenue generated from domestic channel accounted to 14% of the Group's revenue.

#### International trading of food

The international trading of food business involves mainly the procurement and sales of edible fungi, vegetables, fruits, canned food, frozen food and edible fungi healthcare products, in which overseas orders will be entered into between the wholly-owned subsidiary in Hong Kong established by the Group and foreign trading companies, and procurement contracts will be signed with the domestic qualified trading companies for the procurement of required export goods. During the Year, the sales revenue of the international trading of food business of the Group represented 23% of the Group's revenue.

#### PROSPECTS

The world's annual average growth rate of the production volume of edible fungi from 1994 to 2013 was 14.3%, which was mainly contributed by the PRC. In 2013, the PRC, Italy, the United States, the Netherlands and Poland are the five largest manufacturers of edible fungi around the world, representing 71.29%, 7.98%, 4.09%, 3.25% and 2.22% of the global production volume of edible fungi, respectively.

China is the world's largest manufacturer of edible fungi and its total production volume represents more than 70% of the world's total production volume. In China, edible fungi is the sixth kind of key products, only after grain, cotton, oil, fruits and vegetables.

#### 國內渠道銷售

本年度，本集團大力發展食用菌銷售渠道銷售業務用以實現本集團自有銷售渠道全國佈局的目標。本集團於中國的黑龍江省、河北省、廣東省、雲南省等地新設附屬公司，通過購進市場所需的食用菌及蔬菜等產品，經過初級加工以後銷往全國各地。本年度，本集團國內渠道銷售業務的銷售收入佔本集團業務收入的14%。

#### 國際食品貿易

國際食品貿易業務通過本集團設立的香港全資子公司與國外貿易公司簽訂海外訂單，同時與國內具有合格資質的貿易公司簽訂採購合同採購所需要的出口貨物，主要通過採購和銷售食用菌、蔬菜、水果、罐頭食品、冷凍食品及食用菌類保健食品。本年度，本集團國際食品貿易業務的銷售收入佔本集團業務收入的23%。

#### 前景

全球食用菌的產量在1994-2013年間的年均增長率為14.3%，產量的增長主要來自中國。2013年，中國、意大利、美國、荷蘭、波蘭為世界五大食用菌生產國，分別佔全球食用菌總產量的71.29%、7.98%、4.09%、3.25%和2.22%。

中國是世界上最大的食用菌生產國，其總產量佔世界總產量70%以上。在中國，食用菌是僅次於糧、棉、油、果、菜的第六大類產品。



## Management's Discussion and Analysis 管理層討論與分析

In view of the rapid development of the social economy of China, the living standard of consumers is improving and the public is becoming more aware of healthy diet. Being one of the most environmental-friendly and healthy consumer food products, edible fungi has gained increasing acceptance and recognition from consumers. Also, the huge growth potential of edible fungi market in China has been reflected by its largest population base around the world. Given the concern of food safety and the ever-growing consumer demand, the traditional cultivation model of edible fungi will be gradually replaced by the more advanced and fully automated way of industrialized cultivation. Equipped with a well-established quality management system, the industrialized cultivation model is capable to protect safety across the whole processes from the source of edible fungi to finished products, as well as enhance productivity. In the future, the edible fungi industry will step towards higher level of industrialized cultivation.

Through technology upgrading, the Group will increase its production volume by raising the biotransformation rate and expand its production capacity by building its own factories and through mergers and acquisitions. It will actively seek high-quality industrial base of edible fungi as the targets of merger and acquisition. The Board is of the view that appropriate integration, merger and acquisition of the industry will facilitate the development of edible fungi industry, while at the same time is beneficial to the expansion of the scope of cultivation and the increase of profitability of the Group.

Much effort will be devoted by the Group in the establishment of sales channels inside or outside China so as to build up its own sales platform for assurance of better business development. The Group believes the establishment of our own sales platform will help further increase our market shares and product coverage, thereby driving the future development of the Group.

Upholding its aim of becoming an integrated supplier of edible fungi industry, the Group always strives to develop both the upstream and downstream segments of the edible fungi industry, targeting to pioneer the development direction of the edible fungi industry. The Group will reinforce its efforts in research and development and try its endeavor to achieve technology breakthroughs in respect of edible fungi healthcare products, so as to develop new products. Development of the industrialized cultivation technology for new breed of edible fungi will be carried out, and, driven by the PRC's state policy of "One Belt, One Road", the relevant technologies or products will be exported overseas, which will enable the development of a circular economy.

While maintaining good operation and management, the Group also undertakes proper social responsibilities. The Group was awarded the "Community Chest Annual Presentation of Awards (香港公益金—公益榮譽獎)" and the "Business Excellence Awards – The Best Edible Fungi Health Industry Supplier (傑出商業領域大獎—最佳食用菌健康產業供應商)" in 2016.

伴隨中國社會經濟的高速發展，消費者生活水平的日益提高，人們對於食品的健康意識越發強烈。食用菌作為目前最環保、健康的消費食品之一，越來越被消費者接受和認同，並且中國擁有全球最龐大的人口基數，這預示中國的食用菌市場具有巨大的增長潛力。鑒於食品安全的考慮和日益增長的消費需求，傳統的食用菌種植模式將逐漸變更為先進的全自動工廠化種植模式替代。工廠化種植模式擁有十分成熟的質量管理體系，可以保障食用菌自源頭到成品所有環節的安全保障，也會提高產品的產量。未來，食用菌產業將會向擁有更高水平的工廠化種植方向發展。

本集團將通過技術升級，提高生物轉化率來增加產量，亦會通過自建工廠和行業並購的方式擴充產能。本集團將會積極尋找優良的食用菌產業基地作為並購目標。董事會相信，適宜的行業整合並購，將會促進食用菌產業的發展，同時也對本集團擴充種植規模、提高盈利能力起到良好作用。

本集團將會加大中國境內外銷售渠道的建設力度，打造自有銷售渠道平台，保證業務良好發展。本集團認為，打造自有銷售渠道平台將會進一步提高市場份額及產品覆蓋率，亦對本集團未來發展起到促進作用。

本集團一直致力於成為食用菌行業的綜合服務商，積極發展食用菌行業的上下游產業，力圖引領食用菌產業的發展方向。本集團會加大研發投入力度，針對食用菌保健食品進行技術攻關，開發新產品。本集團亦會進行食用菌新品種工廠化種植技術的開發，結合中國「一帶一路」的國家政策，將技術或產品輸出海外，可發展循環經濟。

本集團在做好經營管理的同時，亦承擔了良好的社會責任。本集團於2016年度榮獲「香港公益金—公益榮譽獎」及「傑出商業領域大獎—最佳食用菌健康產業供應商」稱譽。



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#### USE OF PROCEEDS

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing**”) on 18 June 2015 (the “**Listing Date**”) and the net proceeds from the global offering were approximately RMB444,990,000 (net of underwriting commission and relevant expenses). The Company has not utilized the proceeds from the Listing yet. The Directors intend to utilize the proceeds in accordance with the ways set out in the Company's prospectus dated 18 June 2015.

#### FINANCIAL REVIEW

##### Revenue and gross profit

The Group recorded revenue of approximately RMB1,086,220,000 during the Year (2015: RMB762,120,000), representing an increase of approximately 42.53%. In which, sales of (I) king trumpet mushroom; (II) button mushroom, straw mushroom and shiitake mushroom; (III) canned food; (IV) other processed food; (V) trading through domestic network; (VI) international trading of food were approximately RMB362,110,000, RMB191,570,000, RMB76,150,000, RMB52,350,000, RMB150,960,000 and RMB253,080,000, respectively (2015: RMB296,870,000, RMB243,200,000, RMB99,620,000, RMB45,540,000, RMB3,180,000 and RMB73,710,000), representing approximately 33.34%, 17.64%, 7.00%, 4.82%, 13.90% and 23.30% of the revenue of the Group, respectively (2015: 38.95%, 31.91%, 13.07%, 5.98%, 0.42% and 9.67%).

The increase in revenue during the Year was mainly because (1) the Group intensified its effort in the establishment of channels during the Year. On the basis of the subsidiaries in Jiangxi, Xinjiang, Fujian in the PRC, the sales channels in the PRC increased as a result of the newly set up subsidiaries in Guangdong, Yunnan, Hebei, Heilongjiang in the PRC, which enhanced the revenue; (2) the sales volume of the international trading of food business of the Group increased during the Year, thereby enabling increase in the sales revenue of the Group; (3) the increase in contract farming boosted the sales volume of king trumpet mushroom contributing to the increase in revenue; (4) the Group's advancement in its technology improved the quality of king trumpet mushroom, allowing prices to rise and driving up the revenue.

#### 所得款項用途

本公司股份於2015年6月18日(「上市日期」)在香港聯合交易所有限公司(「聯交所」)主板上市(「上市」)，全球發售的所得款項淨額約為人民幣444.99百萬元(扣除包銷佣金及相關開支)。本公司至今未動用上市所得款項。董事擬按本公司日期為2015年6月18日的招股章程所載方式動用所得款項。

#### 財務回顧

##### 收入及毛利

本年內，本集團營業收入約為人民幣1,086.22百萬元，(2015年：人民幣762.12百萬元)，漲幅約42.53%。其中，(I)杏鮑菇(II)蘑菇、草菇及香菇(III)罐頭食品(IV)其他加工食品(V)國內渠道銷售(VI)國際食品貿易銷售額分別約為：人民幣362.11百萬元，人民幣191.57百萬元，人民幣76.15百萬元，人民幣52.35百萬元，人民幣150.96百萬元，人民幣253.08百萬元(2015年：人民幣296.87百萬元，人民幣243.20百萬元，人民幣99.62百萬元，人民幣45.54百萬元，人民幣3.18百萬元及人民幣73.71百萬元)，分別約佔本集團收入33.34%，17.64%，7.00%，4.82%，13.90%及23.30%(2015年：38.95%，31.91%，13.07%，5.98%，0.42%及9.67%)。

本年內收入的增長主要由於(1)本年本集團加大渠道建設力度，在中國江西、新疆、福建等附屬公司的基礎上，於中國的廣東、雲南、河北、黑龍江等地新設附屬公司，國內渠道增加，從而增加了收入；(2)本年本集團國際食品貿易業務銷量增加，使得本集團銷售收入增加；(3)由於訂單式農業增加使得杏鮑菇銷量增多，收入增加；(4)本集團加強技術改進，杏鮑菇的品質上升使價格提升，也使得收入增多。



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The following table sets forth our revenue and the percentage of revenue by product categories: 下表載列本集團按產品類別劃分之收入及佔比：

Product category 產品類別		For the year ended 31 December 2016 截至2016年12月31日止年度		For the year ended 31 December 2015 截至2015年12月31日止年度	
		Revenue 收入 RMB'000 人民幣千元	Percentage of sales revenue 佔銷售 收入百分比 (%)	Revenue 收入 RMB'000 人民幣千元	Percentage of sales revenue 佔銷售 收入百分比 (%)
King trumpet mushroom	杏鮑菇	362,106	33.34%	296,873	38.95%
Button mushroom, straw mushroom and shiitake mushroom	蘑菇、草菇及香菇	191,564	17.64%	243,199	31.91%
Canned food	罐頭食品	76,146	7.00%	99,617	13.07%
Other processed food products	其他加工食品	52,352	4.82%	45,538	5.98%
Trading through domestic network	國內渠道銷售	150,964	13.90%	3,179	0.42%
International trading of food	國際食品貿易	253,084	23.30%	73,712	9.67%
Total	合計	1,086,216		762,118	

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The following table sets forth the Group's gross profit (before business tax and surcharges) and gross profit margin by product category before and after fair value adjustment on biological assets:

下表載列本集團按產品分類劃分生物資產公允價值調整前及生物資產公允價值調整後之毛利(未扣除營業稅及附加)及毛利率：

Product category 產品類別	For the year ended 31 December 2016 截至2016年12月31日止年度				For the year ended 31 December 2015 截至2015年12月31日止年度			
	After fair value adjustment 公允價值調整後		Before fair value adjustment 公允價值調整前		After fair value adjustment 公允價值調整後		Before fair value adjustment 公允價值調整前	
	Gross profit	Profit margin	Gross profit	Profit margin	Gross profit	Profit margin	Gross profit	Profit margin
	毛利	毛利率	毛利	毛利率	毛利	毛利率	毛利	毛利率
	RMB'000 人民幣千元		RMB'000 人民幣千元		RMB'000 人民幣千元		RMB'000 人民幣千元	
King trumpet mushroom 杏鮑菇	126,297	34.88%	129,065	35.64%	125,832	42.39%	120,683	40.65%
Button mushroom, straw mushroom and shiitake mushroom 蘑菇、草菇及香菇	96,276	50.26%	90,997	47.50%	104,905	43.14%	125,409	51.57%
Canned food 罐頭食品	16,078	21.11%	16,078	21.11%	20,764	20.84%	20,764	20.84%
Other processed food products 其他加工食品	9,868	18.85%	9,868	18.85%	5,291	11.62%	5,291	11.62%
Trading through domestic network 國內渠道銷售	15,660	10.37%	15,660	10.37%	333	10.47%	333	10.47%
International trading of food 國際食品貿易	14,406	5.69%	14,406	5.69%	3,987	5.41%	3,987	5.41%
Total 合計	278,585	25.65%	276,074	25.42%	261,112	34.26%	276,467	36.28%

The following table sets forth the sales volume and average selling price by product categories:

下表載列按產品類別劃分之銷量及平均售價：

		For the year ended 31 December 2016 截至2016年12月31日止年度		For the year ended 31 December 2015 截至2015年12月31日止年度	
		Sales volume 銷量 (Kilogram) (公斤)	Average selling price 平均售價 (RMB) (人民幣)	Sales volume 銷量 (Kilogram) (公斤)	Average selling price 平均售價 (RMB) (人民幣)
<b>Fresh edible fungi</b> 新鮮食用菌產品					
King trumpet mushroom 杏鮑菇		46,478,441	7.79	39,833,043	7.45
Button mushroom, straw mushroom and shiitake mushroom 蘑菇、草菇及香菇		25,194,485	7.60	30,625,221	7.94
<b>Processed food</b> 加工食品					
Canned food 罐頭食品		10,951,171	6.95	14,147,307	7.04
Other processed food products 其他加工食品		5,050,057	10.37	4,765,448	9.56
<b>Trading of food</b> 食品貿易					
Trading through domestic network 國內渠道銷售		17,897,572	8.43	399,008	7.97
International trading of food 國際食品貿易		14,604,930	17.33	5,491,778	13.42

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### Analysis of the changes in revenue

The revenue of the Group increased by approximately RMB324,100,000 or 42.53% from approximately RMB762,120,000 for the year ended 31 December 2015 to approximately RMB1,086,220,000 for the Year, primarily due to: (I) the surge in revenue from international trading of food of approximately RMB179,370,000 or 243.34%; (II) the increase in income from the trading through domestic network of approximately RMB147,790,000 or 4,648.79%; and (III) the rise in revenue from king trumpet mushroom of approximately RMB65,230,000 or 21.97%.

The Group's king trumpet mushroom business consists of two business models, namely self-owned cultivation and contract farming. The self-owned cultivation represents the production and sales model of cultivating king trumpet mushroom with the self-built factories and employees of the Group, whereas the contract farming represents the agricultural production and sales model that, when the Group receives sales orders and expects that the production capacity of its self-own cultivation is not able to satisfy the demand, the Group enters into contracts with qualified farmers for the arrangement of their production and cultivation technology support, pursuant to which the Group undergoes unified acquisition of the high quality king trumpet mushrooms after harvest.

The sales volume of king trumpet mushroom for the Year increased by approximately 6,645 tonnes, primarily due to the growth of contract farming after signing contracts with qualified farmers as the production capacity of the self-own cultivation fails to satisfy the demand, with the increase in sales orders after the optimization of sales channels of the Group during the Year. The average selling price per kilogram rose by RMB0.34, which was mainly due to the improvement of the Group's technology resulting in the increase in the quality and selling price of king trumpet mushroom. The overall rise also attributed to the Group's new factory for bottle-cultivation of king trumpet mushroom in 2016, with the produced small king trumpet mushroom available in the end market located in Thailand, as well as its business expansion to markets in such areas as Nanchang and Xinjiang in the PRC. As a result of which, revenue from king trumpet mushroom in 2016 surged by approximately RMB65,230,000 as compared to that in 2015.

The sales volume of button mushroom, straw mushroom and shiitake mushroom for the Year decreased by approximately 5,431 tonnes, primarily because the Group phased out mushroom plants with obsolete production facilities, which led to the drop of the cultivation area for button mushroom and straw mushroom in Fujian province of China. The cultivation area of button mushroom decreased from 890,000 sq.m in the first half of 2015 to 590,000 sq.m in 2016, and that of straw mushroom decreased from 880,000 sq.m in the first half of 2015 to 790,000 sq.m in 2016. Meanwhile, the factory in Sichuan province of China stopped production at the end of last year resulted in the decline in the volume of industrialized cultivation of mushroom. The average selling price per kilogram of button mushroom and straw mushroom products for the Year increased by RMB0.42 compared to last year and the average selling price per kilogram of the newly-added shiitake mushroom segment was RMB2.67. The unit selling price of button mushroom, straw mushroom and shiitake mushroom products generally lowered by RMB0.34 compared to last year due to the change of product

### 收入變動分析

本集團收入由截至2015年12月31日止年度約人民幣762.12百萬元增長約人民幣324.10百萬元或42.53%至本年內約人民幣1,086.22百萬元，主要由於(I)國際食品貿易銷售收入增長約人民幣179.37百萬元或243.34%，(II)國內渠道銷售收入增長約人民幣147.79百萬元或4,648.79%；及(III)杏鮑菇銷售收入增長約人民幣65.23百萬元或21.97%。

本集團杏鮑菇業務包含兩種模式，即自有種植模式與訂單式農業模式。自有種植模式是指本集團自建廠房，自行僱傭工人種植杏鮑菇的產銷模式；訂單式農業是指本集團收到銷售訂單後，預計自有種植的產能無法滿足需求，因此與符合資格的農戶簽訂合約，組織安排農戶進行生產並給予種植技術指導，在農戶收成後根據合約對優質的杏鮑菇產品進行統一收購的一種農業產銷模式。

本年內杏鮑菇銷量增加約6,645噸，主要是由於本年本集團銷售渠道優化，銷售訂單增加，本集團自有種植的產能無法滿足需求，因而與符合資格的農戶簽訂了合約，訂單式農業增加；平均每公斤銷售單價上升人民幣0.34元，主要由於本集團加強技術改進，杏鮑菇品質上升售價提高且2016年本集團新增瓶栽杏鮑菇工廠，產出的小型杏鮑菇終端市場位於泰國，以及新開拓了中國南昌、新疆等市場，均使得整體杏鮑菇銷售單價提升；由於銷量及銷售單價上升，致使2016年杏鮑菇銷售收入比2015年增加約人民幣65.23百萬元。

本年內蘑菇、草菇及香菇銷量減少約5,431噸，主要由於本集團淘汰生產設施陳舊的菇房，導致於中國福建省內蘑菇及草菇的種植面積下降，蘑菇種植面積由2015年上半年的89萬平方米減少至2016年的59萬平方米，草菇種植面積由2015年上半年的88萬平方米減少至2016年的79萬平方米；同時於中國四川省之工廠於上年年末停產，工廠化種植蘑菇相應減少；本年蘑菇及草菇平均每公斤銷售單價相比去年上升人民幣0.42元，新增香菇業務平均每公斤銷售單價人民幣2.67元，由於產品結構的改變，致使整體蘑菇、草菇及香菇單





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structure. As a result of the decrease in price per kilogram and sales volume, sales revenue from button mushroom, straw mushroom and shiitake mushroom in 2016 decreased by RMB51,640,000 as compared to that in 2015.

The sales volume of canned food for the Year decreased by approximately 3,196 tonnes, which was primarily attributable to the influence of the international market, such as the decline in demand for edible fungi canned food in Russia, Europe and the US, hence resulting in the decrease in sales volume. The average selling price per kilogram for the Year dropped by RMB0.09 as compared to that in 2015, mainly due to the vigorous competition in the export industry of canned food products. In order to enhance the export volume, the selling price of the Group's canned food products was accordingly adjusted downward to maintain price competitiveness. Due to the decrease in sales volume and selling price, the revenue from canned food products in 2016 dropped by RMB23,470,000 as compared to that in 2015.

The sales volume of other processed food products for the Year increased by 285 tonnes as compared to that in 2015, primarily due to the increase in the market demand of brined mushroom this Year, and in this regard the Group processed more brined mushroom for sale. The average selling price per kilogram for the Year increased by RMB0.81 as compared to that in 2015, primarily due to the increase in the selling price of brined mushroom as a result of the influence of the demand and supply this Year, and the relatively higher selling price of dried mushroom also raised the selling price of other processed food products in general. As the unit price and sales volume increased, the revenue from other processed food products in 2016 increased by RMB6,810,000 as compared to that in 2015.

During the Year, the Group placed much effort in building up domestic channels and establishing new subsidiaries in various regions in the mainland China, namely Guangdong, Yunnan, Hebei and Heilongjiang on the basis of the subsidiaries in Jiangxi, Xinjiang and Fujian in the PRC. It purchased a huge variety of local edible fungi products and vegetable, and sold them to every part of the country after primary processing. In 2016, the sales volume from the trading through domestic network was 17,898 tonnes, whereas the revenue was amounted to RMB150,960,000.

The Group reinforced its endeavor to develop food trading business in the international market during the Year, which mainly involves trading of edible fungi products, fruits, vegetables, canned food and frozen food as well as edible fungi healthcare products. The sales volume of the international trading of food for the Year increased by 9,113 tonnes as compared to that of last year, while the average unit selling price per kilogram for the Year rose by RMB3.91 as compared to that in 2015, which was mainly because the products sold during the Year were primarily fruit, vegetables and frozen food as well as the newly-added edible fungi healthcare products during the Year with higher selling prices. As a result of the increase in sales volume and unit selling price, revenue from international trading of food for the Year increased by RMB179,370,000 as compared to that in 2015.

價相比去年降低人民幣0.34元；由於每公斤價格和銷量的下降，致使2016年蘑菇、草菇及香菇銷售收入比2015年減少人民幣51.64百萬元。

本年內罐頭食品銷量減少約3,196噸，主要是由於受國際市場影響，俄羅斯、歐美等地的食用菌類罐頭食品需求量降低，銷量減少；本年內每公斤平均價格較2015年下降人民幣0.09元，主要是由於罐頭產品出口競爭激烈。為爭取更多的出口，本集團罐頭產品的銷售價格也相應降低以維持價格競爭力；由於銷量及銷售價格降低，致使2016年罐頭食品銷售收入較2015年減少人民幣23.47百萬元。

本年內其他加工食品較2015年銷量增加285噸，主要原因為本年鹽水菇市場需求上升，本集團加工了更多的鹽水菇用於銷售；本年內每公斤平均銷售單價比2015年增加人民幣0.81元，主要是因為本年受供求關係影響鹽水菇售價比去年略高且乾菇等產品的售價較高也拉高了整體其他加工食品的售價；由於銷售單價和銷量上升，致使2016年其他加工食品銷售收入較2015年上升人民幣6.81百萬元。

本年內本集團加大國內渠道建設力度，在中國江西、新疆、福建等附屬公司的基礎上，於廣東、雲南、河北及黑龍江等地新設附屬公司，購進當地多品種食用菌、蔬菜等，經過初級加工以後銷往全國各地；2016年國內渠道銷售業務的銷量為17,898噸，收入為人民幣150.96百萬元。

於國際市場，本集團本年內加大發展食品貿易業務的力度，該業務主要是買賣食用菌、水果、蔬菜、罐頭、速凍食品及食用菌類保健食品，本年內國際食品貿易銷量相比去年同期增加9,113噸；本年內每公斤銷售單價比2015年增加人民幣3.91元，主要因為本年銷售產品主要為水果、蔬菜及速凍產品等，且本年新增食用菌類保健食品，售價較高；由於銷量及銷售單價的提升，致使國際食品貿易的銷售收入較2015年增加人民幣179.37百萬元。

## Management's Discussion and Analysis 管理層討論與分析

### Analysis of gross profit and gross profit margin

During the Year, gross profit of the Group (before business tax and surcharges) was approximately RMB278,590,000 (2015: RMB261,110,000), and gross profit margin was 25.65% (2015: 34.26%). In particular, gross profit margin of (I) king trumpet mushroom; (II) button mushroom, straw mushroom and shiitake mushroom; (III) canned food; (IV) other processed food products; (V) trading through domestic network; and (VI) international trading of food was approximately 34.88%, 50.26%, 21.11%, 18.85%, 10.37% and 5.69%, respectively (2015: 42.39%, 43.14%, 20.84%, 11.62%, 10.47% and 5.41%).

The sales volume of king trumpet mushroom for the Year uplifted by approximately 6,645 tonnes as compared to that in 2015, and the average unit selling price of king trumpet mushroom per kilogram rose by RMB0.34 from that of 2015. The surged sales volume results in an increase of gross profit of king trumpet mushroom for the Year of RMB460,000 as compared to that in 2015. The decline in the gross profit margin of king trumpet mushroom for the Year mainly attributed to the growth of contract farming driving up the sales volume of king trumpet mushroom during the Year while the gross profit margin of contract farming is lower than that of the Group's own cultivation resulting in such overall decline, leading to a decrease in the gross profit margin from 42.39% in 2015 to 34.88% this Year.

The sales volume of button mushroom, straw mushroom and shiitake mushroom for the Year decreased by 5,431 tonnes as compared to that in 2015 and there was a decline in unit cost per kilogram of RMB0.74 in 2016 over that in 2015. The primary reason were the slight decrease in the purchase price of key raw materials for cultivation of button mushroom and straw mushroom in the market and the lower unit price of raw materials for cultivation of shiitake mushroom, which dragged down the overall unit cost of button mushroom, straw mushroom and shiitake mushroom. As a result of the decrease in cost being offset by the decrease in unit price, coupled with the decrease in sales volume, gross profit of button mushroom, straw mushroom and shiitake mushroom dropped by RMB8,630,000 as compared to that in 2015. The decrease in the average unit selling price of button mushroom, straw mushroom and shiitake mushroom per kilogram for the Year by RMB0.34 and decline of average cost per kilogram by RMB0.74 led to the increase of the gross profit margin from 43.14% in 2015 to 50.26% this Year.

The sales volume and the cost per kilogram of canned food for the Year decreased by 3,196 tonnes and RMB0.09 as compare to that of 2015, which were mainly attributable to the slight decline in cost of raw materials. As the decline in selling price and unit cost offset each other, together with the decrease in sales volume, gross profit of canned food decreased by RMB4,690,000 during the Year as compared to that of 2015. The average unit selling price of canned food per kilogram for the Year decreased by RMB0.09 and the unit cost per kilogram dropped by RMB0.09, leading to the increase of the gross profit margin from 20.84% in 2015 to 21.11% this Year.

### 毛利及毛利率分析

本年內，本集團毛利（未扣除營業稅及附加）約為人民幣278.59百萬元（2015年：人民幣261.11百萬元），而毛利率則為25.65%（2015年：34.26%），其中(I)杏鮑菇(II)蘑菇、草菇及香菇(III)罐頭食品(IV)其他加工食品(V)國內渠道銷售(VI)國際食品貿易毛利率分別約為34.88%，50.26%，21.11%，18.85%，10.37%及5.69%（2015年：42.39%，43.14%，20.84%，11.62%，10.47%及5.41%）。

本年內杏鮑菇銷量較2015年增加約6,645噸，杏鮑菇平均單價較2015年上升人民幣0.34元每公斤。由於銷售單價及銷量的上升，致使本年內杏鮑菇銷售毛利較2015年增加人民幣0.46百萬元。本年內杏鮑菇毛利率下降，主要是由於本年度杏鮑菇銷量的增加主要來源於訂單式農業的增加，而訂單式農業的毛利率相比自有種植的毛利率低，從而拉低了整體杏鮑菇的毛利率，致使毛利率由2015年的42.39%下降至本年的34.88%。

本年蘑菇、草菇及香菇銷量較2015年減少5,431噸，而2016年每公斤單位成本較2015年下降約人民幣0.74元，主要原因是種植蘑菇及草菇的主要原材料的採購市場價格略有下降，且種植香菇的原料單位成本較低，也拉低了整體蘑菇、草菇及香菇的單位成本。由於成本下降與單價下降相抵且銷量減少，致使本年蘑菇、草菇及香菇的銷售毛利較2015年減少人民幣8.63百萬元。由於本年蘑菇、草菇及香菇平均銷售單價下降人民幣0.34元每公斤，平均成本下降人民幣0.74元每公斤，致使毛利率由2015年的43.14%上升至本年的50.26%。

本年內罐頭食品的銷量較2015年減少3,196噸，每公斤成本較2015年減少人民幣0.09元，主要由於原材料的成本略有降低導致。由於銷售價降低與單位成本降低相抵且銷量下降，致使本年內罐頭食品銷售毛利較2015年減少人民幣4.69百萬元。本年內罐頭食品的平均銷售單價下降人民幣0.09元每公斤，單位成本降低人民幣0.09元每公斤，致使毛利率由2015年的20.84%上升至本年的21.11%。



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The sales volume of other processed food products for the Year increased by 285 tonnes as compared to that of 2015, and the cost of the Year decreased by RMB0.04 per kilogram as compared to 2015, which were mainly attributable to the lower cost of brined mushroom for the Year, causing the overall unit cost of other processed food products, including brined mushroom, dried goods and preserved vegetables, to decline. As the decline in unit cost offset the increase in sales volume, coupled with the rise in selling price, gross profit of other processed food products in 2016 uplifted by RMB4,580,000 as compared to that of 2015. The unit selling price of other processed food products per kilogram for the Year increased by RMB0.81, and the cost per unit per kilogram decreased by RMB0.04, leading to the increase of the gross profit margin from 11.62% in 2015 to 18.85% this Year.

The sales volume of the segment of trading through domestic network for the Year was approximately 17,898 tonnes, as the Group reinforced its effort in the channel establishment and set up new subsidiaries in such areas as Guangdong, Yunnan, Hebei and Heilongjiang in China. These branches principally engaged in the procurement and sales of fresh edible fungi. Restricted by limited growth potential of the gross profit margin of the business, the gross profit of the segment of trading through domestic network for the Year was RMB15,660,000 and the gross profit margin for the Year was 10.37%.

The sales volume of international trading of food for the Year increased by 9,113 tonnes as compared to that of 2015 and the unit cost per kilogram for the Year rose by RMB3.64 as compared to that of 2015, which was mainly because the products purchased for international trading of food for the Year were primarily tangerines and pomelos with higher selling prices, thus lifting up the overall unit selling price of the international trading of food. As the increase of selling price per unit slightly higher than the increase of unit cost and a higher sales volume was recorded, the sales margin of trading of food increased by RMB10,420,000 in 2016 as compared to that of 2015. The average unit selling price of the international trading of food per kilogram and the unit cost per kilogram for the Year rose by RMB3.91 and RMB3.64 respectively, causing the increase of the gross profit margin from 5.41% in 2015 to 5.69% this Year.

#### Cost of sales

Cost of sales primarily consisted of costs of raw materials, direct labour and the manufacturing overheads. Direct labour cost included wages and other compensation paid to workers, while the manufacturing overheads included depreciation, transportation cost, packaging and utilities charges. Cost of raw materials constituted the majority of the cost of sales and represented approximately 70.82% of the cost of sales for the Year (2015: 50.92%).

本年內其他加工食品的銷量較2015年增加285噸，而本年內每公斤成本較2015年下跌人民幣0.04元，主要原因本年內鹽水菇成本較低，拉低了其他加工食品（包含鹽水菇、乾貨、醬腌菜等）的整體單位成本。由於銷售價的上升抵消了單位成本的降低且銷量上升，致使2016年其他加工食品的銷售毛利較2015年增加人民幣4.58百萬元。本年內其他加工食品的銷售單價上升人民幣0.81元每公斤，單位成本降低人民幣0.04元每公斤，致使毛利率由2015年的11.62%上升至本年的18.85%。

本年內國內渠道銷售業務的銷量約為17,898噸，主要是由於本集團大力發展渠道建設業務，並於中國的廣東、雲南、河北及黑龍江等地新設附屬公司，主要進行新鮮食用菌採購銷售業務，受該業務毛利空間限制，本年國內渠道銷售業務毛利為人民幣15.66百萬元，毛利率為10.37%。

本年內國際食品貿易的銷量較2015年上升9,113噸，而本年內單位成本較2015年上升人民幣3.64元每公斤，主要是因為本年國際食品貿易採購的產品主要為柑橘、蜜柚等成本較高，拉高了整體國際食品貿易的銷售單價。由於銷售單價的上升略高於單位成本上升且銷量增大，致使2016年食品貿易的銷售毛利較2015年增加人民幣10.42百萬元。本年內國際食品貿易的平均銷售單價上升人民幣3.91元每公斤，單位成本上升人民幣3.64元每公斤，致使毛利率由2015年的5.41%上升至本年的5.69%。

#### 銷售成本

銷售成本主要為原材料成本、直接勞工及製造間接成本。直接勞工包括支付予生產工人的工資及其他補償。製造間接成本包括折舊、運輸成本、包裝、水電開支。原材料成本構成銷售成本最大部分，並佔本年內銷售成本約70.82%（2015年：50.92%）。



## Management's Discussion and Analysis

### 管理層討論與分析

The following table sets forth the breakdown of our cost of sales for business operation for the years indicated:

下表載列我們於所示年度經營業務銷售成本的明細：

		For the year ended 31 December 截至12月31日止年度			
		2016 2016年	% of cost of sales	2015 2015年	% of cost of sales
		RMB'000 人民幣千元	佔銷售成本 百分比	RMB'000 人民幣千元	佔銷售成本 百分比
<b>Raw materials</b>	原材料				
– Cultivation materials	– 種植材料	101,814	10.03%	136,358	18.24%
– Fresh fruit and vegetables	– 新鮮水果及蔬菜	602,716	59.38%	226,987	30.36%
– Packaging materials	– 包裝材料	14,336	1.41%	17,359	2.32%
<b>Direct labour</b>	直接勞工	24,282	2.39%	30,780	4.12%
<b>Labour subcontracting fee</b>	勞務承包費	19,669	1.94%	24,618	3.29%
<b>Cultivation overheads</b>	種植經常性開支	41,713	4.11%	42,232	5.65%
<b>Manufacturing overheads</b>	生產經常性開支	5,612	0.55%	7,317	0.98%
<b>Change in fair value of biological assets</b>	生物資產公允價值變動	204,908	20.19%	262,071	35.05%
<b>Total</b>	總計	1,015,050		747,722	

The following table sets forth our cost of sales by product categories for the years indicated:

下表載列我們於所示年度的產品類別劃分的銷售成本：

		For the year ended 31 December 截至12月31日止年度			
		2016 2016年	% of cost of sales	2015 2015年	% of cost of sales
		RMB'000 人民幣千元	佔銷售成本 百分比	RMB'000 人民幣千元	佔銷售成本 百分比
<b>Fresh edible fungi products</b>	新鮮食用菌產品				
King trumpet mushroom	杏鮑菇	340,007	33.50%	286,237	38.28%
Button mushroom, straw mushroom and shiitake mushroom	蘑菇、草菇及香菇	198,510	19.56%	269,814	36.08%
<b>Processed food products</b>	加工食品				
Canned food	罐頭食品	60,068	5.91%	78,853	10.55%
Other processed food products	其他加工食品	42,482	4.19%	40,247	5.38%
<b>Trading of food</b>	食品貿易	373,983	36.84%	72,571	9.71%
<b>Total</b>	總計	1,015,050		747,722	

## Management's Discussion and Analysis

### 管理層討論與分析

#### Other income

Other income for the Year was approximately RMB19,160,000 (2015: RMB24,390,000) which mainly included (I) interest income; (II) exchange gain; (III) government subsidies and rewards; (IV) gains on disposal of property, plant and equipment and prepaid land lease payments; (V) rental income; (VI) scrap sales; and (VII) others.

The interest income for the Year increased by RMB2,100,000 as compared to that of 2015, primarily due to the increase in term deposit. The exchange gains and losses, net of the Group in 2016 was RMB5,430,000 (2015: RMB11,350,000), which decreased by RMB5,920,000 as compared to last year, which was primarily caused by the decline in the Group's foreign currency fund at the end of the reporting period as compared to that of the corresponding period of last year, leading to the decrease in exchange gains and losses, net upon translation. Government subsidies and rewards decreased by RMB2,260,000 as compared to that of 2015, which was mainly attributable to the decrease in government subsidies during the Year as compared to last year. During the Year, the Group disposed a piece of land and a building thereon, recorded a gain on disposal of RMB1,400,000.

#### Finance costs

The Group's financial costs represented the interest on bank borrowing required to be repaid in full within a year. The Group's financial costs amounted to RMB810,000 in 2016 (2015: RMB620,000), which increased by RMB190,000 as compared to that of 2015. The main reason for the increase was due to increase in interests of other payables as compared to 2015.

#### Income tax expense

The Group's income tax expense increased by 40.44% from approximately RMB2,710,000 in 2015 to RMB3,800,000 in 2016. The increase was mainly due to the decline in the proportion of revenue contributed by the Group's subsidiaries in the PRC which enjoy preferential tax treatment. The revenue from international trading of food increased also raised the tax expense.

#### Selling expenses

Selling expenses for the Year mainly included (I) wages; (II) transportation costs; and (III) advertising and promotion expenses, which increased to RMB4,580,000 for the Year from approximately RMB3,870,000 in 2015. The increase was mainly because the Group has newly established several subsidiaries for the Year, and the increase in sales personnel led to an increase in wages.

#### Administrative expenses

Administrative expenses for the Year were approximately RMB66,380,000 (2015: RMB59,770,000) which mainly included (I) wages; (II) equity-settled share-based payments; (III) professional fee; and (IV) research and development expenditure.

#### 其他收入

本年其他收入約為人民幣19.16百萬元(2015年：人民幣24.39百萬元)，主要包括(I)利息收入(II)匯兌收益(III)政府補貼及獎勵(IV)出售物業、廠房及設備及預付土地租賃款收益(V)租金收入(VI)銷售廢包收入及(VII)其他收入。

本年利息收入較2015年增加人民幣2.10百萬元，主要是因為定期存款增加所致；2016年本集團淨匯兌損益為人民幣5.43百萬元(2015年：人民幣11.35百萬元)，相比去年減少了人民幣5.92百萬元，主要是因為本集團報告結束期末的外幣資金比去年同期有所減少，因此調匯時產生的淨匯兌損益減少；政府補貼及獎勵較2015年減少人民幣2.26百萬元，主要是由於本年較去年政府補貼減少所致；本年度本集團售出一塊土地及土地上的建築物，錄得處置收益為人民幣1.40百萬元。

#### 財務成本

本集團的財務成本是指需於一年內悉數償還的銀行借貸利息。2016年本集團財務成本為人民幣0.81百萬元(2015年：人民幣0.62百萬元)，相比2015年度增加了人民幣0.19百萬元。該增加主要是因為其他應付款項利息相較2015年度有所增加所致。

#### 所得稅開支

本集團的所得稅開支由2015年度的約人民幣2.71百萬元上升40.44%至2016年度的人民幣3.80百萬元。所得稅開支上升主要由於本集團享有稅務優惠政策的中國附屬公司所貢獻的收入比例降低，且國際食品貿易收入增加，也導致了稅項開支增加。

#### 銷售開支

本年銷售開支主要包括(I)工資(II)運費(III)廣告宣傳費，由2015年年度約人民幣3.87百萬元上升至本年內的人民幣4.58百萬元，主要由於本集團本年內新增多家附屬公司，銷售人員增加導致工資支出增加。

#### 行政開支

本年行政開支約為人民幣66.38百萬元(2015年：人民幣59.77百萬元)，主要為(I)工資(II)以權益結算股份為基礎的付款(III)專業費用及(IV)研發費用。

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### 管理層討論與分析

As compared to that of 2015, the increase in administrative expenses for the Year was mainly caused by the recognition of equity-settled share-based payment of RMB33,510,000 (2015: RMB31,800,000) for the Year. Besides, the research and development expenditure increase by approximately RMB2,670,000 to approximately RMB3,600,000 for the Year, as compared to that of 2015.

#### Profit before tax and profit attributable to owners of the Company

For the Year, the Group recorded profit before tax of approximately RMB225,440,000 (2015: RMB220,440,000) which represented an increase of approximately 2.27%. The Group's profit for the Year attributable to owners of the Company was approximately RMB222,090,000 (2015: RMB217,730,000), which represented an increase of approximately 2.00%.

During the Year, net profit of the Group increased by approximately RMB3,910,000 to approximately RMB221,640,000 (2015: RMB217,730,000); net profit margin was 20.40% (2015: 28.57%), representing a drop of approximately 8.17%. It was primarily due to the equity-settled share-based payments of RMB33,510,000 (2015: RMB31,800,000). Excluding the said payment, net profit of the Group for the Year would be approximately RMB255,150,000, representing an increase of approximately 2.25% as compared to that of 2015, and net profit margin would be 23.49%.

Basic earnings per share attributable to owners of the Group for the Year was approximately RMB43.5 cents (2015: RMB49.2 cents).

#### Trade receivables

As at 31 December 2016, trade receivables of the Group were approximately RMB196,650,000 (2015: RMB124,480,000). The increase was mainly attributable to rise in the sales of the international trading of food by RMB179,370,000 in 2016, which led to an increase in the balance of trade receivables.

#### Deposits, prepayments and other receivables

As at 31 December 2016, deposits, prepayments and other receivables of the Group were approximately RMB121,870,000 (2015: RMB112,820,000), which mainly included (I) land prepayments; (II) deposits; and (III) prepayments. The overall increase for the Year was mainly attributable to the increase in prepayment to suppliers of RMB12,950,000 and the increase in operating lease prepayments of RMB1,900,000.

本年的行政開支較2015年增加，主要是因為確認以權益結算股份為基礎之付款人民幣33.51百萬元（2015年：人民幣31.80百萬元）。本年研發費用約為人民幣3.6百萬元，較2015年增加約人民幣2.67百萬元。

#### 稅前利潤及歸屬於本公司擁有人溢利

本年內本集團稅前利潤約為人民幣225.44百萬元（2015年：人民幣220.44百萬元），上漲約2.27%。歸屬於本公司擁有人本集團本年利潤約為人民幣222.09百萬元（2015年：人民幣217.73百萬元），上漲約2.00%。

本年內本集團淨利潤約為人民幣221.64百萬元（2015年：人民幣217.73百萬元）增加約人民幣3.91百萬元；淨利潤率約為20.40%（2015年：28.57%）下降約8.17%，主要原因為以權益結算股份為基礎之付款人民幣33.51百萬元（2015年：人民幣31.80百萬元）。若剔除上述開支，本集團本年內淨利潤約為人民幣255.15百萬元，較2015年上漲約2.25%，淨利潤率為23.49%。

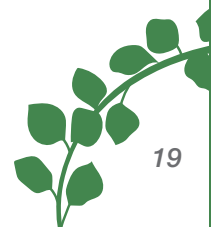
本年內本集團擁有人應佔每股基本盈利約為人民幣43.5分（2015年：人民幣49.2分）。

#### 應收貿易款項

於2016年12月31日，本集團應收貿易款項約為人民幣196.65百萬元（2015年：人民幣124.48百萬元）。增加的主要原因為2016年國際食品貿易的銷售額增加了人民幣179.37百萬元，而導致貿易應收款項餘額增加。

#### 按金、預付款項及其他應收款項

於2016年12月31日，本集團按金、預付款項及其他應收款項約為人民幣121.87百萬元（2015年：人民幣112.82百萬元），主要包括：(I)土地預付金(II)定金及(III)預付帳款。本年內整體增加主要是預付供應商貨款增加了人民幣12.95百萬元及經營租賃預付款項增加人民幣1.90百萬元。





## Management's Discussion and Analysis

### 管理層討論與分析

#### CAPITAL STRUCTURE

As at 31 December 2016, the issued share capital of the Company was US\$5,200,000, divided into 520,000,000 shares with nominal value of US\$0.01 per share. Gearing ratio (calculated by dividing total borrowings by total equity) was 0.60% as at 31 December 2016. Current ratio (calculated by dividing current assets by current liabilities) was 13.7 times as at 31 December 2016. The Group will continue to stringently monitor the policy of debt recovery to minimise the risk of credit sale and ensure timely recovery of the capital.

#### Current capital and financial resources

As at 31 December 2016, the total bank and cash balances of the Group were RMB1,174,000,000 (2015: RMB1,014,350,000). The Shares were listed on the Main Board of the Stock Exchange on 18 June 2015 and the net proceeds raised (net of underwriting commission and the relevant listing expenses) was approximately RMB444,990,000; as at 31 December 2016, interest-bearing bank borrowings of the Group were approximately RMB10,000,000 which was due in 14 March 2017 and renewed for one year, and will be due on 14 March 2018.

#### Exposure to exchange rate risk and related hedge

The subsidiaries of the Group incorporated in the PRC are mainly engaged in business using RMB as their denominating currency, while the Hong Kong subsidiaries of the Group are engaged in business denominated in USD. The reporting currency of the Group is RMB. Most of the cash and bank deposits of the Group are dominated in RMB. The interest-bearing bank loans of the Group are in RMB. In terms of declaration of dividends, the Company will distribute them in Hong Kong dollars. The Directors are of the opinion that the exchange rates between RMB and other currencies are relatively stable and the Group will closely monitor the exposure to changes in exchange rates, and therefore, it is not necessary to adopt hedging policy at the moment.

#### Pledge on Group assets

As at 31 December 2016, machineries and facilities with a net value of RMB22,130,000 had been pledged for securing bank loans (2015: RMB2,730,000).

#### Capital commitments and operating leases commitments

As at 31 December 2016, capital commitments of the Group contracted but not provided were approximately RMB75,480,000 (2015: RMB76,250,000). As at 31 December 2016, operating leases commitments of the Group in respect of lands, buildings and other properties were approximately RMB54,550,000 (2015: RMB55,140,000).

#### 股本架構

於2016年12月31日，本公司已發行股本為5.2百萬美元，分為520,000,000股每股面值0.01美元之股份。於2016年12月31日之資產負債比率（按總借款除以權益總額計算）為0.60%。於2016年12月31日之流動比率（按流動資產除以流動負債計算）為13.7倍。本集團繼續嚴密監察債務回收政策，以將信貸銷售之風險減至最低，並確保及時收回資金。

#### 流動資金及財務資源

於2016年12月31日，本集團銀行與現金結餘總額為人民幣1,174.00百萬元（2015年：人民幣1,014.35百萬元），股份於2015年6月18日在聯交所主板上市，募集資金淨額約為人民幣444.99百萬元（扣除包銷佣金及相關上市有關費用）；於2016年12月31日，本集團之計息銀行借款約為人民幣10.00百萬元，原於2017年3月14日到期，但本集團已對該筆銀行借款進行續貸，續貸期為一年，將於2018年3月14日到期。

#### 匯率波動風險及有關對沖

本集團項下中國境內的公司主要從事的業務以人民幣為本位幣進行結算，本集團下屬香港公司進行的業務以美元結算。本集團之呈報貨幣為人民幣。本集團大部分現金及銀行存款為人民幣。本集團之計息銀行借款為人民幣。倘本公司宣派股息，則將會以港元派付股息。董事認為，人民幣與其他貨幣之匯率相對穩定，本集團密切關注匯率變動趨勢，因而認為現時毋須進行對沖。

#### 本集團資產抵押

於2016年12月31日，機器設備淨值為人民幣22.13百萬元用於銀行貸款抵押擔保（2015年：人民幣2.73百萬元）。

#### 資本承擔及經營租賃承擔

於2016年12月31日，本集團之已訂約但未撥備資本承擔約為人民幣75.48百萬元（2015年：人民幣76.25百萬元）。於2016年12月31日，本集團有關土地、樓宇及其他物業之經營租賃承擔約為人民幣54.55百萬元（2015年：人民幣55.14百萬元）。

## Management's Discussion and Analysis

### 管理層討論與分析

#### Employee benefits and remuneration policy

As at 31 December 2016, the Group had 654 employees in total (2015: 1,054). The remunerations of employees of the Group were determined according to their experience and qualifications, performance of the Group and the market condition. During the Year, staff costs including directors' emoluments were approximately RMB69,580,000 (2015: RMB73,090,000). During the Year, staff costs accounted for approximately 6.41% of the Group's revenue (2015: 9.59%).

The Group adopted a pre-IPO share option scheme (the **"Pre-IPO Share Option Scheme"**) on 27 May 2015. On 17 June 2015, the Group granted share options to certain eligible individuals to subscribe for 25,000,000 ordinary shares of US\$0.01 each of the Company pursuant to the Pre-IPO Share Option Scheme on 27 May 2015. During the Year, a total of 10,000,000 share options were exercised by an aggregate of 30 employees of the Group.

The Group adopted a share option scheme (the **"Share Option Scheme"**) on 27 May 2015. On 31 March 2016, the Group granted share options to certain eligible individuals to subscribe for 25,000,000 ordinary shares of US\$0.01 each of the Company pursuant to the Share Option Scheme on 27 May 2015. During the Year, a total of 10,000,000 share options were exercised by an aggregate of 31 employees of the Group.

Pursuant to the PRC's social security regulations, the Group participated in the social security scheme operated by the related local government authority which covers pensions, medical insurance, unemployment insurance, work injury insurance and maternity insurance.

#### Significant investment held

As at 31 December 2016, the Group did not hold any significant investment.

#### Contingent liabilities

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

#### 僱員福利及酬金政策

於2016年12月31日，本集團共有654名僱員（2015年：1,054名）。本集團僱員之薪酬根據其經驗、資格、本集團經營業績及市場狀況釐定。本年內，員工成本（包括董事酬金）約為人民幣69.58百萬元（2015年：人民幣73.09百萬元）。本年內，員工成本佔本集團收入約6.41%（2015年：9.59%）。

本集團於2015年5月27日採納一項首次公開發售前購股權計劃（「**首次公開發售前購股權計劃**」）。於2015年6月17日，本集團根據於2015年5月27日之首次公開發售前購股權計劃向若干合資格人士授出可認購本公司25百萬股每股面值0.01美元的普通股購股權。於本年，本集團合計共30名僱員已行使合共10百萬股股份購股權。

本集團於2015年5月27日採納一項購股權計劃（「**購股權計劃**」）。於2016年3月31日，本集團根據於2015年5月27日之購股權計劃向若干合資格人士授出可認購本公司25百萬股每股面值0.01美元的普通股購股權。於本年，本集團合計共31名僱員已行使合共10百萬股股份購股權。

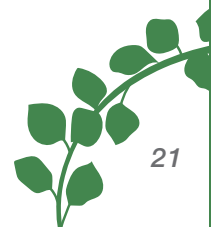
根據中國社保法規，本集團參與相關地方政府部門營運之社保計劃，涵蓋養老保險、醫療保險、失業保險、工傷保險及生育保險。

#### 所持重大投資

於2016年12月31日，本集團並無持有重大投資。

#### 或然負債

於2016年12月31日，本集團並無重大或然負債。



## Biographical Details of Directors and Senior Management 董事及高級管理層履歷

### DIRECTORS

#### Executive Directors

**Mr. Zheng Songhui (鄭松輝)**, aged 54, is the founder of the Group. Mr. Zheng is the chairman of the Board, the chief executive officer and an executive director of the Company. Mr. Zheng was appointed as a Director of the Company on 28 March 2011. Mr. Zheng also currently holds directorship in each of the subsidiaries of the Company. Mr. Zheng is the chairman of the nomination committee and a member of the remuneration committee of the Company. Mr. Zheng is in charge of the overall operations and development strategy and overseeing internal control of the Group. Mr. Zheng founded the Group in November 1995 when he established our first operating subsidiary, Fujian Greenfresh Foods. Mr. Zheng has around 20 years of experience in fresh and processed food industry and was recognised as an intermediate engineer of food processing by the Office of Human Resources Development of Fujian Province (福建省人力資源開發辦公室) and the Public Servant Bureau of Fujian Province (福建省公務員局) in July 2011. Mr. Zheng graduated with a bachelor degree in earth study from Fujian Agriculture and Forestry University (福建農林大學) (formerly known as Fujian Agriculture Institute (福建農學院)) in July 1984. Mr. Zheng was admitted to a program of executive master of business administration at Xiamen University in July 2007. Mr. Zheng was elected as the vice chairperson of Industrial Sub-committee of China Edible Fungi Association (中國食用菌協會工廠化專業委員會) in 2013. Moreover, Mr. Zheng was awarded Outstanding Talent (優秀人才) by the government of Zhangzhou (漳州市人民政府) in 2012, Outstanding Entrepreneur in the PRC (中國傑出企業家) by China Economy And Trade Promotion Association (中國經濟貿易促進會) in January 2011, China Outstanding Innovation Entrepreneur (中國優秀創新企業家) jointly by China Private Entrepreneur Association (中國民營企業家協會) and China Academy of Science Information Consulting Center (中國科學院信息諮詢中心) in August 2010 and Asia Top 10 Innovation Personality (亞洲品牌十大創新人物) by Asia Brand Ceremony (亞洲品牌盛典) in September 2009. In October 2014, Mr. Zheng was appointed as the leading talent of technology entrepreneurship of Fujian province (福建省科技創業領軍人才) by the talent working committee of Fujian Provincial Committee of Communist Party of the PRC (中共福建省委人才工組領導小組).

### 董事

#### 執行董事

**鄭松輝先生**，54歲，本集團的創辦人。鄭先生乃本公司董事會主席、行政總裁及執行董事。鄭先生於2011年3月28日獲委任為本公司董事。鄭先生目前亦於本公司各附屬公司擔任董事職務。鄭先生為本公司提名委員會主席及薪酬委員會成員。鄭先生負責本集團的整體營運及發展策略以及監督內部監控。鄭先生於1995年11月創辦本集團，並成立我們第一間營運附屬公司，福建綠寶食品。鄭先生於新鮮及加工食品行業擁有約20年經驗，並於2011年7月獲福建省人力資源開發辦公室及福建省公務員局認可為食品加工中級工程師。鄭先生於1984年7月畢業於福建農林大學(前稱為福建農學院)並取得土壤農業化學學士學位。鄭先生於2007年7月於廈門大學修讀高級管理人員工商管理碩士課程。鄭先生於2013年獲選為中國食用菌協會工廠化專業委員會副會長。此外，鄭先生於2012年獲漳州市人民政府授予優秀人才稱號，於2011年1月獲中國經濟貿易促進會授予中國傑出企業家稱號，於2010年8月獲中國民營企業家協會及中國科學院信息諮詢中心聯合授予中國優秀創新企業家稱號及於2009年9月獲亞洲品牌盛典授予亞洲品牌十大創新人物稱號。於2014年10月，鄭先生獲中共福建省委人才工組領導小組任命為福建省科技創業領軍人才。

## Biographical Details of Directors and Senior Management 董事及高級管理層履歷

**Mr. Zheng Tianming** (鄭天明), aged 48, is an executive Director of the Company. Mr. Zheng was appointed as a Director of the Company on 4 February 2013. Mr. Zheng has joined our Group since our inception in November 1995 and has since then been assisting Mr. Zheng Songhui in the development of our Group by taking an active part in the production and operation of our Group. Mr. Zheng graduated from the Open University of China (中央廣播電視大學) in July 2013 with a certificate in Business Administration (majoring in sales and marketing).

**Ms. Zheng Ruyan** (鄭如燕), aged 42, is an executive Director, the vice president, the chief financial officer and joint company secretary of the Company. Ms. Zheng was appointed as a Director of the Company on 4 February 2013. Ms. Zheng is responsible for the Group's management of finance and legal affairs and investors' relation. Ms. Zheng obtained a master degree in accounting from Xiamen University (廈門大學) in December 2011. She obtained the certificate of Certified Internal Auditor issued by China Institute of Internal Auditors (中國內部審計師協會) in November 2004. Ms. Zheng has over 19 years of experience in auditing, accounting consultancy and financial management. From December 1995 to November 2006, she was responsible for the internal auditing management of the internal units of Huadian Fujian Power Generation Company Limited (now known as Huadian Fuxin Energy Corporation Limited (a company listed on the Stock Exchange, stock code: 816)). From December 2006 to December 2011, Ms. Zheng had been the vice president of Changfeng Axle (China) Company Limited (a company listed on the Stock Exchange, stock code: 1039) responsible for financial management, corporate management, human resources administration and management.

鄭天明先生，48歲，本公司執行董事。鄭先生於2013年2月4日獲委任為本公司董事。自本集團於1995年11月成立後，鄭先生加入本集團，自此之後，鄭先生透過積極參與本集團的生產及營運協助鄭松輝先生發展本集團。鄭先生於2013年7月畢業於中央廣播電視大學，持有工商管理(主修銷售及行銷)證書。

鄭如燕女士，42歲，本公司執行董事及副總裁、首席財務官及聯席公司秘書。鄭女士於2013年2月4日獲委任為本公司董事。鄭女士負責管理本集團的財務及法律事務以及與投資者的關係。鄭女士於2011年12月取得廈門大學會計碩士學位。彼於2004年11月取得由中國內部審計師協會頒發的註冊內部審計師證書。鄭女士於審計、會計諮詢及財務管理方面擁有逾19年經驗。於1995年12月至2006年11月，彼於華電福建發電有限公司(現為華電福新能源股份有限公司(一間於聯交所上市的公司，股份代號：816))負責內部單位的內部審計管理。自2006年12月起至2011年12月，鄭女士擔任暢豐車橋(中國)有限公司(一間於聯交所上市的公司，股份代號：1039)的副總裁，負責財務管理、公司管理、人力資源行政及管理工作。



## Biographical Details of Directors and Senior Management 董事及高級管理層履歷

### Non-executive Director

**Ms. Zhang Lin (張琳)**, aged 47, is a non-executive Director of the Company. Ms. Zhang was appointed as a Director of the Company on 4 February 2013. Ms. Zhang is currently the deputy general manager of COFCO Agricultural Industrial Investment Fund Management Co., Ltd. and continues to serve as the secretary of the board and the general legal counsel of COFCO Agricultural Industrial Investment Fund Management Co., Ltd.. She has been working in COFCO and its affiliated companies for more than 22 years since April 1994. Ms. Zhang graduated from Shanghai Maritime University (上海海事大學) with a bachelor degree and a master degree, both of international economics law, in July 1991 and April 1994 respectively.

### Independent Non-executive Directors

**Mr. Mak Hing Keung, Thomas (麥興強)**, aged 54, is an independent non-executive Director of the Company appointed on 27 May 2015. Mr. Mak obtained a bachelor degree of commerce from Queen's University, Canada in May 1989. Mr. Mak is a member of the Canadian Institute of Chartered Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Mak was the chief financial officer of Fortunet e-Commerce Group Limited (a company listed on the Stock Exchange, stock code: 1039) since 1 January 2017. Mr. Mak Hing Keung ceased to be the chief operations officer of HF Financial Group (China) since 1 January 2017. Mr. Mak was the chief financial officer and the company secretary of Heritage International Holdings Limited (a company listed on the Stock Exchange, stock code: 412) from October 2014 to May 2015. Mr. Mak has been an independent non-executive director of Tao Heung Holdings Limited (a company listed on the Stock Exchange, stock code: 573) since June 2007. Mr. Mak has extensive experience and expertise in accounting and financial management. From May 2010 to April 2014, Mr. Mak worked as the chief financial officer of South China Media Group. From October 2007 to April 2010, Mr. Mak worked as the chief financial officer of Redgate Media (Hong Kong) Limited, a wholly owned subsidiary of Redgate Media Group. From February 2006 to October 2007, Mr. Mak worked as the chief financial officer of MMG Limited (a company listed on the Stock Exchange, stock code: 1208). From June 2001 to January 2006, Mr. Mak worked as the chief financial officer of RoadShow Holdings Limited (a company listed on the Stock Exchange, stock code: 0888). From June 2000 to June 2001, Mr. Mak worked as senior manager in corporate finance department in Vickers Ballas. From October 1997 to May 2000, Mr. Mak worked as a manager in the listing division of Stock Exchange. Mr. Mak had also worked in Ernst & Young for about 7 years. Mr. Mak is the Chairman of the audit committee and a member of the nomination committee of the Company.

### 非執行董事

**張琳女士**，47歲，本公司非執行董事。張女士於2013年2月4日獲委任為本公司董事，張女士現時乃中糧農業產業基金管理有限責任公司副總經理並同時繼續兼任中糧農業產業基金管理有限責任公司董事會秘書和總法律顧問職位。自1994年4月起，彼一直於中糧及其聯屬公司工作，至今已超過22年。張女士分別於1991年7月及1994年4月取得上海海事大學國際經濟法學士及碩士學位。

### 獨立非執行董事

**麥興強先生**，54歲，於2015年5月27日獲委任為本公司獨立非執行董事。麥先生於1989年5月取得加拿大皇后大學商業學士學位。麥先生為加拿大會計師公會會員及香港會計師公會資深會員。麥先生於2017年1月1日起擔任鑫網易商集團有限公司（一間於聯交所上市的公司，股份代號：1039）首席財務官。2017年1月1日起，麥興強先生不再擔任匯福金融集團（中國）首席營運官之職務。於2014年10月至2015年5月，麥先生為漢基控股有限公司（一間於聯交所上市的公司，股份代號：412）的首席財務官及公司秘書。自2007年6月起，麥先生一直擔任稻香控股有限公司（一間於聯交所上市的公司，股份代號：573）的獨立非執行董事。麥先生於會計及財務管理方面擁有豐富的經驗及專業知識。自2010年5月至2014年4月，麥先生擔任南華傳媒集團的首席財務官。自2007年10月至2010年4月，麥先生擔任Redgate Media (Hong Kong) Limited (Redgate Media Group的一間全資附屬公司)的首席財務官。自2006年2月至2007年10月，麥先生擔任五礦資源有限公司（一間於聯交所上市的公司，股份代號：1208）的首席財務官。自2001年6月至2006年1月，麥先生擔任路訊通控股有限公司（一間於聯交所上市的公司，股份代號：0888）的首席財務官。自2000年6月至2001年6月，麥先生擔任Vickers Ballas公司財務部門高級經理。自1997年10月至2000年5月，麥先生擔任聯交所上市科經理。麥先生亦曾於安永會計師事務所任職約7年。麥先生乃本公司審核委員會主席及提名委員會成員。

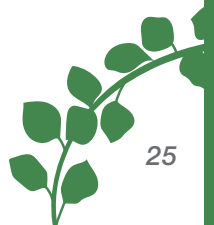
## Biographical Details of Directors and Senior Management 董事及高級管理層履歷

**Mr. Lou Robert Hsiu-sung (樓秀嵩)**, aged 43, is an independent non-executive Director of the Company appointed on 27 May 2015. Mr. Lou is qualified as a solicitor in Hong Kong in December 2002 and has over 12 years of experience in legal field. From August 2012 to November 2013, Mr. Lou was the legal manager of Acer Incorporated (宏碁股份有限公司). Mr. Lou is the chief legal officer of TransAsia Airways Corporation (復興航空運輸股份有限公司) from December 2013 to 1 May 2016. Mr. Lou was appointed as a senior consultant of Lin & Partners in Taipei, with effect from 1 June 2016. Mr. Lou obtained a bachelor degree in foreign languages and literature in National Taiwan University (台灣大學) in June 1995 and a bachelor of arts in jun's prudence in Oxford University in August 2000. Mr. Lou obtained a Postgraduate Certificate in Laws in the City University of Hong Kong in July 2000 and a master of laws with the Northwest University (西北大學) in June 2004. Mr. Lou is a member of the audit committee and nomination committee of the Company.

**Mr. Cheng Hiu Yung (鄭曉勇)**, aged 40, is an independent non-executive Director of the Company appointed on 27 May 2015. Mr. Cheng is currently a production manager of Hong Kong Rainigrace Agricultural Science Group Holding Company Limited (香港澤雨農科集團控股有限公司) which he has joined since November 2014. He worked as production manager in Epicurean and Company (Hong Kong) Limited from April 2013 to October 2014, production manager of City Super Limited from September 2009 to March 2013, assistant production manager in Original Taste Workshop Ltd (原味家作有限公司) from February 2007 to June 2009. From April 2004 to November 2006, Mr. Cheng worked in the Hung Fook Tong (China) Development Limited, which was a subsidiary company of Hung Fook Tong Holdings Ltd (鴻福堂集團). Mr. Cheng has over 10 years of experience in food testing and quality control industry. Mr. Cheng obtained a bachelor degree of science majoring in applied chemistry from Hong Kong Baptist University in December 2000. Mr. Cheng obtained basic food hygiene certificate for hygiene managers by School of Continuing and Professional Education, City University of Hong Kong in October 2008, and was awarded "level 2 award in food safety in catering" by Chartered Institute of Environmental Health in September 2008. Mr. Cheng completed food safety management systems auditor – lead auditor training course in April 2008. Mr. Cheng is the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company.

樓秀嵩先生，43歲，於2015年5月27日獲委任為本公司獨立非執行董事。樓先生於2002年12月取得香港執業律師資格，且於法律方面擁有逾12年經驗。自2012年8月至2013年11月間，樓先生擔任宏碁股份有限公司的法務經理。樓先生自2013年12月至2016年5月1日擔任復興航空運輸股份有限公司的法務長，樓先生於2016年6月1日起擔任台北恒業法律事務所資深顧問職位。樓先生於1995年6月取得台灣大學外國語文學士學位，並於2000年8月取得牛津大學法學學士學位。樓先生於2000年7月取得香港城市大學法學專業證書，及於2004年6月取得西北大學法律碩士學位。樓先生乃本公司審核委員會及提名委員會成員。

鄭曉勇先生，40歲，於2015年5月27日獲委任為本公司獨立非執行董事。鄭先生於2014年11月加入香港澤雨農科集團控股有限公司，目前為該公司的生產經理。彼自2013年4月至2014年10月間擔任惟膳有限公司的生產經理，自2009年9月至2013年3月間擔任City Super Limited的生產經理，自2007年2月至2009年6月間擔任原味家作有限公司的助理生產經理。自2004年4月至2006年11月間任職於鴻福堂集團的附屬公司鴻福堂(中國)發展有限公司。鄭先生於品測試及品質控制行業擁有逾10年經驗。鄭先生於2000年12月自香港浸會大學取得理學士學位，主修應用化學。鄭先生於2008年10月取得香港城市大學專業進修學院的基礎食品衛生經理證書，並2008年9月獲英國環境衛生協會頒發「二級食物安全證書」。鄭先生於2008年4月完成食品安全管理體系一主任審核員證書培訓課程。鄭先生乃本公司薪酬委員會主席兼審核委員會及提名委員會成員。



## Biographical Details of Directors and Senior Management 董事及高級管理層履歷

### SENIOR MANAGEMENT

**Mr. Chen Wei** (陳偉), aged 51, is the vice president of the Company. Mr. Chen joined the Group in January 2006 and is responsible for the Group's research and development, production and operations. Mr. Chen has around 19 years of experience in food processing industry. Before joining our Group, Mr. Chen was the deputy general manager of Fujian Zhangzhou Gangchang Canned Foods Co., Ltd. (福建省漳州市港昌罐頭食品有限公司) responsible for the management of operation, production and technology from January 1995 to December 2005. Mr. Chen obtained diploma (專科) in quality management from the Fujian Economic Management College (福建經濟管理學院) in July 1990 and graduated with a bachelor degree of economic management from the Open College of the Central Communist Party School (中共中央黨校函授學院) in December 1996.

**Mr. Wei Hao** (危昊), aged 39, is the vice president of the Company. Mr. Wei joined the Group in January 2016, who is responsible for businesses such as strategic planning, marketing planning, investment analysis and administrative management. Before joining the Group, Mr. Wei served as a reporter at Xiamen TV from 1999 to 2009 and was engaged in reporting "three-dimensional rural issues" in a long term. He was an assistant to the President of Fujian Minneng Group (福建閩能集團) from 2009 to 2011 and the general manager of Xiamen Bohui Financial Guarantee Limited (廈門博匯融資擔保公司) from 2011 to 2013. He has accumulated experiences of operation management, investment planning and marketing advertisement.

### JOINT COMPANY SECRETARIES

**Ms. Zheng Ruyan** (鄭如燕), as to the biographical details of Ms. Zheng Ruyan, please refer to "Executive Directors" of this section.

**Ms. Ng Wing Shan** (吳詠珊), aged 40, was appointed as the joint company secretary of the Company on 28 November 2014. Ms. Ng is an assistant vice president of SW Corporate Services Group Limited and is responsible for assisting listed companies in professional company secretarial work. She has over 10 years of professional experience in the company secretarial field. Ms. Ng is a fellow member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom.

### 高級管理層

陳偉先生，51歲，本公司副總裁。陳先生於2006年1月加入本集團，負責本集團的研發、生產及營運。陳先生於食物加工行業擁有約19年經驗。加入本集團前，陳先生自1995年1月至2005年12月擔任福建省漳州市港昌罐頭食品有限公司的副總經理，負責營運、生產及技術管理。陳先生於1990年7月畢業於福建經濟管理學院，獲得品質管理專科文憑及於1996年12月畢業於中共中央黨校函授學院，獲得經濟管理專業學士學位。

危昊先生，39歲，本公司副總裁。危先生於2016年1月加入本集團，負責集團的戰略規劃、市場企劃、投資分析、行政管理等業務。加入本集團前，危先生於1999年至2009年擔任廈門電視台記者，並長期從事三農問題報導。2009年至2011年擔任福建閩能集團總裁助理，2011年至2013年擔任廈門博匯融資擔保公司總經理，積累了豐富的運營管理、投資策劃、市場宣導等經驗。

### 聯席公司秘書

鄭如燕女士，有關鄭女士的履歷，請參閱本節「執行董事」履歷。

吳詠珊女士，40歲，於2014年11月28日獲委任為本公司聯席公司秘書。吳女士為信永方圓企業服務集團有限公司副總監，負責協助上市公司的專業公司秘書工作。彼於司秘書方面擁有逾10年專業經驗。吳女士為香港特許秘書公會及英國特許秘書及行政人員公會會員。

## Corporate Governance Report 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions set out in the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”), as its own code on corporate governance practices. The Board will review the corporate governance practices from time to time and update as appropriate to align with the CG Code. Continuous efforts are made to review and enhance the Group's risk management and internal control systems and procedures in light of changes in regulations and developments in best practices. The Company has complied with the CG Code during the Year, unless otherwise stated.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company had adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “Model Code”) as the code of conduct governing Directors' securities transactions. All Directors, following specific enquiry by the Company, have confirmed that they have complied with the required standard set out in the Model Code during the Year.

### BOARD OF DIRECTORS

#### Composition of the Board

The members of the Board during the Year and up to the date of this report are set out in the Directors' Report on pages 57 to 79. Each of the Directors, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years, as stipulated by the CG Code. As such, the Company considers that such provisions are sufficient to meet the intent of the relevant provisions of the CG Code.

At each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years in accordance with the Company's articles of association. Directors, Mr. Zheng Songhui, Mr. Mak Hing Keung Thomas and Mr. Lou Robert Hsiung, will retire by rotation and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

### 企業管治常規

本公司已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載之企業管治守則(「企業管治守則」)所列之條文作為其企業管治守則。董事會將不時檢討企業管治守則及如有需要作適當的更新以與企業管治守則保持一致。為配合有關規則之改變及最佳常規之發展，本集團不斷致力檢討及優化本集團的風險管理及內部監控的系統與程序。本年度內，本公司一直遵守企業管治守則，除非另有陳述。

### 董事證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)，作為董事進行證券交易之操守守則。經本公司作出具體查詢，全體董事確認，彼等本年度內一直遵守標準守則所載之規定標準。

### 董事會

#### 董事會組成

於本年度內及直到本報告書日期，董事會成員已載於第57頁至79頁董事會報告內。根據企業管治守則之規定，每名董事(包括有指定任期的董事)應輪流退任，至少每三年一次。因此，本公司認為其已符合企業管治守則有關條文之宗旨。

根據本公司組織章程細則之規定，於每屆股東週年大會上，當時為數三分之一的董事(或如董事人數並非三(3)的倍數，則須為最近但不少於三分之一的董事人數)均須輪席退位，而每名董事須至少每三年輪值告退一次。董事鄭松輝先生、麥興強先生及樓秀嵩先生均將於應屆股東週年大會上輪值退任，彼等均符合資格並願意膺選連任。



## Corporate Governance Report

### 企業管治報告

#### Board Meetings and General Meetings

#### 董事會會議及股東大會

During the Year, the Company held four Board meetings and one general meeting. Details of attendance of Directors at the general meeting and Board meetings during the Year are set out in the table below:

於本年度內，本公司共舉行四次董事會會議，及一次股東大會，各董事於本年度內出席股東大會及董事會會議之詳情載於下表：

Name of Director	董事姓名	General Meeting 股東大會		Board Meeting 董事會會議	
		Attendance	Number of meetings	Attendance	Number of meetings
		出席次數	會議次數	出席次數	會議次數
Executive Directors		執行董事			
Mr. Zheng Songhui (Chairman)	鄭松輝先生(主席)	1	1	4	4
Mr. Zheng Tianming	鄭天明先生	1	1	4	4
Ms. Zheng Ruyan	鄭如燕女士	1	1	4	4
Non-executive Director		非執行董事			
Ms. Zhang Lin	張琳女士	0	1	4	4
Independent Non-executive Directors		獨立非執行董事			
Mr. Mak Hing Keung Thomas	麥興強先生	1	1	4	4
Mr. Lou Robert Hsiu-sung	樓秀嵩先生	1	1	4	4
Mr. Cheng Hiu Yung	鄭曉勇先生	1	1	4	4

#### SEPARATE ROLE OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER

#### 主席與行政總裁之區分

Code provision A.2.1 of the CG Code requires that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Zheng Songhui, the Chairman of the Board, is also acting as the chief executive officer of the Company. The Board believes that vesting Mr. Zheng Songhui's roles of both the chairman of the Board and chief executive officer has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by current Board which comprises experienced and high calibre individuals with sufficient number thereof being independent non-executive Directors.

企業管治守則之守則條文第A.2.1條規定，主席與行政總裁之角色應有區分，且不應由同一人擔任。董事會主席鄭松輝先生亦擔任本公司行政總裁。董事會相信由鄭松輝先生一人擔任主席兼行政總裁，有助確保本集團之貫徹領導，並能為本集團作更有效及具效率之整體策略規劃。董事會相信，現時安排將無損權力及授權之均衡，且現時之董事會（由經驗豐富及具才幹之人士組成，且具有充足數目之獨立非執行董事）亦足以確保權力及授權均衡。

## Corporate Governance Report 企業管治報告

### OPERATIONS OF THE BOARD

The Board determines the mission and broad strategies of the Company, monitors and controls operating and financial performance and sets appropriate policies to manage risks in pursuit of the Group's strategic objectives. Decisions involving financial statements, dividend policy, material contracts and major investments and divestments are reviewed and subject to approval by the Board. Other main roles of the Board are to review the Company's policies and practices on corporate governance and to ensure that adequate risk management and internal control systems and management information systems are in place, including being in compliance with every aspect of the provisions of applicable laws, regulations, rules, directives and guidelines to create value for its shareholders and to ensure that the Company has adequate management to achieve the Company's strategic objectives.

The Board has delegated the day-to-day management and operation of the Group's businesses to management of the Company and its subsidiaries.

Where appropriate, decisions are also taken by way of circulated resolutions. Regular meetings of the Board shall be held at least four times per year. Notice of at least fourteen days should be given of a regular Board meeting to all Directors. For all other Board meetings, reasonable notice should be given. Agenda and all appropriate, complete and reliable information are sent to all Directors at least three days before each Board meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions.

All Directors have access to the advice and services of the company secretary and internal auditors of the Company, and upon reasonable request, independent professional advice in appropriate circumstances at the Company's expense.

#### Independence of the Independent Non-Executive Directors

During the Year, the Board at all times met the requirements of Rule 3.10 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. The Company received confirmation of independence from each of the independent non-executive Directors (the "INEDs") pursuant to Rule 3.13 of the Listing Rules. During the Year, the Company considers that the INEDs continue to be independent.

### 董事會運作

董事會制定本公司使命及整體策略，監察和監控營運及財務表現以及訂立適當之政策管理風險，以達成本集團之策略目標。有關財務報表，股息政策，重要合同及重大投資及撤資之決定，均由董事會審閱及審批。董事會其他主要角色包括審閱本公司有關企業管治之政策及守則，以及確保備有合乎需要之風險管理及內部監控系統及管理資訊系統，其中包括遵守適用之法例、條例、規則、指令及指引之每項條文，以為股東創造財富及確保本公司有足夠管理人員達成本公司之策略目標。

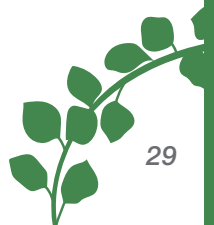
董事會已授權本公司及其附屬公司之管理層負責本集團業務之日常管理及營運。

於適當時，董事會亦會以傳閱決議案之方式作決定。董事會每年至少召開四次定期會議。於舉行定期董事會會議前最少十四天向所有董事發出通告。其他董事會會議，則一般須給予合理時間通知。於董事會會議召開前至少三天，向全體董事寄發董事會議程連同所有適用、完整及可靠資料，以供董事知悉本公司最新發展及財務狀況，從而令彼等可作出知情決定。

所有董事均可獲得本公司之公司秘書及內部核數師之意見及服務，以及在合理要求下，可於適當情況下尋求獨立專業意見，有關費用概由本公司負責。

#### 獨立非執行董事之獨立性

於本年度內，董事會一直遵守上市規則第3.10條有關委任至少三名獨立非執行董事，且其中一名獨立非執行董事具備適當專業資格或會計或相關財務管理專業知識的規定。本公司已接獲各獨立非執行董事（「獨立非執行董事」）根據上市規則第3.13條就其獨立性發出之獨立性確認書。於本年度，本公司認同獨立非執行董事之獨立性。



## Corporate Governance Report

### 企業管治報告

#### Relationship Among Members of the Board

There is no relationship among members of the Board in respect of financial, business, family or other material relationship.

#### 董事會成員之間的關係

各董事之間並無財政、業務、家族或其他重要關係。

#### Directors' Training and Continuous Professional Development

Each of the Directors has adhered to his or her responsibilities as a Director of the Company and keeps pace with the operation, business activities and development of the Company. Directors are provided with the latest information on regulatory and governance developments ongoingly. Directors are encouraged to participate in professional development courses and seminars to develop and refresh their knowledge and skills.

#### 董事培訓及持續專業發展

每名董事均遵守作為本公司董事之責任，並與本公司之經營、業務活動及發展緊貼並進。董事持續得到規管及管治發展之最新資訊。本公司鼓勵董事參與專業發展課程及研討會，以發展及更新其知識及技能。

During the Year, all Directors namely, Mr. Zheng Songhui, Mr. Zheng Tianming, Ms. Zheng Ruyan, Ms. Zhang Lin, Mr. Mak Hing Keung Thomas, Mr. Lou Robert Hsiu-sung and Mr. Cheng Hiu Yung received regular briefings and updates on the Group's business, operations, risk management and corporate governance matters. Materials on new or changes to salient laws and regulations applicable to the Group were provided to the directors. They also attended regulatory update sessions and seminars on relevant topics. All Directors are requested to provide the Company with their respective training record pursuant to the CG Code.

於本年度內，全體董事（即鄭松輝先生、鄭天明先生、鄭如燕女士、張琳女士、麥興強先生、樓秀嵩先生、鄭曉勇先生）已接獲有關本集團業務、營運、風險管理及企業管治事宜之定期簡報及更新。董事亦獲提供適用於本集團的新修訂法律及條例或重要法律及條例之變動。彼等亦出席有關最新監管議題的課程及研討會。根據企業管治守則，所有董事須向本公司提供彼等各自之培訓記錄。

In compliance with the Code Provision A.6.5 of the CG Code, during the Year, each of Directors has attended continuous professional development programmes as follows:

根據企業管治守則之守則條文第A.6.5條，於年度內，各董事已按下列方式參與持續發展專業：

Name of Director	董事姓名	Type of Training 培訓類型
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Zheng Songhui	鄭松輝先生	A、B
Mr. Zheng Tianming	鄭天明先生	A、B
Ms. Zheng Ruyan	鄭如燕女士	A、B
<b>Non-executive Director</b>	<b>非執行董事</b>	
Ms. Zhang Lin	張琳女士	A、B
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Mak Hing Keung Thomas	麥興強先生	A、B
Mr. Lou Robert Hsiu-sung	樓秀嵩先生	A、B
Mr. Cheng Hiu Yung	鄭曉勇先生	A、B

A: Attending seminars/courses/conferences and developing professional skills and knowledge  
B: Reading the latest regulatory information

A: 出席研討會／課程／會議及發展專業技能及知識  
B: 閱讀最新監管資料

## Corporate Governance Report 企業管治報告

### NON-EXECUTIVE DIRECTORS

Each of the non-executive Directors (including INEDs) has entered into a letter of appointment with the Company for a term of three years, which may be terminated by not less than three months' notice in writing served by either party on the other. They are subject to retirement by rotation at the annual general meeting pursuant to the articles of association of the Company and the CG Code.

### BOARD COMMITTEES

During the Year, three Board committees, namely, the Remuneration Committee, the Nomination Committee and the Audit Committee oversaw particular aspects of the Company's affairs pursuant to the Listing Rules and the CG Code. The majority of members of Board committees are INEDs.

These three committees are established by the Company with defined written terms of reference, approved by the Board, which set out the Committees' major duties. The terms of reference are available on the websites of the Stock Exchange and the Company.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

### BOARD DIVERSITY POLICY

The Company recognizes and embraces the benefits of Board member diversification to enhance the quality of its performance. With a view to achieving a sustainable and balanced development, the Company is of the view that increasing diversity at the Board level as one of the essential elements in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The Nomination Committee is delegated by the Board to review the structure, size and composition of the Board annually, and make recommendations on any proposed changes to the Board to ensure its effectiveness.

### 非執行董事

各非執行董事(包括獨立非執行董事)已與本公司訂立一份委任書,為期三年,可由任何一方向另一方發出不少於三個月書面之通知予以終止。根據本公司組織章程細則及企業管治守則,彼等須於股東週年大會上輪值退任。

### 董事委員會

於本年度內,三個董事委員會,即薪酬委員會、提名委員會及審核委員會,均已根據上市規則及企業管治守則監察本公司之特定事宜。各董事委員會之大部分成員均為獨立非執行董事。

本公司所成立之三個委員會均設有董事會批准之特定書面職權範圍,當中載有該等委員會之主要職責。該等職權範圍現時上載於聯交所及本公司網站。

董事委員會獲提供充足資源,以履行彼等之職責,並在有合理要求時,能夠於適當情況下尋求獨立專業意見,有關費用概由本公司負責。

### 董事多元化政策

本公司理解並深信董事會成員多元化有利於提升本公司的表現。為實現可持續的均衡發展,本公司認為董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵因素之一。本公司在設定董事會成員構成時會從多個方面考慮董事會成員多元化,包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期。董事會所有提名均以用人唯才為原則,並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。董事會委派提名委員會負責每年檢討董事會的結構、規模和組成,並向董事會提出有所變動的建議以確保其成效。



## Corporate Governance Report

### 企業管治報告

#### REMUNERATION COMMITTEE (THE “REMUNERATION COMMITTEE”)

The Remuneration Committee was established by the Company pursuant to a resolution of the Board on 27 May 2015 with specific written terms of reference in accordance with the requirements of the CG Code which deal clearly with its authority and duties.

The principal role and functions of the Remuneration Committee are to make recommendations to the Board on its policy and structure for the remuneration of Directors and senior management, as well as to determine the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment. During the Year, the Remuneration Committee comprises the INEDs Mr. Cheng Hiu Yung and Mr. Mak Hing Keung Thomas, and the executive Director Mr. Zheng Songhui. The INED, Mr. Cheng Hiu Yung, is the chairman of the remuneration committee.

The Remuneration Committee has adopted the approach under code provision B.1.2(c)(ii) of the CG Code to propose to the Board, with delegated responsibility and authorisation by the Board, the remuneration packages of individual executive directors and senior management.

During the Year, two Remuneration Committee meetings were held by the Company. The individual attendance of each member was as follows:

Name of committee members	委員會成員姓名	Number of meetings held/ attendance 舉行會議次數／ 出席次數
Mr. Cheng Hiu Yung ( <i>Chairman</i> )	鄭曉勇先生(主席)	2/2
Mr. Mak Hing Keung Thomas	麥興強先生	2/2
Mr. Zheng Songhui	鄭松輝先生	2/2

The following is a summary of the work performed by the Remuneration Committee during the Year:

- recommended to the Board the directors' fees for the year ended 31 December 2016 for the approval of shareholders;
- considered to grant share options and made recommendations to the Board;
- reviewed the Share Option Scheme; and
- reviewed the employee's remuneration policy.

#### 薪酬委員會(「薪酬委員會」)

本公司於2015年5月27日根據董事會的決議案成立薪酬委員會，並設有符合企業管治守則規定之具體書面職權範圍，當中訂明其權力及職責。

薪酬委員會之主要角色及職能包括就有關各董事及高級管理層之薪酬政策及架構向董事會作出建議，以及釐定全體執行董事及高級管理層之具體酬金待遇，包括非金錢利益、退休金權利及賠償金額(設有喪失或終止職務或委任之賠償)。於本年度內，薪酬委員會成員包括獨立非執行董事鄭曉勇先生及麥興強先生及執行董事鄭松輝先生。獨立非執行董事鄭曉勇先生為薪酬委員會主席。

薪酬委員會已獲董事會授予職責及權力，採納企業管治守則守則條文第B.1.2(c)(ii)條之方法，向董事會建議個別執行董事及高級管理人員之薪酬待遇。

於本年度內，本公司共舉行兩次薪酬委員會會議，個別成員出席之情況載列如下：

下列為薪酬委員會於本年度之工作摘要：

- 審閱就截至2016年12月31日止年度之董事之袍金向董事會作出建議，以供股東批准；
- 審議授出購股權並向董事會作出建議；
- 檢討認股購權計劃；及
- 檢討員工之薪酬政策。

## Corporate Governance Report 企業管治報告

### Level and Make-up of Remuneration

The Group's remuneration scheme for executive Directors and senior management is established based on performance, service seniority, experience and scope of responsibility, which are reviewed from time to time to align with requirements under the Group's human resource manual and market/industry practices.

The level of remuneration of non-executive Directors reflects the level of responsibilities undertaken by them.

The fees of Directors, including non-executive Directors, are recommended by the Board and approved by Shareholders at the Company's annual general meeting.

### COMPENSATION OF THE DIRECTORS AND SENIOR MANAGEMENT

The Directors and senior management of the Company receive compensation in the form of salaries, benefits in kind and discretionary bonuses related to the performance of the Company. The Company also reimburse them for expenses which are necessarily and reasonably incurred for providing services to the Company or executing their functions in relation to the operations of the Company.

During the Year, the details of the emoluments of the Directors are set out in note 14 to the consolidated financial statements.

During the Year, the remunerations the senior management of the Company (excluding Directors) are within the following ranges:

### 薪酬水平及釐定

本集團對執行董事及高層管理層之薪酬計劃按表現、服務年資、經驗及職權範圍釐定，並根據本集團人力資源手冊內之條文，並不時按照市場／行業慣例，作出檢討。

非執行董事之薪酬水平反映其責任水平。

董事（包括非執行董事）之袍金由董事會建議，並由股東於本公司股東週年大會上批准。

### 董事及高級管理層薪酬

本公司的董事及高級管理層以薪金、實物福利及有關本公司表現的酌情花紅形式收取報酬。本公司就彼等向本公司提供服務或就本公司運營執行彼等職務所產生的必要合理開支做出償付。

於本年度內，董事酬金之詳情列載於綜合財務報表附註14。

於本年度內，本公司高級管理層（不包括董事）薪酬金額介乎以下範圍：

		Number of people 人數
Nil to HK\$1,000,000 (approximately RMB 813,000)	零至1,000,000港元(約人民幣813,000)	2
HK\$1,000,001 to HK\$2,000,000 (approximately RMB 813,001 to RMB 1,626,000)	1,000,001港元至2,000,000港元 (約人民幣813,001元至人民幣1,626,000元)	2
HK\$3,000,001 to HK\$5,000,000 (approximately RMB 2,439,001 to RMB 4,065,000)	3,000,001港元至5,000,000港元 (約人民幣2,439,001元至人民幣4,065,000元)	2

### NOMINATION COMMITTEE (THE "NOMINATION COMMITTEE")

The Nomination Committee was established by the Company pursuant to a resolution of the Board on 27 May 2015 with specific written terms of reference in accordance with the requirement of the CG Code which deal clearly with its authority and duties.

The principal role and functions of the Nomination Committee are to review the structure, size and composition of the Board and make recommendations to the Board, and to review the independence of INEDs, the suitability of Directors who will stand for re-election and Directors' continuous training and development programme. During the Year, the Nomination Committee comprises the executive Director Mr. Zheng Songhui, the INEDs Mr. Cheng Hiu Yung and Mr. Lou Robert Hsiu-sung. The executive Director Mr. Zheng Songhui, is the chairman of the Nomination Committee.

### 提名委員會(「提名委員會」)

本公司於2015年5月27日根據董事會的決議案成立提名委員會。並設有符合企業管治守則規定之具體書面職權範圍，當中訂明其權力及職責。

提名委員會的主要角色及職能包括就董事會之架構、規模及組成進行檢討並向董事會作出建議，審閱獨立非執行董事的獨立性，將參與重選之董事是否合適，以及董事之持續培訓及發展項目。於本年度內，提名委員會成員包括執行董事鄭松輝先生、獨立非執行董事鄭曉勇先生及樓秀嵩先生。執行董事鄭松輝先生為提名委員會主席。

## Corporate Governance Report

### 企業管治報告

The Nomination Committee had met after the financial year end to propose the re-election of retiring Directors Mr. Zheng Songhui, Mr. Mak Hing Keung Thomas and Mr. Lou Robert Hsiu-sung at the forthcoming annual general meeting.

During the Year, one Nomination Committee meeting was held by the Company. The individual attendance of each member is as follows:

提名委員會於本財政年度完結後舉行會議並建議向股東於應屆股東周年大會上重選退任董事鄭松輝先生、麥興強先生及樓秀嵩先生。

於本年度內，本公司共舉行了一次提名委員會會議，個別成員出席之情況載列如下：

		Number of meetings held/ attendance 舉行會議次數／出席次數
Name of committee members	委員會成員姓名	
Mr. Zheng Songhui (Chairman)	鄭松輝先生(主席)	1/1
Mr. Cheng Hiu Yung	鄭曉勇先生	1/1
Mr. Lou Robert Hsiu-sung	樓秀嵩先生	1/1

The following is a summary of the work performed by the Nomination Committee during the Year:

下列為提名委員會於本年度之工作摘要：

- reviewed the structure, size and composition as well as diversity policy for the Board members (including without limitation, gender, age, cultural and educational background, ethnicity, skills, knowledge, professional experience, competences, length of service, and the balance between executive, non-executive and independent non-executive directors) and is of the view that there is an appropriate and diverse mix of skills and experience;
- reviewed the independence of INEDs of the Company; it also confirmed that all INEDs are considered independent; and
- reviewed the continuous training and development programs undertaken by Directors and confirmed that an appropriate program is in place.
- 檢討董事會之架構、規模及組成，及董事會成員多元化政策(包括但不限於性別、年齡、文化及教育背景、種族、技能、知識、專業經驗、能力、服務任期以及執行、非執行及獨立非執行董事間之平衡)，並認為董事會成員具備適當而多元化之技能及經驗。
- 提名委員會已審閱本公司獨立非執行董事之獨立性；同時，提名委員會已並確認全體獨立非執行董事均屬獨立；及
- 檢討董事負責之持續培訓及發展項目，並確認已具備適合之項目。

#### AUDIT COMMITTEE (THE "AUDIT COMMITTEE")

The Audit Committee was established by the Company pursuant to a resolution of the Board on 27 May 2015 with specific written terms of reference in accordance with the requirement of the CG Code which deal clearly with its authority and duties.

#### 審核委員會(「審核委員會」)

本公司於2015年5月27日根據董事會的決議案成立審核委員會，並設有符合企業管治守則之具體書面職權範圍，當中訂明其權力及職責。

## Corporate Governance Report

### 企業管治報告

The key roles and functions of the Audit Committee comprises overseeing the financial reporting process and assessing the adequacy and effectiveness of the risk management and internal control systems of the Company. The Audit Committee meets with the Company's external and internal auditors, and reviews their audit plans, the internal audit programmes, and the results of their examinations as well as their evaluations of the risk management and internal control systems. It also reviews Directors' interests in contracts and connected transactions. The Audit Committee reviews the Group's and the Company's financial statements and the auditor's report thereon and submits its views to the Board. During the Year, the Audit Committee comprises Mr. Mak Hing Keung Thomas, Mr. Cheng Hiu Yung and Mr. Lou Robert Hsiu-sung, all of whom are INEDs. The INED, Mr. Mak Hing Keung Thomas, is the chairman of the Audit Committee.

During the Year, two Audit Committee meetings were held by the Company. The individual attendance of each member was as follows:

Name of committee members	委員會成員姓名	Number of meetings held/ attendance 舉行會議次數/ 出席次數
Mr. Mak Hing Keung Thomas ( <i>Chairman</i> )	麥興強先生(主席)	2/2
Mr. Cheng Hiu Yung	鄭曉勇先生	2/2
Mr. Lou Robert Hsiu-sung	樓秀嵩先生	2/2

The following is a summary of the work performed by the Audit Committee during the Year:

- reviewed the audited annual results, consolidated financial statements and the independent auditor's report of the Group for the year ended 31 December 2015;
- reviewed the adequacy and effectiveness of the risk management and internal control systems of the Group;
- reviewed the unaudited interim results of the Group for the six months ended 30 June 2016;
- reviewed the appropriateness of the Group's accounting policies;
- reviewed at various times the potential impact of the generally accepted accounting principles in Hong Kong on the Company's accounts;
- reviewed the nature and scope of external audit and approved the external audit fee;

審核委員會的主要角色及職能包括監察財務報告程序以及評估本公司風險管理及內部監控系統是否合乎需要及有效。審核委員會會見本公司之外聘核數師及內部核數師，以審閱彼等之審核方案、內部審核項目、彼等審核之結果以及彼等對風險管理及內部監控系統之評價。審核委員會亦審閱董事於合同及關連交易之利益關係。審核委員會審閱本集團及本公司之財務報表以及相關之核數師報告書，並向董事會提交意見。於本年度內，審核委員會由獨立非執行董事麥興強先生、鄭曉勇先生和樓秀嵩先生組成。獨立非執行董事麥興強先生為審核委員會主席。

本年度內，本公司共舉行兩次審核委員會會議，個別成員出席之情況載列如下：

下列為審核委員會於本年度之工作摘要：

- 審閱本集團截至2015年12月31日止年度經審核年度業績、綜合財務報表及附載其內之獨立核數師報告書；
- 檢討本集團風險管理及內部監控系統是否合乎需要及有效；
- 審閱本集團截至2016年6月30日止六個月未經審核中期業績；
- 檢討本集團會計政策是否合適；
- 不時審閱香港普遍採納之會計準則對本公司賬目之潛在影響；
- 審閱外部核數之性質及範圍及批准外部數費用；



## Corporate Governance Report 企業管治報告

- reviewed adequacy of resources, qualifications and experiences of staff of the Company's accounting and financial reporting function, and their training programmes; and
- reviewed connected transactions entered into by the Group or subsisting during the Year.

### DIRECTORS' RESPONSIBILITIES FOR PREPARING THE FINANCIAL STATEMENTS

The Directors have acknowledged their responsibility for preparing the financial statements for the Year. There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 80 to 84 of this annual report.

### JOINT COMPANY SECRETARIES

The Company has appointed Ms. Ng Wing Shan, the assistant vice president of SW Corporate Services Group Limited, as its joint company secretary. Her primary corporate contact person at the Company is Ms. Zheng Ruyan, the other joint company secretary and an executive Director of the Company. Ms. Ng Wing Shan and Ms. Zheng Ruyan had taken the relevant professional trainings for no less than 15 hours during the Year in accordance with the Rule 3.29 of the Listing Rules.

### AUDITOR'S REMUNERATION

During the Year, the remuneration reviewed and approved by the Audit Committee of the Group on the audit and non-audit scope, paid or payable to the auditor in respect of audit and non-audit services provided by the auditor of the Group, RSM Hong Kong, were as follows:

– audit services	RMB910,000
– non-audit services	RMB410,000

### THE RESPONSIBILITY FOR THE BOARD TO PERFORM CORPORATE GOVERNANCE DUTIES

The Board is responsible for performing corporate governance duties, which primarily includes the followings:

- developing and reviewing the Company's policies and practices on corporate governance, and make recommendations to the Board;
- reviewing and monitoring the training and continuous professional development of Directors and senior management;

- 檢討本公司在會計及財務匯報職能方面之資源、員工資歷及經驗之完善性，以及員工之培訓課程之足夠性；及
- 審閱於本年度由本集團訂立或仍存續之關連交易。

### 董事有關編製財務報表之責任

董事均已承認彼等對編製本年度財務報表之責任。目前概無涉及可對本公司持續經營能力構成重大疑慮之事件或情況之重大不明朗因素。

本公司外聘核數師就其對財務報表申報責任發出之聲明載於本年報第80至84頁之獨立核數師報告內。

### 聯席公司秘書

本公司委聘信永方圓企業服務集團有限公司的副總監吳詠珊女士擔任其聯席公司秘書。彼在本公司的主要公司聯絡人為另一名聯席公司秘書兼執行董事鄭如燕女士。吳詠珊女士及鄭如燕女士均已遵照上市規則第3.29條，於本年度內接受了不少於十五小時的相關專業培訓。

### 核數師酬金

本年度內，經由審核委員會審閱及核准作支付或應計予本集團核數師，中瑞岳華(香港)會計師事務所，有關其提供予本集團的審計和非審計範圍服務的酬金如下：

– 審計服務	人民幣910,000元
– 非審計服務	人民幣410,000元

### 董事會負責履行企業管治責任

董事會負責履行企業管治責任，主要包括以下幾個方面如下：

- 制定及檢討本公司的企業管治政策及常規，並向董事會作出推薦建議；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；

## Corporate Governance Report 企業管治報告

- c. reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- d. developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- e. reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report in the annual report of the Company.

During the Year, the Board has performed the above corporate governance duties.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility on maintaining sound risk management and internal control systems to protect the Shareholders' interest. The internal control system of the Group was established for enhancing the effectiveness and efficiency in operations, safeguarding assets against any unauthorised use and disposition and ensuring the maintenance of proper accounting records and the truth and fairness of the financial statements as well as the compliance with relevant legislation and regulations. With respect to the procedures and internal controls for handling and dissemination of inside information, the Company has set up policies for inside information disclosure pursuant to the Listing Rules.

The Company has adopted a whistleblowing policy setting out principles and procedures for the Directors, employees of the Company and other persons having business relationships with the Company to report suspected improprieties and misconducts in a fair and proper manner. Pursuant to which, employees may raise their concerns either verbally or in writing to the chairman of the Audit Committee or the chairman of the Board. Upon receipt of disclosure, the chairman of the Board or such other persons as designated by the chairman of Audit Committee or the Audit Committee shall discuss the reporting matters with the Audit Committee and determine whether any further investigation is needed. If it is considered necessary, the chairman of the Audit Committee or such other persons as designated by the Audit Committee shall be in charge to conduct such investigation for misconduct and the results of which shall be reported to the Audit Committee. The Audit Committee shall make recommendations to the Board on the necessary actions to be taken based on the investigation results. In the event that the Audit Committee is involved in the investigation, results of such investigation shall be reported to the chairman of the Board. Such reporting matters shall be passed to the relevant authorities for further actions if there is evidence of possible criminal offences.

- c. 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- d. 制定、檢討及監察適用於僱員及董事的操守準則及合規手冊(如有)；及
- e. 檢討本公司遵守企業管治守則的情況及在本公司年報中的企業管治報告的披露。

於本年度內，董事會已履行上述企業管治責任。

### 風險管理及內部監控

董事會確認其有責任保持健全之風險管理及內部監控系統以保障股東利益。本集團所訂立之內部監控制度，目的旨在提升營運之成效及效率、保護資產以免在未經授權下被挪用及處理、確保有保存恰當之會計記錄以及財務報表之真實性及公平性，並確保遵守相關法規及條例。就有關處理及發放內幕消息之程序及內部監控，本公司根據上市規則已制定了內部消息的披露政策。

本公司已採納檢舉政策，列出本公司董事、僱員及與本公司有業務往來的人士以公平正確方式舉報可能存在的不當及違規行為的原則及程序。按照檢舉政策，僱員可以口頭或者以書面形式向審核委員會主席或董事會主席舉報。接到舉報後，董事會主席或審核委員會主席或審核委員會指定的其他人士會與審核委員會討論舉報事宜，評定是否需要展開調查。如認為必需進行調查的，審核委員會主席或審核委員會指定的其他人士將主管調查工作以查清到底是否存在任何不當行為。審核委員會主席或審核委員會指定的其他人士應向審核委員會匯報調查結果。審核委員會以調查結果為基礎，向董事會建議採取必要的行動。如果調查涉及審核委員會，調查結果應向董事會主席匯報。如有證據指向可能有刑事罪行，應將有關事宜轉交給有關當局採取進一步行動。

## Corporate Governance Report

### 企業管治報告

The Board undertakes its responsibility for the risk management and internal control systems and has delegated the Audit Committee to be in charge of reviewing the effectiveness of the Group's risk management and internal control systems.

In performing relevant duties, the Audit Committee, with the assistance of the Group's Internal Audit Department (the "**Internal Audit Department**"), ensures that the management are immediately informed regarding the new risks of the Group; assesses whether the action plans and control systems established for such risks are necessary; and oversees the implementation of action plans and the effectiveness of the control systems. These procedures have been in place and will be carried out on an on-going basis with a regular review by the Audit Committee.

During the Year, the Internal Audit Department has conducted reviews on internal control of various important areas, including financial control, operational control and compliance control so as to minimise the overall business and operational exposure of the Group. In addition, crisis management plans have been created for timely and proper responses to any sudden event affecting consumers' confidence in the Group. The Internal Audit Department submitted the report on internal control to the Audit Committee for review, the audit results and recommendations therein were discussed at the Audit Committee meetings and Board meetings.

During the Year, the Board, with the assistance of the Audit Committee, has conducted the annual review on the Group's risk management and internal control systems and considers that such systems are necessary and effective. The Board and the Audit Committee believes that the Group's risk management and internal control systems are reasonably and effectively implemented in the key areas. The Board also explains that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

董事會承認其對風險管理及內部監控系統負責，並已授權審核委員會負責檢討本集團風險管理及內部監控系統之有效性。

於履行有關責任時，審核委員會在本集團內部審核部門（「**內審部**」）協助下，確保管理層可立即得知與本集團有關之新風險；評估為管理有關風險而制訂之行動計劃及監控制度是否合乎需要；及監察行動計劃之執行及監控制度之成效及是否合乎需要。此等持續程序已設立，並由審核委員會定期檢討。

內審部於本年度內就多個重要的內部監控層面進行了檢討，包括財務監控、運作監控及合規監控方面，旨在減低本集團整體業務及營運風險。此外，內審部亦設立了一套危機應變處理程序，以在遇有任何可能導致影響消費者對本集團信心的突發事故能迅速正確回應。內審部向審核委員會呈交內部報告以作審閱，當中之內部審核及建議已在審核委員會及董事會議上討論。

於本年度內，董事會在過審核委員會的協助下就本集團之風險管理及內部監控制度進行年度檢討，並認為有關制度合乎需要及有效。董事會及審核委員會認為本集團風險管理及內部監控系統之重要範疇已合理及有效地運作。董事會亦表明該等系統旨在管理而非消除未能達到業務目標的風險，而只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

## Corporate Governance Report 企業管治報告

### SHAREHOLDERS' RIGHTS

#### Convening an Extraordinary General Meeting

The Directors may, whenever they think fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the head office or the Office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the head office or the Office. The written requisition must (i) specify the objects of the extraordinary general meeting and (ii) must be signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Directors do not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all expenses reasonably incurred by the requisitionist(s) as a result of the failure of the Board of Directors shall be reimbursed to them by the Company.

#### Putting Forward Proposals at General meetings

There are no provisions allowing shareholders of the Company to put forward proposals at the general meeting under the memorandum and articles of association of the Company or under the Companies Law of the Cayman Islands. If shareholders of the Company wish to do so, they may follow the procedures set out above to convene an extraordinary general meeting.

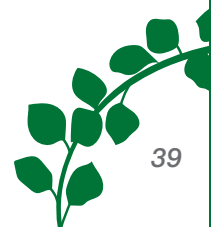
### 股東權利

#### 召開股東特別大會

董事可於其認為適當的任何時候召開特別股東大會。股東大會的召開亦須由本公司任何兩名或以上股東提出書面要求，該要求須存入本公司香港主要辦事處，或本公司不再使用該等主要辦事處，則其總部或辦事處。該等書面請求須詳細指明召開會議之目的，並由申請人簽署。惟該等申請人於交存書面要求之日持有不少於本公司已繳的並於本公司股東大會上有投票權的股本的十分之一。股東大會亦可由作為本公司股東的一間被認可結算所（或其代名人）書面要求而召開，該要求須存入本公司香港主要辦事處，或如本公司不再使用該等主要辦事處，則其總辦事處或辦事處。該等書面請求須(i)詳細指明召開股東特別大會之目的，及(ii)由申請人簽署。惟該等申請人於交存書面要求之日持有不少於本公司已繳的並於本公司股東大會上有投票權的股本的十分之一。如果董事從書面要求交存日起21天內不正式召集並於緊隨之21日內召開該會議，則申請人或持有彼等所持投票權總數超過一半的任何人可以同樣方式召開股東大會，與董事召開的情況盡可能接近，惟如此召開的會議不得於前述書面請求交存三個月期滿之後召開，以及因董事未能召開該等會議而導致申請人發生的全部合理費用須由本公司賠償。

#### 於股東大會上提呈建議

本公司組織章程大綱及細則或開曼群島公司法並無條文允許本公司股東於股東大會上提呈建議。倘本公司股東有此意圖，彼等可按上文所述要求召開股東特別大會。





## Corporate Governance Report 企業管治報告

### COMMUNICATION WITH SHAREHOLDERS

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, interim report, various notices, announcements and circulars.

The Company shall communicate other information to shareholders on a need basis by way of announcement which will be posted on the websites of the Stock Exchange. Other than annual general meeting, extraordinary general meeting shall be held pursuant to relevant rules and regulations if required. Shareholders shall receive explanatory circulars and proxy forms relating to the general meetings. Proxy arrangements for the general meetings are in place for shareholders who are unable to attend the meetings in person.

Shareholders and the investment community may make a request for the Company's information to the extent such information is publicly available or send their enquiries to the Board in writing by email to [service@greenfresh.com](mailto:service@greenfresh.com) or by addressing their enquiries to the Board in the following manners: The Board of China Greenfresh Group Co., Ltd. 18/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong or 8th Floor, Building No. 10, Guanyinshan Business Center, Siming District, Xiamen, China.

### AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATIONS

The Company has not made any significant changes to its memorandum and articles of association during the Year.

### INVESTOR RELATIONS

In order to enhance communication between the Company and investors/analysts, senior management will hold meetings with investors/analysts upon request as and when the need arises.

Investors are welcome to send email directly to the Company's email at [service@greenfresh.com](mailto:service@greenfresh.com) or browse the Company's website for the latest release and financial information.

### 與股東之溝通

本公司採用多種通訊工具，以確保股東可獲得有關主要業務事宜的充份資料，包括股東週年大會、年報、中期報告、各類通告、公佈及通函。

本公司須於必要時以公告之方式向股東傳達其他資料，有關公告將於聯交所及本公司之網站登載。除股東週年大會外，如要求召開股東特別大會，則須根據相關法律及法規進行。股東可收取有關股東大會之通函及代表委任表格。本公司已為無法親身出席股東大會之股東作出有關會議之受委代表安排。

股東及投資人士可索取本公司可公開之資料或以書面形式或透過電郵([service@greenfresh.com](mailto:service@greenfresh.com))向董事會發出彼等的查詢請求或按以下方式向董事會提出查詢請求：中國綠寶集團有限公司董事會（地址為香港灣仔皇后大道東28號金鐘匯中心18樓或中國廈門思明區觀音山運營中心10號樓八樓）。

### 組織章程大綱及細則修訂

於本年度內，本公司並無對其組織章程大綱及細則作出任何重大變更。

### 投資者關係

為加強本公司與投資者／分析員之間的溝通，高級管理層會應要求或於必要時與投資者／分析員召開會議。

本公司歡迎投資者直接向公司寄送電子郵件([service@greenfresh.com](mailto:service@greenfresh.com))或瀏覽本公司網站，以獲取最新消息及財務資料。

## Environmental, Social and Governance Report 環境、社會及管治報告

### ABOUT THIS REPORT

#### Company introduction

China Greenfresh Group Co., Ltd. (hereinafter referred to as "**China Greenfresh**", or the "**Group**") is an edible fungi supplier, established in 1995. China Greenfresh adopts a vertically integrated model from cultivation of edible fungi to the manufacturing and sales of processed products. The Group's products include King Trumpet Mushroom, Common Cultivated Mushroom, Button Mushroom and Straw Mushroom. In addition to edible fungi production, the Group also engages in the manufacturing of processed food, such as canned edible fungi, canned vegetables and canned fruits.

### 關於本報告

#### 集團簡介

中國綠寶集團有限公司(下稱「**中國綠寶**」,或「**集團**」)是一家食用菌供應商,創業於1995年。中國綠寶從菇菌種植到生產及銷售加工產品採用垂直一體化食用菌生產模式。產品包括杏鮑菇、雙孢菇、香菇和草菇等。除食用菌生產外,集團亦從事加工食品的生產,如罐頭蘑菇、罐頭蔬菜和罐頭水果等。



In June 2015, the Group is listed on the Main Board of the Hong Kong Stock Exchange. The listing is awarded as one of the top ten events of China edible fungi industry in 2015.  
2015年6月,集團於港交所主板掛牌上市,榮登「2015年中國食用菌行業十大事件」。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Reporting scope

This Environmental, Social and Governance (“ESG”) Report is the first report published by China Greenfresh on social responsibility. The purpose of this report is to enhance the Group's transparency, disclose the Group's sustainable development strategies and contributions, and receive public supervision on its ESG matters. The Group has proactively found solutions to problems, strengthened the sustainable development planning and management, and continued to promote the Group's sustainable development strategy.

Unless otherwise stated, this report is consistent with the reporting period of the annual report, covering the environmental and social efforts and contributions of China Greenfresh in 2016 financial year (i.e. 1 January 2016 to 31 December 2016).

This report covers business scopes of all of China Greenfresh's manufacturing plants, which are located at Hebei Pingquan, Jiangsu Changzhou and Fujian in China. Hebei Pingquan plant is equipped with modernized mushroom cultivation facilities; Jiangsu Changzhou plant is equipped with modernized King Trumpet Mushroom production facilities; and, Fujian plant is equipped with mushroom and King Trumpet Mushroom cultivation and production facilities. The three manufacturing plants supply products to markets of various regions in China, and more than 50 overseas countries and regions.

#### Reporting principles

This report is prepared in accordance with the Environmental, Social and Governance Reporting Guide, Appendix 27 of the Listing Rules of the Hong Kong Exchanges and Clearing Limited (“HKEx”). This report has incorporated reporting principles of materiality, quantitative, balance and consistency. The information relating to corporate governance of China Greenfresh is discussed in the annual report of the Group according to the Corporate Governance Code, Appendix 14 of the Listing Rules.

The Group has appointed Allied Environmental Consultants Limited to prepare the report in accordance with outstanding information collected. The Group's senior management team has approved and would like to express gratitude to all the responsible parties that have contributed to the report.

#### 報告範圍

本環境、社會及管治(「ESG」)報告是中國綠寶首份發布的社會責任相關報告。本報告的目的為增強集團透明度，公開集團的可持續發展策略和貢獻，並接受大眾監督。集團會以問題為導向，強化可持續發展規劃管理，持續推進集團的可持續發展策略。

除另有說明，本報告將與年報匯報期一致，涵蓋中國綠寶2016財政年度(即2016年1月1日至2016年12月31日)對環境和社會所作出的努力和貢獻。

本報告涵蓋的業務範圍包括中國綠寶國內所有生產和種植基地，即河北平泉、江蘇常州及福建基地的業務範圍。河北平泉廠房為現代化香菇種植基地；江蘇常州廠房為現代化杏鮑菇生產基地；以及，福建廠房為蘑菇種植基地和現代化杏鮑菇種植基地與生產廠房。三個生產廠房分別供應產品於中國各個地區市場，及遠銷國外50多個國家與地區。

#### 報告編寫原則

本報告根據香港聯合交易所有限公司(「聯交所」)上市規則附錄二十七《環境、社會及管治報告指引》，界定報告的內容。本報告依照重要性、量化、平衡和一致性的原則披露內容。中國綠寶的企業管治相關信息將根據上市規則附錄14的《企業管治守則》，於集團年報載述。

集團指派沛然環境評估工程顧問有限公司協助撰寫本報告，報告內容根據所搜集資料編寫。集團的高級管理團隊已審批本環境、社會及管治報告並，由衷感謝所有協助報告撰寫的單位的付出與貢獻。

## Environmental, Social and Governance Report 環境、社會及管治報告

### Reporting theme

China Greenfresh commits to create value for the community. Numerous sustainability policies have been implemented during the Year. Since the sustainability policies are integrated in each of the Group's production processes, this report categorizes the Group's sustainability measures in accordance with Group's main business — edible fungus cultivation:

#### *Fixing the soil*

Fostering employees is similar to fixing the soil prior to plantation. Employees provide appropriate support and nutrients to assist in the Group's sustainable growth. To foster employees suitably, the Group adheres to the people-centred spirit through respecting human rights and caring the employees in its employment policies. This section discloses the Group's employment policy for the financial year.

#### *Preparing to plant*

Preparation shall be arranged prior to the plantation of edible fungi, such as sourcing materials to assist in the cultivation of edible fungi, and maintaining a set of product quality control system. This section details the Group's procurement and quality requirements, and preparations to ensure that edible fungus are safe to consume.

#### *Producing "green" fungi*

China Greenfresh integrates environmentally friendly concept into the production process. This section introduces the Group's efforts and measures on environmental protection.

#### *Creating value to society*

China Greenfresh proactively seeks ways for social contribution, puts efforts to build a more harmonious society.

### Comments and feedbacks

China Greenfresh values your comments and feedbacks. Welcome to express your views on the report content and the Group's sustainable development strategy through:

Tel: +86-592-2999800

Fax: +86-592-2999828

E-mail: [service@greenfresh.com](mailto:service@greenfresh.com)

### 報告主題

中國綠寶重視為社會創造價值，於本年度內實施多項可持續發展政策。由於可持續發展政策根植於集團的每個生產流程中，本報告以集團的最主要業務流程—食用菌種植方面闡述集團的各項可持續發展措施。

#### *鞏固土壤*

員工正如土壤，提供適當的支援和養分讓中國綠寶可持續地發展。為適當地培育員工，集團以尊重人權與關懷員工的方式落實集團以人為本的精神於僱傭制度中。本部分將包含集團本年度的僱傭政策。

#### *預備種菌*

在種植食用菌前，需作前期準備，如外購支持食用菌種植的材料，以及維持一套產品品質控制系統。本部分將詳述集團的採購和質量要求，確保食用菌安全無害而可食用。

#### *綠色出菇*

中國綠寶將環境保護的概念融合於生產過程中。本部分將闡述集團對於環境保護所做出的貢獻和措施。

#### *貢獻社會*

中國綠寶本年度亦尋找途徑回饋社會，為建設更和諧美好的社會而努力。

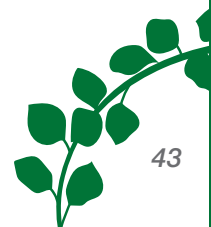
### 意見反饋

中國綠寶重視您的意見與訴求，歡迎以以下聯繫方式對報告內容或集團的可持續發展策略發表意見：

電話：+86-592-2999800

傳真：+86-592-2999828

郵箱：[service@greenfresh.com](mailto:service@greenfresh.com)





## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### FIXING THE SOIL

Employees are the foundation of China Greenfresh's steady development, which help to realize the Group's values and objectives. Therefore, the Group has been cherishing its employees by upholding the people-oriented spirit in appreciating all of their contributions. The Group demonstrates its people-oriented spirit through respecting human right and caring for employees.

The people-oriented spirit has been fully embodied into the Group's labour policies, and received support from top management for the following policies:

- Fully complies with relevant national laws and regulations such as National Labor Law
- Resolutely prohibits the employment of child labor and other workers who do not meet national statutory requirements
- Maintains good relationships with employees, and provide equality and mutual assistance
- Provides vocational training for employees

#### Respecting human rights

##### Good employment management

Respecting human right is the basis for achieving good employment management. It includes protecting human against enslavement by recruiting suitable candidates for the workforce. Upholding the principles, China Greenfresh strictly prohibits any recruitment of child or forced labor in order to prevent depriving their rights to freedom, education or other basic pursuits.

The Human Resources Department has conducted detailed background investigation for every candidate, through inquiring for their identity proofs, and academic and qualification certificates. The measure ensures that the candidates meet the Group's age requirement and pass the identity check before employment. The Group has complied with all regulations and laws related to child and forces and has not discovered any non-compliance case within this financial year.

#### 鞏固土壤

員工是中国綠寶穩健發展的根本，以協助實現集團的價值和目標。因此，集團一直珍視其員工，並貫徹以人為本的企業精神以感謝員工的付出。集團以人為本的精神體現於尊重人權、關心員工的表現。

以人為本的用人理念充分融合於中國綠寶的員工準則與政策，並獲得最高管理層的支持：

- 全面遵守國家勞動法等相關法律條例和法規
- 堅決拒絕僱傭童工及其他不符合國家法定要求的傭工
- 與員工保持良好的僱傭關係，平等互助
- 為員工提供職業培訓

#### 尊重人權

##### 良好人事管理

尊重人權是達至良好僱傭管理的基礎。尊重人權包括透過招聘合適的人選加入團隊，以保護個體免遭奴役。為堅持此原則，中國綠寶嚴格禁止錄用任何童工或強制勞工，避免剝奪他們追求教育、自由或其他基本權利。

人力資源部已對年度內擬錄用的每位應聘者進行詳細的背景調查，包括身份證件、學歷證書、資質證明等的驗證。此措施確保應聘者符合集團的年齡要求和通過身份檢查，方才考慮錄用。本年度，集團符合所有童工和強制勞工相關的法律法規，沒有任何聘請童工或強制勞工的違規行為。

## Environmental, Social and Governance Report 環境、社會及管治報告

Following the recruitment policy of preventing child and forced labour, China Greenfresh adheres to the principles of diversity, equal opportunity and non-discrimination in its employment policies and system. The Group would not differentiate the applicants according to race, sex, identity, age and disability, but only on their working experience, ability, skills and suitability of the position.

In addition, all employment practices including recruitment, training, working hours, promotion, rewards and punishments, disciplinary action, salary, benefits and demission, retirement and other employment resolutions are dealt with strict compliance of employment regulations. During the financial year, the Group has complied with all the employment related laws and regulations.

Once any personnel concerns on the employment issues, employees can always refer to China Greenfresh's comprehensive employment policy and search for effective follow up by responsible departments.

### *Providing a safe and healthy working environment*

In response to employee's health and safety issues, China Greenfresh ensures that the Group's policy is executed, and promises:

- To comply with national regulations that are relevant to employees' health and safety
- To provide the necessary physical examination and safety training
- To provide a safe working environment for employees
- To regularly conduct safety inspections to protect employees from occupational hazards

Further to the health and safety policy, China Greenfresh treats health and safety preventive measures seriously to avoid and manage any undesired occupational hazards. The Group has improved facilities of manufacturing plant, including provision of escape route maps, adequate emergency equipment, first aid kits and fire protection equipment in conspicuous locations, in respond to emergencies.

In the financial year, the Group has complied with all occupational health and safety related laws and regulation.

緊接著防止童工和強制勞工的招聘政策，中國綠寶的人事政策和制度堅守多元化、平等機會與不歧視的原則。集團於招聘、錄用及面試等過程中不納入種族、性別、身份、年齡與殘疾等因素，只考察應聘者的工作經驗、能力、技能與所招聘職位的符合性及匹配度。

此外，集團的所有僱傭行為，包括招聘培訓、工作時數、假期、升遷、獎懲及紀律處分、薪資福利及離職、退休等僱傭決議將以在符合法律法規的大前提下進行。在本財政年度內，集團已遵守所有與僱傭有關的法律法規。

如若任何員工對僱傭措施產生疑問，員工可參考中國綠寶健全的僱傭政策，並尋找負責單位有效地跟進問題。

### *提供安全健康的工作環境*

針對僱員的健康與安全，中國綠寶保證集團政策施行到位，並承諾：

- 全面遵守國家制定的、適用的、與員工健康安全有關的條例和法規
- 提供必要體檢與安全生產培訓
- 為員工提供安全的生產環境
- 堅持定期的安全生產巡查，保障員工避免職業性危害

從中國綠寶健康與安全政策延伸，集團嚴肅對待職業安全及健康的預防措施，以避免和管理任何職業危害。集團致力完善其工廠設施包括放置逃生路線圖、充足的緊急設備、急救箱及防火設備於顯眼處，並提供以應對突發事故。

在本財政年度內，集團已遵守所有職業健康安全相關法律法規。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Caring for employees

##### *Caring employment conditions*

China Greenfresh has offered the best possible working benefits and conditions for employees, so as to reward the staff for their continued contribution to the Group's development. The Group has provided benefits included birthday and festive allowance, as well as double paid at the end of the year. The group also actively organized internal charitable donations among employees to help those colleagues in needs. Human Resources Department has also regularly organized activities and parties for employees to relax.

#### 關懷員工

##### *友善待遇*

中國綠寶盡可能為員工提供最好的待遇和工作條件，以獎勵員工持續對集團發展的貢獻。集團提供的福利包括生日禮金、節日禮金和年底雙薪等。集團同時積極組織員工間的內部慈善捐助，幫助有困難的員工渡過難關。人事部定期舉辦員工聯誼活動及晚會讓員工放鬆。



China Greenfresh organized employees' activities, allowing employees to relax, and maintaining mental and physical wellbeing  
中國綠寶為員工組織活動讓員工得到放鬆，並保持身心健康



## Environmental, Social and Governance Report 環境、社會及管治報告



China Greenfresh's Mother's day function, facilitated gathering among employees and their family members, and delivered gratefulness

中國綠寶的「春回大地報母恩」母親節活動，讓員工與家人相聚一堂，傳遞感恩的心

Apart from caring the employees, China Greenfresh also takes care of their families. The Group has provided employees and their family members with allowance for funeral, marriage and birth, to demonstrate loves towards the family members of the employees. On top of that, Zhangzhou Branch organized a special activity to celebrate Mother's Day to remind employees to show cares for their parents after work. During the activities, employees and their family members gathered and showed their gratitude to family members.

### Vocational training

Another important element for China Greenfresh to show cares for its employees is to cultivate its employees and help them stretch their potentials to the fullest. The Group has established training systems to provide appropriate training opportunities satisfying the developmental needs of employees.

除珍視其員工外，中國綠寶亦重視其家人。集團提供員工及眷屬婚喪補助及生育補助，以傳遞對員工親屬的關愛。除此之外，漳州分公司還特別舉辦以「春回大地報母恩」作專題的母親節活動，提醒員工工作與應酬之外，關懷父母。活動中，員工與親屬相聚一堂，開懷暢言，將感恩的心傳遞給家人。

### 職業培訓

另一個中國綠寶關懷員工的重要體現是培育員工，協助他們發揮潛能。集團設立培訓制度，提供合適的培訓機會，回應員工的成長需求。



## Environmental, Social and Governance Report

### 環境、社會及管治報告



China Greenfresh's vocational trainings, allowing employees to better equip themselves with knowledges and skills, and stretch their potentials

中國綠寶的培訓活動，讓員工能用知識與技能裝備自己，一展所長

To design suitable training program, China Greenfresh's Human Resources Department holds a department heads' meeting annually to develop next year's internal training program. The program design would consider the difference skills and knowledge requirements of different job positions, and the departmental development needs of the subsequent year. The Group has installed suggestion boxes to collect comments from employees. The comments collected also serve as one of the considerations for Human Resources Department tailoring the training program.

Training programs incorporate various modes of training, namely internal training and external training. Internal training includes induction training, general staff training as well as professional and technical training, such as general management courses. If necessary, external lecturers would be hired to cater for the specific training needs. The Group also encourages employees to participate in external trainings which are organized by other domestic training organizations.

#### PREPARING TO PLANT

China Greenfresh upholds high expectation on quality throughout the entire business process, ensures that the Group's operations from procurement, production to sales meet the quality requirements. To achieve it, the Group has a comprehensive set of procurement and quality control policies to ensure every consumer, after intaking the Group's edible fungus or other products, is physically healthy.

為設計合適的培訓計劃，中國綠寶的人力資源部會召開部門主管會議，擬定下年度公司內部培訓計劃。培訓計劃會參考各級在職人員應具備技能與知識，及各單位對下年度的需求，集團亦提供意見箱，收集員工意見。所受意見將成為人力資源部設計培訓計劃的考慮因素之一。

培訓方案包含多樣化的訓練模式，分別有內部培訓和外部培訓。內部培訓包括入職培訓、一般員工的培訓及專業、技術人員的培訓，例子有一般管理課程。如有需要，集團也會外聘講師滿足培訓需求。集團鼓勵員工參加外部培訓，即國內培訓單位舉辦的培訓。

#### 預備種菌

中國綠寶於整個業務過程中貫徹對高品質的期望，確保集團由採購、生產到營銷等均符合集團的品質要求。為此，集團已建立一套完善的採購和品控政策，確保每一位消費者食用集團的食用菌或其他食品後，擁有健康的體魄。

## Environmental, Social and Governance Report 環境、社會及管治報告

### Prudent procurement

Safeguarding product quality begins with the good management of raw materials, which ensures that the materials used for production are safe and in good status. China Greenfresh has adopted a vertical integrated production model, so as to reduce the risk of sourcing materials, such as pesticides contamination, production qualification and quality of material, through using self-producing raw materials as much as possible. Inevitably, there are still sourcing needs of certain raw materials to meet the increasing demand from the market. Therefore, the Group is responsible for managing its supply chain, through imposing environmental and social-related requirements on suppliers.

Environmental and social requirements on supply chain include the following:

- Suppliers should fully comply with relevant environmental regulations
- Suppliers should be conserving energy and reducing emissions, or adhere to discharging standards
- Suppliers must not have illegal employment practices
- Suppliers should have no records of arrears and unpaid wages, and keep a good reputation

The Group regularly conducts necessary site visits and surveys to ensure that suppliers meet the Group's supply chain requirements.

Materials sourced must comply with the quality standards of China Greenfresh before entering the manufacturing plants. The Group only accepts materials with quality assurances (business license, QS card, third-party inspection report card) in the first place. On top of that, the Group has a series of quality requirements of materials, such as physical and chemical characteristics, transportation, to ensure that the materials are safe and of good quality upon their arrival.

### Procurement ethics

China Greenfresh has high expectation on the integrity of internal staff and external business partners. Any business dealings (including purchasing and sales) must be conducted with fairness and honesty, and in compliance with relevant laws and regulations. The Group strictly opposes to any intentional fraudulent act to seek individual unlawful profits at the expense of the Group's interests or for the benefit of improper corporate interests, such as bribery, extortion, fraud and money laundering, etc.

### 謹慎採購

食品品質控制從良好的原材料管理開始，確保用於生產的材料安全並維持最佳狀態。中國綠寶已通過垂直一體化的生產模式，儘量自產原材料以有效地降低外購材料的風險，如農藥污染、生產合規性、材料品質等。無可避免地，某些原料仍需透過外購以應付市場日益增加的需求。因此，集團肩負管理其供應鏈的責任，提出環境和社會相關的供應商要求。

中國綠寶針對供應鏈的環境和社會要求如下：

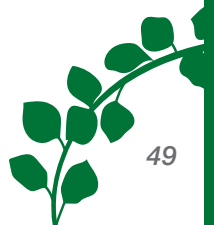
- 供應商應全面遵守相關的環境保護條例和法規
- 供應商應當節能減排或達標排放
- 供應商不能存在非法僱傭現象
- 供應商沒有無故欠款、欠發工人薪資的記錄，並信譽良好

集團定期進行必要的走訪和調查，以確保供應商符合集團的供應鏈要求。

採購的物料進廠前必須符合中國綠寶的質量符合標準要求，只接收有三證（營業執照、QS證、第三方檢驗合格報告單）的物料。除此以外，集團對採購物料訂定一系列的品控要求，例如物理和化學指標、運輸要求，確保材料到達後安全無害並質素良好。

### 採購操守

中國綠寶對內部員工和外部商業夥伴的專業操守有高度期望；任何商業往來（包括採購和銷售等）必須符合公正、廉潔的原則，並符合相關的法律法規。集團嚴格反對任何採用欺騙等違法違規手段，謀取個人不正當利益，損害正當的公司經濟利益的故意行為；或為謀取不當的公司經濟利益，同時可能為個人帶來不正當利益的故意行為，例如賄賂、勒索、欺詐及洗黑錢等。



## Environmental, Social and Governance Report

### 環境、社會及管治報告

In view of the Group's anti-corruption expectation, China Greenfresh has developed a set of anti-corruption policies and related measures to maintain business integrity. The Group conducted effective communication or training in various forms (such as employee manuals, publicity or training, etc.) to ensure that employees understood the concepts involved in the Code of Conduct. The Group's Audit Department would evaluate the anti-corruption policies and related measures on a quarterly basis, and put forward rectification opinions. Internal members or social parties directly or indirectly related to the Group could report actual or suspected fraud behaviour of the Group and its personnel through telephone or email.

Under the effective implementation of anti-corruption policy, the Group has not discovered any concluded legal cases regarding corrupt practices in this financial year, and continued to maintain integrity and equity throughout the operations.

#### Responsible production

As a food production and processing enterprises, China Greenfresh rates highly on food safety and product liability. The Group promises to:

- Fully comply with national regulations on food safety, advertising, labelling and privacy matters
- Strengthen customer information management on regular basis to protect the customer's information security
- Produce in safety and compliance manners, and ensure that products meet food safety standards to protect the health of customers
- Guarantee the recall of products with quality issue
- Establish an effective customer complaint handling process
- Become a comprehensive service provider for the Chinese edible fungus industry

Directed by the product responsibility policies, China Greenfresh has implemented strict product testing procedures to ensure that fresh fungus sold in market are safe and non-poisonous. The Group has assigned Quality Control Department to conduct sample inspections making sure that every batch of products meet the Group's requirements.

鑒於集團的反貪腐要求，中國綠寶已制定反舞弊及欺詐政策和及相關措施維護集團廉潔。集團在內部以多種形式(通過員工手冊、宣傳或培訓等方式)進行有效溝通或培訓，確保員工明白行為準則涉及的概念。每季度，集團的審計部會對反舞弊及欺詐政策及有關措施進行評估，提出整改意見。公司內部成員或與公司直接或間接發生經濟關係的社會各方可通過舉報電話、電子信箱等途徑舉報公司及其人員實際或疑似舞弊及欺詐案件的信息。

於有效的反貪污政策監管下，本年度內集團並沒發現任何貪污訴訟案件，持續保持廉潔公正地運營。

#### 負責任的生產

作為食品生產加工企業，中國綠寶尤其重視食品安全和產品責任，集團承諾：

- 全面遵守國家有關食品健康與安全標準、廣告、標籤和私隱的條例和法規
- 定時加強客戶信息管理，保障客戶的信息安全
- 安全合規生產，確保產品符合食品安全標準，保障客戶的健康
- 承諾給客戶退換有質量問題的產品
- 建立有效的客戶投訴處理程序
- 打造中國食用菌行業綜合服務商

中國綠寶訂立嚴格的產品檢驗程序，確保新鮮銷售的食用菌對人體安全無害。集團已指派品管部進行抽樣檢查，使每個出廠批次的產品都能符合集團高品質的要求。

## Environmental, Social and Governance Report 環境、社會及管治報告

Apart from fresh fungus, all batches of China Greenfresh's canned products has been sampled and tested by state-recognised professional company, to guarantee food safety. Canned products could only be sold after the Group obtained positive qualification report from third party.

In recognising China Greenfresh's efforts on product responsibilities, the Group is awarded the "Business Excellence Awards – The Best Edible Fungi Health Industry Supplier" by the Association of the International Certified Financial Consultants (AICFC) this year. The award affirms the Group's position as the modern manufacturer of high quality edible fungus products. Responding to the trust on the Group's product quality, the Group is committed to providing greener, healthier food of high quality.

In the financial year, China Greenfresh has complied with all relevant laws and regulations regarding food safety, advertising, labelling and privacy matters.

### PRODUCING "GREEN" FUNGI

China Greenfresh commits to produce healthy and green products through avoiding any environmental impacts, so as to create a better living and business environment. The Group has constructed its production chain with environmental awareness, from the consumption of raw materials to the final product realization, to achieve green production.



Pre-harvesting condition of China Greenfresh's Common Cultivatea Mushroom  
中國綠寶雙孢菇採收前的情況

除食用菌外，中國綠寶的所有罐頭產品銷售批次亦需接受國家認可和有專業資格公司抽樣檢查，確保食品安全。集團在收到檢驗公司明確的合資格報告後，方能外售食品。

基於對集團的食用菌系列產品質量的認可，中國綠寶於本年度榮獲特許金融策略師協會(AICFC)頒發的「傑出商業領域大獎—最佳食用菌健康產業供應商」。獎項肯定了集團現代化工廠化生產優質食用菌系列產品的定位。集團承諾繼續提供更綠色、更健康的優質食品以回應外界對集團的品質信賴。

在本財政年度內，中國綠寶遵守所有有關的食品安全、廣告、標籤和隱私事宜的法律法規。

### 綠色出菇

中國綠寶致力透過避免環境影響打造健康與綠色的產品，為創造更好的生活和營商環境而努力。集團於建構生產鏈時融合由原材料消耗到最終產品使用的環保意識，以達到綠色生產。



China Greenfresh received the "Business Excellence Awards – The Best Edible Fungi Health Industry Supplier" award, in recognizing the Group's product quality  
中國綠寶榮獲認可集團產品質量「傑出商業領域大獎—最佳食用菌健康產業供應商」獎項



## Environmental, Social and Governance Report

### 環境、社會及管治報告

Echoing to the environmental aspirations, China Greenfresh has established a clear environmental policy to ensure production fulfils eco-friendly expectations.

- Fully complies with all applicable environmental laws and regulations;
- Conserves energy and reduce emission, achieving status of low carbon enterprises;
- Effective uses of all resources including energy, water and other natural resources;
- Adheres to the discharge standards, and continuously enhance the Group's environmental performance;
- Reduces significant impacts on the environment and natural resources;
- Provides the training and resources required to fulfill environmental responsibility.

#### Use of resources

##### Waste to gem

China Greenfresh is pleased with its green circular production chain. It protects environmental resources, meanwhile creates values for the nearby farming communities.

Throughout the edible fungi cultivation process, it has produced resources that are generally considered to be wastes, such as waste cultivation bags, coal residues, fruit remaining and sludges from sewage treatment. All of the above mentioned "wastes" are still valuable, such as sludges can be used as fertilizer, waste cultivation bags can be used to produce Common Cultivatea Mushroom, coal residues can become fuel source again. Therefore, the Group has sold its production "wastes" to nearby farmers at a reasonable price, turning wastes to gems, to reuse wastes.

On the other hand, China Greenfresh has purchased farmer's agricultural wastes (such as sawdust and straws, etc.) to cultivate edible fungus. Thereby it reduces the waste discarded by farmers, and avoided environmental pollution for raw material transportation.

China Greenfresh is committed to do its utmost to recover and reuse materials. For those cannot be recycled (including both hazardous and non-hazardous wastes), responsible parties would clear and properly handle the wastes, so as to prevent causing pollution to the surrounding environment.

為響應中國綠寶的環境倡議，集團建立清晰明確的環境政策確保產品生產符合愛護環境的期望。

- 全面遵守所有適用的環境法例和法規；
- 節能減排，建設低碳企業；
- 有效地使用包括燃料、水及其他天然資源等所有資源；
- 堅持達標排放，不斷提升集團的環保表現；
- 減低對環境及天然資源所造成的重大影響；
- 提供履行環保責任所需的培訓及資源。

#### 資源使用

##### 轉廢為寶

中國綠寶的循環生產鏈是集團最引以為傲的綠色循環生產系統。循環生產鏈在保護環境資源的同時，能為周邊農戶創造價值。

食用菇種植的過程中，會產生不少被認為是廢棄物的資源，如廢養殖包、燃燒後剩下的煤渣和粉煤、生果渣滓和污水處理所產的污泥等。種種以上提及的「廢棄物」其實仍有使用價值，如污泥能用作肥料、廢養殖包能用作生產雙胞菇，煤渣和粉煤能成為能源等。因此，集團會以合理價錢外售「廢棄物」給農戶，轉廢為寶，將廢棄物循環使用。

另一方面，中國綠寶會購入農戶的農產品邊角料和廢料（如木屑、稻草等）做養殖料種植食用菌，由此減少農戶的廢棄物，避免運輸過程的環境污染。

中國綠寶承諾盡最大努力回收並重用物料。不能回收的廢棄物（包括有害和無害的廢棄物），則會交由專人負責清運，做到妥善處理，以保證不對周圍環境造成污染。

## Environmental, Social and Governance Report 環境、社會及管治報告

### Energy conservation

Energy is important to drive production equipment, but consuming it produces atmospheric emissions, including greenhouse gases and air pollutants. The energy consumed by China Greenfresh is mainly from electricity, coal and bio-fuels (wood chips and waste cultivation bags etc.). They are used to power machinery for sterilization, packaging, maintaining appropriate edible fungi growing environment.

As a starting point, the Group has been using environmentally friendly and energy-saving LED lights for its manufacturing plants to provide adequate lighting. The Group's Hebei Pingquan manufacturing plant even utilizes sunlight to reduce the energy consumption from lighting.

### Water conservation

China Greenfresh actively responds to China's water-saving policies, tries to avoid water used in production and enhances water efficiency. The Group is committed to conserve water in production, effectively use water for cleaning materials and packaging, and maintaining the temperature of breeding rooms. Wastewater generated by the boiler is recycled through the wastewater circulating system as water vapor and cooling water, therefore eliminating the use of fresh water. The Group's bathrooms also installed water-saving devices to reduce water consumption.



Fruiting state of China Greenfresh's edible fungus  
中國綠寶的食用菌出菇狀態

### 節源降耗

能源是推動生產器械的重要元素，但其使用模式却產生廢氣排放，包括溫室氣體和大氣污染物等。中國綠寶的主要使用的能源是政府電力供應、煤和生物燃料(木屑和廢料包等)，應用於殺菌、包裝與維持合適的食用菌養殖環境等機械。

作為起步，集團已陸續採用環保節能的LED燈為工廠提供足夠的照明。集團的河北平泉香菇工廠更採用日照以減少照明的能源消耗。集團承諾會在未來加大節能力度，投放資源把生產鏈的能源使用最小化。

### 節約用水

中國綠寶積極響應國家的節水政策，儘量避免浪費生產用水，並增強用水效率。集團致力改進生產用水習慣，有效率地用水清洗原料和包裝、維持菇房適度製冷。鍋爐的廢水經過廢水循環使用系統，將水蒸氣和冷卻水回用，以減少使用自來水。集團的衛生間亦有節水裝置，減少生活用水。



China Greenfresh received President's Award, recognising the Group's contribution to the society  
中國綠寶獲得表彰集團對社會的貢獻的認可的公益榮譽獎

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Emission

In this financial year, China Greenfresh has complied with laws and regulations regarding emission and water discharge, waste management and other environmental related aspects.

##### *Emission management*

Sterilization and cooking processes are essential to ensure that products are fully cooked and safe for consumption. The Group is equipped with boilers to provide steam for sterilization and heating to kill bacteria (e.g. high temperature and pressure bactericidal cabinet, and automatic pre-cooker etc.).

Boilers releases air pollutants and greenhouse gases through burning coal, wood chips or waste cultivation bags. In view of this, the Group has obtained boiler operation permit, regularly monitored the emission data and installed the dust removal equipment to ensure that the boiler emission meets the national emission standards.

In spite of the boilers' emission control, trees can naturally absorb carbon dioxide in the atmosphere, alleviate the greenhouse effect. China Greenfresh supports afforestation and commits to build green manufacturing plants. Large parcels of vegetation were planted in the manufacturing plants to beautify the manufacturing bases, meanwhile reduce the atmospheric greenhouse gas content.

##### *Wastewater discharge*

To treat wastewater generated from mixing compost and cleaning, China Greenfresh particularly established wastewater treatment facilities to purify wastewater. Wastewater contained organic matters. It was treated through sedimentation tank and hydrolytic acidification tank, separated water from the pollutants. Wastewater also went through a series of treatment subsequently to ensure that the effluent meets the governmental discharge standards.

#### CREATING VALUE TO SOCIETY

The ultimate purpose of an enterprise is to create value for different stakeholders in the society, such as investors, customers, suppliers and the community as a whole. In addition to producing quality products for consumers, the Group also creates value for the community. During the financial year, the Group has continued to promote social wellbeing and harmony, and encouraged employees actively participated in social welfare activities.

#### 排放

本財政年度，中國綠寶已遵守所有與環境有關的法律法規，包括大氣和水排放，廢棄物管理和其他相關的法律法規。

##### *排放管理*

滅菌和蒸煮是確保食品完全熟透，使其能安全食用的必不可缺的步驟。集團配備鍋爐提供殺菌與加溫用的水蒸氣（如高溫高壓滅菌櫃和自動預煮機等）消滅細菌。

鍋爐燃燒煤、木屑或廢料包的過程中會釋放大氣污染物及溫室氣體等。有見及此，集團已獲得有效的鍋爐操作證，並定期監測排放數據，安裝除塵措施，確保鍋爐的排放值符合國家的排放標準。

除鍋爐的大氣排放控制外，樹木能天然地吸收大氣中的二氧化碳，舒緩溫室效應。中國綠寶重視植樹造林，致力打造綠色工廠。工廠種植了大片植被，期望達到美化廠區的同時，亦減輕大氣溫室氣體含量。

##### *廢水排放*

為處理混合養殖料時排放的廢水與清洗用水，中國綠寶特別設立廢水處理設施處理生產廢水。廢水中有機物會經過沉澱池和水解酸化池分隔出污染物。廢水接著會經過一系列處理後最終外排，確保廢水外排時符合政府標準。

#### 貢獻社會

企業的最終存在目的是為社會上不同的持份者，如投資者、顧客、供應商乃至整個社區創造價值。除了提供優質食品給消費者外，中國綠寶亦為社會創造價值。本年度，集團繼續投身於推動社會健康、和諧發展的事務上，並鼓勵員工積極參與社會公益活動。



## Environmental, Social and Governance Report 環境、社會及管治報告

### Contributing to agricultural development

The green circular production chain contributes beyond environmental protection to promote the development of neighbouring agricultural businesses, which helps farmers to get rid of poverty. The Group has acquired agricultural wastes from nearby farmlands, provided a platform for farmers to sell their agricultural by-products, and hence increased farmers' income. On the other hand, the group has sold waste cultivation bags after fungal fruiting at a reasonable price to farmers, which can be used to grow Common Cultivatea Mushroom for earning a stable income.

### Supporting social welfare activities

China Greenfresh is aware of the development of public welfare in Hong Kong and has actively participated in the charitable fund-raising activities of the Hong Kong Community Chest. The Group's charity donations were used to fund more than 150 organizations to provide social welfare services that benefited 2.1 million people in Hong Kong. The Group was honoured with the President's Award to show gratitude for its contribution to the public welfare.

### 帶動附近農業發展

中國綠寶的綠色循環生產鏈除了在環境保護上作出貢獻，更帶動工廠附近的農業發展，幫助農民早日脫貧。集團向附近的農戶收購其農產品邊角料，提供銷售農業副產品的平台，以增加農民的收入渠道。另一方面，集團以合理價錢賣出出菇後的廢料包於農戶；農民可通過使用廢料包養殖雙胞菇維持穩定收入。

### 支持公益事業

中國綠寶一直關注香港的公益事業發展，積極參與香港公益金組織的慈善籌款活動。集團捐贈的公益金善款用以資助超過150家會員機構提供社會福利服務，惠及香港210萬有需要的人士。集團被授予公益榮譽獎，以感謝其對公益事業的貢獻。



External stakeholders visited the modern edible fungi science and technology museum for knowledge sharing  
外部持份者到訪中國綠寶的現代化食用菌科技館作參觀交流

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Advocating green food

China Greenfresh has been providing quality edible fungus, and fruits and vegetables products to encourage healthy diets. In the meantime, the Group also established the first modern edible fungi science and technology museum, that regularly invited institutions to visit, for visits, and deliver healthy diet concept through the video and interactive technology.

China Greenfresh will uphold and optimize its green circular production chain and continue to contribute to different stakeholders in the society, including investors, consumers, and the nearby communities. At the same time, the Group will adhere to integrate the concept of sustainable development into its business operating to ultimately create multiple values.

#### 提倡綠色食品

中國綠寶致力提供優質的食用菌和蔬果類的產品，鼓勵民衆均衡飲食。同一時間，集團亦建立了國內首家現代化食用菌科技館，定期邀請相關院校進行參觀交流，通過過視頻及互動技術向大眾普及健康飲食理念。

中國綠寶會堅持與優化其綠色循環生產鏈，繼續對社會上的不同持份者，包括投資者、消費者、附近社區等作出貢獻。同時，集團會堅持將可持續發展概念融入各項運營業務中，以最終創造多方價值。

#### CONTENT INDEX OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE

This report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide of the Stock Exchange. General disclosures are indicated in the table below, that directs readers to the relevant sections.

#### 聯交所《環境、社會及管治報告指引》索引

本報告是按照聯交所《環境、社會及管治報告指引》所編制。一般政策披露及關鍵性指標詳見於下表，表內提供與報告有關的章節連結或直接解釋。

General Disclosure	層面	Aspects 索引	Page No. 頁數
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A2. Use of Resources	A2. 資源使用	A2	52-53
A3. The Environment and Natural Resources	A3. 環境及天然資源	A3	51-54
B1. Employment	B1. 僱傭	B1	44-47
B2. Health and Safety	B2. 健康與安全	B2	45
B3. Development and Training	B3. 發展及培訓	B3	47-48
B4. Labour Standards	B4. 勞工準則	B4	44-45
B5. Supply Chain Management	B5. 供應鏈管理	B5	48-49
B6. Product Responsibility	B6. 產品責任	B6	50-51
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B8. Community Investment	B8. 社區投資	B8	54-56



## Directors' Report 董事會報告

The Directors submit the annual report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 December 2016.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company and the principal businesses of its subsidiaries are mushroom plantation, production of canned food and other processed food as well as trading food and other products.

### PARTICULARS OF SUBSIDIARIES AND ASSOCIATES

All subsidiaries incorporated in the PRC are wholly owned enterprises established in the PRC (except for Pingquan County Lvhe Biotechnology Co., Limited, which is a joint venture and is owned 60% by the Company). As at 31 December 2016, the bank and cash balances of the Group's subsidiaries in the PRC denominated in RMB amounted to RMB1,003,375,000 (2015: RMB675,219,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations. Detailed analysis of the subsidiaries of the Company are set out in note 36 to the consolidated financial statements.

### BUSINESS REVIEW

Discussion and analysis of the significant factors relevant to the Group's business performance, results and financial conditions during the year and the business prospect of the Group are set out in the Chairman's Statement on pages 4 to 5 and Management's Discussion and Analysis on pages 6 to 20 of this annual report respectively.

### PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial position, results of operations, and business prospects may be affected, directly or indirectly, by risks and uncertainties pertaining to the Group's businesses. The principal risks and uncertainties identified by the Group are set out below. Such risks and uncertainties are by no means exhaustive, and there may be other risks in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

### MARKET RISK

Market risk represents the risk that affects profitability or ability to meet business objectives arising from the movement in market prices. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

董事謹提呈其截至2016年12月31日止年度之本公司及其附屬公司(以下統稱「集團」或「本集團」)的年度報告及經審核綜合財務報表。

### 主要業務

本公司為投資控股公司。其附屬公司之主要業務活動為菇類種植、製造罐頭食品及其他加工食品以及買賣食品及其他產品。

### 附屬公司、聯營公司詳情

所有於中國註冊成立的附屬公司均為於中國成立的全資擁有企業(平泉縣綠河生物科技有限公司除外，平泉縣綠河生物科技有限公司乃合資企業，其中，本公司股權佔比60%)。於2016年12月31日，本集團於中國的附屬公司的銀行及現金結餘(以人民幣列值)為人民幣1,003,375,000元(2015年：人民幣675,219,000)。將人民幣兌換為外幣須按中國《外匯管理條例》及《結匯、售匯及付匯管理規定》。本公司附屬公司之詳情分析列載於綜合財務報表附註36。

### 業務審視

有關本年度內本集團的回顧表現、業績、財務狀況相關重要因素的探討及分析及本集團業務的前景，分別列載於本年報第4頁至第5頁的主席報告書及第6頁至第20頁的管理層討論與分析。

### 主要風險及不確定因素

本集團的財務狀況、營運業績及業務前景受與本集團業務有關的多項風險及不確定因素直接及間接影響。以下為本集團所識別的主要風險及不確定因素。除下文所示者外，可能有本集團未知或現時未必屬重大但日後可能變成重大的其他風險及不確定因素。

### 市場風險

市場風險乃因市場價格變動而使盈利能力受損或影響達成業務目標的能力的風險。本集團管理層對該等風險進行管理及監控，以確保能及時有效採取適當措施。

## Directors' Report 董事會報告

### FOREIGN EXCHANGE RISK

The Group's principal business is located in the PRC and its major transactions are conducted in Renminbi.

The Renminbi is not freely convertible. The Group is subject to the risk that the Chinese government may take certain actions which may affect exchange rates and in turn result in material adverse effects on the Group's net assets, earnings and any declared dividends, if such dividend is to be exchanged or translated into foreign exchange. The Group has not entered into any hedging transactions to manage the potential fluctuation in foreign currencies.

### LIQUIDITY RISK

Liquidity risk represents the potential that the Group may fall short of its obligations at maturity due to the failure to obtain adequate funding or liquidate assets. In managing liquidity risk, the Group monitors cash flows and maintains an adequate level of cash and cash equivalent to ensure the ability to finance the Group's operations and reduce the impacts of fluctuation on cash flows.

### OPERATIONAL RISK

Operational risk represents the risk of loss resulting from any fault or deficiency in internal processes, staff and systems or from external events. The responsibilities with respects to managing operational risks are basically shared by divisions and departments of various functions.

Key functions in the Group are guided by their own standard operating procedures, limits of authority and reporting framework. The management will identify and assess the principal operational exposures regularly so as to respond with appropriate measures.

### FINANCIAL REVIEW AND ANALYSIS OF FINANCIAL KEY PERFORMANCE INDICATORS

For details of the financial review and analysis of the use of financial key performance indicators for the Year, please refer to the Management's Discussion and Analysis of this annual report.

### FUTURE DEVELOPMENT PLANS

Details of the Company's future development plans are provided in the Management's Discussion and Analysis on pages 6 to 20 of this annual report.

### Events after the reporting period

On 28 March 2017, the Board has proposed, subject to the Shareholders' approval, a bonus issue of shares on the basis of one bonus share for every one existing share held by the Shareholders. Further details of this bonus issue, including the relevant details of the resolutions to be passed by the Shareholders and the record date for such entitlements, please refer to the announcement of the Company dated 28 March 2017 and further circular to be published by the Company.

### 外匯風險

本集團主要業務位於中國，其主要交易以人民幣進行。

人民幣不可自由兌換。本集團須承受中國政府可能會採取影響匯率行動的風險，該等行動可能會對本集團的資產淨值、盈利以及任何所宣派股息（倘若有關股息須兌換或換算為外幣）構成重大不利影響。此外，本集團並無訂立任何對沖交易以管理外幣的潛在波動。

### 流動性風險

流動性風險指本集團因未能取得充足資金或流動資產而在責任到期時不能履約的風險。管理流動性風險時，本集團監察現金流量，並維持充足水準的現金及現金等價物，以確保為本集團營運提供資金的能力，並減低現金流量波動的影響。

### 營運風險

營運風險指因內部程序、人員或制度不足或缺失，或因外部事件導致之損失風險。管理營運風險之責任基本上由各個功能之分部及部門肩負。

本集團之主要功能經由本身之標準營運程序、權限及匯報框架作出指引。管理層將會定期識別及評估主要之營運風險，以便採取適當風險應對。

### 財務回顧及財務關鍵表現指標之分析

本年度的財務回顧及有關運用財務關鍵表現指標之分析，請參閱本年報「管理層討論與分析」一節。

### 未來發展計劃

本公司未來發展計劃詳情載列於本年報第6頁至第20頁的管理層討論與分析。

### 報告期後事項

於2017年3月28日，董事會建議按股東每持有一股現有股份獲發一股紅股之基準發行紅股，惟有關建議須經股東批准方可作實。有關紅股發行的進一步詳情，包括股東須通過之決議案的相關詳情及有關權利之記錄日期，將於本公司日期為2017年3月28日的公告及另行刊發之通函予以披露。

## Directors' Report 董事會報告

### DIVIDENDS AND BONUS ISSUE

The Board proposes the payment a final dividend of HK2.00 cents per share (approximately equivalent to RMB1.77 cents) for the year ended 31 December 2016 (2015: HK20.00 cents, approximately equivalent to RMB17.00 cents) and a bonus issue of shares on the basis of one bonus share for every one existing share held by the Shareholders. Both proposals above are subject to the Shareholders' approval at the annual general meeting of the Company (the "AGM") to be held on 26 May 2017. As to further details of bonus issue, including relevant details of resolution to be passed by Shareholders and the record date for such entitlement, please refer to the announcement of the Company dated 28 March 2017 and the circular to be further published by the Company.

During the Year, the Board declared and paid an interim dividend of HK8.00 cents per share (approximately equivalent to RMB6.88 cents). The total amounts of dividends declared during the Year accounted for approximately 20.39% of the profit attributable to owners of the Company.

### ENVIRONMENTAL POLICY AND PERFORMANCE

As a responsible enterprise, the Group is committed to environmental protection and strives to minimise the environmental impact of its production and business activities. The Group has adopted the concept of system-wide food safety and environmental design in providing infrastructures for its factories. Our production base had obtained the approval of the local government prior to its operation and received the approval on the environmental impact report. The Group promoted clean production review mechanism and implemented recycling economy on the basis of the established and operated ISO14001 environmental management system. No major irregularities of discharge limits of sewage, smoke and dusts had been noted in the past three years according to the real time monitoring system of the environmental bureau of the place where the Group is located and no major irregularities of waste treatment was found under the periodic audit of EMS.

### COMPLIANCE WITH LAWS AND REGULATIONS THAT HAVE SIGNIFICANT IMPACTS ON THE GROUP

Compliance procedures of the Group are in place to ensure compliance with the applicable laws, rules and regulations which in particular, have significant impacts on the Group. The Audit Committee is delegated by the Board to review and monitor the Group's compliance with the policies and practices on corporate governance and regulatory requirements and such policies are regularly reviewed. The relevant employees and the operation units are kept informed from time to time of any change to the applicable laws, rules and regulations. To the knowledge of the Company, the Company has complied with relevant laws and regulations in all material aspects which have significant impacts on its operation and business.

### 股息及發行紅股

董事會建議派付截至2016年12月31日止年度之末期股息為每股2.00港仙(約相等於人民幣1.77分)(2015年:20.00港仙,約相等於人民幣17.00分),並建議按股東每持有一股現有股份獲發一股紅股之基準發行紅股。惟上述兩項建議均須經股東於2017年5月26日舉行之本公司股東週年大會(「股東週年大會」)批准方可作實。有關紅股發行的進一步詳情,包括股東須通過之決議案的相關詳情及有關權利之記錄日期,請參閱本公司日期為2017年3月28日之公告及將於本公司另行刊發之通函。

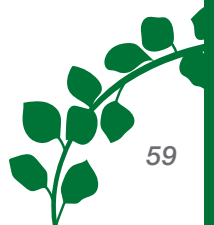
年內,董事會已宣派及派付中期股息每股股份8.00港仙(約相等於人民幣6.88分)。年內已宣派之股息總額佔本公司擁有人應佔溢利約20.39%。

### 環境政策及表現

作為一家有責任的企業,本集團致力推動環境保護、盡最大努力減低生產及業務活動對環境造成的影響。本集團的基礎設施以全體系的食物安全理念與生產環保理念建設工廠,本集團生產基地在投產前得到當地政府的批准,並取得環境影響報告的批文,在建立、運行ISO14001環境管理體系的基礎上,推行清潔生產審核機制、實施循環經濟,近三年來本集團所在地的環境保護管理局實時在綫監測未出現污水、煙塵排放超標等重大違規現象,同時經過環境管理體系審核也未出現任何廢棄物處理重大違規等現象。

### 對本集團有重大影響的法律及法規的遵守

本集團已制定合規程序,以確保遵守(尤其是)對其產生重大影響之適用法律,規則及法規。董事會授權審核委員會檢討及監管本集團在遵守企業管治及監管規定方面的政策及常規,並對此定期作出審閱。相關員工及相關經營單位會不時獲知悉適用法律、規則及法規之任何變動。據本公司所知,其已於重大方面遵守對本公司業務及營運有重大影響的相關法律及法規。



## Directors' Report 董事會報告

### RELATIONSHIP WITH EMPLOYEES

#### Working environment

The Group provides its employees in the mainland China with nice workplace in a greening factory, reasonable remuneration, sound incentive mechanism, broad career advancement and other benefits such as insurance, housing fund and retirement benefit. We are committed to improving working environment for our staff.

In addition, the Group always cares its staff who have hardship in living and has set up a charity fund to help staff who have difficulties in living.

#### Training and career development

The Group values the importance of staff training. We organised an in-house business school and developed training programmes for specific operating business covering various aspects such as personnel, finance, administration, quality control, marketing and management to enhance knowledge of managerial and professional staff of the Group.

### RELATIONSHIP WITH CUSTOMERS

We highly value our customers as important partners for the Group's sustainability and development. We require our staff to be committed to both the principle and practice of sincere service.

### RELATIONSHIP WITH SUPPLIERS

As the supply resources of the company, suppliers achieved business integrity and mutual benefits. The Group established an incentive mechanism for distributors and signed agreements with them to regulate our business and to ensure that the interests of the Group and customers are protected by law.

### CONSOLIDATED FINANCIAL STATEMENTS

The profit of the Group for the Year, the financial position of the Group as at 31 December 2016 and the Group's cash flows and statement of changes in equity for the Year then ended are set out in the consolidated financial statements on pages 85 to 159.

#### 與員工的關係

##### 工作環境

本集團為國內員工提供綠化的工廠環境、合理的薪酬待遇、良好的激勵機制與廣闊的職業發展空間，並提供相關保險、住房公積金、離職退休等福利，並致力於該站員工工作所需之環境。

同時，本集團一向關注生活困難的員工，並建立慈善基金，以幫助在生活上遇到困難的員工。

##### 僱員培訓與職業發展

本集團非常重視員工的培養。在本集團內部設立商學院，並開發了針對特定業務的管理培訓課程，培訓類型涵蓋人事、財務、行政、品管、營銷及管理等多個方面，以提升本集團管理人員和專業人員的水平。

#### 與客戶的關係

客戶作為企業賴以生存與發展的重要合作夥伴，本集團一直重視與客戶的合作關係，要求員工必須具備用心服務的理念與誠懇的態度。

#### 與供應商關係

供應商作為企業供應的資源，做到誠信經營，互惠互利，本集團針對經銷商制定了激勵機制，並簽訂相關合同，以規範業務，確保企業利益與顧客利益受到法律保護。

#### 綜合財務報表

本集團於本年度的溢利、本集團於2016年12月31日的財務狀況，以及截至該日止年度本集團的現金流量及權益變動表，均載列於第85頁至159頁的綜合財務報表內。



## Directors' Report 董事會報告

### CLOSURE OF REGISTER OF MEMBERS

For the purpose to determine the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 16 May 2017 to Friday, 26 May 2017, both days inclusive, during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company on 26 May 2017 will be entitled to attend and vote at the AGM. In order to qualify for attending and voting at the AGM, Shareholders should ensure that share transfer documents together with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 15 May 2017.

For the purpose to determine the entitlement of the Shareholders to the final dividend, the register of members of the Company will be closed from Monday, 5 June 2017 to Wednesday, 7 June 2017, both days inclusive, during which period no transfer of share will be registered. Shareholders whose names appear on the register of members of the Company on 7 June 2017 will be entitled to the final dividend. In order to be entitled to the payment of the final dividend, Shareholders should ensure that share transfer documents together with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 2 June 2017.

For the purpose to determine the entitlement of the Shareholders to the bonus issue, the register of members of the Company will be closed from Monday, 5 June 2017 to Wednesday, 7 June 2017, both days inclusive, during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company on 7 June 2017 will be entitled to the bonus issue. In order to qualify for the bonus issue, Shareholders should ensure that share transfer documents together with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 2 June 2017.

### SHARE CAPITAL

Details of the movements in share capital of the Company during the Year are set out in note 25 to the consolidated financial statements.

### 暫停辦理股份過戶登記手續

為確定股東出席股東週年大會並於會上投票的權利，本公司將於2017年5月16日(星期二)至2017年5月26日(星期五)期間(包括首尾兩日)暫停辦理股份過戶登記手續，於該期間內將不會辦理股份過戶登記。於2017年5月26日名列本公司股東名冊的股東將合資格出席股東週年大會並於會上投票。為符合出席股東週年大會並於會上投票的資格，股東須於2017年5月15日(星期一)下午四時三十分前，將股份過戶文件連同相關股票送交本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。

為確定股東收取建議末期股息的權利，本公司將於2017年6月5日(星期一)至2017年6月7日(星期三)期間(包括首尾兩日)暫停辦理股份過戶登記手續，於該期間內將不會辦理股份過戶登記。於2017年6月7日名列本公司股東名冊的股東將有權收取建議末期股息。為符合收取建議末期股息的資格，股東須於2017年6月2日(星期五)下午四時三十分前，將股份過戶文件連同相關股票送交本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。

為確定股東參與紅股發行之權利，本公司亦將自2017年6月5日(星期一)至2017年6月7日(星期三)(包括首尾兩天)暫停辦理股份過戶登記手續，於該期間內將不會辦理股份過戶登記。於2017年6月7日名列本公司股東名冊的股東將有權參與紅股發行。為符合資格參與紅股發行，股東須確於2017年6月2日(星期五)下午四時三十分前，將彼等之股份過戶表格連同相關股票送交至本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。

### 股本

本集團本年度股本的變動詳列於綜合財務報表附註25。

## Directors' Report 董事會報告

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the Year are set out in note 17 to the consolidated financial statements.

### BANK LOANS AND OVERDRAFTS

Particulars of bank loans and overdrafts of the Group as at 31 December 2016 are set out in note 30 to the consolidated financial statements.

### DIRECTORS

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

#### Executive Directors:

Mr. Zheng Songhui  
Mr. Zheng Tianming  
Ms. Zheng Ruyan

#### Non-executive Director:

Ms. Zhang Lin

#### Independent Non-executive Directors:

Mr. Mak Hing Keung Thomas  
Mr. Lou Robert Hsiu-sung  
Mr. Cheng Hiu Yung

### DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for a term of three years, which may be terminated by not less than three months' notice in writing served by either party on the other.

Each of the non-executive Directors (including the independent non-executive Directors) has entered into a service contract with the Company for a term of three years, which may be terminated by not less than three months' notice in writing served by either party on the other.

None of the Directors has a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

### 物業廠房及設備

本集團物業、廠房及設備的年內變動詳情載於綜合財務報表附註17。

### 銀行貸款及透支

本集團於2016年12月31日的銀行貸款及透支詳情載於綜合財務報表附註30。

### 董事

本年度及直至本年度報告日期之董事如下：

#### 執行董事：

鄭松輝先生  
鄭天明先生  
鄭如燕女士

#### 非執行董事：

張琳女士

#### 獨立非執行董事：

麥興強先生  
樓秀嵩先生  
鄭曉勇先生

### 董事的服務合約

各執行董事已與本公司訂立服務合約，為期三年，可由任何一方另發出不於三個月書面通知予終止。

各非執行董事(包括獨立非執行董事)，已與本公司訂立服務合約，為期三年，可由任何一方另發出不於三個月書面通知予終止。

概無董事與本公司或本公司附屬公司訂立不可於一年內由本公司終止而毋須支付賠償(法定賠償除外)的服務合約。

## Directors' Report 董事會報告

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Company's Directors and the senior management are set out in pages 22 to 26 of this annual report.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

Save as disclosed under the section headed "Connected Transactions" and note 35 "Related Party Transactions" to the consolidated financial statements, no transaction, arrangement or contract of significance to which the Company or any of its holding company, subsidiaries, or fellow subsidiaries was a party, and in which a Director or a connected entity of a Director had a material interest, either directly or indirectly, subsisted at the end of the Year or at any time during the Year.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the Companies Law of the Cayman Islands where the Company was incorporated, which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

### PERMITTED INDEMNITY

Pursuant to the Company's articles of association, each of Directors shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. The Company maintains liability insurance for its Directors and officers, which gives appropriate cover for any legal action brought against its Directors. The level of the coverage is reviewed annually.

### REMUNERATION OF DIRECTORS

At the general meeting, the Shareholders authorised the Board to determine the remuneration of the Directors. The remuneration of the Directors are determined by the Board base on the recommendation made by the Remuneration Committee with reference to their job complexity, workload and responsibilities and the Company's remuneration policy. Details of the remuneration of the Directors during the Year are set out in note 14 to the consolidated financial statements.

### FIVE HIGHEST PAID INDIVIDUALS

Details of the remuneration of the five highest paid individuals of the Group during the Year are set out in note 13 to the consolidated financial statements.

### 董事及高層管理層之履歷

本公司董事及高級管理層之履歷載於本年報第22頁至第26頁。

### 董事在重大交易、安排或合約的權益

除「關連交易」一節及綜合財務報表附註35「關連方交易」所披露外，在本年度末或在本年度任何時間內，本公司或其任何控股公司、附屬公司或同系附屬公司概無簽訂任何董事或董事之關連實體直接或間接擁有重大權益之重大交易、安排或合約。

### 優先購股權

本公司組織章程細則或開曼群島法例並無有關優先購股權之規定，要求本公司須按比例向本公司的現有股東發售新股份。

### 獲准許的彌償保證

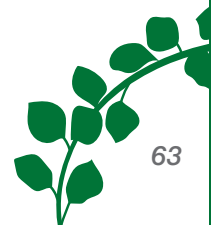
根據本公司組織章程細則，各董事有權就履行其職務或在其他有關方面蒙受或產生之所有損失或責任自本公司之資產中獲得賠償。本公司已就本公司董事及高級人員投購責任保險，就針對董事的任何法律訴訟提供適當保障，保障範圍每年檢討一次。

### 董事酬金

於股東大會上，股東授權董事會釐定董事酬金。董事酬金乃由董事會根據薪酬委員會的建議並參照他們的工作複雜度、工作量及職責以及本公司的薪酬政策而釐定。於本年度內，董事酬金之詳情列載於綜合財務報表附註14。

### 五名最高薪酬人士

於本年度內，本集團五名最高薪酬人士的薪酬詳情載於財務報表附註13。



## Directors' Report 董事會報告

### DISTRIBUTABLE RESERVE

As at 31 December 2016, the distributable reserve of the Group amounted to approximately RMB530,880,000.

### CHARITABLE DONATIONS

During the Year, there were no charitable donations made by the Group.

### CONNECTED TRANSACTIONS

#### Exempt Continuing Connected Transaction

Ms. Zheng Ying, the daughter of Mr. Zheng Songhui, the chairman, chief executive officer, executive Director and a controlling Shareholder of the Company, is a connected person of the Company under Rule 14A.07(4) of the Listing Rules.

On 25 March 2015, the Company entered into the following lease agreements (the "**Lease Agreements**") with Ms. Zheng Ying with respect to the land and properties (the "**Properties**") located at Longhai Yancuo Town Qiaoshan Village Jin Pu, Fujian Province, PRC (中國福建省龍海市顏厝鎮巧山村錦浦):

Lease Agreements 租賃協議	Lessor 出租人	Lessee 承租人	Term 租期	Annual Rental 年租金	Description of Leased Properties 租賃物業描述
Property A Lease Agreement	Ms. Zheng Ying	Zhangzhou Greenfresh	Commencing from 18 November 2014 and expiring on 17 November 2017 (terminated on 30 April 2016)	RMB22,824 payable in arrear annually	Land parcel of site area of 5,282 sq.m. (" <b>Property A</b> ")
物業甲租賃協議	鄭瀝女士	漳州綠鮮	自2014年11月18日開始並於2017年11月17日到期(已於2016年4月30日終止)	每年以後付形式支付人民幣22,824元	土地面積5,282平方米的地塊(「物業甲」)
Property B Lease Agreement	Ms. Zheng Ying	Fujian Greenfresh Foods	Commencing from 18 March 2015 and expiring on 17 March 2018	RMB100,452 payable in arrear annually	Buildings of total gross floor area of 1,287.88 sq.m. used for production base, warehouse and office purpose (" <b>Property B</b> ")
物業乙租賃協議	鄭瀝女士	福建綠寶食品	自2015年3月18日開始並於2018年3月17日到期	每年以後付形式支付人民幣100,452元	總樓面面積1,287.88平方米的樓宇(「物業乙」)，作生產基地、倉庫及辦公室用途
Property C Lease Agreement	Ms. Zheng Ying	Fujian Greenfresh Foods	Commencing from 18 March 2015 and expiring on 17 March 2018	RMB163,680 payable in arrear annually	Buildings of total gross floor area of 1,363.98 sq.m. used for office purpose (" <b>Property C</b> ")
物業丙租賃協議	鄭瀝女士	福建綠寶食品	自2015年3月18日開始並於2018年3月17日到期	每年以後付形式支付人民幣163,680元	總樓面面積1,363.98平方米的樓宇(「物業丙」)，作辦公室用途

The Company are entitled to terminate each of the Lease Agreements by giving a 30-day prior notice. Upon its expiration, the Company will have the priority in leasing the Properties under each of the Lease Agreements from Ms. Zheng Ying upon negotiation of the rentals and signing of the renewed lease agreements.

### 可供分配儲蓄

於2016年12月31日，本集團可供分配儲備合共約人民幣530.88百萬元。

### 慈善捐款

本年度內，本集團並無作出慈善捐款。

### 關連交易

#### 豁免持續關連交易

鄭瀝女士為本公司主席、行政總裁、執行董事及控股股東鄭松輝先生的女兒，根據上市規則第14A.07(4)條為本公司的關連人士。

於2015年3月25日，本公司與鄭瀝女士就位於中國福建省龍海市顏厝鎮巧山村錦浦的土地及物業(「該等物業」)訂立以下租賃協議(「該等租賃協議」)：

本公司有權提前30日發出通知以終止各租賃協議。各租賃協議到期後，經磋商租金及簽定經重訂租賃協議，本公司將根據各租賃協議有權優先向鄭瀝女士承租該等物業。



## Directors' Report

### 董事會報告

The Properties were originally leased by the Company from Fujian Minhui Packaging Group Company Limited (福建閩輝包裝集團有限公司) ("Minhui Packaging"), an independent third party. The lease agreements with Minhui Packaging were terminated upon Ms. Zheng Ying acquired the Properties from Minhui Packaging in November 2014.

The Directors confirm that the terms of the Lease Agreements are on normal commercial terms and are determined by the Group and Ms. Zheng Ying on arm's length basis with reference to the historical annual rentals paid to Minhui Packaging for leasing of the Properties.

In view of the fact that Ms. Zheng Ying is a connected person of the Company, the transactions under the Lease Agreements constitute continuing connected transactions of the Company ("Lease Transactions") under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.81 of the Listing Rules, the considerations payable under each of the Lease Agreements are considered on an aggregate basis for the purpose of classification of the continuing connected transactions.

該等物業原由本公司向獨立第三方福建閩輝包裝集團有限公司(「閩輝包裝」)承租。本公司與閩輝包裝訂立的租賃協議於鄭瀾女士在2014年11月自閩輝包裝收購該等物業後終止。

董事確認該等租賃協議條款乃屬正常商業條款並由本集團及鄭瀾女士經參考就租賃該等物業向閩輝包裝支付的過往年租金後公平磋商而釐定。

鑒於鄭瀾女士乃本公司關連人士，根據上市規則第14A章，該等租賃協議項下的交易構成本公司持續關連交易(「該等租賃交易」)。根據上市規則第14A.81條，按各租賃協議應付的代價已就持續關連交易分類作合並考慮。

		For the year ended 31 December 截至12月31日止年度		
Lease Agreements	租賃協議	2016 2016年	2017 2017年	2018 2018年
Property A Lease Agreement	物業甲租賃協議	RMB22,824 人民幣22,824元	RMB22,824 人民幣22,824元	RMB22,824 人民幣22,824元
Property B Lease Agreement	物業乙租賃協議	RMB100,452 人民幣100,452元	RMB100,452 人民幣100,452元	RMB100,452 人民幣100,452元
Property C Lease Agreement	物業丙租賃協議	RMB163,680 人民幣163,680元	RMB163,680 人民幣163,680元	RMB163,680 人民幣163,680元
Total	總計	RMB286,956 人民幣286,956元	RMB286,956 人民幣286,956元	RMB286,956 人民幣286,956元

Based on the above annual cap for each of the three years ending 31 December 2016, 2017 and 2018, each of the applicable percentage ratios under the Listing Rules will be less than 5.0% and less than HK\$3,000,000.

按上述截至2016年、2017年及2018年12月31日止三個年度各年的年度上限，根據上市規則的各適用百分比比率將少於5.0%且少於3,000,000港元。

Given that each of the Lease Agreements is on normal commercial terms, according to Rule 14A.76(1)(c) of the Listing Rules, the Lease Transactions will be exempt from the reporting, announcement and the independent shareholders' approval requirements under the Listing Rules.

由於各該等租賃協議乃按正常商業條款訂立，根據上市規則第14A.76(1)(c)條，該等租賃交易將獲豁免遵守上市規則所載申報、公布及獨立股東批准的規定。

## Directors' Report

### 董事會報告

#### Non-Exempt Connected Transaction

Reference is made to the announcement of the Company dated 23 December 2016. On 23 December 2016, Fujian Greenfresh Foods Group Company Limited\* (福建綠寶食品集團有限公司), an indirect wholly-owned subsidiary of the Company, as vendor entered into an asset transfer agreement with Ms. Zheng Ying (鄭滢), the daughter of Mr. Zheng Songhui, as purchaser. Pursuant to the asset transfer agreement, Fujian Greenfresh Foods Group Company Limited\* agreed to dispose and Ms. Zheng Ying agreed to acquire the following land use rights and related buildings ("Land Use Rights and Related Buildings") at a consideration of RMB7,800,000 in cash:

- (1) the land use right of the industrial land situated at Qiaoshan Village of Yan Cuo, Longhai, Zhangzhou, Fujian Province, the PRC (中國福建省龍海市顏厝鎮巧山村) of approximately 3,570 square meters (Long Guo Yong (2015) No.G2915) and the related buildings with a total gross floor area of approximately 1,832 square meters constructed on such land;
- (2) the land use right of the industrial land situated at Qiaoshan Village of Yan Cuo, Longhai, Zhangzhou, Fujian Province, the PRC (中國福建省龍海市顏厝鎮巧山村) of approximately 6,406 square meters (Long Guo Yong (2015) No.G2916) and the related buildings with a total gross floor area of approximately 4,082 square meters constructed on such land; and
- (3) the related buildings with a gross floor area of approximately 3,424.22 square meters in respect of which building ownership certificates have not been obtained and which are located on the abovementioned two parcels of land.

The consideration was arrived at after arm's length negotiations between the purchaser and the vendor with reference to the valuation for the Land Use Rights at RMB3,600,000 and Related Buildings at RMB4,200,000 prepared by the independent valuer. The disposal is scheduled to be completed on or before 30 June 2017.

#### 非豁免關連交易

茲提述本公司於2016年12月23日刊發之公告。於2016年12月23日，福建綠寶食品集團有限公司（為本公司之間接全資附屬公司，作為賣方）與鄭滢女士（為鄭松輝先生的女兒，作為買方）訂立資產轉讓協議。根據資產轉讓協議，福建綠寶食品集團有限公司同意出售，而鄭滢女士同意收購下列土地使用權及相關建築物（「**土地使用權及相關建築物**」），代價為現金人民幣7,800,000元：

- (1) 位於中國福建省龍海市顏厝鎮巧山村且面積約為3,570平方米的工業用地之土地使用權（龍國用(2015)第G2915號）及建於有關土地上總建築面積約為1,832平方米的相關建築物；
- (2) 位於中國福建省龍海市顏厝鎮巧山村且面積約為6,406平方米的工業用地之土地使用權（龍國用(2015)第G2916號）及建於有關土地上總建築面積約為4,082平方米的相關建築物；及
- (3) 位於上述兩塊土地上尚未取得房屋產權證，而建築物面積約為3,424.22平方米的相關建築物。

代價乃由買方與賣方經參考獨立估值師對土地使用權及相關建築物進行之估值後公平磋商釐定，土地使用權的估值為人民幣3,600,000元，而相關建築物則為人民幣4,200,000元。該出售事項定於2017年6月30日或之前完成。

\* For identification only

## Directors' Report 董事會報告

The purchaser Ms. Zheng Ying is the daughter of Mr. Zheng Songhui, the chairman, chief executive officer, executive Director and a controlling Shareholder of the Company. The purchaser being an associate of a Director, is therefore a connected person of the Company and the disposal constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (as defined in the Listing Rules) calculated in respect of the disposal are more than 0.1% but are all less than 5%, the disposal is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

The Directors (including the independent non-executive Directors) confirm that the transaction is in the ordinary and usual course of business of the Group and the terms and conditions of the asset transfer agreement and the transaction are on normal commercial terms, which are fair and reasonable and in the interests of the Company and its shareholders as a whole. The Company has complied with the requirements of Chapter 14A of the Listing Rules in respect of its connected transactions.

### RELATED PARTY TRANSACTIONS

Details of the related party transactions during the Year are set out in note 35 to the consolidated financial statements. Save as disclosed in the section headed "Connected Transactions" above, no other related party transactions set out in note 35 to the consolidated financial statements constitute discloseable connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules in respect of its connected transactions and continuing connected transactions.

### NON-COMPETITION DEED

The Company has received the written confirmation provided by each of the controlling Shareholders, confirming that each of the controlling Shareholders have not breached the Deed of Non-Competition dated 27 May 2015 entered into between the Company and the controlling Shareholders.

The independent non-executive Directors had reviewed the status of compliance and received confirmation by the controlling Shareholders and, on the basis of such confirmation, are of the view that the controlling Shareholders have complied with the deed of non-competition and such deed of non-competition has been enforced by the Company in accordance with its terms.

買方鄭瀝女士為本公司執行董事兼董事會主席及控股股東鄭松輝先生的女兒。因此，根據上市規則，買方（為董事之聯繫人士）為本公司之關連人士，而根據上市規則第14A章，出售事項構成本公司之關連交易。由於就出售事項計算之其中一項或以上的適用百分比率（定義見上市規則）高於0.1%但全部均低於5%，故出售事項須遵守上市規則第14A章項下之申報及公告規定，惟獲豁免遵守獨立股東批准規定。

董事（包括獨立非執行董事）確認有關交易乃於本集團之日常業務過程中進行，而資產轉讓協議之條款及條件及有關交易乃按一般商業條款訂立，屬公平合理且符合本公司及其股東的整體利益。本公司已就其關連交易遵守上市規則第14A章之規定。

### 關聯方交易

本集團於本年度內的關聯方交易詳情列載於綜合財務報表附註35。除上述於「關連交易」一節之披露外，沒有任何其他載列於綜合財務報表附註35的關聯方交易屬於上市規則第14A章項下須予披露的關連交易或持續性關連交易。本公司就其關連交易和持續性關連交易已符合上市規則第14A章的披露規定。

### 不競爭契約

本公司已收到各控股股東的書面確認，確認各控股股東並無違反本公司與各控股股東在2015年5月27日訂立的不競爭契據。

獨立非執行董事已審閱有關合規情況，並已得到控股股東的確認，按此確認基準，彼等認為控股股東已遵守不競爭契據，且此等不競爭契據亦已由本公司根據其條款強制執行。

## Directors' Report

### 董事會報告

#### PRE-IPO SHARE OPTION SCHEME

The Company's pre-IPO share option scheme was adopted by written resolutions of the then Shareholders on 27 May 2015 (the "**Pre-IPO Share Option Scheme**") and a summary of the principal terms are set out as follows:

##### (i) Purpose of the scheme

The purpose of the Pre-IPO Share Option Scheme is to provide incentive or reward to Eligible Persons (as mentioned in paragraph (i) below) for their contribution to, and continuing efforts to promote the interests of, the Company and to enable the Group to recruit and retain high-calibre employees.

##### (ii) Grantee

The Pre-IPO Share Option Scheme is available to the directors and employees (whether full time or part time) of any member of the Group.

##### (iii) Maximum number of shares to be allotted

The maximum number of the Shares with respect to which options may be granted under the Pre-IPO Share Option Scheme shall be 25,000,000 Shares representing approximately 5% of the Company's issued share capital immediately after completion of the global offering and the capitalisation issue (assuming the over-allotment option, options granted under the Pre-IPO Share Option Scheme and any options which may be granted under the Share Option Scheme and are not exercised).

##### (iv) Maximum number of options to any individual

No option shall be granted to any Eligible Person (the "**Relevant Eligible Person**") if, at the relevant time of grant, the number of Shares issued and to be issued upon exercise of all Options (granted and proposed to be granted, whether exercised, cancelled or outstanding) to the Relevant Eligible Person in the 12-month period expiring on the date on which an offer of the grant of an option under the Share Option Scheme is made to the Relevant Eligible Person would exceed 1% of the total number of shares of the Company in issue at such time, unless:

#### 首次公開發售前購股權計劃

本公司的首次公開發售前購股權計劃乃於2015年5月27日由當時股東以書面決議案採納(「**首次公開發售前購股權計劃**」)，主要條款概述如下：

##### (i) 計劃目的

首次公開發售前購股權計劃的目的，乃為合資格人士(誠如下文第(i)段所述)提供激勵或回報，以獎勵他們為本公司的利益作出貢獻和持續效力，並讓本集團得以招聘和挽留優質的僱員。

##### (ii) 承授人

首次公開發售前購股權計劃可供本集團任何成員公司的董事及僱員(不論全職或兼職)參與。

##### (iii) 將予配發的最高股份數目

根據首次公開發售前購股權計劃可能授出的購股權涉及的最高股份數目為25,000,000股，相當於緊隨全球發售及資本化發行完成後(假設超額配股權、根據首次公開發售前購股權計劃授出的任何購股權及根據購股權計劃可能授出的任何購股權不獲行使)本公司已發行股本約5%。

##### (iv) 向任何個別人士授出購股權的數目上限

倘若於授出購股權的相關時間，因行使所有購股權(已授出及建議授出，且不論是否已行使、註銷或未行使)而向合資格人士(「**有關合資格人士**」)發行及將發行的股份數目，在截至向有關合資格人士提呈根據購股權計劃授出購股權當日止12個月期間，會超過當時本公司已發行股份總數的1%，則不得向任何有關合資格人士授出購股權，除非：



## Directors' Report 董事會報告

- such grant has been duly approved, in the manner prescribed by the relevant provisions of Chapter 17 of the Listing Rules, by ordinary resolution of the Shareholders in general meeting, at which the Relevant Eligible Person and his associates abstained from voting;
- a circular regarding the grant has been dispatched to the Shareholders in a manner complying with, and containing the information specified in, the relevant provisions of Chapter 17 of the Listing Rules; and
- the number and terms (including the subscription price) of such options are fixed before the general meeting of the Company at which the same are approved.
- 股東於股東大會上(有關合資格人士及其聯繫人士放棄投票)已通過普通決議案，正式批准按上市規則第17章的相關條文規定的方式進行該授出；
- 已遵照上市規則第17章的相關條文所註明的方式，向股東寄發有關該授出的通函(當中載有遵照該等條文註明的資料)；及
- 於本公司的股東大會(會上批准該等購股權的數目及條款)前，已確定該等購股權的數目及條款(包括認購價)。

### (v) Subscription price

The subscription price in respect of each share issued pursuant to the exercise of options granted hereunder shall be determined by the Board at its own discretion and set out in the relevant offer letter(s), provided that it shall not be less than the nominal value of the shares. The subscription price in respect of each share under the Pre-IPO Share Option Scheme is HK\$2.0.

### (v) 認購價

根據本文授出的購股權獲行使而發行的每股股份的認購價由董事會自行釐定，並載於相關要約函件，惟不得低於股份的面值有關首次公開發售前購股權計劃項下每股股份的認購價為2.0港元。

### (vi) Remaining term of the scheme

After the Latest Practicable Date, no further options will be offered or granted under the Pre-IPO Share Option Scheme but in other respects the provisions of the Pre-IPO Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Pre-IPO Share Option Scheme, and options which are granted on or before the Latest Practicable Date may continue to be exercisable in accordance with their terms of issue. No option may be granted more than 10 years after the date of approval of the Pre-IPO Share Option Scheme.

### (vi) 計劃的剩餘年期

於最後實際可行日期後，將不會再根據首次公開發售前購股權計劃提呈或授出購股權，但首次公開發售前購股權計劃的條文在其他方面將仍具十足效力及有效，以使在此之前授出的任何購股權有效行使，或在根據首次公開發售前購股權計劃的條文可能另有規定的範圍內仍具有十足效力和生效，而於最後實際可行日期或之前授出的購股權仍可根據其發行條款予以行使。首次公開發售前購股權計劃獲批准當日起計10年屆滿後不得再授出購股權。

### (vii) The minimum period for which an option must be held before it can be exercised

There is no minimum period for which an option must be held before it can be exercised under the Pre-IPO Share Option Scheme, provide that in granting options under the Pre-IPO Share Option Scheme, the Board can determine whether there is any minimum holding period.

### (vii) 期權行使之前必須持有的最短期限

行使首次公開發售前購股權計劃項下的購股權，毋須遵守任何最短持有期間，惟當根據首次公開發售前購股權計劃授出購股權時，董事會可決定任何最短持有期間。

## Directors' Report

### 董事會報告

#### (viii) Exercise period and vesting period and expiry date of exercise period

Unless otherwise provided in the offer letter(s), options granted under the Pre-IPO Share Option Scheme are to be vested and exercised during the three years after the shares of the Company listed on the Main Board of the Stock Exchange on 18 June 2015 (the “**Listing Date**”) in the following manner:

- (1) a grantee is entitled to exercise 40% of the total number of options granted after six months from the Listing Date;
- (2) a grantee is entitled to exercise an additional 30% of the total number of options granted after eighteen months from the Listing Date; and
- (3) a grantee is entitled to exercise a further additional 30% of the total number of options granted after thirty months from the Listing Date.

#### (ix) Exercise of options

Any exercise of an option granted under the Pre-IPO Share Option Scheme is conditional upon:

- (1) the Listing Committee granting approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of any options granted under the Pre-IPO Share Option Scheme;
- (2) the commencement of dealings in the Shares on the Stock Exchange;
- (3) any such conditions as may be specified in the offer letter in respect of the grant of options. The expiry date of the exercise period of any such options shall be set out more particularly in the relevant offer letter in respect of the grant of options.

#### (x) Rights personal to grantees

The option shall be personal to the grantee and shall not be assignable nor transferable, and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favor of any third party over or in relation to any option.

#### (viii) 行使期及歸屬期及行使期屆滿日

除非要約函件另有規定者外，否則根據首次公開發售前購股權計劃於本公司股份於2015年6月18日在聯交所主板上市（「**上市日期**」）3年內授出的購股權按以下方式歸屬及行使：

- (1) 承授人可於上市日期六個月後行使購股權總數的40%；
- (2) 承授人可於上市日期十八個月後行使購股權總數的額外30%；及
- (3) 承授人可於上市日期三十個月後行使購股權總數的再額外30%。

#### (ix) 購股權的行使

行使根據首次公開發售前購股權計劃授出的購股權須以下條件達成後，方可行使：

- (1) 上市委員會批准因行使根據首次公開發售前購股權計劃授出的任何購股權而可能發行的任何股份上市及買賣；
- (2) 股份開始在聯交所買賣；
- (3) 授出購股權的要約函內可能列明的任何該等條件。授出購股權的有關要約函將更詳細地載列任何該等購股權的行使期的屆滿日期。

#### (x) 承授人個人的權利

購股權將為承授人個人所有，不得轉讓或轉授，承授人概不得以任何方式就任何購股權以任何第三方人士為受益人出售、轉讓、抵押、按揭、增設產權負擔或任何權益（法定或實益）。

## Directors' Report

### 董事會報告

The following table discloses the details of the outstanding options of the Company held by the Directors, connected persons and certain employees of the Company under Pre-IPO Share Option Scheme during the Year.

下表披露本公司董事、關連人士及若干僱員於本年度根據首次公開發售前購股權計劃持有的本公司未行使購股權的詳情。

Name of grantees	Date of grant	On 1 January 2016 於2016年 1月1日	Exercised	Cancelled	Lapsed	On 31 December 2016 於2016年 12月31日	Exercise price	Exercise period
承授人名稱	授出日期		已行使	已註銷	已失效		行使價 (HK\$) (港元)	行使期
Directors 董事								
Zheng Songhui 鄭松輝	17 June 2015 2015年6月17日	2,000,000	800,000	—	—	1,200,000	2.00	Notes (1)(2)(3) 附註(1)(2)(3)
Zheng Tianming 鄭天明	17 June 2015 2015年6月17日	1,500,000	600,000	—	—	900,000	2.00	Notes (1)(2)(3) 附註(1)(2)(3)
Zheng Ruyan 鄭如燕	17 June 2015 2015年6月17日	1,500,000	600,000	—	—	900,000	2.00	Notes (1)(2)(3) 附註(1)(2)(3)
Senior Management 高級管理層								
Chen Wei 陳偉	17 June 2015 2015年6月17日	1,500,000	600,000	—	—	900,000	2.00	Notes (1)(2)(3) 附註(1)(2)(3)
Employee's in aggregate 僱員合共	17 June 2015 2015年6月17日	18,500,000	7,400,000	—	—	11,000,000	2.00	Notes (1)(2)(3) 附註(1)(2)(3)
		25,000,000	10,000,000	—	—	14,900,000		
		Note (4)附註(4)						

Note:

- (1) A grantee is entitled to exercise 40% of the total number of options after 6 months from the Listing Date.
- (2) A grantee is entitled to exercise an additional 30% of the total number of options after 18 months from the Listing Date.
- (3) A grantee is entitled to exercise a further additional 30% of the total number of options 30 months from the Listing Date.
- (4) The weighted average closing price of the Company's shares immediately before the exercise date of the share option was HK\$3.73.

附註：

- (1) 承授人可於上市日期6個月後行使購股權總數的40%。
- (2) 承授人可於上市日期18個月後行使購股權總數的額外30%。
- (3) 承授人可於上市日期30個月後行使購股權總數的再額外30%。
- (4) 本公司股份緊接首次公開發售前的購股權行使日期前的加權平均收市價為3.73港元。

The estimated fair value of the options on this date is approximately RMB52,680,000, details are provided in note 31 to consolidated financial statements. The value of the options is of subjectivity and unpredictability. It depends on various assumptions used in estimate and is subject to the limitation of the model.

購股權於該日期的估計公允價值約為人民幣52,680,000元，具體詳細列載於綜合財務報表附註31。該期權的價值相當主觀和難以預計，要視乎所用的多項假設，也受計算模式的限制。

## Directors' Report 董事會報告

### SHARE OPTION SCHEME

The Company's share option scheme was adopted by written resolutions of the then Shareholders on 27 May 2015 (the **"Share Option Scheme"**) and a summary of the principal terms are set out as follows:

#### (i) Purpose of the scheme

The purpose of the Share Option Scheme is to provide incentive or reward to Eligible Persons (as defined in the paragraph below) for their contribution to, and continuing efforts to promote the interests of, our Group and for such other purposes as the Board may approve from time to time.

#### (ii) Grantee

The Board may, at its absolute discretion, offer eligible persons (being any director or employee (whether full time or part time), consultant or advisor of the Group who in the sole discretion of the Board has contributed to and/or will contribute to the Group) (the **"Eligible Persons"**) the options to subscribe for such number of shares in accordance with the terms of the Share Option Scheme.

#### (iii) Maximum number of shares to be allotted

The maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company, must not, in aggregate, exceed 30% of the total number of shares of the Company in issue from time to time. No options may be granted under the Share Option Scheme and any other share option schemes of the Company if this will result in such limit being exceeded.

At the time of adoption by the Company of the Share Option Scheme or any new share option scheme (the **"New Scheme"**), the aggregate number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme, the New Scheme and all schemes existing at such time (the **"Existing Schemes"**) of the Company must not in aggregate exceed 10% of the total number of the shares of the Company in issue as at the Listing Date (the **"Scheme Mandate Limit"**), representing a maximum of 50,000,000 shares.

### 購股權計劃

本公司的購股權計劃乃於2015年5月27日由當時股東以書面決議案採納(「購股權計劃」)，主要條款概述如下：

#### (i) 計劃目的

購股權計劃旨在獎勵或酬謝為本集團作出貢獻及努力不懈地促進本集團利益的合資格人士(定義見下文)，以及用於董事會不時批准的其他用途。

#### (ii) 承授人

董事會可絕對酌情決定向合資格人士(董事會全權酌情認為曾經及／或將會對本集團有貢獻的任何董事或僱員(無論全職或兼職)、顧問或專業顧問)(「合資格人士」)授出購股權，以按購股權計劃條款釐定相關數目的股份。

#### (iii) 將予配發的最高股份數目

於行使根據購股權計劃及本公司任何其他購股權計劃授出但尚待行使的所有未行使購股權而可能發行的股份數目總額上限，合共不得超過不時本公司已發行股份總數的30%。倘若根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權會導致該限額被超出，則不會授出購股權。

於本公司採納購股權計劃或任何新購股權計劃(「新計劃」)時，因根據購股權計劃、新計劃及當時存在的本公司所有計劃(「現有計劃」)將予授出的所有購股權獲行使而可能發行的股份總數，合共不得超過於上市日期本公司已發行股份總數的10%(「計劃授權限額」)。即上限為50,000,000股股份。



## Directors' Report 董事會報告

### (iv) Maximum number of options to any individual

No option shall be granted to any Eligible Person (the “**Relevant Eligible Person**”) if, at the relevant time of grant, the number of Shares issued and to be issued upon exercise of all options (granted and proposed to be granted, whether exercised, cancelled or outstanding) to the Relevant Eligible Person in the 12-month period expiring on the date on which an offer of the grant of an option under the Share Option Scheme is made to the Relevant Eligible Person would exceed 1% of the total number of shares of the Company in issue at such time, unless:

- such grant has been duly approved, in the manner prescribed by the relevant provisions of Chapter 17 of the Listing Rules, by ordinary resolution of the Shareholders in general meeting, at which the Relevant Eligible Person and his associates abstained from voting;
- a circular regarding the grant has been dispatched to the Shareholders in a manner complying with, and containing the information specified in, the relevant provisions of Chapter 17 of the Listing Rules; and
- the number and terms (including the subscription price) of such options are fixed before the general meeting of the Company at which the same are approved.

### (v) Remaining term of the scheme

No option may be granted more than 10 years after the date of approval of the Share Option Scheme.

### (vi) Subscription price

The subscription price for a share in respect of any particular share option granted under the Share Option Scheme (which shall be payable upon exercise of the share option) shall be a price solely determined by the Board and notified to the Eligible Person and shall be at least the highest of (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of granting option, which must be a business day; (ii) the average of the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer to grant option (“**Offer Date**”) (provided that the new issue price shall be used as the closing price of the shares of the Company for any business day falling within the period before the listing of the Company where the Company has been listed for less than five business days as at the Offer Date); and (iii) the nominal value of the shares. A consideration of RMB 1 is payable on acceptance of the offer of an option.

### (iv) 向任何個別人士授出購股權的數目上限

倘若於授出購股權的相關時間，因行使所有購股權（已授出及建議授出，且不論是否已行使、註銷或未行使）而向合資格人士（「**有關合資格人士**」）發行及將發行的股份數目，在截至向有關合資格人士提呈根據購股權計劃授出購股權當日止12個月期間，會超過當時本公司已發行股份總數的1%，則不得向任何有關合資格人士授出購股權，除非：

- 股東於股東大會上（有關合資格人士及其聯繫人士放棄投票）已通過普通決議案，正式批准按上市規則第17章的相關條文規定的方式進行該授出；
- 已遵照上市規則第17章的相關條文所註明的方式，向股東寄發有關該授出的通函（當中載有遵照該等條文註明的資料）；及
- 於本公司的股東大會（會上批准該等購股權的數目及條款）前，已確定該等購股權的數目及條款（包括認購價）。

### (v) 計劃的剩餘年期

購股權計劃獲批准當日起計十年屆滿後不得再授出購股權。

### (vi) 認購價

就根據購股權計劃授出的任何特定購股權而言，股份的認購價（須於行使購股權時支付）須為董事會全權釐定，並知會所有合資格人士的價格，惟該價格最少相等於下列各項的最高者：(i)於購股權授出日期（須為營業日）聯交所每日報價表所列本公司股份收市價；(ii)緊接購股權提呈授出日期（「**要約日期**」）前五個營業日聯交所每日報價表所列本公司股份平均收市價（惟倘本公司於要約日期已上市不足五個營業日，則須以新發行價作為本公司上市前任何營業日的本公司股份收市價）；及(iii)股份面值。接納一份購股權的要約的應付代價為人民幣1元。

## Directors' Report

### 董事會報告

#### (vii) The minimum period for which an option must be held before it can be exercised

There is no minimum period for which an option must be held before it can be exercised under the Share Option Scheme, provide that in granting options under the Share Option Scheme, the Board can determine whether there is any minimum holding period.

The followings are details of share options exercised by employees under the share option scheme during the Year:

#### (vii) 期權行使之前必須持有的最短期限

行使購股權計劃項下的購股權，毋須遵守任何最短持有期間，惟當根據購股權計劃授出購股權時，董事會可決定任何最短持有期間。

以下為於年內僱員根據購股權計劃下行駛購股權之詳情：

Name of grantee	Date of grant	Granted	Exercised	Cancelled	Lapsed	On 31 December 2016 於2016年 12月31日	Exercise price (HK\$) (港元)	Exercise period
承授人姓名	授出日期	已授出	已行使	已註銷	已失效			
Employee's in aggregate 僱員合共	31 March 2016 2016年3月31日	25,000,000	10,000,000	–	–	15,000,000	3.71	Notes (1)(2)(3) 附註 (1)(2)(3)

#### Notes:

- (1) A grantee is entitled to exercise 40% of the total number of options after the Date of Grant.
- (2) A grantee is entitled to exercise 40% of the total number of options after 6 months from the Date of Grant.
- (3) A grantee is entitled to exercise an additional 20% of the total number of options after 12 months from the Date of Grant.
- (4) The closing price of the Company's shares was HK\$3.78 immediately preceding the Date of Grant.
- (5) The weighted average closing price of the Company's shares immediately before the exercise date of the share option was HK\$3.72.

The estimated fair value of the options on this date is approximately HK\$19,698,000, details are provided in note 31 to consolidated financial statements. The value of the options is of subjectivity and unpredictability. It depends on various assumptions used in estimate and is subject to the limitation of the model.

#### 附註：

- (1) 承授人可於授出日期後行使購股權總數的40%。
- (2) 承授人可於授出日期6個月後行使購股權總數的額外40%。
- (3) 承授人可於授出日期12個月後行使購股權總數的再額外20%。
- (4) 本公司股份於緊接授出日期之收市價為港元3.78。
- (5) 本公司股份緊接購股權行權日期前的加權平均收市價為港元3.72。

購股權於該日期的估計公允價值約為19,698,000港元，具體詳細列載於綜合財務報表附註31。該期權的價值相當主觀和難以預計，要視乎所用的多項假設，也受計算模式的限制。

## MANAGEMENT CONTRACTS

Save as the land lease disclosed in "Connected Transactions" above, no contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or subsisted during the Year.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save as the section of "Non-competition deed" disclosed above, during the Year, none of the Directors is interested in any business apart from the Group's business, which is likely to compete, either directly or indirectly, with the business of the Group.

## 管理合約

除上文「關連交易」一節所披露之土地租賃，於本年度內概無訂立或存在任何有關本集團整體業務或任何重要業務之管理及行政工作的合約。

## 董事於競爭業務之權益

除上文「不競爭契據」一節所披露外，於本年度概無董事於與本集團業務有直接或間接競爭關係的非本集團業務中擁有任何權益。

## Directors' Report

### 董事會報告

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

As at 31 December 2016, the Directors and chief executives of the Company have the following interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), Chapter 571 of the Laws of Hong Kong) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which are required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange:

#### 董事及最高行政人員於股份、相關股份及債券證之權益

於2016年12月31日，本公司董事或最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券證中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的任何權益或淡倉，或根據證券及期貨條例第352條記錄於該條例所述的登記冊內的任何權益或淡倉，或根據標準守則須知會本公司及聯交所的任何權益或淡倉如下：

Name of directors 董事姓名	Nature of interest 權益性質	Number of shares/ underlying shares held 所持股份／相關股份數	Approximate percentage of shareholding in the Company (Note 1) 本公司持股之 概約百分比 (附註1)
Mr. Zheng Songhui 鄭松輝先生	Interests in controlled corporations 於受控法團的權益	268,464,777 (Note 2) (附註2)	52.01%
	Beneficial owner 實益擁有人	2,000,000 (Note 4) (附註4)	
	Total 總數	270,464,777	
Mr. Zheng Tianming 鄭天明先生	Interests in controlled corporations 於受控法團的權益	6,310,305 (Note 3) (附註3)	1.50%
	Beneficial owner 實益擁有人	1,500,000 (Note 4) (附註4)	
	Total 總數	7,810,305	
Ms. Zheng Ruyan 鄭如燕女士	Beneficial owner 實益擁有人	1,500,000 (Note 4) (附註4)	0.29%

## Directors' Report

### 董事會報告

#### Notes:

- (1) As at 31 December 2016, the Company has issued 520,000,000 shares.
- (2) Held by Mr. Zheng Songhui through his wholly owned Song Rising Co., Ltd ("Song Rising") and Grand Ample Limited ("Grand Ample"), and Song Rising and Grand Ample owned 258,119,600 and 10,345,117 shares respectively. Consequently, Mr. Zheng Songhui was deemed to be interested in an aggregate of 268,464,777 shares held by Song Rising and Grand Ample.
- (3) Held by Mr. Zheng Tianming through his wholly owned Sunny Foods Co., Ltd ("Sunny Foods") and Sunny Foods owned 6,310,305 shares. Consequently, Mr. Zheng Tianming was deemed to be interested in the 6,310,305 shares held by Sunny Foods.
- (4) The Company adopted the Pre-IPO Share Option Scheme on 27 May 2015. Mr. Zheng Songhui, Mr. Zheng Tianming and Ms. Zheng Ruyan were granted 2,000,000, 1,500,000 and 1,500,000 share options respectively. During the year ended 31 December 2016, according to the Pre-IPO Share Option Scheme, Mr. Zheng Songhui, Mr. Zheng Tianming and Ms. Zheng Ruyan had 1,200,000, 900,000 and 900,000 outstanding shares options.

Save from disclosed above, as at 31 December 2016, none of the Directors nor chief executive of the Company had interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which are required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

#### 附註：

- (1) 於2016年12月31日，本公司已發行520,000,000股股份。
- (2) 鄭松輝先生透過其全資擁有 Song Rising Co., Ltd (「Song Rising」) 與 Grand Ample Limited (「Grand Ample」) 持有，而 Song Rising 與 Grand Ample 則分別擁有 258,119,600 及 10,345,117 股股份。因此，鄭松輝先生被視為於 Song Rising 與 Grand Ample 合計持有的 268,464,777 股股份中擁有權益。
- (3) 鄭天明先生透過其全資擁有 Sunny Foods Co., Ltd (「Sunny Foods」) 持有，而 Sunny Foods 則擁有 6,310,305 股股份。因此，鄭天明先生被視為於 Sunny Foods 持有的 6,310,305 股股份中擁有權益。
- (4) 本公司於2015年5月27日採納首次公開發售前購股權計劃，鄭松輝先生、鄭天明先生及鄭如燕女士分別獲授200萬股、150萬股及150萬股購股權。截至2016年12月31日止，根據首次公開發售的購股權計劃，鄭松輝先生、鄭天明先生及鄭如燕女士分別有120萬股、90萬股及90萬股購股權尚未行使。

除上文所披露者外，於2016年12月31日，本公司董事或最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的任何權益或淡倉，或根據證券及期貨條例第352條記錄於該條例所述的登記冊內的任何權益或淡倉，或根據標準守則須知會本公司及聯交所的任何權益或淡倉。



## Directors' Report

### 董事會報告

#### SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 December 2016, to the best knowledge of the Directors, as indicated by the register recording share interests and short positions required to be kept under Section 336 of Part XV of the SFO, the persons (not being Directors or chief executives of the Company) listed in the following table had interest and/or short positions in the shares or underlying shares of the Company:

Name 姓名／名稱	Nature of interest 權益性質	Number of ordinary shares/ underlying shares held 所持普通股／相關股份數	Approximate percentage of shareholding in the Company (Note 1) 本公司持股之 概約百分比 (附註1)
Song Rising	Beneficial owner 實益擁有人	258,119,600 (Long positions) (好倉)	47.98%
COFCO (Beijing) Agricultural Industrial Equity Investment Fund (A Limited Partnership) (Note 2) 中糧(北京)產業農業股權 投資基金(有限合夥) (附註2)	Beneficial owner 實益擁有人	26,448,790 (Long positions) (好倉)	5.09%
COFCO Agricultural Industrial Investment Fund Management Co., Ltd. (Note 2) 中糧農業產業基金 管理有限公司(附註2)	Interested in controlled corporation 於受控法團的權益	26,448,790 (Long positions) (好倉)	5.09%

Note:

- (1) As at 31 December 2016, the Company has issued 520,000,000 shares.
- (2) 26,448,790 shares were held by COFCO (Beijing) Agricultural Industrial Equity Investment Fund (A Limited Partnership) ("COFCO Fund") and COFCO Agricultural Industrial Investment Fund Management Co., Ltd. was the manager of COFCO Fund.

Save from disclosed above, as at 31 December 2016, the Directors were not aware of any other persons (not being Directors or chief executives of the Company) who had any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which would be recorded in the register required to be kept under Section 336 of the SFO.

#### 主要股東之持股權益

於2016年12月31日，據董事所知，根據證券及期貨條例第XV部第336條規定須存置之股份權益及淡倉登記冊所示，下表所列人士（並非本公司董事或最高行政人員）擁有本公司股份或相關股份的權益及／或淡倉：

附註：

- (1) 於2016年12月31日，本公司已發行520,000,000股股份。
- (2) 26,448,790股股份由中糧(北京)農業產業股權投資基金(有限合夥)(「中糧基金」)持有，而中糧農業產業基金管理有限責任公司為中糧基金的管理人。

除上文所披露者外，於2016年12月31日，就董事所知，概無任何其他人士（並非本公司董事或最高行政人員）擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露或須記錄於須根據證券及期貨條例第336條存置之登記冊的本公司股份或相關股份的任何權益或淡倉。

## Directors' Report 董事會報告

### CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

Other than the share option schemes as set out in this annual report, the Company had no other outstanding convertible securities, options, warrants or similar rights as at 31 December 2016.

### EQUITY-LINKED AGREEMENTS

Details of the share options granted in prior years and the Year are set out in note 31 of the consolidated financial statements and "Pre-IPO Share Option Scheme" and "Share Options Scheme" contained in this Directors' Report. For the share options granted during the year 10,000,000 shares were issued during the Year. Except as disclosed above, the Company has not entered into any equity-linked agreements for the Year.

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

During the Year, neither did the Company nor any of its subsidiaries purchase, sell or redeem any of the Company's listed securities.

### MAJOR CUSTOMERS AND SUPPLIERS

Total revenue from the Group's five largest customers accounted for approximately 33% of the Group's sales for the Year, in which the sales to the largest customer accounted for approximately 9.16% of the Group's total sales for the Year.

Total purchases from the Group's five largest suppliers accounted for approximately 53% of the Group's purchases for the Year, in which the purchases from the largest supplier accounted for approximately 28% of the Group's total purchases for the Year.

To the knowledge of the Directors, none of the Directors, their associates or any Shareholders who own more than 5% of the Company's share capital has any interest in the Group's five largest suppliers.

### SUFFICIENCY OF PUBLIC FLOAT

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

### PROFESSIONAL TAX ADVICE RECOMMENDED

If the Shareholders of the Company are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or the exercise of any rights in relation to the shares of the Company, they are advised to consult an expert.

### 可換股證券、購股權、認股權證或類似權利

除本年報所載購股權計劃外，本公司於2016年12月31日並無其他尚未行使可換股證券、購股權、認股權證或類似權利。

### 股權掛鈎協議

於過往年度及年內授出的股票期權詳情載列於合併財務報表附註31及本董事會報告內「首次公開發售前購股權計劃」及「購股權計劃」。就本年度授出的購股權而言，已於本年內發行10,000,000股股份。除上文披露者外，本公司於年內尚未訂立任何股權掛鈎協議。

### 購買、出售或贖回本公司之上市證券

於本年度內，本公司或其他任何附屬公司均無購買、出售及贖回任何本公司上市證券。

### 主要客戶及供應商

本集團最大的首五位客戶的收入共佔本集團本年度銷售額約33%，其中，最大客戶的銷售額佔本集團本年度銷售總額約9.16%。

本集團購自最大的首五位供應商的購貨額共佔本集團本年度購貨總額約53%。其中，最大供應商的購貨額佔本集團本年度購貨總額約28%。

就董事所知，概無董事、彼等的聯繫人士或任何股東擁有本公司股本5%以上擁有首五位供應商之任何權益。

### 足夠之公眾持股量

根據截止本年報刊發前的最後實際可行日及本公司可查閱之公開資料且就董事所知，本公司已維持上市規則規定之足夠公眾持股量。

### 建議的專業稅務意見

如本公司股東未能確定購買、持有、出售、處理或行使有關本公司股份的任何權利的稅務影響，謹請彼等諮詢專業人士。

## Directors' Report 董事會報告

### AUDITOR

RSM Hong Kong has audited the consolidated financial statements of the Group for the year ended 31 December 2016. RSM Hong Kong will retire, being eligible, and is willing to offer themselves for reappointment at the AGM.

By the order of the Board  
**CHINA GREENFRESH GROUP CO., LTD.**  
**Zheng Songhui**  
*Chairman*

Hong Kong, 28 March 2017

### 核數師

中瑞岳華(香港)會計師事務所已審核本集團截至2016年12月31日止年度之綜合財務報表。中瑞岳華(香港)會計師事務所將於股東週年大會上退任並符合資格及願意續聘。

承董事會命  
中國綠寶集團有限公司\*  
主席  
鄭松輝

香港，2017年3月28日

\* 僅供識別

## Independent Auditor's Report

### 獨立核數師報告



TO THE SHAREHOLDERS OF  
CHINA GREENFRESH GROUP CO., LTD.  
(Incorporated in the Cayman Islands with limited liability)

致中國綠寶集團有限公司  
列位股東  
(於開曼群島註冊成立的有限公司)

#### OPINION

We have audited the consolidated financial statements of CHINA GREENFRESH GROUP CO., LTD. (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 85 to 159, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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**”) 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 (“**HKSAs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### 意見

吾等已審核列載於第85至159頁中國綠寶集團有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)之綜合財務報表，此綜合財務報表包括於2016年12月31日之綜合財務狀況表與截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括重大會計政策概要。

吾等認為，該等綜合財務報表已根據國際財務報告準則(「國際財務報告準則」)真實而公平地反映 貴集團於2016年12月31日之綜合財務狀況以及其截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

#### 意見之基礎

吾等已根據香港會計師公會(「香港會計師公會」)頒佈之香港審計準則(「香港審計準則」)進行審核。吾等於該等準則項下之責任在本報告「核數師就審該綜合財務報表須承擔之責任」內詳述。根據香港會計師公會之專業會計師道德守則(「守則」)，吾等獨立於 貴集團，並已遵循該守則履行其他道德責任。吾等相信，吾等得到充足及適當之審核憑證，以作為提供審核意見之基礎。

## 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 of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters we identified are:

#### 1. Fair value measurement of biological assets

##### Key Audit Matter 關鍵審核事項

*Fair value measurement of biological assets*  
生物資產之公允值計量

Refer to note 21 to the consolidated financial statements.  
茲提述綜合財務報表附註21。

The Group's biological assets comprise mushrooms. During the growing period, fair value is estimated using a cost approach and during the harvest period a market approach is adopted. The determination of fair value requires significant management estimation, particularly with respect to unobservable inputs such as expected crop yields. As at 31 December 2016, the Group had biological assets with a carrying amount of RMB59 million.

貴集團之生物資產包括菇類產品。在生長期間採用成本法估算公允值，而收成期則採用市場法。釐定公允值需要進行重要之管理評估，尤其是對不可觀察數據，如預期作物產量。於2016年12月31日，貴集團生物資產賬面值為人民幣59百萬元。

The Group engaged an independent external valuer to assist the directors in assessing the fair value of biological assets.

貴集團委聘獨立外部估值師協助董事評估生物資產之公允值。

### 關鍵審核事項

關鍵審核事項為根據吾等之專業判斷，認為對本期間綜合財務報表之審核最為重要之事項。該等事項於吾等審核整體綜合財務報表及出具意見時處理，而吾等不會對該等事項提供個別之意見。吾等識別之關鍵審核事項為：

#### 1. 生物資產之公允值計量

##### How our audit addressed the Key Audit Matter 吾等之審核中如何處理關鍵審核事項

*Our procedures in relation to the fair value measurement of biological assets included:*

吾等就生物資產之公允值計量之程序包括：

- Evaluating the independent professional valuer's competence, capabilities and objectivity;  
評估獨立專業估值師之技能、能力及客觀性；
- Assessing with the assistance of our in house valuation experts the appropriateness of the valuation methodologies, key inputs and assumptions adopted;  
在吾等之內部估值專家協助下評估所採用之估值方法、重要數據及假設是否適當；
- Checking the accuracy and relevance of the inputs to supporting evidence; and  
檢查數據之準確性及是否與支持證據相關；及
- Considering the adequacy of the fair value disclosures in relation to biological assets.  
考慮與生物資產相關之公允值披露是否足夠。



## Independent Auditor's Report 獨立核數師報告

### OTHER INFORMATION

The directors are responsible for the Other Information. The Other Information comprises all of 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 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 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 Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

### AUDITORS 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. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 其他資料

董事須對其他資料負責。其他資料包括在年報內所載之資料，但不包括綜合財務報表及吾等載於其中之核數師報告。

吾等對綜合財務報表之意見並不涵蓋其他資料，吾等亦不對該等其他資料發表任何形式之保證結論。

就吾等對綜合財務報表之審核，吾等之責任乃細閱其他資料，在此過程中，考慮其他資料與綜合財務報表或吾等在審核過程中所知悉之情況是否存在重大抵觸或看似存在重大錯誤陳述。

基於吾等已執行之工作，倘吾等認為其他資料存在重大錯誤陳述，吾等需要報告該事實。吾等就此並無任何事項須報告。

### 董事就綜合財務報表須承擔之責任

董事須負責根據香港財務報告準則及香港公司條例之披露規定編製真實而公平之綜合財務報表，並對董事認為為使綜合財務報表之編製不存在由於欺詐或錯誤而導致之重大錯誤陳述所需之內部控制負責。

在編製綜合財務報表時，董事負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，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，或別無其他實際之替代方案。

審核委員會協助董事履行彼等監督貴集團之財務報告過程之責任。

### 核數師就審核綜合財務報表須承擔之責任

吾等之目標乃對綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並出具包括吾等意見之核數師報告。吾等僅向閣下（作為整體）報告，除此之外別無其他目的。吾等概不就本報告之內容對任何其他人士負責或承擔責任。

## Independent Auditor's Report 獨立核數師報告

### AUDITORS RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's 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 HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

### 核數師就審核綜合財務報表須承擔之責任(續)

合理保證為高水平之保證，但不能保證按照香港審計準則進行之審核總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響使用者按照該等綜合財務報表所作出之經濟決定，則有關之錯誤陳述可被視作重大。

作為根據香港審計準則進行審核其中一環，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審核程序以應對該等風險，以及獲取充足及適當之審核憑證，作為吾等意見之基礎。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出現重大錯誤陳述之風險高於未能發現因錯誤而導致出現重大錯誤陳述之風險。
- 瞭解與審核相關之內部控制，以設計在有關情況下適當之審核程序，但目的並非對貴集團內部控制之有效性發表意見。
- 評估董事所採用會計政策之適當性以及作出會計估計及相關披露之合理性。
- 對董事採用持續經營會計基礎之適當性作出結論，並根據所獲取之審核憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對貴集團之持續經營能力產生重大疑慮。倘吾等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表中之相關披露。假若有關之披露不足，則修訂吾等之意見。吾等之結論乃基於直至核數師報告日止所取得之審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營業務。
- 評估綜合財務報表之整體列報方式、結構及內容(包括披露事項)以及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內實體或業務活動之財務資料獲取充足適當之審核憑證，以便對綜合財務報表發表意見。吾等負責貴集團審核之方向、監督及執行。吾等為審核意見承擔全部責任。

## Independent Auditor's Report

### 獨立核數師報告

#### AUDITORS RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Liu Eugene.

#### 核數師就審核綜合財務報表須承擔之責任(續)

吾等與審核委員會溝通(其中包括)審核之計劃範圍及時間以及重大審核發現等,包括吾等在審核中識別出內部控制之任何重大不足之處。

吾等亦向審核委員會提交聲明,表明吾等已符合有關獨立性之相關專業道德要求,並與彼等溝通可能合理被認為會影響吾等獨立性之所有關係及其他事項以及在適用之情況下相關之防範措施。

從與審核委員會溝通之事項中,吾等確定該等對本期間綜合財務報表之審核最為重要之事項,因而構成關鍵審核事項。吾等在核數師報告中闡釋該等事項,除非法律或規例不允許公開披露該等事項,或在極端罕見之情況下,合理預期倘於吾等之報告中註明某事項造成之負面後果超過產生之公眾利益,則吾等決定不應在報告中註明該事項。

出具獨立核數師報告之審核項目合夥人為廖於勤。

**RSM Hong Kong**  
Certified Public Accountants  
Hong Kong

28 March 2017

中瑞岳華(香港)會計師事務所  
執業會計師  
香港

2017年3月28日

## Consolidated Statement of Profit or Loss

### 綜合損益表

For the year ended 31 December 2016  
截至2016年12月31日止年度

		Notes 附註	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Revenue</b>	收入	7	<b>1,086,216</b>	762,118
Changes in fair value of biological assets less cost to sell	生物資產公允價值變動減銷售成本		<b>207,419</b>	246,716
Cost of goods sold	已售物品成本		<b>(1,015,050)</b>	(747,722)
Business tax and auxiliary charges	營業稅金及附加		<b>(542)</b>	(798)
<b>Gross profit</b>	毛利		<b>278,043</b>	260,314
Other income	其他收入	8	<b>19,161</b>	24,385
Selling expenses	銷售開支		<b>(4,582)</b>	(3,873)
Administrative expenses	行政開支		<b>(66,376)</b>	(59,774)
<b>Profit from operations</b>	經營溢利		<b>226,246</b>	221,052
Finance costs	財務成本	10	<b>(808)</b>	(615)
<b>Profit before tax</b>	稅前溢利		<b>225,438</b>	220,437
Income tax expense	所得稅開支	11	<b>(3,799)</b>	(2,705)
<b>Profit for the year</b>	年內溢利	12	<b>221,639</b>	217,732
<b>Attributable to:</b>	歸屬於：			
Owners of the Company	本公司擁有人		<b>222,092</b>	217,732
Non-controlling interests	非控股權益		<b>(453)</b>	—
			<b>221,639</b>	217,732
<b>Earnings per share</b>	每股盈利	16		
Basic (RMB cents per share)	基本(每股人民幣分)		<b>RMB人民幣 43.5 cents分</b>	RMB人民幣 49.2 cents分
Diluted (RMB cents per share)	攤薄(每股人民幣分)		<b>RMB人民幣 43.4 cents分</b>	RMB人民幣 49.0 cents分

## Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2016  
截至2016年12月31日止年度

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Profit for the year	年內溢利	221,639	217,732
Other comprehensive income for the year, net tax	年內其他全面收益， 扣除稅項	—	—
Total comprehensive income for the year	年內全面收益總額	221,639	217,732
Attributable to:	歸屬於：		
Owners of the Company	本公司擁有人	222,092	217,732
Non-controlling interests	非控股權益	(453)	—
		221,639	217,732



# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2016  
於2016年12月31日

	Notes 附註	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元	
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	180,214	161,802
Prepaid land lease payments	預付土地租賃款	18	32,784	36,858
Other assets	其他資產	19	690	706
Total non-current assets	非流動資產總額		213,688	199,366
Current assets	流動資產			
Inventories	存貨	20	19,037	18,999
Biological assets	生物資產	21	59,319	53,102
Trade receivables	貿易應收款項	22	196,645	124,480
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	23	121,865	112,816
Due from a related party	應收一名關連方款項		6,800	–
Due from non-controlling interests	應收非控股權益款項		1,962	–
Bank and cash balances	銀行及現金結餘	24	1,174,002	1,014,346
Total current assets	流動資產總額		1,579,630	1,323,743
TOTAL ASSETS	資產總額		1,793,318	1,523,109
EQUITY AND LIABILITIES	權益及負債			
Equity attributable to owners of the Company	歸屬於本公司擁有人權益			
Share capital	股本	25	31,919	30,586
Other reserves	其他儲備	27	1,639,434	1,422,710
			1,671,353	1,453,296
Non-controlling interests	非控股權益		5,311	–
Total equity	權益總額		1,676,664	1,453,296
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Operating lease rentals received in advance	預先收取的經營租賃租金		1,091	–
Current liabilities	流動負債			
Trade payables	貿易應付款項	28	79,993	41,278
Accruals and other payables	應計費用及其他應付款項	29	24,566	17,483
Bank loan	銀行貸款	30	10,000	10,000
Current tax liabilities	即期稅項負債		1,004	1,052
Total current liabilities	流動負債總額		115,563	69,813
TOTAL EQUITY AND LIABILITIES	權益及負債總額		1,793,318	1,523,109

Approved by the Board of Directors on 28 March 2017 and are signed on its behalf by:

董事會於2017年3月28日批准並由下列董事代表簽署：

Zheng Songhui  
鄭松輝

Zheng Ruyan  
鄭如燕

## Consolidated Statement of Changes in Equity

### 綜合權益變動表

For the year ended 31 December 2016  
截至2016年12月31日止年度

		Attributable to owners of the Company 歸屬於本公司擁有人										
		Share capital	Other reserve	Share premium	Capital reserve	Statutory surplus reserve	Share option reserve	Shares to be issued	Retained earnings	Total	Non-controlling interests	Total equity
		股本	其他儲備	股份溢價	資本儲備	法定盈餘儲備	購股權儲備	將予發行之股份	保留盈利	總計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於 2015年1月1日	375	(1,000)	129,479	-	33,349	-	-	596,573	758,776	-	758,776
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	-	217,732	217,732	-	217,732
Issue of new shares pursuant to global offering (note 25(a))	根據全球發售發行新股份 (附註25(a))	7,640	-	456,385	-	-	-	-	-	464,025	-	464,025
Cost of issuing new shares pursuant to global offering	根據全球發售發行新股份成本	-	-	(19,038)	-	-	-	-	-	(19,038)	-	(19,038)
Capitalisation issue of shares (note 25(b))	資本化發行股份 (附註25(b))	22,571	-	(22,571)	-	-	-	-	-	-	-	-
Equity-settled share-based payments	以權益結算股份為基礎之付款	-	-	-	-	-	31,801	-	-	31,801	-	31,801
Transfer to statutory surplus reserve	轉撥至法定盈餘儲備	-	-	-	-	776	-	-	(776)	-	-	-
Dissolution of a subsidiary	解散一家附屬公司	-	-	-	-	(2,500)	-	-	2,500	-	-	-
Changes in equity for the year	年內權益變動	30,211	-	414,776	-	(1,724)	31,801	-	219,456	694,520	-	694,520
At 31 December 2015	於2015年12月31日	30,586	(1,000)	544,255	-	31,625	31,801	-	816,029	1,453,296	-	1,453,296
At 1 January 2016	於2016年1月1日	30,586	(1,000)	544,255	-	31,625	31,801	-	816,029	1,453,296	-	1,453,296
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	-	222,092	222,092	(453)	221,639
Transfer	轉撥	-	-	(200,000)	-	-	-	-	200,000	-	-	-
Receipt for exercise of share options	行使購股權已收款	-	-	-	-	-	-	34,010	-	34,010	-	34,010
Equity-settled share-based payments	以權益結算股份為基礎之付款	-	-	-	-	-	33,510	-	-	33,510	-	33,510
Transfer to statutory surplus reserve	轉撥至法定盈餘儲備	-	-	-	-	3,014	-	-	(3,014)	-	-	-
Issue of shares under share option schemes	根據購股權計劃發行股份	1,333	-	75,877	-	-	(28,699)	-	-	48,511	-	48,511
Dividends paid (note 15)	已付股息 (附註15)	-	-	-	-	-	-	-	(122,506)	(122,506)	-	(122,506)
Capital injection to a subsidiary by non-controlling interests	非控股權益向一家附屬公司注資	-	-	-	2,440	-	-	-	-	2,440	5,764	8,204
Changes in equity for the year	年內權益變動	1,333	-	(124,123)	2,440	3,014	4,811	34,010	296,572	218,057	5,311	223,368
At 31 December 2016	於2016年12月31日	31,919	(1,000)	420,132	2,440	34,639	36,612	34,010	1,112,601	1,671,353	5,311	1,676,664

## Consolidated Statement of Cash Flows

### 綜合現金流量表

For the year ended 31 December 2016  
截至2016年12月31日止年度

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動之現金流量</b>		
Profit before tax	稅前溢利	225,438	220,437
Adjustments for:	經調整：		
Changes in fair value of biological assets less cost to sell	生物資產公允值變動減銷售成本	207,419	246,716
Finance costs	財務成本	808	615
Interest income	利息收入	(9,357)	(7,255)
Depreciation	折舊	11,053	9,639
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	761	761
(Gain)/loss on disposal of property, plant and equipment and prepaid land lease payments	處置物業、廠房及設備及預付土地租賃款之(收益)/虧損	(1,399)	33
Equity-settled share-based payments	以權益結算股份為基礎之付款	33,510	31,801
Operating profit before working capital changes	營運資金變動前的經營溢利	468,233	502,747
Decrease in other assets	其他資產減少	16	17
(Increase)/decrease in inventories	存貨(增加)/減少	(38)	4,760
Increase in biological assets	生物資產增加	(213,636)	(206,111)
Increase in trade receivables	貿易應收款項增加	(72,165)	(65,626)
(Increase)/decrease in deposits, prepayments and other receivables	按金、預付款項及其他應收款項(增加)/減少	(9,049)	5,323
Increase in trade payables	貿易應付款項增加	38,715	24,798
Increase/(decrease) in accruals and other payables	應計費用及其他應付款項增加/(減少)	7,083	(2,361)
Due from non-controlling interests	應收非控股權益款項	(1,962)	—
Cash received from operating lease rental	經營租賃租金所收現金	1,091	—
Cash generated from operations	經營活動所得現金	218,288	263,547
Income taxes paid	已付所得稅	(3,847)	(1,865)
Interest paid	已付利息	(808)	(615)
Net cash generated from operating activities	經營活動所得現金淨額	213,633	261,067
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>		
Purchase of property, plant and equipment	購買物業、廠房及設備	(32,553)	(30,704)
Proceeds from disposals of property, plant and equipment and prepaid land lease payments	出售物業、廠房及設備及預付土地租賃款的所得款項	7,800	10,671
Earnest money paid for acquisition of land use rights	已付收購土地使用權之誠意金	—	(7,449)
Due from a related party	應收一名關連方款項	(6,800)	—
Interest received	已收利息	9,357	7,255
Net cash used in investing activities	投資活動所用現金淨額	(22,196)	(20,227)

## Consolidated Statement of Cash Flows

### 綜合現金流量表

For the year ended 31 December 2016  
截至2016年12月31日止年度

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動之現金流量</b>		
Bank loans raised	取得銀行貸款	10,000	10,000
Repayment of bank loans	償還銀行貸款	(10,000)	(18,000)
Issue of share capital	發行股本	48,511	444,987
Receipt for exercise of share options	行使購股權已收款	34,010	—
Capital injection to a subsidiary by non-controlling interests	非控股權益向一家附屬公司注資	8,204	—
Dividends paid to owners of the Company	支付予本公司擁有人之股息	(122,506)	—
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(31,781)	436,987
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物增加淨額</b>	<b>159,656</b>	<b>677,827</b>
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>於1月1日的現金及現金等價物</b>	<b>1,014,346</b>	<b>336,519</b>
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	<b>於12月31日的現金及現金等價物</b>	<b>1,174,002</b>	<b>1,014,346</b>
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物分析</b>		
Bank and cash balances	銀行及現金結餘	1,174,002	1,014,346

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
截至2016年12月31日止年度

#### 1. GENERAL INFORMATION

CHINA GREENFRESH GROUP CO., LTD. (the “**Company**”) was incorporated in Cayman Islands with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is 8th Floor, Building No. 10, Guanyinshan Business Center, Siming District, Xiamen, People’s Republic of China (the “**PRC**”). The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 36 to the consolidated financial statements.

In the opinion of the directors of the Company, Song Rising Co., Ltd., a company incorporated in the British Virgin Islands, is the immediate parent, and Mr. Zheng Songhui who is a director of the Company, is the ultimate controlling party of the Company.

#### 2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (“**IASB**”). IFRSs comprise International Financial Reporting Standards (“**IFRS**”); International Accounting Standards (“**IAS**”); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed below.

IASB has issued certain new and revised IFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

#### 1. 一般資料

中國綠寶集團有限公司(「本公司」)乃於開曼群島註冊成立之有限公司。本公司的註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。其主要營業地點位於中華人民共和國(「中國」)廈門思明區觀音山運營中心10號樓八樓。本公司之股份於香港聯合交易所有限公司(「聯交所」)之主板上市。

本公司為投資控股公司。其附屬公司之主要業務載於綜合財務報表附註36。

本公司董事認為，Song Rising Co., Ltd.(一家於英屬處女群島註冊成立的公司)為本公司直屬母公司，而本公司董事鄭松輝先生為本公司最終控股方。

#### 2. 編製基準

本綜合財務報表乃按照由國際會計準則委員會(「國際會計準則委員會」)頒佈的所有適用的國際財務報告準則(「國際財務報告準則」)編製。國際財務報告準則包括的國際財務報告準則(「國際財務報告準則」)、國際會計準則(「國際會計準則」)及詮釋。本綜合財務報表亦符合聯交所證券上市規則(「上市規則」)之適用披露規定，以及香港公司條例(第622章)之披露要求。

國際會計準則委員會已頒佈若干新訂及經修訂的國際財務報告準則於本集團當前會計期間首次生效或可提早採納。初次應用該等與本集團有關的新訂及經修訂準則所引致當前和以往會計期間之會計政策變動，已反映於本綜合財務報表內，有關資料列載於附註3。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
截至2016年12月31日止年度

#### 3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

##### (a) Application of new and revised IFRSs

IASB has issued a number of new and revised IFRSs that are first effective for annual periods beginning on or after 1 January 2016. Of these, the following new or revised IFRSs are relevant to the Group:

##### *Amendments to IAS 1 Presentation of Financial Statements: Disclosure Initiative*

The amendments to IAS 1 clarify, rather than significantly change, existing IAS 1 requirements. The amendments clarify various presentation issues relating to:

- Assessment of materiality versus minimum disclosure requirements of a standard.
- Disaggregation of specific line items in the statement(s) of profit or loss and other comprehensive income and the statement of financial position. There is also new guidance on the use of subtotals.
- Confirmation that the notes do not need to be presented in a particular order.
- Presentation of other comprehensive income items arising from equity-accounted associates and joint ventures.

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented.

#### 3. 採納新訂及經修訂之國際財務報告準則

##### (a) 應用新訂及經修訂國際財務報告準則

國際會計準則委員會已頒佈多項於2016年1月1日或之後開始之年度期間首次生效之新訂及經修訂國際財務報告準則。該等準則中，以下新訂及經修訂國際財務報告準則與本集團相關：

##### *國際會計準則第1號財務報表之呈列(修訂本)：披露計劃*

國際會計準則第1號(修訂本)釐清現行國際會計準則第1號的規定，而非對其進行大幅變動。該等修訂釐清多個與下列事宜有關的呈列問題：

- 對重要性的評估與某項準則最低限度披露要求的考慮。
- 於損益表及其他全面收益表和財務狀況表內分拆特定項目。對小計的使用亦有新指引。
- 確認毋須按特定順序呈列附註。
- 源自權益法核算的聯營公司及合營企業的其他全面收益項目的呈列。

此等修訂概無對本集團當前或過往期間業績及財務狀況的編製或呈列方式有重大影響。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
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#### 3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

##### (b) New and revised IFRSs in issue but not yet effective

The Group has not early applied new and revised IFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2016. These new and revised IFRSs include the following which may be relevant to the Group.

#### 3. 採納新訂及經修訂之國際財務報告準則(續)

##### (b) 已頒佈但尚未生效的新訂及經修訂國際財務報告準則

本集團並無提早應用已頒佈但尚未於2016年1月1日開始之財政年度生效之新訂及經修訂之國際財務報告準則。此等新訂及經修訂國際財務報告準則或與本集團有關，包括以下各項。

	Effective for accounting periods beginning on or after 於以下日期 或之後開始 之會計期間生效
Amendments to IAS 7 Statement of Cash Flows: Disclosure initiative 國際會計準則第7號現金流量表(修訂本)：披露計劃	1 January 2017 2017年1月1日
Amendments to IAS 12 Income Taxes: Recognition of deferred tax assets for unrealised losses 國際會計準則第12號所得稅(修訂本)：確認未變現虧損之 遞延稅項資產	1 January 2017 2017年1月1日
IFRS 9 Financial Instruments 國際財務報告準則第9號金融工具	1 January 2018 2018年1月1日
IFRS 15 Revenue from Contracts with Customers 國際財務報告準則第15號來自客戶合約收入	1 January 2018 2018年1月1日
Amendments to IFRS 2 Share-based Payment: Classification and measurement of share-based payments 國際財務報告準則第2號以股份為基礎之付款(修訂本)： 以股份為基礎之付款之交易分類及計量	1 January 2018 2018年1月1日
Amendment to IFRS 4: Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts 國際財務報告準則第4號(修訂本)：連同國際財務報告準則 第4號保險合約一併應用國際財務報告準則第9號金融工具	1 January 2018 2018年1月1日
Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or contribution of assets between an investor and its associates or joint venture 國際財務報告準則第10號綜合財務報表及國際會計準則 第28號於聯營公司及合營企業之投資(修訂本)：投資者與其聯營公司或 合營企業之間之出售或投入資產	To be determined 待定
IFRS 16 Leases 國際財務報告準則第16號租賃	1 January 2019 2019年1月1日

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2016  
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### 3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

#### (b) New and revised IFRSs in issue but not yet effective (Continued)

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. As the Group has not completed its assessment, further impacts may be identified in due course.

#### IFRS 9 Financial Instruments

The standard replaces IAS 39 Financial Instruments: Recognition and Measurement.

The standard introduces a new approach to the classification of financial assets which is based on cash flow characteristics and the business model in which the asset is held. A debt instrument that is held within a business model whose objective is to collect the contractual cash flows and that has contractual cash flows that are solely payments of principal and interest on the principal outstanding is measured at amortised cost. A debt instrument that is held within a business model whose objective is achieved by both collecting the contractual cash flows and selling the instruments and that has contractual cash flows that are solely payments of principal and interest on the principal outstanding is measured at fair value through other comprehensive income. All other debt instruments are measured at fair value through profit or loss. Equity instruments are generally measured at fair value through profit or loss. However, an entity may make an irrevocable election on an instrument-by-instrument basis to measure equity instruments that are not held for trading at fair value through other comprehensive income.

The requirements for the classification and measurement of financial liabilities are carried forward largely unchanged from IAS 39 except that when the fair value option is applied changes in fair value attributable to changes in own credit risk are recognised in other comprehensive income unless this creates an accounting mismatch.

### 3. 採納新訂及經修訂之國際財務報告準則(續)

#### (b) 已頒佈但尚未生效的新訂及經修訂國際財務報告準則(續)

本集團正在評估此等修訂及新訂準則於初次應用期間預期產生之影響。本集團目前已辨識新訂準則中可能對綜合財務報表產生重大影響之若干方面。有關預期影響之更多詳情於下文討論。由於本集團尚未完成評估，故可能會於日後適時辨識其他影響。

#### 國際財務報告準則第9號金融工具

該準則取代國際會計準則第39號金融工具：確認及計量。

該準則就金融資產分類引入新方法，基於現金流量特徵及持有資產的業務模式進行。就以收取合約現金流量為目的之業務模式持有之債務工具，及擁有純粹為支付本金及尚未償還本金利息之合約現金流量之債務工具，均按攤銷成本計量。於目的為同時收取合約現金流量及出售工具之業務模式中持有之債務工具，以及擁有純粹為支付本金及尚未償還本金之利息之合約現金流量之債務工具，均以公允值通過其他全面收益計量。所有其他債務工具一般按公允值通過損益計量。股本工具一般按公允值通過損益計量。然而，實體可按個別工具基準作出不可撤回的選擇，把並非持作買賣之股本工具以公允值通過其他全面收益計量。

有關分類及計量財務負債之要求大致跟隨國際會計準則第39號，並無重大變動，惟倘選擇按公允值計量，因自身信貸風險變動所引致之公允值變動乃於其他全面收益中確認，除非此舉會產生會計錯配。

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### 綜合財務報表附註

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#### 3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

##### (b) New and revised IFRSs in issue but not yet effective (Continued)

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

IFRS 9 introduces a new expected-loss impairment model to replace the incurred-loss impairment model in IAS 39. It is no longer necessary for a credit event or impairment trigger to have occurred before impairment losses are recognised. For financial assets measured at amortised cost or fair value through other comprehensive income, an entity will generally recognise 12-month expected credit losses. If there has been a significant increase in credit risk since initial recognition, an entity will recognise lifetime expected credit losses. The standard includes a simplified approach for trade receivables to always recognise the lifetime expected credit losses.

The de-recognition requirements in IAS 39 are carried forward largely unchanged.

IFRS 9 substantially overhauls the hedge accounting requirements in IAS 39 to align hedge accounting more closely with risk management and establish a more principle based approach.

The new expected credit loss impairment model in IFRS 9 may result in the earlier recognition of impairment losses on the Group's trade receivables and other financial assets. The Group is unable to quantify the impact until a more detailed assessment is completed.

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

IFRS 15 replaces all existing revenue standards and interpretations.

The core principle of the standard is that an entity recognises revenue to depict the transfer of goods and services to customers in an amount that reflects the consideration to which the entity expects to become entitled in exchange for those goods and services.

#### 3. 採納新訂及經修訂之國際財務報告準則(續)

##### (b) 已頒佈但尚未生效的新訂及經修訂國際財務報告準則(續)

###### 國際財務報告準則第9號金融工具(續)

國際財務報告準則第9號引入新預期虧損減值模式，取代國際會計準則第39號之已發生虧損減值模式。毋須再待發生信貸事件或減值方確認減值虧損。就按攤銷成本計量或以公允值計入其他全面收益之金融資產而言，實體一般將確認12個月之預期信貸虧損。倘於初始確認後信貸風險顯著上升，實體將會確認使用年限內之預期信貸虧損。該準則就貿易應收款項納入一項簡化處理方法，在通常情況下均會確認使用年限內之預期信貸虧損。

國際會計準則第39號內終止確認之規定大致維持不變。

國際財務報告準則第9號大幅修改國際會計準則第39號內之對沖會計要求，以使對沖會計法更符合風險管理，並設立更為符合原則基準的會計方法。

國際財務報告準則第9號之新預期信貸虧損減值模式可能導致提前確認本集團貿易應收款項及其他金融資產之減值虧損。本集團於完成更為詳細之評估後方可量化有關影響。

###### 國際財務報告準則第15號來自客戶合約收入

國際財務報告準則第15號取代所有現有收入準則及詮釋。

該準則之核心標準為實體為說明向客戶轉讓貨品及服務所確認的收入，金額應為反映該實體預期就交換該等貨品及服務有權收取的代價。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

#### (b) New and revised IFRSs in issue but not yet effective (Continued)

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

An entity recognises revenue in accordance with the core principle by applying a 5-step model:

1. Identify the contract with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognise revenue when or as the entity satisfies a performance obligation

The standard also includes comprehensive disclosure requirements relating to revenue.

The Group is unable to estimate the impact of the new standard on the consolidated financial statements until a more detailed analysis is completed.

##### IFRS 16 Leases

IFRS 16 replaces IAS 17 Leases and related interpretations. The new standard introduces a single accounting model for lessees. For lessees the distinction between operating and finance leases is removed and lessees will recognise right-of-use assets and lease liabilities for all leases (with optional exemptions for short-term leases and leases of low value assets). IFRS 16 carries forward the accounting requirements for lessors in IAS 17 substantially unchanged. Lessors will therefore continue to classify leases as operating or financing leases.

### 3. 採納新訂及經修訂之國際財務報告準則(續)

#### (b) 已頒佈但尚未生效的新訂及經修訂國際財務報告準則(續)

##### 國際財務報告準則第15號來自客戶合約收入(續)

實體根據核心原則透過應用五個步驟模式確認收入：

1. 識別與客戶訂立之合約
2. 識別合約中之履約責任
3. 釐定交易價
4. 將交易價分配至合約中的履約責任
5. 於(或在)實體完成履約責任時確認收入

該準則亦包括有關收入之詳盡披露要求。

本集團需於完成更為詳細之分析後方可估計新準則對綜合財務報表之影響。

##### 國際財務報告準則第16號租賃

國際財務報告準則第16號取代國際會計準則第17號租賃及相關詮釋。該新準則引入有關租賃的單一會計處理方法。對承租人而言，經營租賃與融資租賃之間的區別已剔除且承租人將就所有租賃確認使用權資產與租賃負債(對短期租賃及低價值資產租賃有選擇性豁免)。國際財務報告準則第16號維持國際會計準則第17號內有關出租人的會計規定大致不變。因此，出租人會繼續將租賃分類為經營租賃或融資租賃。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

#### (b) New and revised IFRSs in issue but not yet effective (Continued)

##### IFRS 16 Leases (Continued)

Certain of the Group's factory and office premises leases are currently classified as operating leases and the lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term. Under IFRS 16 the Group may need to recognise and measure a liability at the present value of the future minimum lease payments and recognise a corresponding right-of-use asset for these leases. The interest expense on the lease liability and depreciation on the right-of-use asset will be recognised in profit or loss. The Group's assets and liabilities will increase and the timing of expense recognition will also be impacted as a result.

As disclosed in note 34, the Group's future minimum lease payments under non-cancellable operating leases for its factory and office premises amounted to RMB54,548,000 as at 31 December 2016. The Group will need to perform a more detailed assessment in order to determine the new assets and liabilities arising from these operating leases commitments after taking into account the transition reliefs available in IFRS 16 and the effects of discounting.

### 4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. biological assets that are measured at fair value).

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

### 3. 採納新訂及經修訂之國際財務報告準則(續)

#### (b) 已頒佈但尚未生效的新訂及經修訂國際財務報告準則(續)

##### 國際財務報告準則第16號租賃(續)

本集團若干工廠及辦公室物業租賃現分類為經營租賃，租賃付款(扣除任何來自出租人之獎勵金額)於租期內按直線法確認為開支。根據國際財務報告準則第16號，本集團或需按未來最低租賃付款的現值確認及計量負債，並就該等租賃確認相應的使用權資產。租賃負債的利息開支以及使用權資產的折舊將於損益內確認。本集團的資產與負債將增加，確認開支的時間亦會因此受到影響。

如附註34所示，本集團於2016年12月31日根據工廠及辦公樓之不可撤銷經營租賃之未來最低租賃付款為人民幣54,548,000元。本集團將需在考慮國際財務報告準則第16號內的可用過渡性寬免及貼現影響後進行更為詳細的評估，以釐定此等經營租賃承擔所產生的新資產與負債。

### 4. 重大會計政策

除下文會計政策另有說明外(例如生物資產乃按公允值計量)，本綜合財務報表乃按歷史成本法編製。

編製符合國際財務報告準則的財務報表須使用若干關鍵會計估計，亦需要管理層於應用本集團會計政策的過程中作出判斷。假設及估計對本綜合財務報表屬重大的範疇於附註5中披露。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

##### (a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill and any accumulated foreign currency translation reserve relating to that subsidiary.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### 4. 重大會計政策(續)

編製本綜合財務報表時採用的重大會計政策載列如下。

##### (a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至12月31日的財務報表。附屬公司為本集團擁有控制權的實體。當本集團可以或有權力透過參與該實體而取得浮動回報及有能力透過其權力影響實體的回報即控制該實體。當本集團現有的權力賦予其能力指揮有關活動(即對實體回報有重大影響的活動)，即表示本集團對該實體有權力。

當評估控制時，本集團考慮其潛在投票權，以及由其他人士持有的潛在投票權。潛在投票權只有在其持有人有行使此權利的實際能力時方會被考慮。

附屬公司自其控制權轉移予本集團當日起綜合入賬，並於控制權終止當日不再綜合入賬。

因失去控制權而產生出售附屬公司的收益及虧損為(i)出售代價的公允值加任何保留於該附屬公司的投資公允值及(ii)本公司應佔該附屬公司淨資產的部分加該附屬公司餘下的任何商譽及任何相關累計外幣換算儲備的差額。

集團內的交易、結餘及未變現利潤均予以對銷。除交易提供證據顯示所轉讓之資產出現減值，否則未變現虧損亦予以對銷。倘有需要，附屬公司的會計政策會作出調整，以確保符合本集團採納的政策。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2016  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Consolidation (Continued)

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

#### (b) Foreign currency translation

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

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

##### (ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

### 4. 重大會計政策(續)

#### (a) 綜合賬目(續)

非控股權益指並非直接或間接屬於本公司之附屬公司權益。非控股權益乃呈列於綜合財務狀況表及綜合權益變動表之權益中。非控股權益作為非控股權益股東與本公司擁有人之間分配本年度溢利或虧損及全面收益總額，呈列於綜合損益表及綜合損益及其他全面收益表內。

溢利或虧損及其他全面收益的各部份歸屬予本公司擁有人及非控股權益股東，即使導致非控股權益產生虧絀結餘亦然。

#### (b) 外幣換算

##### (i) 功能及呈列貨幣

本集團各實體之財務報表內的項目均使用該實體經營的主要經濟環境的貨幣(「**功能貨幣**」)計量。綜合財務報表按本公司的功能及呈列貨幣人民幣(「**人民幣**」)呈列。

##### (ii) 各實體之財務報表中的交易及結餘

外幣交易於初次確認時均按交易日之通行匯率換算為功能貨幣。外幣貨幣資產及負債按每個報告期結束時的匯率換算。匯兌政策產生的盈虧於損益確認。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2016  
截至2016年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (b) Foreign currency translation (Continued)

## (ii) Transactions and balances in each entity's financial statements (Continued)

Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

## (iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

## 4. 重大會計政策(續)

## (b) 外幣換算(續)

## (ii) 各實體之財務報表中的交易及結餘(續)

按公允值計量及以外幣計值的非貨幣項目乃按釐定公允值當日的匯率換算。

當一非貨幣項目的盈虧於其他全面收入確認時，該盈虧的任何匯兌部份於其他全面收入確認。當一非貨幣項目的盈虧於損益確認時，該盈虧的任何匯兌部份於損益確認。

## (iii) 綜合賬目時換算

所用功能貨幣與本公司呈列貨幣不同的所有本集團旗下公司的業績及財務狀況均按下列方式換算為本公司的呈列貨幣：

- 各財務狀況表所列資產及負債於該財務狀況表結算日按收市匯率換算；
- 收入及開支按期內平均匯率匯兌（除非該平均數並非交易日的通行匯率累計影響的合理約數，則在此情況下收入及開支按交易日的匯率換算）；及
- 所有產生的匯兌差額均於其他全面收入確認並於外幣匯兌儲備累計。

綜合賬目時，因換算貨幣項目產生的匯兌差額構成海外實體投資淨額之部分，並於其他全面收益確認及於外幣匯兌儲備累計。出售海外業務時，有關的匯兌差額重新分類至綜合損益作為部份出售之盈虧。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
截至2016年12月31日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Property, plant and equipment, including buildings held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below), are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal useful lives are as follows:

Buildings	20 years
Plant and machinery	10 years
Leasehold improvements	5 years
Motor vehicles	2 to 5 years
Office equipments and others	5 years

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

Construction in progress represents buildings under construction and plant and equipment pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

#### 4. 重大會計政策(續)

##### (c) 物業、廠房及設備

物業、廠房及設備包括持作用於生產或提供貨物或服務或作行政用途之樓宇(下文所述之在建物業除外)，載於綜合財務狀況表內，以成本減其後累計折舊及其後累計減值虧損(如有)呈列。

其後成本僅於與該項目有關的未來經濟利益可能流入本集團，而該項目的成本能可靠計算時，方會列入資產之賬面值或確認為獨立資產(如適用)。所有其他維修及保養於其產生期間於損益內確認。

物業、廠房及設備之折舊乃於其估計可使用年期按足以撇銷其成本減剩餘價值的比率以直線法計算，其主要使用年期如下：

樓宇	20年
廠房及設備	10年
租賃裝修	5年
汽車	2年至5年
辦公室設備及其他	5年

剩餘價值、可使用年期及折舊方法於各報告期完結日進行檢討及作出調整(如適用)。

在建工程指在建樓宇及有待安裝的廠房及設備，按成本減減值虧損入賬。折舊於有關資產可使用時開始計算。

處置物業、廠房及設備的盈虧指出售所得款項淨額與有關資產賬面值兩者間的差額，並於損益確認。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
截至2016年12月31日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (d) Leases

###### (i) Operating leases – The Group as lessee

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

Prepaid land lease payments are stated at cost and subsequently amortised on the straight-line basis over the remaining term of the lease.

###### (ii) Operating leases – The Group as lessor

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

##### (e) Research and development expenditures

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

##### (f) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. 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.

#### 4. 重大會計政策(續)

##### (d) 租賃

###### (i) 經營租賃—本集團作為承租人

資產擁有權的所有風險及回報並無大部分轉予本集團的租賃入賬為經營租賃。租賃款項(扣除自出租人收取的任何獎勵金後)於租期內以直線法確認為費用。

預付土地租賃款項按成本列賬，其後再按餘下的租期內以直線法攤銷。

###### (ii) 經營租賃—本集團作為出租人

資產擁有權的所有風險及回報並無大部分轉予承租人的租賃入賬為經營租賃。經營租賃的租金收入於相關租期內以直線法予以確認。

##### (e) 研發費用

研究活動的開支於其產生期間確認為開支。

##### (f) 存貨

存貨按成本與可變現淨值兩者中之較低者列賬。成本以加權平均法計算。產成品及在製品之成本包括原材料、直接勞工及所有生產經常性開支之適當部分和轉包費用(如適用)。可變現淨值為日常業務過程中之估計售價減估計完成成本及銷售所需估計成本。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2016  
截至2016年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Mushrooms

The Group is involved in the agricultural activities of the transformation of biological assets into agricultural produce. The mushrooms are measured at fair value less costs to sell at initial recognition and at the end of each reporting period. The fair value of the mushrooms under growing period and harvest period are determined based on costs incurred to grow the mushroom and the market approach respectively. Gain or loss on initial recognition and from subsequent changes in fair value less costs to sell is included in profit or loss for the period in which it arises.

The mushrooms are initially measured at their fair value less costs to sell at the time of harvest. The fair value of the mushrooms is determined based on market prices in the local area. Gain on initial recognition at fair value less costs to sell is included in profit or loss for the period in which it arises.

The fair value less costs to sell at the time of harvest of the mushrooms becomes their cost for the measurement of inventories. Such inventories are subsequently stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

#### (h) Recognition and derecognition of financial instruments

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

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

### 4. 重大會計政策(續)

#### (g) 菇類

本集團從事將生物資產轉化為農產品的農業活動。菇類於初步確認時以及於各報告期間結束時按公允值減銷售成本計量。處於生長期及採收期的菇類的公允值乃分別按種植菇類所產生的成本及市場法而釐定。初步確認產生的盈虧以及其後之公允值變動減銷售成本乃於產生期間於損益確認。

菇類初步按公允值減收成時的銷售成本計量。菇類的公允值乃根據當地之市價釐定。按公允值減銷售成本而初步確認的收益乃於產生期間計入損益內。

公允值減菇類收成時的銷售成本為存貨之成本值。有關存貨隨後按成本值與可變現淨值兩者中之較低者入賬。可變現淨值為正常業務過程中的估計售價減銷售所需的估計成本。

#### (h) 確認及終止確認金融工具

金融資產及金融負債於本集團成為工具合約條文之訂約方時於綜合財務狀況表確認。

倘自資產取得現金流量之合約權利屆滿，本集團轉讓資產所有權之絕大部分風險及回報；或本集團概無轉讓亦不保留資產所有權之絕大部分風險及回報但不保留資產之控制權，則終止確認金融資產。終止確認金融資產時，資產賬面值與已收代價連同已於其他全面收入確認之累計盈虧之總和兩者間之差額於損益確認。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
截至2016年12月31日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (h) Recognition and derecognition of financial instruments (Continued)

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

##### (i) Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial assets within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs.

The Group classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These assets are carried at amortised cost using the effective interest method (except for short-term receivables where interest is immaterial) minus any reduction for impairment or uncollectibility. Typically trade and other receivables, bank balances and cash are classified in this category.

##### (j) Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

#### 4. 重大會計政策(續)

##### (h) 確認及終止確認金融工具(續)

倘相關合約訂明之責任獲解除、註銷或屆滿，則終止確認金融負債。已終止確認之金融負債賬面值與已付代價之差額於損益確認。

##### (i) 金融資產

金融資產乃按交易日基準(即購買或出售金融資產之合約條款所規定及經由所屬市場設定的時限交付該項金融資產之日)確認及終止確認，並初始按公允值加上直接應佔交易成本計量。

本集團之金融資產分為貸款及應收款項。此等分類乃按購入金融資產時之目的而歸類，並由管理層在最初確認金融資產時決定其分類。

##### *貸款及應收款項*

貸款及應收款項指提供固定或可釐訂付款之非衍生工具金融資產，其並無活躍市場報價。該等資產按攤銷成本以實際利率法(利息屬微不足道的短期應收款項除外)減任何減值削減或不可收回款項計算。一般貿易應收款項及其他應收款項、銀行結餘及現金乃分類為此類別。

##### (j) 貿易應收款項及其他應收款項

貿易應收款項為在日常業務過程中因出售商品或提供服務而應收客戶之款項。倘貿易應收款項及其他應收款項預計將在一年或以內收回(或屬業務正常經營週期(倘較長))，則分類為流動資產。否則，則呈列為非流動資產。

貿易應收款項及其他應收款項初步按公允值確認，其後以實際利率法按攤銷成本減減值撥備計算。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2016  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which 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.

#### (l) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under IFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

#### (m) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

#### (n) Trade and other payables

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

#### (o) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

### 4. 重大會計政策(續)

#### (k) 現金及現金等價物

就現金流量表而言，現金及現金等價物指銀行現金及手頭現金、銀行及其他金融機構的活期存款、及可隨時兌換為確實數額的現金及存在非重大價值變動風險的短期高流通性投資。須按要求償還並構成本集團現金管理的整體的一部分的銀行透支亦入賬列作現金及現金等價物部份。

#### (l) 金融負債及股本工具

金融負債及股本工具乃根據所訂立合約安排的內容及國際財務報告準則項下金融負債和股本工具的定義分類。股本工具乃證明於本集團經扣除所有負債後的資產中擁有剩餘權益的任何合約。下文載列就特定金融負債及股本工具採納的會計政策。

#### (m) 借貸

借貸初步按公允值(扣除已產生的交易成本)確認，其後以實際利息法按攤銷成本計量。

除非本集團具無條件權利將負債還款期遞延至報告期末後至少12個月，否則借貸將被劃分為流動負債。

#### (n) 貿易應付款項及其他應付款項

貿易應付款項及其他應付款項初步按其公允值列賬，其後採用實際利率法按攤銷成本計量，除非貼現影響甚微，於此情況下，則以成本列賬。

#### (o) 股本工具

本公司所發行的股本工具按已收所得款項(已扣除直接發行成本)入賬。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2016  
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## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (p) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Revenues from the sales of goods are recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.

Interest income is recognised on a time-proportion basis using the effective interest method.

Rental income is recognised on a straight-line basis over the lease term.

## (q) Employee benefits

## (i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

## (ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

## (iii) Termination benefits

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

## 4. 重大會計政策(續)

## (p) 收入確認

收入按已收或應收代價的公允值計量，並於經濟利益可能流向本集團及收益金額能可靠計量時確認。

貨品的銷售收入於貨品所有權的重大風險及回報轉移時(一般指貨品交付及所有權轉移予客戶時)確認。

利息收入按時間基準使用實際利率法確認。

租金收入於租期內以直線法予以確認。

## (q) 僱員福利

## (i) 僱員應享假期

僱員的年假及長期服務假期於僱員應享有時予以確認。截至報告期末，僱員所提供的服務而產生的年假及長期服務假期的估計負債已計提撥備。

僱員的病假及產假於僱員休假時方會確認。

## (ii) 退休金責任

本集團為所有僱員提供定額供款退休計劃。本集團及僱員對計劃的供款乃按僱員的基本薪金的百分比計算。在損益內扣除的退休福利計劃成本乃指本集團應付該等基金的供款。

## (iii) 離職福利

離職福利於本集團再無能力撤銷提供有關福利及本集團確認重組成本並包括支付離職福利之日期(以較早者為準)時確認。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (r) Share-based payments

The Group issues equity-settled share-based payments to certain directors and employees. Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

##### (s) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

#### 4. 重大會計政策(續)

##### (r) 以股份支付之支出

本集團向若干僱員發放以股本支付款項。股本支付款項於授出日期以公允值計量(不包括非市場歸屬條件之影響)。按以股本支付款項授出日期支付之公允值,乃根據本集團估計購股權最終歸屬及就非市場歸屬條件調整,按歸屬期以直線法作為代價,購股權儲備亦相應增加。

##### (s) 借貸成本

直接用作購入、建造或生產合資格資產(即需要相當長期間以達致其擬定用途或銷售的資產)的借貸成本資本化作為資產的部分成本,直至資產大致用作其擬定用途或銷售。特定用於合資格資產的借貸在其尚未支銷時用作短暫投資所賺取的投資收入,乃於合資格資本化的借貸成本內扣除。

倘一般性借入資金用於獲取一項合資格資產,合資格資本化的借貸成本金額乃按該資產支銷的資本化率釐定。資本化率為適用於本集團於期間未償還借款的加權平均借貸成本,不包括為取得一項合資格資產而專門借入的借款。

所有其他借貸成本均於產生期間於損益中確認。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2016  
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## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (t) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

## (u) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

## 4. 重大會計政策(續)

## (t) 政府補助

政府補助乃當可合理保證本集團將符合其所附帶條件且補助將可獲取時予以確認。

與收入有關之政府補助乃作遞延處理，並在與其擬補償之相關成本相配之期間內於損益內確認。

提供予本集團作為已產生開支或虧損的補償或給予即時財務援助而日後不再有相關成本的政府補助，乃於可收取的期間在損益確認。

## (u) 稅項

所得稅是指即期稅項及遞延稅項之總額。

即期應付稅項乃根據本年度之應課稅溢利計算。應課稅溢利與於損益確認的溢利有所不同，乃由於其他年度之應課稅或可予扣稅之收入或開支項目及免稅或不可扣稅之項目所致。本集團有關即期稅項之負債乃採用於報告期末已實行或實質已實行之稅率計算。

遞延稅項乃指在綜合財務報表內資產及負債之賬面值與採用應課稅溢利計算之相應稅基之差額。遞延稅項負債一般按所有應課稅暫時差額確認入賬，而遞延稅項資產則會在預期應課稅溢利可供作抵銷可予扣減暫時差額、未動用稅項虧損或未動用稅項抵免時確認入賬。倘暫時差額乃因商譽或首次確認一項既不影響應課稅溢利亦不影響會計溢利之交易（業務合併除外）中之其他資產及負債而產生，則不會確認有關資產及負債。

遞延稅項負債乃按於附屬公司之投資而產生之應課稅暫時差額確認入賬，惟倘本集團可控制暫時差額之撥回，並預期該暫時差額將不會在可見將來撥回者除外。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (u) Taxation (Continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

##### (v) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

#### 4. 重大會計政策(續)

##### (u) 稅項(續)

遞延稅項資產之賬面值乃於各報告期末進行檢討，並調低至預期將不可能有充裕之應課稅溢利以收回所有或部份資產。

遞延稅項乃根據於報告期末已實行或實質實行之稅率，按預期在負債償還或資產變現期間適用之稅率計算。遞延稅項乃自損益中確認，惟倘遞延稅項於其他全面收益確認或直接於權益確認時，則在此情況下亦會於其他全面收益或直接於權益確認。

遞延稅項資產及負債之計量反映按照本集團預期於報告期末可收回或結算其資產及負債之賬面值方式計算而得出之稅務結果。

當可合法執行權利許可將即期稅項資產與即期稅項負債抵銷，並且當涉及與同一稅務機關所徵收之所得稅有關且本集團擬按淨額基準結算其即期稅項資產及負債時，則遞延稅項資產及負債可互相對銷。

##### (v) 非金融資產減值

非金融資產之賬面值於各報告期末檢討是否有減值跡象，倘資產已減值，則透過綜合損益表以開支撇減至其估計可收回金額。可收回金額乃就個別資產釐定，惟倘資產並無產生大部分獨立於其他資產或資產組合之現金流入，則可收回金額就資產所屬之現金產生單位釐定。可收回金額為個別資產或現金產生單位之使用價值與其公允值減出售成本兩者中之較高者。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按反映貨幣時間值及資產／現金產生單位(已計量減值)之特有風險之稅前貼現率計算。

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### 綜合財務報表附註

For the year ended 31 December 2016  
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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (v) Impairment of non-financial assets (Continued)

Impairment losses for cash-generating units are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

##### (w) Impairment of financial assets

At the end of each reporting period, the Group assesses whether its financial assets (other than those at fair value through profit or loss) are impaired, based on objective evidence that, as a result of one or more events that occurred after the initial recognition, the estimated future cash flows of the (group of) financial asset(s) have been affected.

For trade receivables that are assessed not to be impaired individually, the Group assesses them collectively for impairment, based on the Group's past experience of collecting payments, an increase in the delayed payments in the portfolio, observable changes in economic conditions that correlate with default on receivables, etc.

Only for trade receivables, the carrying amount is reduced through the use of an allowance account and subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For all other financial assets, the carrying amount is directly reduced by the impairment loss.

For financial assets measured at amortised cost, if the amount of the impairment loss decreases in a subsequent period and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed (either directly or by adjusting the allowance account for trade receivables) through profit or loss. However, the reversal must not result in a carrying amount that exceeds what the amortised cost of the financial asset would have been had the impairment not been recognised at the date the impairment is reversed.

#### 4. 重大會計政策(續)

##### (v) 非金融資產減值(續)

現金產生單位之減值虧損首先用於抵銷單位商譽，然後於現金產生單位的其他資產之間按比例分配。隨後估計變動導致的可收回金額增長計入損益，直至撥回減值。

##### (w) 金融資產減值

於各報告期末，本集團均會根據客觀證據(即(一組)金融資產之估計未來現金流量由於初步確認後發生之一項或多項事件而受到影響)評估其金融資產(按公允值計入損益賬的金融資產除外)有否減值。

就單獨評估並無減值之應收款項而言，本集團將根據本集團之過往收款經驗、投資組合內延遲還款之增加、與應收款項違約情況有連帶關係之經濟狀況出現明顯改變等共同評估有否減值。

僅應收款項之賬面值會使用撥備賬扣減，而其後收回之前已撇銷之數額乃計入撥備賬。撥備賬之賬面值變動於損益中確認。

就所有其他金融資產而言，賬面值會直接按減值虧損作出扣減。

就按攤銷成本計量的金融資產而言，倘減值虧損之金額於其後期間減少，而該減少可以客觀地與確認減值後發生之一項事件有關，則先前已確認之減值虧損透過損益撥回(直接或藉著調整應收款項之撥備賬)。然而，撥回不得導致賬面值高於假使並無確認減值該項金融資產於撥回減值當日之攤銷成本。

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### 綜合財務報表附註

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (x) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present 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 expenditures 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 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 is remote.

##### (y) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

#### 5. KEY ESTIMATES

##### Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

##### (a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned.

The carrying amount of property, plant and equipment as at 31 December 2016 was RMB180,214,000 (2015: RMB161,802,000).

#### 4. 重大會計政策(續)

##### (x) 撥備及或然負債

當本集團因已發生的事件須承擔現有之法律或推定責任，而履行責任時有可能導致經濟利益流出時，並可作出估計責任金額的情況下，須對這些在時間或金額之不確定負債確認撥備。倘金額之時間價值為重要因素，則撥備之金額乃按預期用於解除該責任之支出之現值列賬。

倘使經濟利益流出的機會不大，或責任金額無法可靠估計，則責任乃披露為或然負債，除非經濟利益流出之可能性極低則另作別論。可出現之責任，即是否存在將取決於日後是否會發生一宗或多宗事件，除非經濟利益流出之可能性極低，否則這些負債亦披露為或然負債。

##### (y) 報告期末後事項

為本集團於報告期末之狀況提供額外資料之報告期末後事項均屬於調整事項，並於綜合財務報表內反映。並非調整事項之重大報告期末後事項則於綜合財務報表附註中披露。

#### 5. 主要估計

##### 不確定估計的主要來源

下文討論有關未來的主要假設及於報告期間完結時的其他不確定估計的主要來源，而該等假設及不確定估計存在導致下一財政年度的資產及負債賬面值須作出重大調整的重大風險。

##### (a) 物業、廠房及設備及折舊

本集團自行釐定其物業、廠房及設備的估計可使用年期、剩餘價值及相關折舊開支。該等估計乃根據就類似性質及功能的物業、廠房及設備的實際可使用年期及剩餘價值之過往經驗作出。當可使用年期及剩餘價值與先前估計不同時，本集團將修訂折舊開支，或將已棄用之技術過時或非策略資產作出撤銷或撇減。

於2016年12月31日，物業、廠房及設備之賬面值為人民幣180,214,000元(2015年：人民幣161,802,000元)。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
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#### 5. KEY ESTIMATES (Continued)

##### (b) Fair values of biological assets

The Group appointed an independent professional valuer to assess the fair values of the biological assets. In determining the fair values, the valuer has utilised a method of valuation which involves certain estimates. The directors have exercised their judgement and are satisfied that the method of valuation and input used are reflective of the current market conditions.

The carrying amount of biological assets as at 31 December 2016 was RMB59,319,000 (2015: RMB53,102,000).

##### (c) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts, in particular of a loss event, requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

As at 31 December 2016, impairment loss for bad and doubtful debts amounted to RMB Nil (2015: RMB Nil).

##### (d) Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed. No allowance for slow-moving inventories was made for the year ended 31 December 2016 (2015: RMB Nil).

#### 5. 主要估計(續)

##### (b) 生物資產的公允值

本集團委聘獨立專業估值師評估生物資產的公允值。在釐定公允值時，估值師使用涉及若干估計的估值方法。董事已作出判斷，信納所用之估值方法及輸入數據能反映現時的市況。

於2016年12月31日，生物資產之賬面值為人民幣59,319,000元(2015年：人民幣53,102,000元)。

##### (c) 呆壞賬減值虧損

本集團根據對應收貿易賬款及其他應收款項可收回程度(包括各債務人當前信用狀況及過往付款記錄)的評估，作出呆壞賬減值虧損。倘有事件或情況有變顯示餘額可能無法收回時，將出現減值。識別是否出現呆壞賬(特別在虧損的情況下)需要作出判斷及估計。倘實際結果有別於原先估計時，表示估計有所變動，該差額將影響該年度內的應收貿易賬款及其他應收款項的賬面值以及呆壞賬開支。

於2016年12月31日，呆壞賬減值虧損為人民幣零元(2015年：人民幣零元)。

##### (d) 滯銷存貨撥備

滯銷存貨撥備乃根據存貨賬齡及估計可變現淨值作出。撥備金額的評估涉及判斷及估計。倘日後實際結果有別於原先估計，該等差額將影響估計變動的期間內存貨的賬面值及撥備計入／撥回。截至2016年12月31日止年度，概無就滯銷存貨作出撥備(2015年：人民幣零元)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

##### (a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities, Hong Kong dollars ("HK\$"), United States dollars ("US\$") and RMB. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

At 31 December 2016, if the Hong Kong dollar had weakened 1 per cent against RMB with all other variables held constant, consolidated profit after tax for the year would have been approximately RMB40,000 (2015: RMB221,000) lower, arising mainly as a result of the foreign exchange loss on bank and cash balances denominated in Hong Kong dollar. If the Hong Kong dollar had strengthened 1 per cent against RMB with all other variables held constant, consolidated profit after tax for the year would have been approximately RMB40,000 (2015: RMB221,000) higher, arising mainly as a result of the foreign exchange gain on bank and cash balances denominated in Hong Kong dollar.

At 31 December 2016, if the US\$ had weakened 1 per cent against RMB with all other variables held constant, consolidated profit after tax for the year would have been approximately RMB681,000 (2015: RMB372,000) lower, arising mainly as a result of the net foreign exchange loss on bank and cash balances, trade receivables and trade payables denominated in US\$. If the US\$ had strengthened 1 per cent against RMB with all other variables held constant, consolidated profit after tax for the year would have been approximately RMB681,000 (2015: RMB372,000) higher, arising mainly as a result of the net foreign exchange gain on bank and cash balances, trade receivables and trade payables denominated in US\$.

#### 6. 財務風險管理

本集團的業務須承受多項財務風險：外匯風險、信貸風險、流動資金風險及利率風險。本集團的整體風險管理計劃專注於金融市場的不可預測性，旨在盡可能減低對本集團財務表現構成的潛在不利影響。

##### (a) 外匯風險

由於本集團的絕大部分業務交易、資產及負債主要以本集團各實體的功能貨幣港元(「港元」)、美元(「美元」)及人民幣計價，故本集團須面對外匯風險的可能性甚微。本集團目前並無就外匯交易、資產及負債制訂任何外匯對沖政策。本集團會密切監察其外匯風險，並於有需要時考慮對沖重大外匯風險。

於2016年12月31日，倘港元兌人民幣轉弱1%，而所有其他變量維持不變，年內綜合除稅後溢利將減少約人民幣40,000元(2015年：人民幣221,000元)，主要由於以港元計值的銀行及現金結餘的外匯虧損。倘港元兌人民幣轉強1%，而所有其他變量維持不變，年內綜合除稅後溢利將增加約人民幣40,000元(2015年：人民幣221,000元)，主要由於以港元計值的銀行及現金結餘的外匯收益。

於2016年12月31日，倘美元兌人民幣轉弱1%，而所有其他變量維持不變，年內綜合除稅後溢利將減少約人民幣681,000元(2015年：人民幣372,000元)，主要由於以美元計值的銀行及現金結餘、貿易應收款項及貿易應付款項的淨外匯虧損。倘美元兌人民幣轉強1%，而所有其他變量維持不變，年內綜合除稅後溢利將增加約人民幣681,000元(2015年：人民幣372,000元)，主要由於以美元計值的銀行及現金結餘、貿易應收款項及貿易應付款項的淨外匯收益。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
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#### 6. FINANCIAL RISK MANAGEMENT (Continued)

##### (b) Credit risk

The Group has no significant concentrations of credit risk.

It has policies in place to ensure that sales are made to customers with an appropriate credit history.

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

##### (c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis based on contractual undiscounted cash flows of the Group's financial liabilities is as follows:

#### 6. 財務風險管理(續)

##### (b) 信貸風險

本集團並無顯著集中的信貸風險。

本集團有政策以確保銷售乃向擁有適當信貸記錄之客戶作出。

現金及銀行結餘的信貸風險有限，原因是對方均為獲國際信貸評級機構給予高度信貸評級的銀行。

##### (c) 流動資金風險

本集團的政策為定期監察現時及預期的流動資金需要，以確保其維持足以應付短期及較長遠流動資金需要的現金儲備。

就本集團財務負債根據訂約未折現現金流量的到期日之分析載列如下：

		Less than 1 year 少於1年 RMB'000 人民幣千元	Between 1 and 2 years 1至2年 RMB'000 人民幣千元	Between 2 and 5 years 2至5年 RMB'000 人民幣千元	Over 5 years 超過5年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>At 31 December 2016</b>	<b>於2016年12月31日</b>					
Trade payables	貿易應付款項	79,993	—	—	—	79,993
Accruals and other payables	應計費用及 其他應付款項	24,566	—	—	—	24,566
Bank loan	銀行貸款	10,087	—	—	—	10,087
		<b>114,646</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>114,646</b>
<b>At 31 December 2015</b>	<b>於2015年12月31日</b>					
Trade payables	貿易應付款項	41,278	—	—	—	41,278
Accruals and other payables	應計費用及 其他應付款項	17,483	—	—	—	17,483
Bank loan	銀行貸款	10,136	—	—	—	10,136
		<b>68,897</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>68,897</b>

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
截至2016年12月31日止年度

#### 6. FINANCIAL RISK MANAGEMENT (Continued)

##### (d) Interest rate risk

The Group's exposure to interest-rate risk arises from its bank deposits. These deposits bear interests at variable rates varied with the then prevailing market condition.

The Group's bank borrowing and certain of the Group's bank deposits bear interest at fixed rate and therefore is subject to fair value interest rate risk.

At 31 December 2016, it is estimated that a general increase/decrease of 10 basis points in interest rates, with all other variables held constant, would have increased/(decreased) the Group's profit after tax for the year as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Increase/(decrease) in interest rates</b>	<b>利率增加／(減少)</b>		
10 basis points	10個基點	910	764
(10) basis points	(10)個基點	(910)	(764)

The sensitivity analysis above indicates the impact on the Group's profit for the year and retained profits that would have arisen assuming that there is an annualised impact on interest income and expense by a change in interest rates. The analysis has been performed on the same basis thorough for the years ended 31 December 2016 and 2015.

本集團的利率風險主要來自銀行存款。該等存款乃浮息，因應當時的市況而定。

本集團的銀行貸款及本集團的若干銀行存款乃定息，並因此遭受公允價值利率風險。

於2016年12月31日，如所有其他可變因素維持不變，估計倘整體利率上升／下降10個基點，本集團的年內稅後利潤將增加／(減少)如下：

上述敏感度分析說明假設利率變動會對利息收入及開支產生年化影響，利率變動可能對本集團年內溢利及保留溢利產生的影響。該分析於截至2016年及2015年12月31日止年度按相同基準進行。

##### (e) Categories of financial instruments

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Financial assets:</b>	<b>金融資產：</b>		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等價物)	1,379,949	1,145,684
<b>Financial liabilities:</b>	<b>金融負債：</b>		
Financial liabilities at amortised cost	按攤銷成本列賬的金融負債	114,559	68,761

##### (f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair value.

##### (f) 公允值

本集團金融資產及金融負債於綜合財務狀況表反映的賬面值與其各自的公允值相若。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
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#### 7. REVENUE

The Group's revenue which represents sales of goods to customers are as follows:

#### 7. 收入

本集團銷售貨品予客戶的收入如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
King trumpet mushroom	杏鮑菇	362,106	296,873
Button mushroom, straw mushroom and shiitake mushroom	蘑菇、草菇及香菇	191,564	243,199
Canned food	罐頭食品	76,146	99,617
Other processed food products	其他加工食品	52,352	45,538
Trading through domestic network	國內渠道銷售	150,964	3,179
International trading of food	國際食品貿易	253,084	73,712
		1,086,216	762,118

#### 8. OTHER INCOME

#### 8. 其他收入

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Exchange gain	匯兌收益	5,429	11,351
Government subsidies and awards (note)	政府補助及獎勵(附註)	1,762	4,026
Input value-added tax deduction	進口增值稅扣減	—	1,375
Bank interest income	銀行利息收入	9,357	7,255
Rental income	租金收入	448	47
Gain on disposal of property, plant and equipment and prepaid land lease payments	處置物業、廠房及設備及預付土地租賃款收益	1,399	—
Scrap sales	銷售廢包	730	323
Others	其他	36	8
		19,161	24,385

Note: Government subsidies and awards mainly related to the subsidy received from the local government authority to support the local business development.

附註：政府補助及獎勵主要指從當地政府機構收取為支持當地業務發展的補助。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
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#### 9. SEGMENT INFORMATION

The Group has six reportable segments as follows:

King trumpet mushroom	– Planting of king trumpet mushroom
Button mushroom, straw mushroom and shiitake mushroom	– Planting of button mushroom, straw mushroom and shiitake mushroom
Canned food	– Manufacturing and trading of canned food
Other processed food products	– Manufacturing and trading of other processed food products such as brined mushroom, preserved vegetables and dried mushroom
Trading through domestic network	– Trading of edibles fungi and fresh fruit and vegetables in PRC
International trading of food	– Trading of edibles fungi, fresh fruit and vegetables, canned food, frozen food, edible fungi healthcare products and etc other than in PRC

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include unallocated business tax and auxiliary charges, selling expenses, administrative expenses, other income, finance costs and income tax expense. Segment assets include trade receivables, inventories and biological assets.

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

#### 9. 分部資料

本集團六個可呈報分部如下：

杏鮑菇	– 種植杏鮑菇
蘑菇、草菇及香菇	– 種植蘑菇、草菇及香菇
罐頭食品	– 生產及買賣罐頭食品
其他加工食品	– 生產及買賣其他加工食品，例如鹽水菇、醬醃菜及乾菇
國內渠道銷售	– 於中國買賣食用菌以及新鮮水果及蔬菜
國際食品貿易	– 於中國以外地區買賣食用菌、新鮮水果及蔬菜、罐頭食品、急凍食品及食用菌類保健品等

本集團的可呈報分部乃為提供不同產品及服務的策略性業務單位。由於各業務要求不同技術及市場推廣策略，故各呈報分部乃分別管理。

經營分部的會計政策與綜合財務報表附註4所述者相同。分部損益不包括未歸類的營業稅及附加、銷售開支、行政開支、其他收入、財務成本及所得稅開支。分部資產包括貿易應收款項、存貨及生物資產。

本集團將分部間銷售及轉撥視作向第三方進行銷售或轉撥處理，即以當前市價進行處理。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2016  
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## 9. SEGMENT INFORMATION (Continued)

## 9. 分部資料(續)

Information about reportable segment profit or loss, assets and liabilities:

有關可呈報分部損益、資產及負債的資料：

		King trumpet mushroom 杏鮑菇 RMB'000 人民幣千元	Button mushroom, straw mushroom and shiitake mushroom 蘑菇、草菇 及香菇 RMB'000 人民幣千元	Canned food 罐頭食品 RMB'000 人民幣千元	Other processed food products 其他 加工食品 RMB'000 人民幣千元	Trading through domestic network 國內渠道 銷售 RMB'000 人民幣千元	International trading of food 國際 食品貿易 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Year ended 31 December 2016	截至2016年12月31日止年度							
Revenue from external customers	來自外部客戶的收入	362,106	191,564	76,146	52,352	150,964	253,084	1,086,216
Intersegment revenue	分部間收入	4,606	970	-	22,107	-	-	27,683
Segment profit	分部溢利	129,065	90,997	16,078	9,868	15,660	14,406	276,074
Other material items of income and expense:	其他重大收入及支出項目：							
Income tax expense	所得稅開支	-	56	2,362	9	30	1,342	3,799
As at 31 December 2016	於2016年12月31日							
Segment assets	分部資產	15,421	48,388	10,926	61,877	22,943	70,495	230,050

		King trumpet mushroom 杏鮑菇 RMB'000 人民幣千元	Button mushroom, straw mushroom and shiitake mushroom 蘑菇、草菇 及香菇 RMB'000 人民幣千元	Canned food 罐頭食品 RMB'000 人民幣千元	Other processed food products 其他 加工食品 RMB'000 人民幣千元	Trading through domestic network 國內渠道 銷售 RMB'000 人民幣千元	International trading of food 國際 食品貿易 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Year ended 31 December 2015	截至2015年12月31日止年度							
Revenue from external customers	來自外部客戶的收入	296,873	243,199	99,617	45,538	3,179	73,712	762,118
Intersegment revenue	分部間收入	18,957	19,342	-	-	-	-	38,299
Segment profit	分部溢利	128,866	134,263	20,765	5,291	332	3,988	293,505
Other material items of income and expense:	其他重大收入及支出項目：							
Income tax expense	所得稅開支	-	-	2,125	-	-	580	2,705
As at 31 December 2015	於2015年12月31日							
Segment assets	分部資產	12,344	40,915	15,637	-	-	70,510	139,406

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
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#### 9. SEGMENT INFORMATION (Continued)

#### 9. 分部資料(續)

Reconciliations of reportable segment revenue, profit or loss and assets:

可呈報分部收益、損益及資產的對賬：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收入</b>		
Total revenue of reportable segments	可呈報分部的收入總額	1,113,899	800,417
Elimination of intersegment revenue	抵銷分部間收入	(27,683)	(38,299)
Consolidated revenue	綜合收入	1,086,216	762,118
<b>Profit or loss</b>	<b>損益</b>		
Total profit or loss of reportable segments	可呈報分部的損益總額	276,074	293,505
Elimination of intersegment profits	抵銷分部間溢利	(12,205)	(17,038)
Change in profit or loss from change in fair value of biological assets	生物資產公允值變動所產生的損益變動	(15,315)	(15,355)
Listing expenses	上市開支	–	(7,193)
Depreciation	折舊	(11,053)	(9,639)
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	(761)	(761)
Unallocated amounts	未分配款項	(15,101)	(25,787)
Consolidated profit for the year	年內綜合溢利	221,639	217,732
<b>Assets</b>	<b>資產</b>		
Total assets of reportable segments	可呈報分部的資產總額	230,050	139,406
Unallocated amounts	未分配款項		
– Property, plant and equipment	– 物業、廠房及設備	180,214	161,802
– Prepaid land lease payments	– 預付土地租賃款	32,784	36,858
– Bank and cash balances	– 銀行及現金結餘	1,174,002	1,014,346
– Others	– 其他	176,268	170,697
Consolidated total assets	綜合資產總額	1,793,318	1,523,109

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### 綜合財務報表附註

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#### 9. SEGMENT INFORMATION (Continued)

#### 9. 分部資料(續)

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Geographical information:</b>	<b>地區資料：</b>		
Revenue	收入		
PRC	中國		
– Eastern China	– 華東	439,516	426,559
– Southern China	– 華南	79,522	52,648
– Northern China	– 華北	38,576	19,775
– Central China	– 華中	166,069	94,806
– North Eastern China	– 中國東北	47,054	24,617
– South Western China	– 中國西南	29,353	70,000
– North Western China	– 中國西北	32,774	–
New Zealand	紐西蘭	21,118	–
Malaysia	馬來西亞	132,435	39,385
Netherlands	荷蘭	8,808	460
Philippines	菲律賓	32,949	19,692
Indonesia	印尼	2,139	3,236
Singapore	新加坡	15,875	2,076
United Kingdom	英國	5,993	2,042
Nigeria	尼日利亞	10,045	1,527
United States of America	美國	9,375	363
Others	其他	14,615	4,932
Consolidated total	綜合總額	1,086,216	762,118

In presenting the geographical information, revenue is prepared based on the shipment destination so that the economic environments, in which the goods are shipped, can be evaluated.

於呈列地區資料時，收入乃根據付運目的地劃分，故可評估所付運貨品目的地的經濟環境。

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### 綜合財務報表附註

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#### 9. SEGMENT INFORMATION (Continued)

##### Non-current assets

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Hong Kong	香港	550	—
PRC except Hong Kong	中國(香港除外)	213,138	199,366
Consolidated total	綜合總額	213,688	199,366

During the year, there was no individual customer with revenue from each of them accounted for 10% or more of the Group's total external revenue (2015: Nil).

#### 9. 分部資料(續)

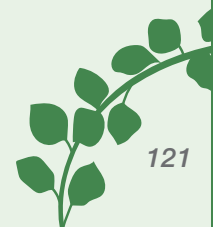
##### 非流動資產

於年內，並無個別客戶的各自收益佔本集團外部收入總額的10%或以上(2015年：無)。

#### 10. FINANCE COSTS

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Interest on bank borrowings	銀行借款利息	495	615
Interest on other payables	其他應付款項利息	313	—
		808	615

#### 10. 財務成本





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 11. INCOME TAX EXPENSE

#### 11. 所得稅開支

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Current tax – PRC	即期稅項－中國		
Provision for the year	年內撥備	2,342	1,802
Underprovision for prior year	以往年度撥備不足	115	323
Current tax – Hong Kong	即期稅項－香港		
Provision for the year	年內撥備	1,359	580
Over provision for prior year	以往年度超額撥備	(17)	–
		3,799	2,705

Hong Kong Profits Tax has been provided at 16.5% based on the assessable profit for the year. The amount provided for the year ended 31 December 2015 was calculated at 16.5% based on the assessable profit for the year less allowable losses brought forward.

香港利得稅乃按本年度應課稅溢利以16.5%的稅率計提。截至2015年12月31日止年度之撥備金額乃按年內應課稅溢利減承前可扣稅虧損以16.5%的稅率計算。

PRC Enterprise Income Tax has been provided at a rate of 25% (2015: 25%).

中國企業所得稅已按25%(2015年：25%)的稅率計提。

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

其他地區應課稅溢利的稅項支出乃根據本集團經營所在國家的現行法例、詮釋及慣例按其現行稅率計算。

Under the Law of PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards except as described below.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，自2008年1月1日起，中國附屬公司稅率為25%，惟下述者除外。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2016  
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### 11. INCOME TAX EXPENSE (Continued)

According to the EIT Law, income derived from primary processing of agricultural produce is exempt from the PRC Enterprise Income Tax. The production and trading of mushroom of certain of the subsidiaries are recognised as primary processing of agricultural produce under the EIT Law and therefore are exempt from the PRC Enterprise Income Tax commenced from 1 January 2008. The following subsidiaries are recognised as primary processing of agricultural produce which obtained the exemption from the PRC Enterprise Income Tax:

#### Year ended 31 December 2015 and 2016

綠寶生態農業(漳州)有限公司  
(Greenfresh Ecological Agriculture (Zhangzhou) Company Limited)  
("Greenfresh Ecological Agriculture")

遼寧綠寶生物技術有限公司  
(Liaoning Greenfresh Biological Technology Company Limited)  
("Greenfresh Biological Technology")  
(dissolved in 2015)

漳州盛泰農業開發有限公司  
(Zhangzhou Shengtai Agricultural Development Company Limited)  
("Shengtai Agricultural Development")

漳州景翔食品有限公司  
(Zhangzhou Jingxiang Foods Company Limited)  
("Jingxiang Foods")

綠寶(南昌)生物科技有限公司  
(Greenfresh (Nanchang) Biological Technology Limited)  
("Greenfresh Nanchang")

#### Year ended 31 December 2016

綠寶(新疆)生物科技有限公司  
(Greenfresh (Xinjiang) Biological Technology Limited)  
("Xinjiang Greenfresh")

河北綠寶生物科技有限公司  
(Hebei Greenfresh Biological Technology Limited)  
("Hebei Greenfresh")

平泉縣綠河生物科技有限公司  
(Pingquan County Lvhe Biotechnology Co., Limited)  
("Lvhe")

### 11. 所得稅開支(續)

根據企業所得稅法，農產品初加工業務所產生的收入將獲豁免繳納中國企業所得稅。若干附屬公司的菇類生產及買賣業務獲確認為企業所得稅法中農產品初加工業務，故從2008年1月1日起獲豁免繳納中國企業所得稅。以下附屬公司獲確認為農產品初加工業務，獲豁免繳納中國企業所得稅：

#### 截至2015年及2016年12月31日止年度

綠寶生態農業(漳州)有限公司  
(「綠寶生態農業」)

遼寧綠寶生物技術有限公司  
(「綠寶生物技術」)  
(已於2015年解散)

漳州盛泰農業開發有限公司  
(「盛泰農業開發」)

漳州景翔食品有限公司  
(「景翔食品」)

綠寶(南昌)生物科技有限公司  
(「綠寶南昌」)

#### 截至2016年12月31日止年度

綠寶(新疆)生物科技有限公司  
(「新疆綠寶」)

河北綠寶生物科技有限公司  
(「河北綠寶」)

平泉縣綠河生物科技有限公司  
(「綠河」)

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## 11. INCOME TAX EXPENSE (Continued)

## 11. 所得稅開支(續)

The reconciliation between the income tax expense and the product of profit before tax multiplied by the PRC Enterprise Income Tax rate is as follows:

所得稅開支與除稅前溢利乘以中國企業所得稅率所得值的對賬如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Profit before tax	稅前溢利	225,438	220,437
Tax at the domestic income tax rate of 25%	按25%國內所得稅率計算的稅項	56,136	55,109
Tax effect of income that is not taxable	毋須課稅收入的稅務影響	(371)	(1,544)
Tax effect of expenses that are not deductible	不獲扣減開支的稅務影響	5,347	6,651
Tax effect of tax concession	稅項優惠的稅務影響	(58,371)	(57,518)
Tax effect of tax loss not recognised	未確認稅項虧損的稅務影響	315	631
Tax effect of tax rate in different jurisdiction	不同司法權區稅率差異的稅務影響	645	(298)
Tax effect of utilisation of tax losses not previously recognised	動用過往未確認稅項虧損的稅務影響	—	(75)
Underprovision in prior year	以往年度撥備不足	98	323
Underprovision of current year	當前年度撥備不足	—	(574)
Income tax expense	所得稅開支	3,799	2,705

Pursuant to the EIT Law, the subsidiaries incorporated in the PRC are required to withhold 10% PRC enterprise income tax when it distributes dividends to its non-PRC resident enterprise shareholders. According to the tax treaty between Hong Kong Special Administrative Region and PRC for avoidance of double taxation and prevention of tax evasion, dividends declared from PRC subsidiaries to Hong Kong holding companies are subject to 5% withholding income tax from 1 January 2008 and onwards. At the end of the reporting period, the temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised is RMB54,488,000 (2015: RMB39,879,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

At the end of the reporting period the Group has unused tax losses of RMB1,124,283 (2015: RMB630,996) available for offset against future profits. No deferred tax asset has been recognised in respect of the RMB1,124,283 (2015: RMB630,996) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of RMB1,124,283 that will expire in 2021 (2015: RMB630,996 that will expire in 2020).

根據企業所得稅法，於中國註冊成立的附屬公司向非中國居民企業股東派發股息時，須代扣代繳10%企業所得稅。根據香港特別行政區與中國就避免雙重徵稅及防止偷漏稅的稅務協定，中國附屬公司向香港控股公司宣派的股息自2008年1月1日及以後須代扣代繳5%的所得稅。報告期末，與附屬公司尚未分派盈利有關而並未確認遞延稅項負債的暫時差額約為人民幣54,488,000元（2015年：人民幣39,879,000元）。並無就此等差額確認任何負債，乃由於本集團能夠控制暫時差額的撥回時間，而此等暫時差額很可能不會於可見將來撥回。

於報告期末，本集團的未動用稅項虧損人民幣1,124,283元（2015年：人民幣630,996元）可供抵銷未來溢利。由於未能預測未來溢利來源，故尚未就人民幣1,124,283元（2015年：人民幣630,996元）確認遞延稅項資產。已計入未確認稅項虧損的人民幣1,124,283元虧損將於2021年到期（2015年：人民幣630,996元，將於2020年到期）。

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#### 12. PROFIT FOR THE YEAR

The Group's profit for the year is stated after charging the following:

#### 12. 年內溢利

本集團年內溢利已扣除下列各項：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	761	761
Depreciation	折舊	11,053	9,639
(Gain)/loss on disposal of property, plant and equipment and prepaid land lease payments	處置物業、廠房及設備及預付土地租賃款之(收益)/虧損	(1,399)	33
Operating lease charges	經營租賃開支		
– Land and buildings	– 土地及樓宇		
– Minimum lease payments	– 最低租賃付款	19,481	14,292
– Contingent rent	– 或然租金	–	5
– Others	– 其他		
– Minimum lease payments	– 最低租賃付款	374	2,474
Research and development expenditure	研發開支	3,597	926
Auditor's remuneration	核數師酬金		
– Current	– 即期	1,320	850
– Under provision prior year	– 以往年度撥備不足	290	–
Listing expenses	上市開支	–	7,193
Cost of inventories sold	已出售存貨成本	1,015,050	747,722
Fair value change of biological assets	生物資產公允值變動		
– realised	– 已變現	190,488	232,325
– unrealised	– 未變現	16,931	14,391

Cost of inventories sold includes staff costs, depreciation and operating lease charges of approximately RMB26,068,000, RMB8,056,000 and RMB19,058,000 respectively, (2015: RMB31,578,000, RMB7,130,000 and RMB17,987,000), which are included in the amounts disclosed separately above.

已出售存貨成本包括員工成本、折舊及經營租賃開支，分別約為人民幣26,068,000元、人民幣8,056,000元及人民幣19,058,000元（2015年：人民幣31,578,000元、人民幣7,130,000元及人民幣17,987,000元），均已計入上文分別披露的金額。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 13. EMPLOYEE BENEFIT EXPENSE

#### 13. 僱員福利費用

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Employee benefits expense:	僱員福利費用：		
– Salaries, bonus and allowances	– 薪金、花紅及津貼	30,231	35,295
– Equity-settled share-based payments	– 以權益結算股份為基礎之付款	33,510	31,801
– Retirement benefit scheme contribution	– 退休福利計劃供款	5,835	5,997
		69,576	73,093

#### Five highest paid individuals

#### 五名最高薪酬人士

The five highest paid individuals in the Group during the year included 3 (2015: 3) directors whose emoluments are reflected in the analysis presented in note 14. The emoluments of the remaining 2 (2015: 2) individuals are set out below:

於年內，本集團五名最高薪酬人士包括3名（2015年：3名）董事，而該等董事之酬金於附註14呈報的分析中反映。其餘2名（2015年：2名）人士之酬金如下所示：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Basic salaries and allowances	基本薪金及津貼	193	188
Discretionary bonus	酌情花紅	–	8
Equity-settled share-based payments	以權益結算股份為基礎之付款	698	3,181
Retirement benefit scheme contributions	退休福利計劃供款	15	11
		906	3,388

The emoluments fell within the following band:

薪酬級別如下所示：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Nil to HK\$1,000,000 (approximately RMB813,000)	零至1,000,000港元 (約人民幣813,000元)	2	–
HK\$1,000,001 to HK\$2,000,000 (approximately RMB813,001 to RMB1,626,000)	1,000,001港元至2,000,000港元 (約人民幣813,001元至 人民幣1,626,000元)	2	1
HK\$2,000,001 to HK\$3,000,000 (approximately RMB1,626,001 to RMB2,439,000)	2,000,001港元至3,000,000港元 (約人民幣1,626,001元至 人民幣2,439,000元)	1	3
HK\$3,000,001 to HK\$5,000,000 (approximately RMB2,439,001 to RMB4,065,000)	3,000,001港元至5,000,000港元 (約人民幣2,439,001元至 人民幣4,065,000元)	–	1



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## 綜合財務報表附註

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### 14. BENEFITS AND INTERESTS OF DIRECTORS

### 14. 董事福利及權益

#### (a) Directors' emoluments

#### (a) 董事酬金

The remuneration of every director is set out below:

各董事之酬金如下所示：

		Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 就個人擔任(不論為本公司或其附屬公司)董事職務已付或應收之酬金							Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking 董事就管理本公司或其附屬公司事務的其他服務已付或應收之酬金	Total
		Fees	Salaries	Discretionary bonus	(Note (i)) Estimated money value of other benefits	Employer's contribution to a retirement benefit scheme	Remunerations paid or receivable in respect of office as director	Housing allowance		
		袍金	薪金	酬情花紅	(附註(i)) 其他福利之估計現金價值	僱主就退休福利計劃作出之供款	就接受委任為董事已付或應收酬金	住房津貼	之酬金	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors	執行董事：									
- Zheng Songhui	- 鄭松輝	-	593	-	1,393	8	-	-	-	1,994
- Zheng Tianming	- 鄭天明	-	91	-	1,044	8	-	-	-	1,143
- Zheng Ruyan	- 鄭如燕	-	494	-	1,044	7	-	-	-	1,545
Non-executive director:	非執行董事：									
- Zhang Lin	- 張琳	-	-	-	-	-	-	-	-	-
Independent non-executive directors:	獨立非執行董事：									
- Mak Hing Keung, Thomas	- 麥興強	90	-	-	-	-	-	-	-	90
- Lou Robert Hsiu-sung	- 樓秀嵩	90	-	-	-	-	-	-	-	90
- Cheng Hiu Yung	- 鄭曉勇	90	-	-	-	-	-	-	-	90
Total for 2016	2016年之總額	270	1,178	-	3,481	23	-	-	-	4,952

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### 綜合財務報表附註

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#### 14. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

#### 14. 董事福利及權益(續)

##### (a) Directors' emoluments (Continued)

##### (a) 董事酬金(續)

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 就個人擔任(不論為本公司或其附屬公司)董事職務已付或應收之酬金								Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking 董事就管理本公司或其附屬公司事務的其他服務已付或應收之酬金	Total
Fees	Salaries	Discretionary bonus	(Note (i)) Estimated money value of other benefits	Employer's contribution to a retirement benefit scheme	Remunerations paid or receivable in respect of accepting office as director	Housing allowance			
袍金 RMB'000 人民幣千元	薪金 RMB'000 人民幣千元	酬情花紅 RMB'000 人民幣千元	(附註(i)) 其他福利之估計現金價值 RMB'000 人民幣千元	僱主就退休福利計劃作出之供款 RMB'000 人民幣千元	就接受委任為董事已付或應收酬金 RMB'000 人民幣千元	住房津貼 RMB'000 人民幣千元		總計 RMB'000 人民幣千元	
Executive directors 董事：									
- Zheng Songhui - 鄭松輝	- 292	-	2,546	6	-	-	-	2,844	
- Zheng Tianming - 鄭天明	- 94	8	1,910	6	-	-	-	2,018	
- Zheng Ruyan - 鄭如燕	- 275	-	1,910	8	-	-	-	2,193	
Non-executive director: 非執行董事：									
- Zhang Lin 張琳	-	-	-	-	-	-	-	-	
Independent non-executive directors: 獨立非執行董事：									
- Mak Hing Keung, Thomas (appointed on 27 May 2015) - 麥興強 (於2015年5月27日獲委任)	42	-	-	-	-	-	-	42	
- Lou Robert Hsiu-sung (appointed on 27 May 2015) - 樓秀嵩 (於2015年5月27日獲委任)	42	-	-	-	-	-	-	42	
- Cheng Hiu Yung (appointed on 27 May 2015) - 鄭曉勇 (於2015年5月27日獲委任)	42	-	-	-	-	-	-	42	
Total for 2015 2015年之總計									
126	661	8	6,366	20	-	-	-	7,181	

Neither the chief executive nor any of the directors waived any emoluments during the year (2015: RMB Nil).

於年內，概無主要行政人員及董事放棄任何酬金(2015年：人民幣零元)。

Note:

附註：

(i) Estimated money values of other benefits include share options.

(i) 其他福利之估計現金價值包括購股權。

##### (b) Directors' material interests in transactions, arrangements or contracts

##### (b) 董事於交易、安排或合約中的重大權益

Other than those disclosed in the consolidated financial statements, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

除已於綜合財務報表披露外，於年末或年內的任何時間，本集團概無就其業務訂立使本公司董事或董事之關連方直接或間接擁有重大權益之重要交易、安排或合約。

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### 綜合財務報表附註

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#### 15. DIVIDENDS

#### 15. 股息

(i) Dividends payable to owners of the Company attributable to the year:

(i) 以下年度應佔應付本公司擁有人之股息：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Interim dividend in respect of the financial year, approved and paid during the year, of HK8.00 cents per ordinary share (equivalent RMB6.88 cents per ordinary share) (2015: Nil)	有關財政年度之中期股息(於年內批准及派付)每股普通股8.00港仙(相當於每股普通股人民幣6.88分)(2015年：零)	35,774	—
Final dividend proposed after the end of the reporting period of HK2.00 cents per ordinary share (equivalent RMB1.77 cents per ordinary share) (2015: HK20.00 cents per ordinary share (equivalent RMB17.00 cents per ordinary share))	報告期末後擬派之末期股息每股普通股2.00港仙(相當於每股普通股人民幣1.77分)(2015年：每股普通股20.00港仙(相當於每股普通股人民幣17.00分))	9,514	85,000
		45,288	85,000

(ii) Dividends payables to owners of the Company attributable to the previous financial year, approved and paid during the year:

(ii) 過往財政年度應佔應付本公司擁有人之股息(於年內批准及派付)：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Final dividend in respect of the previous financial year, approved and paid during the year, of HK20.00 cents per ordinary share (equivalent RMB17.09 cents per ordinary share) (2015: Nil)	有關過往財政年度之末期股息(於年內批准及派付)每股普通股20.00港仙(相當於每股普通股人民幣17.09分)(2015年：零)	86,732	—

The Board has proposed bonus issue of shares on the basis of one new ordinary share of US\$0.01 each for every one existing ordinary share held by the shareholders of the Company.

董事會亦建議進行紅股發行，基準為本公司股東持有每一股現有普通股獲發一股每股面值0.01美元之新普通股。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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## 16. EARNINGS PER SHARE

The calculation of basic earnings per share attributable to owners of the Company is based on the profit for the year attributable to owners of the Company of approximately RMB222,092,000 (2015: RMB217,732,000) for the year ended 31 December 2016 and the weighted average number of ordinary shares of 510,391,367 in issue during the year (2015: 442,808,219).

The calculation of diluted earnings per share attributable to owners of the Company for the year, is based on the profit for the year attributable to owners of the Company of approximately RMB222,092,000 (2015: RMB217,732,000) and the weighted average number of ordinary shares of 510,391,367 (2015: 442,808,219) in issue during the year, plus the effect of dilutive potential ordinary shares arising from share options issued by the Company during the year of 1,197,805 (2015: 1,177,304) shares, arrived at the weighted average number of ordinary shares for the purpose of calculating diluted earnings per share of ordinary shares of 511,589,172 (2015: 443,985,523).

## 16. 每股盈利

本公司擁有人應佔每股基本盈利乃根據截至2016年12月31日止年度歸屬於本公司擁有人年內溢利約人民幣222,092,000元(2015年：人民幣217,732,000元)，以及按年內已發行普通股的加權平均數510,391,367股(2015年：442,808,219股)計算。

本公司擁有人應佔年內每股攤薄盈利乃根據歸屬於本公司擁有人年內溢利約人民幣222,092,000元(2015年：人民幣217,732,000元)，以及按年內已發行普通股的加權平均數510,391,367股(2015年：442,808,219股)計算，加上本公司於年內發行1,197,805股(2015年：1,177,304股)購股權產生具攤薄效應之潛在普通股之影響，達至普通股的加權平均數以計算511,589,172股(2015年：443,985,523股)普通股之每股攤薄盈利。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2016  
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### 17. PROPERTY, PLANT AND EQUIPMENT

### 17. 物業、廠房及設備

		Buildings	Plant and machinery	Leasehold improvements	Motor vehicles	Office equipment and others	Construction in progress	Total
		樓宇	廠房及設備	租賃裝修	汽車	辦公室設備及其他	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Cost</b>	<b>成本</b>							
At 1 January 2015	於2015年1月1日	99,133	40,638	3,301	2,415	3,443	46,960	195,890
Additions	添置	–	4,434	129	167	290	25,684	30,704
Transfer	轉撥	12,089	13,398	6	305	925	(26,723)	–
Disposals	處置	(11,587)	(5,570)	–	(265)	(173)	–	(17,595)
At 31 December 2015 and 1 January 2016	於2015年12月31日及2016年1月1日	99,635	52,900	3,436	2,622	4,485	45,921	208,999
Additions	添置	5,098	4,045	–	663	295	22,452	32,553
Transfer	轉撥	21,009	5,845	(129)	–	–	(26,725)	–
Disposals	處置	(7,196)	–	–	–	(2)	–	(7,198)
At 31 December 2016	於2016年12月31日	118,546	62,790	3,307	3,285	4,778	41,648	234,354
<b>Accumulated depreciation</b>	<b>累計折舊</b>							
At 1 January 2015	於2015年1月1日	19,778	18,570	2,637	1,179	2,285	–	44,449
Charge for the year	年內計提	4,352	3,689	677	366	555	–	9,639
Disposals	處置	(3,663)	(2,955)	–	(139)	(134)	–	(6,891)
At 31 December 2015 and 1 January 2016	於2015年12月31日及2016年1月1日	20,467	19,304	3,314	1,406	2,706	–	47,197
Charge for the year	年內計提	5,268	4,962	(6)	400	429	–	11,053
Transfer	轉撥	5	–	(5)	–	–	–	–
Disposals	處置	(4,108)	–	–	–	(2)	–	(4,110)
At 31 December 2016	於2016年12月31日	21,632	24,266	3,303	1,806	3,133	–	54,140
<b>Carrying amount</b>	<b>賬面值</b>							
At 31 December 2016	於2016年12月31日	96,914	38,524	4	1,479	1,645	41,648	180,214
At 31 December 2015	於2015年12月31日	79,168	33,596	122	1,216	1,779	45,921	161,802



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## 綜合財務報表附註

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## 17. PROPERTY, PLANT AND EQUIPMENT (Continued)

At 31 December 2016, the carrying amount of property, plant and equipment pledged as security for the Group's bank loan amounted to approximately RMB22,126,000 (2015: RMB2,738,000).

Certain buildings constructed on the leased land for which the Group had not applied for the property ownership certificate amounted to RMB978,000 as at 31 December 2016 (2015: RMB1,143,000). Such leased land are used by the Group for production of canned food and other processed food.

## 17. 物業、廠房及設備(續)

於2016年12月31日，就本集團銀行貸款作抵押的物業、廠房及設備的賬面值約為人民幣22,126,000元(2015年：人民幣2,738,000元)。

於2016年12月31日，本集團並未就建於租賃土地的若干樓宇金額為人民幣978,000元(2015年：人民幣1,143,000元)申請房屋所有權證。本集團將有關租賃土地用作生產罐頭產品及其他加工食品。

## 18. PREPAID LAND LEASE PAYMENTS

## 18. 預付土地租賃款

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
At 1 January	於1月1日	36,858	35,270
Addition for the year	年內添置	—	2,349
Disposal	處置	(3,313)	—
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	(761)	(761)
At 31 December	於12月31日	32,784	36,858

The Group's prepaid land lease payments represent payments for land use rights in the PRC under medium term leases.

本集團的預付土地租賃款指於中國就根據中期租賃支付的土地使用權款項。

## 19. OTHER ASSETS

Other assets of the Group represented the rental prepaid for a piece of land on 1 December 2008 of 50 years for mushroom plantation purposes.

## 19. 其他資產

本集團的其他資產指於2008年12月1日就一幅土地預付的租金，為期50年，用作菇類種植。

## 20. INVENTORIES

## 20. 存貨

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Raw materials	原材料	3,903	3,021
Work in progress	在製品	13,959	13,320
Finished goods	產成品	1,175	2,658
		19,037	18,999

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### 綜合財務報表附註

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#### 21. BIOLOGICAL ASSETS

The Group is engaged in mushroom plantation for supply to customers.

Reconciliation of carrying amount of mushroom:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
At 1 January	於1月1日	53,102	93,707
Increases due to plantation	因種植而增加	178,807	203,324
Gain from changes in fair value less costs to sell	公允值變動減銷售成本 所產生之收益	207,419	246,716
Decreases due to harvest	因採收而減少	(380,009)	(490,645)
At 31 December	於12月31日	59,319	53,102

Gain from changes in fair value less cost to sell included those biological assets sold during the year (realised) and those biological assets not yet sold as at the end of the reporting period (unrealised).

Biological assets were mushroom and were stated at fair value less costs to sell as at the end of the reporting period. The fair value was determined by the professional valuer, Jones Lang LaSalle Corporate Appraisal and Advisory Limited with reference to market-determined prices, cultivation areas, species, growing conditions, cost incurred and expected yield of crops.

Market and cost approaches are adopted to value the agricultural produce of mushroom as at the end of respective years. During the growing period, cost approach is adopted. The costs of direct raw material, direct labour, labour service and leasing have been considered in the calculation of the fair values for the growing period and these costs are approximately to their fair value. During the harvesting period, market approach is adopted. Therefore, the fair values of the biological assets as at the end of respective years are calculated to be the product of market price and estimated the agricultural produce mushroom after deducting the reasonable cost related to selling.

The fair value measurement of the mushroom is categorised as level 3 fair value measurement within the three-level fair value hierarchy as defined in IFRS 13, Fair Value Measurement. Significant unobservable inputs are mainly the expected future cash flow and the discount rate. The higher the future cash flows or the lower the discount rate, the higher the fair value determined. Due to the production cycle of the mushroom is relatively short, the impact on the valuation of the expected future cash flow and discount rate are immaterial.

During the year, there was no transfer occurred between levels in the hierarchy (2015: Nil).

#### 21. 生物資產

本集團從事菇類種植以向客戶供應。

菇類的賬面值對賬如下：

	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
At 1 January	53,102	93,707
Increases due to plantation	178,807	203,324
Gain from changes in fair value less costs to sell	207,419	246,716
Decreases due to harvest	(380,009)	(490,645)
At 31 December	59,319	53,102

公允值變動減銷售成本所產生之收益包括於年內已出售的生物資產(已變現)以及截至報告期末尚未出售的生物資產(未變現)。

生物資產為菇類，其於報告期末按公允值減銷售成本列賬。公允值乃由專業估值師仲量聯行企業評估及諮詢有限公司參考市場定價、種植面積、品種、生長情況、所涉成本及預期之農產品收成而釐定。

於相關年末採用市場法及成本法對菇類農產品進行估值。於生長期採用成本法。計量生長期的公允值時已考慮直接原材料、直接勞工、勞務及租賃成本，而有關成本與彼等的公允值相若。於採收期採用市場法。因此，於相關年末的生物資產公允值為於扣減有關出售的合理成本後按市價乘以估計菇類農產品產量計算。

菇類公允值計量歸類為三級公允值等級(定義見國際財務報告準則第13號，公允價值計量)的第三級公允值計量。重要不可觀察數據主要為預期未來現金流及貼現率。未來現金流愈高或貼現率愈低，釐定的公允值則愈高。由於菇類的生產週期相對較短，預期未來現金流及貼現率的估值影響並不重大。

於年內，等級中各等級並無出現轉移(2015年：無)。

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#### 21. BIOLOGICAL ASSETS (Continued)

The movement in the fair value of the assets within level 3 of the hierarchy is as follows:

#### 21. 生物資產(續)

第三級等級內資產公允值的變動如下：

		King trumpet mushroom, button mushroom and shiitake mushroom 杏鮑菇、蘑菇及香菇	
		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
At 1 January	於1月1日	53,102	93,707
Increases due to plantation	因種植而增加	178,807	203,324
Gain from changes in fair value less costs to sell (#)	公允值變動減銷售成本所產生之 收益 (#)	207,419	246,716
Decreases due to harvest	因採收而減少	(380,009)	(490,645)
At 31 December	於12月31日	59,319	53,102
(#) Included gains or losses for assets held at the end of the reporting period	(#)包括於報告期末所持資產之收益 或虧損	16,931	14,391

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#### 21. BIOLOGICAL ASSETS (Continued)

#### 21. 生物資產(續)

The following unobservable inputs were used to measure the Group's mushroom plantation:

下列為計量本集團菇類種植所用的不可觀察數據：

Description 概況	Valuation technique 估值技巧	Unobservable inputs 不可觀察數據	Range As at 31 December 範圍 於12月31日		Effect on fair value for increase of inputs 數據增加對公允值的影響	Fair value As at 31 December 公允值 於12月31日	
			2016 2016年	2015 2015年		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
King trumpet mushroom 杏鮑菇	Cost and Market approach 成本法及市場法	King trumpet mushroom yield 杏鮑菇產量	0.27 kg – 0.36 kg 0.27公斤至0.36公斤	0.30 kg – 0.39 kg 0.30公斤至0.39公斤	Increase 增加	15,266	12,187
		Price of king trumpet mushroom 杏鮑菇價格	RMB7.7 – RMB11.54 per kg 每公斤 人民幣7.7元至人民幣11.54元	RMB9.05 – RMB9.29 per kg 每公斤 人民幣9.05元至人民幣9.29元	Increase 增加		
Button mushroom 蘑菇	Cost and Market approach 成本法及市場法	Button mushroom yield 蘑菇產量	21.50 kg 21.50公斤	19.72 kg 19.72公斤	Increase 增加	43,963	40,915
		Price of button mushroom 蘑菇價格	RMB7.65 per kg 每公斤 人民幣7.65元	RMB6.19 per kg 每公斤 人民幣6.19元	Increase 增加		
Shiitake mushroom 香菇	Cost and Market approach 成本法及市場法	Shiitake mushroom yield 香菇產量	0.30 kg 0.30公斤	N/A 不適用	Increase 增加	90	-
		Price of shiitake mushroom 香菇價格	RMB6.20 per kg 每公斤 人民幣6.20元	N/A 不適用	Increase 增加		

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 21. BIOLOGICAL ASSETS (Continued)

The Group is exposed to a number of risks related to its mushroom plantation:

##### (1) Regulatory and environmental risks

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

##### (2) Supply and demand risks

The Group is exposed to risks arising from fluctuations in the price and sales volume of mushroom. Where possible the Group manages this risk by aligning its harvest volume to market supply and demand. Management performs regular industry trend analysis to ensure that the Group's pricing structure is in line with the market and to ensure that projected harvest volumes are consistent with the expected demand.

##### (3) Climate and other risks

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

#### 22. TRADE RECEIVABLES

The credit terms of trade receivables are in accordance with specific payment schedules agreed with various customers and generally range from 30 to 90 days. Each customer has a maximum credit limit. For new customers, payment in advance is normally required. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

#### 21. 生物資產(續)

本集團面臨若干與其蘑菇種植有關的風險：

##### (1) 監管及環境風險

本集團須遵守中國(其經營所在)之法律及法規。本集團已制定符合地方環境及其他法律的環境政策及措施。管理層定期進行檢討，以確認環境風險並確保現行制度足以管理該等風險。

##### (2) 供求風險

本集團面臨因蘑菇價格及銷量而產生波動的風險。本集團盡可能透過根據市場供求狀況調整其採收量，以管理此項風險。管理層定期進行市場趨勢分析，以確保本集團的定價結構與市場一致，並確保預期採收量與預期需求一致。

##### (3) 氣候及其他風險

本集團的蘑菇種植面臨因氣候變化、病害及其他自然力量造成的損害風險。本集團已制定大量旨在監控及緩解有關風險的程序，包括定期健康檢查以及行業害蟲及病害調查。

#### 22. 貿易應收款項

貿易應收款項之信貸期按與不同客戶達成的具體付款安排而定且一般介乎30至90天。各客戶均訂有信貸上限。就新客戶而言，一般須提前付款。本集團尋求對未償還應收款項維持嚴謹的控制。董事會定期審閱逾期結餘。

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### 綜合財務報表附註

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#### 22. TRADE RECEIVABLES (Continued)

The ageing analysis of the Group's trade receivables, based on the invoice date, and net of allowance, is as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
0 to 90 days	0至90天	196,487	124,480
91 to 180 days	91至180天	2	–
Over 1 year	1年以上	156	–
		196,645	124,480

As at 31 December 2016, trade receivables of RMB29,237,000 (2015: RMB Nil) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables is as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Up to 3 months	3個月內	29,079	–
3 to 6 months	3至6個月	2	–
6 months to 1 year	6個月至1年	156	–
		29,237	–

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

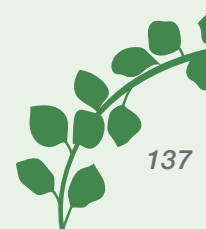
		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
RMB	人民幣	130,974	53,970
US\$	美元	65,671	70,510
Total	總計	196,645	124,480

#### 22. 貿易應收款項(續)

以下為本集團按發票日期的貿易應收款項(扣除撥備)的賬齡分析：

於2016年12月31日，貿易應收款項人民幣29,237,000元(2015年：人民幣零元)已逾期但未減值。此等款項與近期並無拖欠記錄的多名獨立客戶有關。此等貿易應收款項之賬齡分析如下：

本集團貿易應收款項的賬面值按以下幣值計算：





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## 23. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

## 23. 按金、預付款項及其他應收款項

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Deposits	按金	25,433	12,480
Earnest money paid for acquisition of land use rights	已付收購土地使用權之誠意金	87,600	87,600
Prepayments	預付款項	8,292	5,878
Other receivables	其他應收款項	540	6,858
		121,865	112,816

## 24. BANK AND CASH BALANCES

## 24. 銀行及現金結餘

The bank and cash balances of the Group denominated in the currencies as follows:

本集團的銀行及現金結餘按以下幣值計值：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
RMB	人民幣	1,143,747	982,455
HK\$	港元	5,355	29,533
US\$	美元	24,604	2,358
Singapore dollars	新加坡元	190	—
Japanese Yen	日元	106	—
		1,174,002	1,014,346

Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

將人民幣兌換外幣須按中國《外匯管理條例》及《結匯、售匯及付匯管理規定》。

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#### 25. SHARE CAPITAL

#### 25. 股本

		Authorised 法定		Issued and fully paid 已發行及繳足	
		Number of shares 股份數量 '000 千股	US\$'000 千美元	Number of shares 股份數量 '000 千股	RMB'000 人民幣千元
Balance at 1 January 2015	2015年1月1日的結餘	2,000,000	20,000	5,748	375
Issue of 125,000,000 ordinary shares of US\$0.01 each pursuant to global offering (note (a))	根據全球發售發行 125,000,000股每股面值 0.01美元的普通股 (附註(a))	—	—	125,000	7,640
Capitalisation issue of 369,252,100 ordinary shares of US\$0.01 each (note (b))	資本化發行369,252,100股 每股面值0.01美元的 普通股(附註(b))	—	—	369,252	22,571
Balance at 31 December 2015 and 1 January 2016	於2015年12月31日 及2016年1月1日的結餘	2,000,000	20,000	500,000	30,586
Issue of shares under share option schemes	根據購股權計劃發行股份	—	—	20,000	1,333
Balance at 31 December 2016	於2016年12月31日的結餘	2,000,000	20,000	520,000	31,919

#### Notes:

- (a) Pursuant to written resolutions passed on 27 May 2015, the shareholders of the Company approved the allotment and issue of 125,000,000 new ordinary shares of US\$0.01 each of the Company (the "New Shares") in connection with the global offering of shares by the Company. The New Shares, issued on 17 June 2015, at HK\$4.71 each for a total cash consideration, before expenses, of HK\$588,750,000 (approximately RMB464,025,000) and fully paid-up, rank pari passu in all respects with the existing issued and fully paid-up shares of the Company.
- (b) Pursuant to written resolutions passed on 27 May 2015, the shareholders of the Company approved as a result of the issuance of the New Shares pursuant to the global offering as mentioned in note (a) above, an amount of US\$3,692,521 standing to the credit of the share premium account of the Company was capitalised by applying such sum forwards paying up in full at par a total of 369,252,100 shares for allotment and issue to the then existing shareholders before the completion of the global offering.

#### 附註：

- (a) 根據2015年5月27日通過的書面決議案，本公司股東批准就本公司進行股份全球發售而配發及發行125,000,000股每股面值0.01美元之本公司新普通股（「新股份」）。新股份已於2015年6月17日以每股4.71港元之價格發行且完全繳足，總現金代價（未扣除開支）為588,750,000港元（約人民幣464,025,000元），該等股份與本公司現有已發行及繳足的股份在各方面享有同等權利。
- (b) 根據2015年5月27日通過的書面決議案，本公司股東批准就上文附註(a)所述根據全球發售發行新股份後，本公司股份溢價賬的進賬額3,692,521美元將透過向全球發售完成前的當時現有股東按面值悉數繳足配發及發行合共369,252,100股股份撥充資本。

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## 綜合財務報表附註

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## 25. SHARE CAPITAL (Continued)

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Total debt comprises borrowings. Adjusted capital comprises all components of equity (i.e. share capital, retained profits and other reserves).

During 2016, the Group's strategy, which was unchanged from 2015, was to maintain the debt-to-adjusted capital ratio at a level of industry average. The debt-to-adjusted capital ratios at 31 December 2016 and at 31 December 2015 were as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Total debt	負債總額	10,000	10,000
Less: cash and cash equivalents	扣除：現金及現金等價物	(1,174,002)	(1,014,346)
Net debt	負債淨額	(1,164,002)	(1,004,346)
Total equity	權益總額	1,676,664	1,453,296
Debt-to-adjusted capital ratio	負債對經調整資本比率	N/A 不適用	N/A 不適用

The externally imposed capital requirement for the Group is in order to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares.

The Group receives a report from the share registrars weekly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the period. As at 31 December 2016, 41% (2015: 40%) of the shares were in public hands.

## 25. 股本(續)

本集團資本管理的主要目標是維護本集團有能力作為持續經營的機構，並通過優化債務及權益比重給予股東最大回報。

本集團按比例就風險設定資本金額。本集團管理其資本結構，並因應經濟狀況及相關資產風險特徵的變化而調整。為了維持或調整資本結構，本集團可能會調整派付股息，發行新股份，回購股份，融入新債，贖回現有債務或出售資產以減少債務。

本集團以負債對經調整股本比率為基準監察資本。此比率以負債淨額除以經調整資本計算。負債總額包括借款。經調整資本包括權益之所有部分(即股本、保留溢利及其他儲備)。

於2016年，本集團之策略(與2015年相同)乃維持負債對經調整資本比率在行業平均水平。於2016年12月31日及2015年12月31日之負債對經調整資本比率如下所示：

本集團維持其於聯交所之上市地位的外部強制資本要求為本集團須保持至少25%股份為公眾持股量。

本集團每週接獲股份過戶登記處發出之報告，當中列示非公眾持股量之重大股份權益，並顯示本集團於期內一直持續遵守25%之限額。於2016年12月31日，41%之股份由公眾持有(2015年：40%)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 26. STATEMENTS OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

### 26. 本公司之財務狀況表及儲備變動

#### (a) Statement of financial position of the Company

#### (a) 本公司之財務狀況表

		Notes 附註	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司的投資		328	328
<b>Current assets</b>	<b>流動資產</b>			
Due from subsidiaries	應收附屬公司款項		569,360	453,932
Bank and cash balances	銀行及現金結餘		5,944	144,344
<b>Total current assets</b>	<b>流動資產總額</b>		<b>575,304</b>	<b>598,276</b>
<b>Total assets</b>	<b>資產總額</b>		<b>575,632</b>	<b>598,604</b>
<b>Equity and liabilities</b>	<b>權益及負債</b>			
Equity attributable to owners of the Company	歸屬於本公司擁有人權益			
Share capital	股本		31,919	30,586
Reserves	儲備	26(b)	530,880	556,793
<b>Total equity</b>	<b>權益總額</b>		<b>562,799</b>	<b>587,379</b>
<b>LIABILITIES</b>	<b>負債</b>			
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals	應計費用		2,050	850
Due to subsidiaries	應付附屬公司款項		10,783	10,375
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>12,833</b>	<b>11,225</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>575,632</b>	<b>598,604</b>

Approved by the Board of Directors on 28 March 2017 and are signed on its behalf by:

董事會於2017年3月28日批准並由下列董事代表簽署：

Zheng Zonghui  
鄭松輝

Zheng Ruyan  
鄭如燕

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### 綜合財務報表附註

For the year ended 31 December 2016  
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#### 26. STATEMENTS OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

#### 26. 本公司之財務狀況表及儲備變動(續)

##### (b) Reserve movement of the Company

##### (b) 本公司之儲備變動

		Share premium 股份溢價 RMB'000 人民幣千元	Share option reserve 購股權儲備 RMB'000 人民幣千元 (note 27(b)(v)) (附註27(b)(v))	Shares to be issued 將予發行股份 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2015	於2015年1月1日	129,479	–	–	(2,369)	127,110
Total comprehensive income for the year	年內全面收益總額	–	–	–	(16,894)	(16,894)
Issue of new shares pursuant to global offering(note 25(a))	根據全球發售發行新股份 (附註25(a))	456,385	–	–	–	456,385
Cost of issuing new shares pursuant to global offering	根據全球發售發行 新股份成本	(19,038)	–	–	–	(19,038)
Capitalisation of issue of shares (note 25(b))	資本化發行股份 (附註25(b))	(22,571)	–	–	–	(22,571)
Equity-settled share-based payment	以權益結算股份為 基礎之付款	–	31,801	–	–	31,801
Changes in equity for the year	年內權益變動	414,776	31,801	–	(16,894)	429,683
At 31 December 2015 and 1 January 2016	於2015年12月31日及 2016年1月1日	544,255	31,801	–	(19,263)	556,793
Total comprehensive income for the year	年內全面收益總額	–	–	–	(18,105)	(18,105)
Transfer	轉撥	(200,000)	–	–	200,000	–
Receipt for exercise of share options	行使購股權已收款	–	–	34,010	–	34,010
Issue of shares under share option schemes	根據購股權計劃發行股份	75,877	(28,699)	–	–	47,178
Equity-settled share-based payment	以權益結算股份為 基礎之付款	–	33,510	–	–	33,510
Dividend paid	已付股息	–	–	–	(122,506)	(122,506)
Changes in equity for the year	年內權益變動	(124,123)	4,811	34,010	59,389	(25,913)
At 31 December 2016	於2016年12月31日	420,132	36,612	34,010	40,126	530,880

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
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#### 27. RESERVES

##### (a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

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

###### (i) Other reserve

Other reserve arose as a result of the group reorganisation as described in the prospectus published by the Company dated 8 June 2015 and represented the difference between the consideration of repurchase of equity interests in 福建綠寶食品集團有限公司 (Fujian Greenfresh Foods Group Company Limited) ("**Fujian Greenfresh Foods**") by Jingxiang Foods over the registered capital of Fujian Greenfresh Foods.

###### (ii) Share premium

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

###### (iii) Capital reserve

Capital reserve represented the excess of the contribution by the non-controlling interests to a subsidiary which is non-distributable.

###### (iv) Statutory surplus reserve

The statutory surplus reserve, which is non-distributable, is appropriated from the profit after taxation of the Group's PRC subsidiaries under the applicable laws and regulations in the PRC.

#### 27. 儲備

##### (a) 本集團

本集團的儲備金額及其變動呈列於綜合損益及其他全面收益表以及綜合權益變動表內。

##### (b) 儲備性質及用途

###### (i) 其他儲備

其他儲備由本集團重組產生(如本公司日期為2015年6月8日之招股章程中刊載者所示)，指景翔食品回購福建綠寶食品集團有限公司(「**福建綠寶食品**」)股權的代價與福建綠寶食品的註冊資本之間的差額。

###### (ii) 股份溢價

根據開曼群島公司法，本公司股份溢價賬的資金可供分派予本公司股東。惟緊隨建議派發股息之日期後，本公司須有能力清償於一般業務過程中到期之債項。

###### (iii) 資本儲備

資本儲備指非控股權益向一家附屬公司之超額注資，該金額為不可分派。

###### (iv) 法定盈餘儲備

法定盈餘儲備，乃根據中國適用法律及規例自本集團中國附屬公司的除稅後溢利中撥付為不可分派。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 27. RESERVES (Continued)

##### (b) Nature and purpose of reserves (Continued)

###### (v) Share option reserve

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to the directors and employees of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payment in note 4(r) to the consolidated financial statement.

#### 28. TRADE PAYABLES

The ageing analysis of the Group's trade payables, based on the date of receipt of goods, is as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
0 to 90 days	0至90天	75,498	41,189
91 to 180 days	91至180天	2,984	65
181 to 365 days	181至365天	1,009	—
Over 1 year	1年以上	502	24
		<b>79,993</b>	<b>41,278</b>

The carrying amounts of the Group's trade payables are denominated in the following currencies:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
RMB	人民幣	79,396	17,963
US\$	美元	597	23,315
		<b>79,993</b>	<b>41,278</b>

#### 27. 儲備(續)

##### (b) 儲備性質及用途(續)

###### (v) 購股權儲備

購股權儲備要求授予本集團董事或僱員之實際或估計未行使購股權數目之公允值按照綜合財務報表附註4(r)以權益結算股份為基礎之付款所採納的會計政策確認。

#### 28. 貿易應付款項

本集團貿易應付款項按收取貨物日期的賬齡分析如下：

本集團貿易應付款項的賬面值按以下幣值計值：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 29. ACCRUALS AND OTHER PAYABLES

### 29. 應計費用及其他應付款項

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Accruals	應計費用	12,346	11,762
Other payables	其他應付款項	12,220	5,721
		24,566	17,483

### 30. BANK LOAN

### 30. 銀行貸款

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Bank loan repayable on demand or within one year	按要求或於一年內 償還之銀行貸款	10,000	10,000

The carrying amounts of the Group's bank loan are denominated in RMB.

本集團銀行貸款的賬面值以人民幣計值。

The average interest rates at 31 December were as follows:

於12月31日的平均利率如下：

		2016 2016年	2015 2015年
Bank loan	銀行貸款	4.35% per annum 每年4.35%	7.00% per annum 每年7.00%

Bank loan of RMB10,000,000 (2015: RMB10,000,000) is arranged at fixed interest rate and expose the Group to fair value interest rate risk.

銀行貸款人民幣10,000,000元(2015年：人民幣10,000,000元)乃按固定利率計息，故本集團須承擔公允價值利率風險。

Bank loan of RMB10,000,000 as at 31 December 2016 and 2015 was secured by corporate guarantee of the group companies and pledge of the Group's property, plant and equipment.

於2016年及2015年12月31日，銀行貸款人民幣10,000,000元由集團公司之企業擔保及本集團之物業、廠房及設備作抵押。

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### 綜合財務報表附註

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#### 31. SHARE-BASED PAYMENTS

##### Pre-IPO share option scheme adopted on 27 May 2015

The Company operates a pre-IPO share option scheme (the “**Pre-IPO Share Option Scheme**”) for the purpose of providing incentive or reward to eligible persons (being any director or employee (whether full time or part time), of any member of the Group) for their contribution to, and continuing efforts to promote the interests of the Company and to enable the Group to recruit and retain high-calibre employees. The Pre-IPO Share Option Scheme became effective on 27 May 2015.

The maximum number of shares of the Company in respect of which the share options may be granted under the Pre-IPO Share Option Scheme shall be 25,000,000 shares of the Company representing approximately 5% of the issued share capital of the Company upon listing of the shares of the Company on the Stock Exchange.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of RMB1 in total by the grantee. The share options granted under the Pre-IPO Share Option Scheme can only be exercised during the three years from the date of listing of the shares of the Company on the Stock Exchange (the “**Listing Date**”) and as set out below:

- 40% of the total number of share options granted after 6 months from the Listing Date;
- 30% of the total number of share options granted after 18 months from the Listing Date; and
- 30% of the total number of share options granted after 30 months from the Listing Date.

The exercise price of the share options is HK\$2.

Share options do not confer rights on the holder to dividends or to vote at shareholders' meetings.

#### 31. 股份為基礎之付款

##### 於2015年5月27日採納的首次公開發售前購股權計劃

本公司設有首次公開發售前購股權計劃(「**首次公開發售前購股權計劃**」)，為本集團任何成員公司的合資格人士(董事或僱員(不論全職或兼職))提供激勵或回報，以獎勵彼等為本公司的利益作出貢獻和持續效力，並讓本集團得以招聘和挽留優質的僱員。首次公開發售前購股權計劃於2015年5月27日開始生效。

根據首次公開發售前購股權計劃可能授出的購股權涉及本公司之股份最高數目為25,000,000股本公司股份，約佔本公司股份於聯交所上市後本公司之已發行股本約5%。

提呈授出之購股權可於提呈日期起計28日內接納，而承授人須支付合共人民幣1元之象徵式代價。根據首次公開發售前購股權計劃所授出之購股權僅可於本公司股份在聯交所上市日期(「**上市日期**」)起計三年內按下列方式行使：

- 於上市日期6個月後行使已授出購股權總數的40%；
- 於上市日期18個月後行使已授出購股權總數的30%；及
- 於上市日期30個月後行使已授出購股權總數的30%。

購股權之行使價為2港元。

購股權並不賦予持有人收取股息或於股東大會投票之權利。

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### 綜合財務報表附註

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#### 31. SHARE-BASED PAYMENTS (Continued)

##### Pre-IPO share option scheme adopted on 27 May 2015 (Continued)

Details of the specific categories of options are as follows:

	Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元
2015A	17 June 2015	17 June 2015 to 17 December 2015	18 December 2015 to 17 June 2018	2.00
	2015年6月17日	2015年6月17日至 2015年12月17日	2015年12月18日至 2018年6月17日	2.00
2015B	17 June 2015	17 June 2015 to 17 December 2016	18 December 2016 to 17 June 2018	2.00
	2015年6月17日	2015年6月17日至 2016年12月17日	2016年12月18日至 2018年6月17日	2.00
2015C	17 June 2015	17 June 2015 to 17 December 2017	18 December 2017 to 17 June 2018	2.00
	2015年6月17日	2015年6月17日至 2017年12月17日	2017年12月18日至 2018年6月17日	2.00

If the options remain unexercised after a period of 3 years from the date of grant, the options expire. Options are forfeited if the employee leaves the Group.

#### 31. 股份為基礎之付款(續)

於2015年5月27日採納的首次公開發售前購股權計劃(續)

購股權之特定類別詳情如下：

倘購股權未有於授出日期起計3年後期間行使，其將會到期。倘僱員離開本集團，其購股權將被沒收。

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#### 31. SHARE-BASED PAYMENTS (Continued)

##### Pre-IPO share option scheme adopted on 27 May 2015 (Continued)

Details of the movement of share options during the year are as follows:

		2016 2016年		2015 2015年	
		Number of share options 購股權數量	Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of share options 購股權數量	Weighted average exercise price 加權平均 行使價 HK\$ 港元
Outstanding at the beginning of the period	期初未行使	25,000,000	2.00	—	—
Granted during the year	年內授出	—	—	25,000,000	2.00
Exercised during the year	年內行使	(10,000,000)	2.00	—	—
Outstanding at the end of the year	年末未行使	15,000,000	2.00	25,000,000	2.00
Exercisable at the end of the year	於年末可行使	7,500,000	2.00	10,000,000	2.00

The weighted average share price at the date of exercise of share options exercised during the year was HK\$3.73. The options outstanding at the end of the year have a weighted average remaining contractual life of 1.5 years. During the year ended 31 December 2015, options were granted on 17 June 2015. The estimated fair value of the options on this date is approximately RMB52,680,000.

These fair values were calculated using the Binomial Model. The inputs into the model are as follows:

	2015A, 2015B and 2015C
Weighted average share price	HK\$4.71
Weighted average exercise price	HK\$2.00
Expected volatility	46.40%
Expected life	3 years
Risk free rate	0.78%
Expected dividend yield	2.80%

Expected volatility was determined by calculating the historical volatility of the comparable companies as at the date of grant of the share options.

#### 31. 股份為基礎之付款(續)

##### 於2015年5月27日採納的首次公開發售前購股權計劃(續)

年內，購股權的變動詳情如下：

年內行使的購股權於行使當日之加權平均股價為3.73港元。於年末未行使購股權的加權平均餘下合約年期為1.5年。於截至2015年12月31日止年度，購股權於2015年6月17日授出。購股權於該日期的估計公允值約為人民幣52,680,000元。

公允值乃使用二項式定價模式計算。該模式的輸入數據如下：

	2015A、2015B 及2015C
加權平均股價	4.71港元
加權平均行使價	2.00港元
預期波幅	46.40%
預計年期	3年
無風險利率	0.78%
預期股息率	2.80%

預計波幅乃按購股權授出日可比較公司的歷史波幅計算釐定。

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#### 31. SHARE-BASED PAYMENTS (Continued)

##### Share option scheme adopted on 27 May 2015

The Company operates a share option scheme (the “**Share Option Scheme**”) for the purpose of providing incentive or reward to eligible persons (being any director or employee (whether full time or part time), consultants or adviser of the Group who in the sole discretion of the board of the directors of the Company has contributed to and/or will contribute to the Group) for their contribution to, and continuing efforts to promote the interests of, the Group and for such other purposes as the board of directors of the Company may approve from time to time. The Share Option Scheme became effective on 27 May 2015 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company, must not, in aggregate, exceed 30% of the total number of shares in issue from time to time. No options may be granted under the Share Option Scheme and any other share option schemes of the Company if this will result in such limit being exceeded.

At the time of adoption by the Company of the Share Option Scheme or any new share option scheme, the aggregate number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme, the new share option scheme and all schemes existing at such time of the Company must not in aggregate exceed 10% of the total number of the shares in issue as at the Listing Date (the “**Scheme Mandate Limit**”). The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

The Scheme Mandate Limit may be refreshed by ordinary resolution of the shareholders of the Company in general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their respective close associates, is required to be approved by the independent non-executive directors of the Company. In addition, if the Company proposes to grant options to a substantial shareholder or an independent non-executive director of the Company, or to their respective associates which will result in the number and value of the shares of the Company issued and to be issued upon exercise of all options granted and to be granted to such person in the 12-month period up to and including the date of the offer of such grant in aggregate exceeding: (i) 0.1% of the shares of the Company in issue at the relevant time of grant and (ii) HK\$5 million, based on the closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange at the date of each grant.

#### 31. 股份為基礎之付款(續)

##### 於2015年5月27日採納的購股權計劃

本公司設有購股權計劃(「**購股權計劃**」)，為合資格人士(本公司董事會全權酌情認為已及／或將對本集團作出貢獻的任何本集團董事或僱員(不論全職或兼職)、專業顧問或顧問)提供激勵或回報，以獎勵彼等為本集團的利益作出貢獻和持續效力，或為本公司董事會不時批准的其他用途。購股權計劃於2015年5月27日生效，除另行取消或修訂外，將自該日起10年內有效。

根據有關購股權計劃及本公司任何其他購股權計劃授出而尚未行使的所有購股權獲行使而可能發行的股份最高總數，不得超過本公司不時已發行股份總額的30%。倘超過該上限，則不得根據有關購股權計劃及任何其他購股權計劃授出購股權。

本公司於採納有關購股權計劃或任何新購股權計劃時，根據有關購股權計劃、新購股權計劃及本公司當時採納之所有現有購股權計劃將予授出之全部購股權獲行使時可予發行之股份總額，不可超逾於上市日期已發行股份總數之10%(「**計劃授權限制**」)。於任何12個月期間根據購股權計劃可向購股權計劃各合資格參與者發行的最高股份數目限於本公司在任何時間已發行股份的1%。授出任何超逾該限制的額外購股權須經股東於股東大會上批准。

計劃授權限制可經本公司股東於股東大會上透過普通決議案形式更新。

授予本公司董事、主要行政人員或主要股東或任何彼等各自緊密聯繫人士之購股權須經本公司獨立非執行董事批准。此外，倘本公司建議向本公司主要股東或獨立非執行董事或彼等各自聯繫人士授予購股權，致使於截至提呈授出日期起12個月期間(包括當日)內向該人士授出及將授出的所有購股權行使時，本公司已發行及將予發行股份的數量及價值合共：(i)超逾本公司於有關授出時間已發行股份之0.1%及(ii)根據本公司股份於各授出日期在聯交所日報表所載之收市價計算，超逾5百萬港元。



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#### 31. SHARE-BASED PAYMENTS (Continued)

##### Share option scheme adopted on 27 May 2015 (Continued)

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of RMB1 in total by the grantee. The exercise period of the share options granted is determinable by the board of directors, and commences after a certain vesting period and ends on a date which is not later than ten years from the date of the offer of the share options or the expiry date of the Share Option Scheme, if earlier.

The exercise price of the share options is determinable by the board of directors of the Company, but may not be less than the highest of (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations on the date of the offer of the share options; (ii) the average of the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the shares of the Company on the date of the offer, when applicable.

Share options do not confer rights on the holder to dividends or to vote at shareholders' meetings.

Details of the specific categories of options are as follows:

	Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元
2016A	31 March 2016 2016年3月31日	31 March 2016 to 1 April 2016 2016年3月31日至 2016年4月1日	1 April 2016 to 30 March 2019 2016年4月1日至 2019年3月30日	3.71
2016B	31 March 2016 2016年3月31日	31 March 2016 to 30 September 2016 2016年3月31日至 2016年9月30日	1 October 2016 to 30 March 2019 2016年10月1日 至2019年3月30日	3.71
2016C	31 March 2016 2016年3月31日	31 March 2016 to 31 March 2017 2016年3月31日至 2017年3月31日	1 April 2017 to 30 March 2019 2017年4月1日至 2019年3月30日	3.71

If the options remain unexercised after 30 March 2019, the options expire. Options are forfeited if the employee leaves the Group.

#### 31. 股份為基礎之付款(續)

##### 於2015年5月27日採納的購股權計劃(續)

提呈授出之購股權可於提呈日期起計28日內接納，而承授人須支付合共人民幣1元之象徵式代價。所授出之購股權之行使期由董事會釐定，並由若干歸屬期後開始，而屆滿日期不得遲於提呈購股權日期起計十年或有關購股權計劃屆滿日期(以較早者為準)。

購股權之行使價由本公司董事會釐定，惟不得低於以下之較高者：(i)本公司股份於提呈購股權日期在聯交所日報表所載之收市價；(ii)本公司股份於緊接提呈日期前五個交易日在聯交所日報表所載之平均收市價；及(iii)本公司股份於提呈日期之面值(如適用)。

購股權並不賦予持有人收取股息或於股東大會投票之權利。

購股權之特定類別詳情如下：

倘購股權於2019年3月30日後仍未行使，其將會到期。倘僱員離開本集團，其購股權將被沒收。

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#### 31. SHARE-BASED PAYMENTS (Continued)

##### Share option scheme adopted on 27 May 2015 (Continued)

Details of the movement of share options during the period are as follows:

		2016 2016年	
		Number of share options 購股權數量	Weighted average exercise price 加權平均行使價 HK\$ 港元
Outstanding at the beginning of the year	於年初未行使	—	—
Granted during the year	於年內授出	25,000,000	3.71
Exercised during the year	於年內行使	(10,000,000)	3.71
Outstanding at the end of the year	於年末未行使	15,000,000	3.71
Exercisable at the end of the year	於年末可行使	10,000,000	3.71

The weighted average share price at the date of exercise of share options exercised during the year was HK\$3.72. The options outstanding at the end of the year have a weighted average remaining contractual life of 2.3 years. During the year ended 31 December 2016, options were granted on 31 March 2016. The estimated fair value of the options on this date is approximately HK\$19,698,000.

These fair values were calculated using the Binomial Model. The inputs into the model are as follows:

	2016A	2016B	2016C
Weighted average share price	HK\$3.53	HK\$3.53	HK\$3.53
Weighted average exercise price	HK\$3.71	HK\$3.71	HK\$3.71
Expected volatility	55.06%	55.06%	55.06%
Expected life	1.85 years	2.05 years	2.33 years
Risk free rate	0.83%	0.83%	0.83%
Expected dividend yield	5.66%	5.66%	5.66%

Expected volatility was determined by calculating the historical volatility of the comparable companies as at the date of grant of the share options.

#### 31. 股份為基礎之付款(續)

##### 於2015年5月27日採納的購股權計劃(續)

於期內，購股權的變動詳情如下：

於年內行使之購股權行使當日之加權平均股價為3.72港元。於年末未行使購股權的加權平均餘下合約年期為2.3年。於截至2016年12月31日，購股權於2016年3月31日授出。購股權於該日期的估計公允值約為19,698,000港元。

公允值乃使用二項式定價模式計算。該模式的輸入數據如下：

	2016A	2016B	2016C
加權平均股價	3.53港元	3.53港元	3.53港元
加權平均行使價	3.71港元	3.71港元	3.71港元
預期波幅	55.06%	55.06%	55.06%
預計年期	1.85年	2.05年	2.33年
無風險利率	0.83%	0.83%	0.83%
預期股息率	5.66%	5.66%	5.66%

預計波幅乃按購股權授出日可比較公司的歷史波幅計算釐定。

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#### 32. CONTINGENT LIABILITIES

As at 31 December 2016, the Group did not have any significant contingent liabilities (2015: Nil).

#### 32. 或然負債

於2016年12月31日，本集團並無任何重大或然負債(2015年：無)。

#### 33. CAPITAL COMMITMENTS

Capital commitments contracted for at the end of the reporting period but not incurred are as follows:

#### 33. 資本承擔

於報告期末已訂約但尚未發生之資本承擔如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Prepaid land lease payment and property, plant and equipment	預付土地租賃款以及物業、廠房及設備	75,477	76,247

#### 34. LEASE AND OTHER COMMITMENTS

##### The Group as lessee

At 31 December 2016 the total future minimum lease and other payment under non-cancellable operating lease are repayable as follows:

#### 34. 租賃及其他承擔

##### 本集團作為承租人

於2016年12月31日根據不可撤銷經營租賃的未來最低租賃及其他付款總額於以下日期支付：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Within one year	一年內	17,700	14,483
In the second to fifth years inclusive	第二至第五年內(包括首尾兩年)	32,248	36,044
After five years	五年後	4,600	4,612
		54,548	55,139

Operating lease and other payments represent rentals payable by the Group for certain of its offices and production plants and subcontracting fee payable to the contractors for planting of the mushrooms. Leases are negotiated for an average term from 1 to 50 years.

經營租賃及其他付款指本集團就其若干辦公室及種植菇類之生產廠房應付之租金以及應付承包商的分包費用。租約乃按介乎1至50年的平均年期磋商。

The above lease commitments only include commitments for basic rentals based on the prevailing terms and prices of rental as at the end of the reporting periods, and do not include commitments for additional/decrement of rental payable (contingent rents), if any, which are to be determined generally by applying prevailing market prices of agricultural products when the Group are demanded for rental payments, as it is not possible in advance the amount of such additional rental.

上述租賃承擔僅包括根據報告期末的當時條款及租賃價格計算之基本租賃承擔，並不包括額外／遞減應付租賃承擔(或然租金)(如有)，由於不可能事先計算該等額外租金之金額，故該等額外租金一般於本集團需要支付租賃款項時應用農產品的現行市價而釐定。

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#### 34. LEASE AND OTHER COMMITMENTS (Continued)

##### The Group as lessor

Property rental income earned during the year was RMB415,000 (2015: RMB68,000).

At 31 December 2016 the total future minimum lease payments under non-cancellable operating leases are receivable as follows:

#### 34. 租賃及其他承擔(續)

##### 本集團作為出租人

年內物業租金收入為人民幣415,000元(2015年：人民幣68,000元)。

於2016年12月31日根據不可撤銷經營租賃的未來最低租賃及其他款項總額於以下日期收取：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Within one year	一年內	60	68
In the second to fifth years inclusive	第二至第五年內(包括首尾兩年)	135	—
		195	68

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#### 35. RELATED PARTY TRANSACTIONS

#### 35. 關連方交易

- (a) The Group had the following transactions with its related parties as follows:

- (a) 本集團與其關連方的交易如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Rental paid to a close family member of a director	支付予一名董事近親的租金	160	243
Property, plant and equipment and prepaid land lease payments sold to a close family member of a director	向一名董事近親出售物業、廠房及設備及預付土地租賃款	7,800	—

- (b) Due from a related party

- (b) 應收一名關連方款項

This represented the balance of the proceed for disposal of property, plant and equipment and prepaid land lease payments receivable from a close member of a director.

此為就處置物業、廠房及設備以及預付土地租賃款應收一名董事近親的所得款項結餘。

- (c) The remuneration of directors and other members of key management during the year was as follows:

- (c) 年內董事及其他主要管理層成員之酬金如下所示：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Short-term benefits	短期福利	1,822	1,193
Post-employment benefit	退休福利	50	43
Equity-settled share-based payments	以權益結算股份為基礎付款	5,224	9,547
		7,096	10,783

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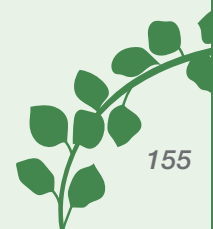
#### 36. INVESTMENTS IN SUBSIDIARIES

Particulars of the subsidiaries are as follows:

Name	Date and place of incorporation/ establishment and operation 註冊成立／成立及營運之日期和地點	Issued and paid-up/registered capital 已發行及已繳付／註冊資本	Effective interests held by the Group (%) 本集團持有之實際權益(%)		Principal activities 主要業務活動
名稱			2016 2016年	2015 2015年	
Directly held 直接持有					
Empire Foods Limited	23 June 2011 British Virgin Islands	US\$50,000	100	100	Investment holding
Empire Foods Limited	2011年6月23日 英屬處女群島	50,000美元			投資控股
Indirectly held 間接持有					
China Green Group Co., Limited	25 February 2011 Hong Kong	HK\$10,000	100	100	Investment holding and trading
中國綠寶集團有限公司	2011年2月25日 香港	10,000港元			投資控股及貿易
Jingxiang Foods	24 December 2001 PRC	US\$17,820,000 (2015: US\$13,620,000)	100	100	Investment holding and trading of mushroom
景翔食品	2001年12月24日 中國	17,820,000美元 (2015年： 13,620,000美元)			投資控股及菇類貿易
Fujian Greenfresh Foods	3 November 1995 PRC	RMB68,000,000	100	100	Investment holding and manufacturing of canned food
福建綠寶食品	1995年11月3日 中國	人民幣68,000,000元			投資控股及製造罐頭食品

#### 36. 於附屬公司之投資

附屬公司之詳情如下所示：





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## 36. INVESTMENTS IN SUBSIDIARIES (Continued)

## 36. 於附屬公司之投資(續)

Name	Date and place of incorporation/ establishment and operation	Issued and paid-up/registered capital	Effective interests held by the Group (%)		Principal activities
名稱	註冊成立／成立及營運之日期和地點	已發行及已繳付／註冊資本	本集團持有之實際權益(%)		主要業務活動
			2016 2016年	2015 2015年	
綠鮮食品(漳州)有限公司 (Greenfresh Foods (Zhangzhou) Company Limited)	11 January 1999 PRC	RMB7,000,000	100	100	Manufacturing of canned food
綠鮮食品(漳州)有限公司	1999年1月11日 中國	人民幣7,000,000元			製造罐頭食品
Greenfresh Ecological Agriculture	24 November 2009 PRC	RMB30,000,000	100	100	Investment holding and mushroom plantation
綠寶生態農業	2009年11月24日 中國	人民幣30,000,000元			投資控股及菇類種植
Shengtai Agricultural Development	26 August 2011 PRC	RMB500,000	100	100	Trading of food
盛泰農業開發	2011年8月26日 中國	人民幣500,000元			食品貿易
漳州綠寶生物科技有限公司 (Zhangzhou Greenfresh Biological Technology Limited)	9 October 2015 PRC	RMB15,000,000	100	100	Mushroom plantation
漳州綠寶生物科技有限公司	2015年10月9日 中國	人民幣15,000,000元			菇類種植
Greenfresh Nanchang	15 October 2015 PRC	HK\$3,000,000	100	100	Trading of food
綠寶南昌	2015年10月15日 中國	3,000,000港元			食品貿易
Xinjiang Greenfresh	23 November 2015 PRC	RMB10,000,000	100	100	Trading of food
新疆綠寶	2015年11月23日 中國	人民幣10,000,000元	100	100	食品貿易
Singapore Cambo Biological Technology PTE. Ltd	09 December 2015 Singapore	US\$300,000	100	100	Trading of food
新加坡康寶生物公司	2015年12月9日 新加坡	300,000美元	100	100	食品貿易
グリーン・シャイニー株式会社 ("Japan Lvhui")	14 January 2016 PRC	JPY20,000,000	99.75	–	Trading of food
グリーン・シャイニー株式会社 ("日本綠輝")	2016年1月14日 中國	20,000,000日元	99.75	–	食品貿易

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### 36. INVESTMENTS IN SUBSIDIARIES (Continued)

### 36. 於附屬公司之投資(續)

Name 名稱	Date and place of incorporation/ establishment and operation 註冊成立/ 成立及營運之日期和地點	Issued and paid- up/registered capital 已發行及已繳付/ 註冊資本	Effective interests held by the Group (%) 本集團持有之實際權益(%)		Principal activities 主要業務活動
			2016 2016年	2015 2015年	
Hebei Greenfresh	24 March 2016 PRC	US\$2,002,000	100	–	Trading of food
河北綠寶	2016年3月24日 中國	2,002,000美元	100	–	食品貿易
Lvhe	11 May 2016 PRC	RMB10,000,000	60	–	Mushroom Plantation
綠河	2016年5月11日 中國	人民幣10,000,000元	60	–	菇類種植
黑龍江綠寶生物科技有限公司 (Heilongjiang Greenfresh Biological Technology Limited)	1 November 2016 PRC	HK\$10,000,000	100	–	Not yet commenced business
黑龍江綠寶生物科技有限公司	2016年11月1日 中國	10,000,000港元	100	–	未開展業務
虎林綠寶生物科技有限公司 (Hulin Greenfresh Biological Technology Limited)	3 November 2016 PRC	RMB10,000,000	100	–	Not yet commenced business
虎林綠寶生物科技有限公司	2016年11月3日 中國	人民幣10,000,000元	100	–	未開展業務
雲南綠輝生物科技有限公司 (Yunnan Lvhui Biological Technology Limited)	23 December 2016 PRC	HK\$10,000,000	100	–	Not yet commenced business
雲南綠輝生物科技有限公司	2016年12月23日 中國	10,000,000港元	100	–	未開展業務
深圳新綠寶生物科技有限公司 (Shenzhen New Biological Technology Limited)	1 November 2016 PRC	US\$2,000,000	100	–	Not yet commenced business
深圳新綠寶生物科技有限公司	2016年11月1日 中國	2,000,000美元	100	–	未開展業務

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## 36. INVESTMENTS IN SUBSIDIARIES (Continued)

## 36. 於附屬公司之投資(續)

The following table shows information on the subsidiaries that have non-controlling interests ("NCI") material to the Group. The summarised financial information represents amounts before inter-company eliminations.

下表所示為擁有對本集團而言屬重大之非控股權益(「非控股權益」)之附屬公司資料。財務資料概要反映公司間對銷前之金額。

Name	名稱	Lvhe 綠河 2016 2016年	Japan Lvhui 日本綠輝 2016 2016年
Principal place of business/country of incorporation	主要營業地點及註冊成立國家	PRC 中國	PRC 中國
% of ownership interests/voting rights held by NCI	擁有權益／非控股權益持有之投票權百分比	40%	0.25%
		RMB'000 人民幣千元	RMB'000 人民幣千元
<b>At 31 December:</b>	<b>於12月31日：</b>		
Non-current assets	非流動資產	20,771	—
Current assets	流動資產	9,252	224
Non-current liabilities	非流動負債	—	—
Current liabilities	流動負債	(16,746)	(55)
Net assets	資產淨額	13,277	169
Accumulated NCI	累計非控股權益	5,311	—
<b>Year ended 31 December:</b>	<b>截至12月31日止年度：</b>		
Revenue	收入	8,896	3
Loss	虧損	(1,124)	(949)
Total comprehensive income	全面收益總額	(1,124)	(949)
Loss allocated to NCI	分配予非控股權益的虧損	(450)	(3)
Dividends paid to NCI	支付予非控股權益的股息	—	—
Net cash generated from/(used in) operating activities	經營活動所得／(所用)現金淨額	6,137	(1,012)
Net cash used in investing activities	投資活動所用現金淨額	(20,291)	—
Net cash generated from financing activities	融資活動所得現金淨額	14,401	1,118
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	247	106

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#### 36. INVESTMENTS IN SUBSIDIARIES (Continued)

As at 31 December 2016, the bank and cash balances of the Group's subsidiaries in the PRC denominated in RMB amounted to RMB1,003,375,000 (2015: RMB675,219,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

#### 37. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, final dividend in respect of the year ended 31 December 2016 of HK2.00 cents (equivalent to approximately RMB1.77 cents) (2015: HK20.00 cents (equivalent to approximately RMB17.00 cents) per ordinary share has been proposed by the board of directors of the Company and is subject to approval by the shareholders of the Company at the forthcoming annual general meeting of the Company.

On 28 March 2017, the Board has proposed, subject to the shareholders' approval, a bonus issue of shares on the basis of one bonus share for every one existing ordinary share held by the shareholders. Further details of this bonus issue, including the relevant details of the resolutions to be passed by the shareholders and the record date for such entitlements, will be disclosed in a further announcement and circular to be published by the Company.

#### 36. 於附屬公司之投資(續)

於2016年12月31日，本集團於中國的附屬公司的銀行及現金結餘(以人民幣列值)為人民幣1,003,375,000元(2015年：人民幣675,219,000元)。將人民幣兌換為外幣須按中國《外匯管理條例》及《結匯、售匯及付匯管理規定》進行。

#### 37. 報告期後事項

報告期末後，本公司董事會建議就截至2016年12月31日止年度派發每股普通股2.00港仙(相當於約人民幣1.77分)(2015年：20.00港仙(相當於約人民幣17.00分))之末期股息，惟須待本公司股東於本公司應屆股東週年大會上批准後方可作實。

於2017年3月28日，董事會建議按股東每持有一股現有普通股獲發一股紅股之基準發行紅股，惟有關建議須經股東批准方可作實。有關紅股發行的進一步詳情，包括股東須通過之決議案的相關詳情及有關權利之記錄日期，將於本公司另行刊發之公告及通函予以披露。

## Summary Financial Information

### 財務概要

The following is a summary of the published results and of the assets and liabilities of the Group prepared on the bases set out in the note below:

下列為本集團按附註所刊載之基準編製之已公佈業績及資產及負債之概要：

		Year ended 31 December 截至12月31日止年度				
		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收入	1,086,216	762,118	545,655	471,490	425,428
Profit before tax	稅前溢利	225,438	220,437	177,340	153,833	111,667
Income tax expense	所得稅開支	(3,799)	(2,705)	(2,252)	(6,047)	(10,610)
Profit for the year	年內溢利	221,639	217,732	175,088	147,786	101,057
Attributable to: Owners of the Company	歸屬於： 本公司擁有人	222,092	217,732	175,088	147,786	101,517
Non-controlling interests	非控股權益	(453)	—	—	—	—
		221,639	217,732	175,088	147,786	101,057
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	213,688	199,366	187,434	176,670	154,590
Current assets	流動資產	1,579,630	1,323,743	625,878	385,881	253,143
Non-current liabilities	非流動負債	(1,091)	—	—	—	—
Current liabilities	流動負債	(115,563)	(69,813)	(54,536)	(48,566)	(101,357)
Net assets	資產淨額	1,676,664	1,453,296	758,776	513,985	306,376
Attributable to: Owners of the Company	歸屬於： 本公司擁有人	1,671,353	1,453,296	758,776	513,985	306,376
Non-controlling interests	非控股權益	5,311	—	—	—	—
Total equity	權益總額	1,676,664	1,453,296	758,776	513,985	306,376



CHINA GREENFRESH GROUP CO., LTD.  
中國綠寶集團有限公司 \*