



安德利
ANDRE

烟台北方安德利果汁股份有限公司
YANTAI NORTH ANDRE JUICE CO.,LTD.

(於中華人民共和國註冊成立之有限公司)
(a joint stock limited company incorporated in the People's Republic of China)
(股份代號 Stock Code: 02218)



專業的濃縮果汁生產商

**A Professional Concentrated
Juice Manufacturer**

二零一七年
年報

**Annual Report
2017**

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Corporate Information

公司資料

Directors

Executive Directors

Wang An
Zhang Hui
Wang Yan Hui

Non-Executive Directors

Liu Tsung-Yi

Independent Non-Executive Directors

Jiang Hong Qi
Li Wei
Li Tong Ning

Supervisors

Dai Li Ying
Wang Chun Tang
Wang Zhi Wu

Company Secretary

Ng Man Yee Karen, CPA FCCA ACA

Members of Audit and Review Committee

Jiang Hong Qi
Li Wei
Li Tong Ning

Compliance Officer

Zhang Hui

Authorised Representatives

Wang An
Ng Man Yee Karen, CPA FCCA ACA

Auditors

KPMG Huazhen LLP

Legal Advisers

As to Hong Kong Law
Baker McKenzie

As to PRC Law
Shandong Xinshiming Law Firm

董事

執行董事

王 安
張 輝
王艷輝

非執行董事

劉宗宜

獨立非執行董事

姜洪奇
李 煒
李同寧

監事

戴利英
王春堂
王志武

公司秘書

伍敏怡 CPA FCCA ACA

審計委員會成員

姜洪奇
李 煒
李同寧

監察主任

張 輝

獲授權代表

王 安
伍敏怡 CPA FCCA ACA

核數師

畢馬威華振會計師事務所(特殊普通合伙)

法律顧問

香港法律
貝克•麥堅時律師事務所

中國法律
山東鑫士銘律師事務所

Principal Bankers

China Construction Bank (Muping Branch, Yantai City)
Agricultural Bank of China (Muping Branch, Yantai City)
Bank of China (Muping Branch, Yantai City)
HSBC Bank (China) Company Limited (Qingdao Branch)

H Share Registrar and Transfer Office

Tricor Tengis Limited
22nd Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Registered Office and Principal Place of Business in the PRC

No. 18 Andre Avenue
Muping Economic Development Zone
Yantai City, Shandong Province, the PRC

Investors Relationship & Principal Place of Business in Hong Kong

Unit A, 10/F, Winsan Tower,
98 Thomson Road, Wanchai, Hong Kong
Telephone : (852) 2511-6988
Facsimile : (852) 2587-9166
Email address : andrehk@northandre.com

Company Homepage/Website

www.andre.com.cn

Stock Code

02218

(The H shares of the Company (the "H Shares") were transferred and listed on the Main Board of The Stock Exchange of the Hong Kong Limited (the "Stock Exchange") (stock code: 02218) on 19 January 2011 and were de-listed from the Growth Enterprise Market of the Stock Exchange (stock code: 8259) on the same date)

主要往來銀行

中國建設銀行(烟台市牟平支行)
中國農業銀行(烟台市牟平支行)
中國銀行(烟台市牟平支行)
滙豐銀行(中國)有限公司青島分行

H股過戶登記處

卓佳登捷時有限公司
香港灣仔皇后大道東183號
合和中心22樓

中國註冊辦事處及主要營業地點

中國山東省烟台市
牟平經濟開發區
安德利大街18號

投資者關係及香港主要營業地址

香港灣仔譚臣道98號
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電子郵箱 : andrehk@northandre.com

公司網頁／網站

www.andre.com.cn

股份代號

02218

(本公司H股(「H股」)自二零一一年一月十九日起轉為在香港聯合交易所有限公司(「聯交所」)主板買賣(股份代號 : 02218)並於同日由聯交所創業板除牌(股份代號 : 8259))

Financial Highlights

財務摘要

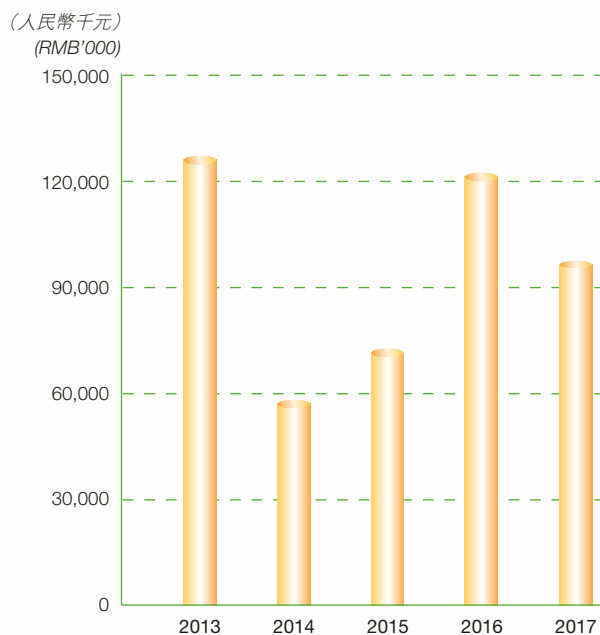
Results 業績

		For the year ended 31 December 截至十二月三十一日止年度				
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Operating income	營業收入	901,041	875,197	817,970	844,469	893,448
Operating profit	營業利潤	95,874	101,990	66,920	54,929	118,196
Profit before taxation	利潤總額	96,103	123,087	73,796	57,551	128,055
Net profit for the year	淨利潤	95,967	121,687	73,182	58,399	127,530
Attributable to:	歸屬於：					
Equity shareholders of the Company	本公司所有者	95,967	121,687	73,182	58,399	127,530
Non-controlling interests	少數股東	-	-	-	-	-
Basic earnings per share (Note)	每股基本盈利 (註)	<u>RMB人民幣0.265元</u>	<u>RMB人民幣0.325元</u>	<u>RMB人民幣0.190元</u>	<u>RMB人民幣0.146元</u>	<u>RMB人民幣0.312元</u>

Note: Basic earnings per share was adjusted after the share consolidation on the basis of every 10 shares with a nominal value of RMB0.10 each be consolidated into 1 consolidated share with a nominal value of RMB1.00 each be effective on 28 January 2013.

註：每股基本盈利已按於二零一三年一月二十八日生效之每股面值人民幣0.10元之每十股股份合併為每股面值人民幣1.00元之一股合併股份之基準作股份合併調整。

Profit Attributable to Equity Shareholders of the Company 本公司股東應佔溢利



Financial Highlights

財務摘要

Assets and Liabilities 資產及負債

		As at 31 December 於十二月三十一日				
		2017	2016	2015	2014	2013
		二零一七年	二零一六年	二零一五年	二零一四年	二零一三年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Total assets	資產總值	1,965,807	2,130,850	2,217,914	2,157,629	2,442,161
Total liabilities	負債總值	304,335	505,159	655,658	617,982	906,525
Total equity attributable to equity shareholders of the Company	本公司所有者應佔權益	1,661,472	1,625,691	1,562,256	1,539,647	1,535,636
Non-controlling interests	少數股東權益	-	-	-	-	-

Total Equity Attributable to Equity Shareholders of the Company 本公司股東應佔權益



Chairman's Statement

董事長報告書

I am pleased to submit to the shareholders of the Company (the "Shareholders") the annual report of the Company and its subsidiaries (collectively known as the "Group") for the financial year ended 31 December 2017.

Annual Results and Review

The Group recorded a turnover of approximately RMB901,041,000 for the year ended 31 December 2017 as compared to approximately RMB875,197,000 last year, representing an increase of approximately 3%. The gross profit margin was approximately 32% for the year ended 31 December 2017 while the gross profit margin for the previous year was approximately 28%. The profit attributable to equity Shareholders was approximately RMB95,967,000 for the year under review, representing a decrease of approximately RMB25,720,000 over the previous year of approximately RMB121,687,000. Basic earnings per share was approximately RMB0.265.

The increase in turnover of the Group was mainly due to the further boost in sales volume over the significant increase in sales volume achieved last year which was caused by the increase in our Group's market development effort. The effect of such increase in sales volume offset the unfavorable impact due to the decrease in the selling price of juice concentrate in the international market. The Group could thereby achieve slight increase in turnover during the reporting period.

Under the trend of appreciation of Renminbi against US Dollar and the condition of gradual decrease in asset ratio of the Group, the Group has continued to enhance its cooperation with domestic renowned financial institutions. This can reduce the Group's exchange rate risk and finance costs, and can better facilitate its business development. In expanding the market sales, the Group continued to maintain close and stable business relationships with certain renowned beverage manufacturers in China and overseas and has developed new good customers with broadened sales channels. The market share of the Company in terms of sales volume in the African and North American markets also increased

本人欣然提呈本公司及附屬公司(合稱「本集團」)截至二零一七年十二月三十一日止年度報告，敬請本公司各位股東(「股東」)瀏覽。

全年業績及回顧

本集團截至二零一七年十二月三十一日止年度實現本集團收入約為人民幣901,041,000元，比去年同期的約人民幣875,197,000元相比上升約3%；截至二零一七年十二月三十一日止年度毛利率為32%，而去年同期則約為28%；回顧期內實現股東應佔溢利約為人民幣95,967,000元，較去年同期約為人民幣121,687,000元相比減少約人民幣25,720,000元。每股基本盈利約為人民幣0.265元。

本集團收入的上升主要是由於本集團繼續加大了市場開發力度，銷售數量在去年大幅增加的基礎上又有所增加，足以抵銷國際濃縮果汁市場價格下降的不利影響，並使本集團於報告期內的收入出現了小幅增長。

在人民幣對美元升值趨勢確立及本集團資產負債率逐年下降的形式下，本集團繼續加強了與國內著名金融機構的合作，以有效降低本集團匯率風險和融資成本，以便更好地促進業務的發展。在擴大市場銷售方面，本集團積極致力於與國內外著名飲料加工生產商保持優質、穩定的合作關係，並積極開發新的優良客戶，開拓新的銷售渠道，銷售量佔非洲與北美的市場份額亦有明顯提升。在研發方面：本公司開發出非濃縮(NFC)桃濁汁、草莓原漿新產

significantly. For research and development, the Company had developed new beverages: NFC (not from concentrate) cloudy peach juice, strawberry puree, cherry juice and cherry juice products; conducted key technology study on energy saving and emission reduction in juice concentrate processing; filed three company standards; and as the president unit, completed the innovation mission of the Ministry of Agriculture of National Fruit Deep Processing Technology and Innovation Alliance.

Analysis of the Industry and Our Market Share

In 2017, the total volume of China's apple juice concentrate exports was approximately 654,700 tonnes, representing an increase of 29% as compared to approximately 506,500 tonnes in 2016. Although the Chinese apple juice concentrate industry has only begun mass production since the late 90's of the last century, the industry grew at a tremendous rate and has claimed a world market share of over 50% within just a decade, owing to the abundant apple supplies in China. Excluding China, Europe is the second main production site of apple juice concentrate in the world. Hence, the export volume and price of the China's apple juice concentrate is affected not only by the global economy, but also the production and sales of apple juice concentrate in Europe. Starting from 2014, due to the increasing competition of producers of apple juice concentrate in Europe and low growth pace of the global economy, the international market price of apple juice concentrate started to decrease until 2016. In 2017, the export volume and amount of apple juice concentrate in China increased again. The international market price also started to stabilize and recover.

品，櫻桃汁飲料產品；進行了濃縮果汁加工過程中節能降耗減排關鍵技術研究；備案企業標準3項；和作為理事長單位，完成了農業部的國家水果深加工科技創新聯盟的創新任務。

行業和本公司市場份額分析

二零一七年年，中國濃縮蘋果汁出口量約為654,700噸，與二零一六年年出口量約506,500噸相比增加29%。中國濃縮蘋果汁行業大規模生產起始於上世紀九十年代後期，但由於中國有著豐富的蘋果資源，發展速度十分驚人，僅十年左右就佔據了世界濃縮蘋果汁市場超過50%的份額。世界主要濃縮蘋果汁的產區除中國外，歐洲為世界第二大產區。因此除了受世界經濟的影響，歐洲濃縮蘋果汁的產銷情況也會影響到中國濃縮蘋果汁的出口量和價格。從二零一四年開始，因為歐洲濃縮蘋果汁生產商競爭不斷增加及全球經濟低速增長，使得濃縮蘋果汁的國際市場價格在二零一四年度起開始走低，一直延續到二零一六年年。在二零一七年年，中國濃縮蘋果汁出口數量與金額均出現了回升，濃縮蘋果汁的國際市場的價格開始起穩回暖。

Chairman's Statement

董事長報告書

Since apple juice itself is nutritious, people's increasing pursuit for green and healthy food is bound to bring more room for development for the apple juice market. Currently, 80% of the world's apple juice consumption market is concentrated in the developed countries with solid demands and steady growths. In these major consumer countries, we already have relatively fixed market shares and customer base. Meanwhile, we believe that the dense population in the developing countries and people's increasing attention on dietary nutrition, natural apple juice will undoubtedly be one of the best options. This gradually maturing consumer market will surely become a take-off area of future apple juice consumption. In the long run, healthy and pure natural juice will become more and more popular.

Being a leader in the China's apple juice concentrate industry and through our proactive and visionary leadership, we will seek to secure our leading position in the industry for more rapid and better development.

Prospects and Outlook

As a mild raw material, apple juice concentrate can be mixed with different fruit and vegetable juice, to fulfill the market requirements like low cost and good taste. Therefore the demand of apple juice concentrate is solid and steady.

With the gradual implementation of specific measures favourable to the agricultural industry under the PRC government's macroeconomic policies as well as the gradual improvement of various relevant PRC laws and regulations, the Group will enjoy better development and financing opportunities. Aiming at enlarging its business scale, the Group will strive to further enlarge its market, enhance productivity, diversify products, expand sales, disperse markets and to develop financing channels, etc.

由於蘋果汁本身具有多種營養功能，隨著人們對綠色、健康食品的不斷追求，必將給蘋果汁市場帶來更大的發展空間。目前世界蘋果汁消費市場有80%集中在發達國家，發達國家對蘋果汁的需求已經基本形成剛性，需求量也保持較為穩定的增長趨勢，在這些主要的消費國家，我們都已擁有比較固定的市場份額和客戶群體。同時，我們認為發展中國家人口眾多，人們也越來越注重飲食的營養搭配，天然無添加的蘋果汁無疑將是最好的選擇之一。這個正慢慢成熟的消費市場必將成為未來蘋果汁消費的騰飛區。長期來看，健康、純天然的果汁將會受到越來越多消費者的喜愛。

作為中國濃縮蘋果汁行業龍頭企業，本公司領導銳意進取，審時度勢，穩定本公司在本行業的出口領導地位，謀求公司更快更好的發展。

前景與展望

濃縮蘋果汁作為具有溫和性質的基料，可以和不同水果汁、蔬菜汁等混合生產，以同時滿足低成本、好風味等市場需求，所以需求是剛性而穩定的。

隨著國家宏觀經濟政策向農業傾斜的各項具體措施的逐步實施，以及國家各項有關法律法規的逐步完善，本集團也將面臨更好的發展及融資機遇。為謀求本集團的規模發展，本集團將繼續在拓寬市場、提升生產能力、產品多樣化、擴展銷售並分散市場及拓寬融資渠道等多方面作更進一步的努力。

Chairman's Statement

董事長報告書

In terms of juice production capacity, volatility in the industry will force some of the small and medium domestic enterprises out of the market. Moderate reshuffling in the industry will favour industry consolidation and improve industry competition. The Group aims to further increase its annual juice concentrate production capacity and to strengthen its leading position in the industry, to rationally adjust the Group's existing production capacities according to changes in the sources of raw materials and to extend the research on different types of juice concentrate and production capacity. On research and development, in 2018, the Group will continue to develop fruit beverages; conduct related research topics of the Ministry of Agriculture of National Fruit Deep Processing Technology and Innovation Alliance; and conduct the optimization of juice processing technique.

At present, the Group has a sound financial base. The Group is also well positioned to take advantage of the State's policy on development of new villages and agriculture with a view to developing rural villages, enriching farmers and expanding domestic demands. The board (the "Board") of directors of the Company ("Directors") and I have full confidence in the Group's future development. Our employees will continue to support the Group and to contribute to the Group's continuous and steady development.

在果汁產能方面，行業的波動將使國內部份中小型企業退出市場競爭。行業適度洗牌將有利於提高行業集中度，改善行業的競爭環境。同時對本集團內現有產能根據原料資源的變化進行合理的調整，進一步提高本集團年生產濃縮果汁的生產能力並加大多種類濃縮果汁的研發與生產能力，鞏固本集團於行業內的領導地位。在研究與開發方面，二零一八年，本集團將繼續開發水果飲料；進行國家水果深加工科技創新聯盟相關課題的研究；以及進行果汁加工工藝的優化。

目前本集團財務狀況良好，且本集團符合國家建設新農村、發展農業、繁榮農村、富裕農民、擴大內需的政策導向，本人及本公司董事（「董事」）會（「董事會」）對集團未來發展充滿信心，本集團全體員工將繼續努力，為本集團的持續穩定發展作出貢獻。

Chairman's Statement

董事長報告書

Dividend

The Board proposes a final dividend of approximately RMB0.10 per share for the financial year 2017 in the forthcoming annual general meeting.

Appreciation

During the reporting period, although the international market price of apple juice concentrate remained at the low level, due to the increase in sales volume and the decrease in cost of juice, the gross profit and gross profit margin increased obviously. However, under the effect of significant provision for diminution in assets, both the net profit and net profit margin of the Company decreased. The Directors strongly believe that the Company will have even more development opportunities in 2018, given that some small and medium domestic enterprises have been forced out of the market and the whole international market is gradually recovering. On behalf of the Board, I would like to express my sincere gratitude to all the investors, loyal customers and suppliers for their appreciation and unfailing support to the Group.

Yantai North Andre Juice Co., Ltd.*

Wang An

Chairman

28 March 2018

股利

董事會擬於即將召開的股東週年大會上建議派發二零一七年年末股利每股約人民幣0.10元。

致謝

報告期內，雖然國際市場濃縮蘋果汁銷售價格依然在低位徘徊，但在銷售數量增長、果汁成本下降的情況下，公司的毛利總額及毛利率均出現了明顯的增長，可是在計提大額資產減值準備的情況下，公司的淨利潤和淨利潤率均出現了一定程度的下降。董事堅信，由於行業的波動使國內部份中小型企業退出市場競爭，隨著國際市場的穩步恢復，二零一八年年末公司將會有更大的發展機遇。在此，本人謹代表董事會就各界投資者、忠誠客戶及各大供應商對本集團的厚愛及堅定支持表示衷心感謝。

烟台北方安德利果汁股份有限公司

王安

董事長

二零一八年三月二十八日

* For identification purpose only

* 僅供識別

Management Discussion and Analysis

管理層討論及分析

Financial Review

Results

For the year ended 31 December 2017, the Group's turnover increased to approximately RMB901,041,000 as compared to approximately RMB875,197,000 in 2016, representing an increase of approximately RMB25,844,000 or 3%. The Group's turnover was principally derived from the manufacture and sale of apple juice concentrate, pear juice concentrate, bio-feedstuff and related products. For the year ended 31 December 2017, the sale of apple juice concentrate was approximately 85% of the total sale of the Group (2016: approximately 86%). The increase in turnover was mainly due to the increase in sales volume of the apple juice concentrate in the reporting period.

For the year ended 31 December 2017, the Group's gross profit was approximately RMB291,262,000 and the gross profit margin was approximately 32%. For the corresponding period in 2016, the gross profit was approximately RMB244,004,000 and gross profit margin was approximately 28%. The increase in both gross profit and gross profit margin was mainly attributable to the increase in sales volume and the decrease in product cost.

For the year ended 31 December 2017, the Group's net profit (i.e. the profit for the year attributable to equity shareholders of the Company) decreased to approximately RMB95,967,000 as compared to approximately RMB121,687,000 for the corresponding period in 2016, representing a decrease of approximately RMB25,720,000 or 21%. The decrease in net profit was mainly attributable to the provision for diminution in fixed assets in Anyue Andre Lemon Industry Technology Co., Ltd., a subsidiary of the Company, of approximately RMB31,938,000 in 2017.

財務回顧

業績

截至二零一七年十二月三十一日止年度，本集團的收入增加至約人民幣901,041,000元，與二零一六年約人民幣875,197,000元相比，增加約人民幣25,844,000元或3%。本集團的收入主要來自生產及銷售濃縮蘋果汁、濃縮梨汁、生物飼料及相關產品。截至二零一七年十二月三十一日止年度，濃縮蘋果汁的銷售約佔本集團總銷售額之85%（二零一六年：約86%）。本年度營業額增加主要是由於報告期內，濃縮蘋果汁之銷售數量增加所致。

截至二零一七年十二月三十一日止年度，本集團毛利約為人民幣291,262,000元，毛利率約為32%。二零一六年同期的毛利約為人民幣244,004,000元，毛利率約為28%。毛利總額及毛利率上升主要是由於銷售數量增長及產品成本下降所致。

截至二零一七年十二月三十一日止年度，本集團淨利潤（即本公司股東應佔本年度溢利）約為人民幣95,967,000元，與二零一六年同期約人民幣121,687,000元相比，減少約人民幣25,720,000元或21%。淨利潤減少主要是由於附屬公司安岳安德利檸檬產業科技有限公司於二零一七年計提了固定資產減值準備約人民幣31,938,000元所致。

Management Discussion and Analysis

管理層討論及分析

Distribution Costs and Administrative Expenses

For the year ended 31 December 2017, the Group incurred distribution costs of approximately RMB69,877,000, as compared to approximately RMB72,982,000 in 2016, representing a decrease of approximately RMB3,105,000 or 4%. The Group's distribution costs mainly included transport, import and export service charge, export inspection and marketing expenses. Such decrease was mainly due to the decrease in packaging expenses.

For the year ended 31 December 2017, the Group incurred administrative expenses of approximately RMB54,940,000 as compared to approximately RMB53,908,000 in 2016, representing a slight increase of approximately RMB1,032,000 or 2%.

Net Finance Costs

For the year ended 31 December 2017, the net finance costs of the Group were approximately RMB20,937,000, as compared to approximately RMB94,000 for the corresponding period in 2016, representing an increase of approximately RMB20,843,000. Such increase was mainly attributable to the exchange loss recorded in 2017 of approximately RMB13,678,000 due to depreciation of US dollars to RMB in 2017 instead of appreciation in the previous reporting period.

Other Operating Income

For the year ended 31 December 2017, other operating income of the Group was approximately RMB514,000. As compared to approximately RMB21,127,000 in 2016, representing a decrease of approximately RMB20,613,000 or 98%. The decrease was mainly attributable to the decrease in government grants received by the Group.

銷售及管理費用

截至二零一七年十二月三十一日止年度，本集團銷售費用約為人民幣69,877,000元。與二零一六年約人民幣72,982,000元相比減少約人民幣3,105,000元或4%。本集團之銷售費用主要包括運輸費用，進出口服務費、出口檢驗費及推廣費用。銷售費用減少主要是由於包裝費用減少所致。

截至二零一七年十二月三十一日止年度，本集團的管理費用約為人民幣54,940,000元。與二零一六年約人民幣53,908,000元相比，輕微上升約人民幣1,032,000元或2%。

財務成本淨額

截至二零一七年十二月三十一日止年度，本集團的財務成本淨額約為人民幣20,937,000元，比二零一六年同期約人民幣94,000元增加約人民幣20,843,000元，財務成本淨額增加主要是由於人民幣兌美元由上年度的貶值到二零一七年年反轉為升值，在二零一七年年產生匯兌損失約人民幣13,678,000元所致。

營業外收入

截至二零一七年十二月三十一日止年度，本集團營業外收入約為人民幣514,000元。與二零一六年約人民幣21,127,000元相比，減少約人民幣20,613,000元或98%。主要是由於本集團政府補貼收入減少所致。

Management Discussion and Analysis

管理層討論及分析

Loss on Diminution of Assets

For the year ended 31 December 2017, loss on diminution of assets of the Group was approximately RMB36,916,000. Compared to approximately RMB6,429,000 in 2016, increased approximately RMB30,487,000 or 474%. Such increase was mainly attributable to the idle production capacity in Anyue Andre Lemon Industry Technology Co., Ltd., a subsidiary of the Company, caused by high lemon supply cost. As the relevant assets were idle, provision for diminution in fixed assets of approximately RMB31,938,000 was recorded.

Income Tax

During the year ended 31 December 2017, the production of condensed juice and bio-feedstuff by the Company and certain of its subsidiaries was continuously recognized as primary processing of agricultural produce under the Corporate Income Tax Law of the PRC and therefore was exempt from the PRC income tax.

資產減值損失

截至二零一七年十二月三十一日止年度，本集團資產減值損失約人民幣36,916,000元。與二零一六年約為人民幣6,429,000元相比，增加約人民幣30,487,000元或474%。主要是由於附屬公司安岳安德利檸檬產業科技有限公司因檸檬原料果價格高導致開工不足，相關資產基本處於閒置狀態，計提了固定資產減值準備約人民幣31,938,000元所致。

所得稅

截至二零一七年十二月三十一日止年度，本公司和若干附屬公司的濃縮果汁和生物飼料生產業務繼續被認為符合《中國企業所得稅法》中農產品初加工業務，豁免繳納所得稅。

Management Discussion and Analysis

管理層討論及分析

Business Review

Sale of 100% Equity Interest in Binzhou Andre

Suffering from raw fruit supply shortage and high production cost in Binzhou Andre Juice Co., Ltd. (“Binzhou Andre”), a subsidiary of the Company, the Group adjusted its production location arrangement to reduce overall operating costs. On 11 December 2017, the Company entered into an equity transfer agreement with Shandong Jinye Jianan Decoration Limited* (山東錦業建安裝飾有限公司) (“Shandong Jinye”) and Andre Juice Co., Ltd., a wholly-owned subsidiary of the Company, entered into another equity transfer agreement with Shandong Jinye. Pursuant to the agreements, Shandong Jinye agreed to acquire from each of the Company and Andre Juice Co., Ltd., and the Company and Andre Juice Co., Ltd. each agreed to sell, their respective 75% and 25% equity interest in Binzhou Andre at a total consideration of RMB84,800,000 (equivalent to HKD99,996,160). The sale of 100% equity interest in Binzhou Andre was completed on 21 December 2017. The Group did not hold any equity interest in Binzhou Andre. Management of the Group believed that the above disposal was for the benefit of the Group development and would deliver better reward to the shareholders of the Company. For further details of the transactions, please refer to the announcement of the Company dated 11 December 2017.

* For identification purpose only

業務回顧

出售濱州安德利100%股權

鑒於本公司其中一家附屬公司濱州安德利果汁飲料有限公司(「濱州安德利」)面臨原料短缺、生產成本高等困境，本集團調整了生產經營布局，來降低企業綜合成本。於二零一七年十二月十一日，本公司與山東錦業建安裝飾有限公司(「山東錦業」)訂立一份股權轉讓協議及本公司全資附屬公司安德利果汁有限公司與山東錦業訂立另一份股權轉讓協議。根據該等協議，山東錦業已同意分別向本公司及安德利果汁有限公司收購，本公司及安德利果汁有限公司已分別同意出售其於濱州安德利的75%和25%的股權，代價共為人民幣84,800,000元(相當於約99,996,160港元)。出售濱州安德利之100%股權已於二零一七年十二月二十一日完成。本集團不再持有濱州安德利的股權。公司管理層認為以上轉讓能為本集團帶來更好的發展成果及為股東帶來更佳回報。有關本交易之詳情，請參閱本公司日期為二零一七年十二月十一日的公告。

* 僅供識別

Management Discussion and Analysis

管理層討論及分析

Stabilising Market Coverage

During 2017, by adapting to the market demand and leveraging on its advanced production technology, superb product quality and comprehensive customer services, the Group maintained steady growth in markets sales. With years of continuous efforts, the Group has already expanded its sales network to the major countries and regions in the world, including the US, Japan, Europe, Oceania and African countries and China domestic market.

Expanding Domestic Sales Market

The Group continued to maintain close and stable business cooperation relationships with certain renowned beverage processors and manufacturers in China and has developed new good customers with broadened sales channels.

Optimisation of Customer Base

While expanding its market places and enlarging its market shares, the Group also leveraged on the prime quality of its products to optimise its profile of customer base continuously. Currently, the customer base of the Group mainly comprises renowned beverage manufacturers of the world.

Research and Development

The Company had developed new beverages: NFC cloudy peach juice, strawberry puree, cherry juice and cherry juice products; conducted key technology study on energy saving and emission reduction in juice concentrate processing; filed three company standards; and as the president unit, completed the innovation mission of the Ministry of Agriculture of National Fruit Deep Processing Technology and Innovation Alliance.

穩定市場覆蓋

二零一七年度，本集團適應市場需求，始終致力於以先進的生產技術、優良的產品品質及完善的客戶服務在市場中贏得穩步發展。經過多年的努力，本集團的銷售網路已擴展至世界主要國家和地區，包括美國、日本、歐洲、大洋洲、非洲諸國及中國內需市場。

擴大國內銷售市場

本集團繼續與國內若干著名飲料加工生產商保持密切、穩定的合作關係，並開發新的優良客戶，開拓新的銷售渠道。

優化客戶群體

本集團拓寬市場、提高市場佔有率的同時，依托公司優質的產品品質，繼續對公司客戶群體進行優化組合。目前，本集團的客戶群體主要是世界上著名的飲料生產商。

研究與開發

本公司開發出非濃縮(NFC)桃濁汁、草莓原漿新產品，櫻桃汁飲料產品；進行了濃縮果汁加工過程中節能降耗減排關鍵技術研究；備案企業標準3項；和作為理事長單位，完成了農業部的國家水果深加工科技創新聯盟的創新任務。

Management Discussion and Analysis

管理層討論及分析

Future Prospects

Market Expansion and Product Diversification

Currently the Group has maintained relatively stable market penetration and customers groups in major consumer markets of apple juice concentrate in the world, namely the US, European, Oceania and African countries and Japan. Saved as stabilizing the existing market penetration and customers groups, the Company will put more efforts in the development of various emerging markets in the forthcoming year, with a view to breaking through these markets. In addition, the Company has in recent years been committed to the exploration of the market opportunities for its new products and niche products as well as the development of new customer groups. The Company will also further expand the types of niche products. This will satisfy both the needs of the market and our customers, as well as fulfill our target of diversified product expansion.

Further Exploitation of the Domestic Market

As the domestic consumer market for apple juice concentrate further expands, the Group will continue to maintain good business relationships with existing customers in the forthcoming year while actively exploring new customers through our prime product quality and comprehensive services, with a view to opening a new page in our domestic market sales.

Develop New Financing Channels

The Group will closely monitor the trend of Renminbi exchange rate against the US Dollars and adjust the proportion of Renminbi and US Dollars deposits and loans. The Group will continue to actively engage in cooperation with domestic and international financial institutions to diversify its financing channels and increase the variety of financing products, in order to reduce the Group's exchange rate risk and finance cost, improve capital structure, enhance risk resistant capability and facilitate better business development.

未來展望

拓寬市場及產品多元化

目前本集團在美國、歐洲、大洋洲、非洲諸國及日本等世界主要濃縮蘋果汁的消費地區都擁有比較固定的市場份額和客戶群體。新的年度除了穩固好已有的市場份額和客戶群體，公司會著力於開發多處新興市場，希望能夠在此方面有所突破。另外，公司近年來致力於新產品、小品種產品的市場與客戶群體開發，進一步豐富小品種果汁的種類，這既滿足了市場和客戶的需求也符合了公司多元化產品發展目標。

進一步開拓國內市場

隨著國內濃縮果汁消費市場的日益擴大，本集團在新的年度會繼續與現有客戶保持良好的業務關係，並積極開拓新的客戶，以優良的品質，完善的服務，打開國內市場銷售的新局面。

拓寬融資渠道

本集團將密切關注人民幣對美元匯率的走勢，以便適時的調整人民幣和美元存款和貸款之間的比例，本集團將繼續積極致力於與國內外著名金融機構的合作，以利於本集團拓寬融資渠道，增加融資品種，從而降低匯率風險及融資成本，改善資本結構，增強抗風險的能力，同時更好地促進業務的發展。

Management Discussion and Analysis

管理層討論及分析

Research and Development

On research and development, in 2018, the Group will continue to develop fruit beverages; conduct related research topics of the Ministry of Agriculture of National Fruit Deep Processing Technology and Innovation Alliance; and conduct the optimization of juice processing techniques.

Charge of Assets

Except as disclosed in Note V.15 to the Financial Statements, the Group has no assets charged as at 31 December 2017.

Contingent Liabilities

The Group has no contingent liabilities as at 31 December 2017.

Foreign Exchange Exposure

The operating revenue of the Group is partly denominated in US Dollars. It is the practice of the Group to convert its operating revenue denominated in US Dollars to Renminbi to finance its operating expenses and capital requirements. However, the results of operations and the financial position of the Group may be affected by any changes in the exchange rates.

On the other hand, the conversion of Renminbi denominated balances into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

Capital Commitment

For the capital commitment of the Group, please refer to Note XII to the Financial Statements.

研究與開發

在研究與開發方面，二零一八年，本集團將繼續開發水果飲料；進行國家水果深加工科技創新聯盟相關課題的研究；以及進行果汁加工工藝的優化。

資產抵押

除於財務報表附註五、15所披露以外，於二零一七年十二月三十一日本集團並無其他對外資產抵押。

或然負債

於二零一七年十二月三十一日本集團並無或然負債。

外匯風險

本集團之經營收入部份以美元為貨幣單位。本集團一向將以美元為單位之經營收入兌換為人民幣，作為經營支出及資本需求。然而，本集團之經營業績及財務狀況受匯率變動而影響。

另一方面，將以人民幣作為單位之款項兌換為外幣，須受中國政府頒佈之外匯控制規例及規條所限制。

資本承擔

本集團之資本承擔詳載於財務報表附註十二。

Management Discussion and Analysis

管理層討論及分析

Capital Structure

The H shares were listed on the Growth Enterprise Market of the Stock Exchange (the “GEM”) on 22 April 2003. On 19 January 2011, the H shares were transferred and listed on the Main Board of the Stock Exchange (the “Main Board”) and de-listed from GEM. The capital of the Company comprises only ordinary shares (comprising domestic shares (the “Domestic Shares”), domestic non-circulating foreign shares (the “Domestic Non-Circulating Foreign Shares”) and H Shares). Details of the share capital of the Company are set out in Note V.22 to the Financial Statements.

Liquidity and Financial Resources

The Group generally financed its operations and investing activities by internally generated financial resources and loans from banks. As at 31 December 2017, the Group had total outstanding bank loans of approximately RMB170,000,000, all of which were short-term bank loan. As at 31 December 2017, short-term bank loans of RMB170,000,000 bore interest at fixed rates ranging from 4.35% to 4.39% per annum. In the year 2017, the Group repaid on time the loans that were due for repayment. The Directors consider that the Group has sufficient financial resources to meet its ongoing operation requirements.

Gearing Ratio

As at 31 December 2017, the Group had cash and cash equivalents of approximately RMB79,398,000. The Group’s gearing ratio as at 31 December 2017 was approximately 15% (2016: approximately 24%) which was calculated by dividing the Group’s total liabilities of approximately RMB304,335,000 (2016: RMB505,159,000) by the Group’s total assets of approximately RMB1,965,807,000 (2016: RMB2,130,850,000).

Environmental Policies

The details of environmental, social and governance policies and performance of the Group will be disclosed in the 2017 Environmental Social and Governance Report to be issued by the Company in accordance with Appendix 27 of the Listing Rules.

股本架構

H股於二零零三年四月二十二日在聯交所創業板(「創業板」)上市。於二零一一年一月十九日，H股轉為於聯交所主板(「主板」)上市及於創業板除牌。本公司之股本僅由普通股股份(包括本公司內資股(「內資股」)、境內非流通外資股(「境內非流通外資股」)及H股)組成。本公司股本詳情載於財務報表附註五、22。

流動資金及財務資源

本集團一般以內部財務資源及銀行借貸為其經營及投資活動之資金。於二零一七年十二月三十一日，本集團尚未償還之各類銀行貸款總額約為人民幣170,000,000元，全部為短期貸款。於二零一七年十二月三十一日，短期銀行貸款人民幣170,000,000元之固定年利率為4.35%至4.39%不等。二零一七年度本集團均按期償還到期借款。董事認為，本集團具有充足的財務資源，滿足持續營運需要。

資本負債比率

於二零一七年十二月三十一日，本集團之現金及現金等價物約為人民幣79,398,000元。於二零一七年十二月三十一日，本集團之資產負債比率約為15% (二零一六年：約24%)，乃按本集團之總負債約人民幣304,335,000元(二零一六年：人民幣505,159,000元)除以總資產約人民幣1,965,807,000元(二零一六年：人民幣2,130,850,000元)計算。

有關環境的政策

有關環境、社會及管治政策以及本集團的表現的詳情將於本公司根據上市規則附錄二十七公佈的二零一七年環境、社會及管治報告中披露。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Directors

Executive Directors

Mr. Wang An (王安), aged 55, is chairman of the Board and an executive Director. Mr. Wang has been a Director since 26 June 2001. Mr. Wang is a well known private entrepreneur in the PRC. Mr. Wang has received the following awards/recognitions: one of the top ten Outstanding Youths Entrepreneurs in Shandong Province, the medal of “Labor Model of the Nation”, an Advanced Individual of the United Front (統戰系統先進個人), an Outstanding Contributor to the Development of Socialism with Chinese Characteristics in Shandong Province (山東省優秀中國特色社會主義事業建設者), a Top Ten Outstanding and Influential Individual in the Agricultural Industry of Shandong Province (山東省農業產業化最具影響力十大傑出人物), a Star of Hope in the 30 Years’ of Reform and Opening in Yantai (烟台改革開放三十年「希望之星」), an Influential and Outstanding Private Entrepreneur in Yantai to Commemorate the 60th Anniversary of the Establishment of the People’s Republic of China (紀念中國成立60週年影響烟台優秀民營企業家), one of the Top Ten Influential Persons of the Time Among the Top 60 Advanced Individuals in the Development of Socialism in Yantai of Shandong Province (山東(烟台)社會主義建設六十佳先進人物之十佳經濟風雲人物), and is a representative of Shandong Province to the National People’s Congress (人大代表). Mr. Wang graduated from the Institute of the PRC Central Communist Party (中共中央黨校函授學院) in June 1994. He was the general manager of Yangma Resort (養馬島渡假村) for four years before joining the Group. Mr. Wang has the following social services appointments: member of China Business Advisory Council (中國工商理事會理事), member of the 1st Session of the Council of Yantai Charity Federation (烟台市慈善總會第一屆理事會理事). Mr. Wang An is a director of China Pingan Investment Holdings Limited and Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司) (“Andre Group”), which are substantial shareholders of the Company. He joined the Company in March 1996 and has since been involved in the concentrated apple juice production industry. Mr. Wang is responsible for the overall management of the Group.

* For identification purpose only

董事

執行董事

王安先生，55歲，為董事會董事長及執行董事。王先生自二零零一年六月二十六日起擔任董事。王先生是中國著名的民營企業家。王先生曾先後獲得以下獎項及榮譽：山東省十大傑出青年企業家、中國五一勞動獎章獲獎者、統戰系統先進個人、山東省優秀中國特色社會主義事業建設者、山東省農業產業化最具影響力十大傑出人物、烟台改革開放三十年「希望之星」、紀念中國成立60週年影響烟台優秀民營企業家、山東(烟台)社會主義建設六十佳先進人物之十佳經濟風雲人物。王先生現為山東省人大代表。王先生於一九九四年六月在中共中央黨校函授學院畢業。於加盟本集團前，他曾擔任養馬島渡假村的總經理四年。王先生參與以下的社會公職：中國工商理事會理事、烟台市慈善總會第一屆理事會理事。王安先生是本公司主要股東China Pingan Investment Holdings Limited及山東安德利集團有限公司(「安德利集團」)的董事。王先生於一九九六年三月加入本公司，並自此參與濃縮蘋果汁生產業。王先生目前負責本集團的整體管理。

* 僅供識別

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Zhang Hui (張輝), aged 45, is an executive Director and chief executive officer of the Company. Mr. Zhang has been a Director since 26 June 2001. He was the deputy general manager of Muping Foodstuff Industrial Company Limited (牟平食品工業有限公司) and Yantai Muping Xinping Land Development Material Company Limited* (烟台市牟平區新平土地開發物資有限公司) before joining the Group. Mr. Zhang joined the Company in December 1998 and has been involving in the concentrated juice production industry since then. Mr. Zhang has been supervisor of the production department, general manager of a subsidiary of the Company and the executive president of the Company. Mr. Zhang has received the following awards: Outstanding Member of the Communist Party (優秀共產黨員) of Muping District, The 9th Session Top Ten Outstanding Youth Entrepreneurs of Yantai city (第九屆烟台市十大傑出青年企業家) and the “May 1st Labor Award” of Yantai city. In March 2007, he was appointed as a member of the standing committee of the fruit and vegetable processing division (果蔬加工分會) of the Chinese Institute of Food Science and Technology. During his tenure as general manager of Baishui Andre Juice Co., Ltd.* (白水安德利果蔬汁有限公司), he was appointed as a representative of the Communist Party in Weinan city (中共渭南市黨代表) and was a standing member of the Chinese People’s Political Consultative Committee of Baishui County. Currently, Mr. Zhang assists Mr. Wang An in the overall management of the Group. Mr. Zhang graduated from Shandong Agriculture University with a bachelor’s degree in economics and management (majoring in corporate management) in July 1997. Mr. Zhang is an engineer.

Mr. Wang Yan Hui (王艷輝), aged 41, is an executive Director since 27 June 2012. Mr. Wang is a postgraduate and a certified public accountant in the PRC. Mr. Wang formerly worked as an accountant in Yantai Yangma North Hotel (烟台養馬島北方大酒店). Mr. Wang joined the Company in February 2001 and worked as accountant, chief accountant, deputy manager, manager in various subsidiaries of the Company. Mr. Wang is also the financial controller of the Group and the secretary to the Board.

張輝先生，45歲，為本公司執行董事兼行政總裁。張先生自二零零一年六月二十六日起擔任董事。於加盟本集團前，他曾擔任牟平食品工業有限公司及烟台市牟平區新平土地開發物資有限公司的副總經理。張先生於一九九八年十二月加入本公司，並自此參與濃縮蘋果汁生產業，先後擔任生產部主任、附屬公司總經理、公司執行總裁職務。張先生先後被評選為牟平區「優秀共產黨員」、第九屆「烟台市十大傑出青年企業家」、烟台市「五一」勞動獎章獲得者；二零零七年三月起獲委任為中國食品科學技術學會果蔬加工分會常務理事。張先生在白水安德利果蔬汁有限公司擔任總經理期間，曾當選中共渭南市黨代表和白水縣政協常委。目前張先生協助王安先生負責本集團的整體管理。張先生於一九九七年七月自山東農業大學畢業，並獲得經濟管理學士學位(主修企業管理)。張先生是一名工程師。

王艷輝先生，41歲，自二零一二年六月二十七日起為執行董事。王先生有研究生學歷，是中國註冊會計師。王先生曾在烟台養馬島北方大酒店任會計職務；二零零一年二月加入本公司先後任會計、多家附屬公司主管會計、副經理、經理等職，王先生亦是本集團財務總監兼董事會秘書。

* For identification purpose only

* 僅供識別

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Non-executive Director

Mr. Liu Tsung-Yi (劉宗宜), aged 51, is a non-executive Director. He has been a non-executive Director of the Company since 22 June 2009. Mr. Liu is the vice president of the business integration division of Uni-President Enterprises Corp., a company listed on the Taiwan Stock Exchange Corporation. He joined Uni-President Enterprises Corp. in July 1996, and was subsequently appointed as the head of its investment analysis section. In 2000, he was transferred to President International Development Corporation, and was responsible for its investments. He has also been the manager of the treasury division of Uni-President Enterprises Corp. since 2004. Currently, Mr. Liu is also the president/director/supervisor of certain member companies of Uni-President Enterprises Corp., amongst which Tait Marketing and Distribution Co., Ltd. is a company listed on the Taipei Exchange. Mr. Liu has over 20 years of experience in banking, corporate finance, M&A, private equity, and business strategy. Before joining Uni-President Enterprises Corp., he was the head of the credit and loan unit of the Taipei branch of Cosmos Commercial Bank. Mr. Liu obtained a bachelor of laws degree (majoring in economics) from National Chengchi University in 1989, and a master of business administration degree from National Taiwan University in 1991.

Independent non-executive Directors

Mr. Jiang Hong Qi (姜洪奇), aged 51, is an independent non-executive Director since 25 May 2016. Mr. Jiang is a member of the Communist Party of the PRC. Mr. Jiang obtained a master degree in economics from Hangzhou Institution of Electronic Technology in March 1997. He is a certified public accountant in the PRC. From March 1997 to December 2002, Mr. Jiang served as a business manager and a senior manager of Shandong International Trust and Investment Corporation. Mr. Jiang joined the Company in 2003 and served as the chief financial officer of the Company from May 2003 to May 2010. From May 2007 to June 2010, he served as an executive Director and from July 2010 to June 2012 he served as a non-executive Director. Since May 2010, he serves as the vice president of the Creat Group Co., Ltd..

非執行董事

劉宗宜先生，51歲，為非執行董事。劉先生自二零零九年六月二十二日起擔任非執行董事。劉先生現為台灣證券交易所上市公司統一企業股份有限公司企業整合協理。劉先生於一九九六年七月加入統一企業股份有限公司，之後獲委任為投資分析課長。於二零零零年，劉先生調任統一國際開發股份有限公司，負責該公司之投資。由二零零四年起，劉先生亦擔任統一企業股份有限公司金融業務部經理。劉先生現亦於統一企業股份有限公司的數個成員公司兼任總經理／董事／監事，其中德記洋行股份有限公司為台灣證券櫃檯買賣中心的上櫃公司。劉先生於銀行、財務、兼併收購、私募基金及企業策略等方面擁有逾20年經驗。於加入統一企業股份有限公司前，劉先生曾擔任萬泰商業銀行台北分行企業授信及融資組組長。劉先生於一九八九年獲得台灣政治大學法學士學位(主修經濟學)，並於一九九一年獲得台灣大學工商管理碩士學位。

獨立非執行董事

姜洪奇先生，51歲，自二零一六年五月二十五日起為獨立非執行董事。姜先生是中共黨員。姜先生於一九九七年三月獲杭州電子工業學院經濟學碩士學位。彼為中國註冊會計師。自一九九七年三月至二零零二年十二月，姜先生擔任山東省國際信託投資公司業務經理及高級經理。姜先生於二零零三年加入本公司，於二零零三年五月至二零一零年五月擔任本公司財務總監。於二零零七年五月至二零一零年六月擔任執行董事，並於二零一零年七月至二零一二年六月擔任非執行董事。自二零一零年五月起，彼擔任科瑞集團有限公司的副總裁。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Li Wei (李煒), aged 63, is an independent non-executive Director since 25 May 2016. Mr. Li has approximately 15 years of working experience in corporate management. Mr. Li graduated from Beijing Institute for Foreign Trade in July 1980. From July 1986 to October 1989, Mr. Li served as the general manager of the import department at China North Industries Corporation. From October 1989 to October 1995, he served as the managing director of Silverkey Development Ltd. From October 1995 to October 1999, he served as the managing director of Silvercity International Development Ltd., and also served as a director of Raymond Industrial Ltd., a company listed on the Stock Exchange. Since February 2002, Mr. Li has successively been a commentator or host at several broadcasting stations and television stations in Hong Kong, Beijing and Shenzhen. Since August 2007, he serves as an independent non-executive director of VST Holdings Ltd., a company listed on the Stock Exchange. In addition, since May 2016, he serves as an independent non-executive director of Qianhai Health Holdings Ltd., a company listed on the Stock Exchange. Last but not least, he serves as an independent non-executive director of Transtech Optelecom Science Holdings Limited, a company listed on the Stock Exchange, since July 2017.

Mr. Li Tong Ning (李同寧), aged 59, is an independent non-executive Director since 27 June 2013. He is a member of the Communist Party. Mr. Li has around 35 years of working experience. Mr. Li obtained a college degree in economic management from Party School of the Shandong Provincial Committee of C.P.C. in June 2000. Mr. Li worked at Muping Foreign Trade Bureau from December 1978 to April 1992. He worked as the manager of Muping Foreign Trade Chemical Packaging Import and Export Company from April 1992 to April 1994. Mr. Li worked as a deputy general manager of Muping Foreign Trade Company from April 1994 to June 2005. He is the chairman of Hailin Trade Co., Ltd. since June 2005.

Supervisors

Ms. Dai Liying (戴利英), aged 53, is a staff representative Supervisor since 16 March 2016. She is a member of the Communist Party of the PRC. She obtained a bachelor degree from Inner Mongolia Normal University in July 1988, majoring in pre-school education. From July 1988 to July 1997, she served as the principal of the Third Kindergarten of Inner Mongolia First

李煒先生，63歲，自二零一六年五月二十五日起為獨立非執行董事。李先生累積約十五年公司管理工作經驗。李先生於一九八零年七月畢業於北京對外貿易學院。自一九八六年七月至一九八九年十月，李先生擔任中國北方工業公司進口部總經理。自一九八九年十月至一九九五年十月，彼擔任銀凱發展有限公司的董事總經理。自一九九五年十月至一九九九年十月，彼擔任銀華國際發展集團的董事總經理，同時擔任利民實業有限公司(在聯交所上市的公司)的董事。自二零零二年二月起，李先生先後在香港、北京和深圳的多家廣播電台和電視台擔任評論員或主持人。自二零零七年八月起，彼擔任偉仕控股有限公司(在聯交所上市的公司)的獨立非執行董事。此外，自二零一六年五月起，彼擔任前海健康控股有限公司(在聯交所上市的公司)的獨立非執行董事。最後自二零一七年七月起，彼擔任高科橋光導科技股份有限公司(在聯交所上市的公司)的獨立非執行董事。

李同寧先生，59歲，自二零一三年六月二十七日起為獨立非執行董事。李先生為中共黨員，擁有約35年工作經驗。李先生於二零零零年六月獲中共山東省委黨校經濟管理大專學歷。李先生於一九七八年十二月至一九九二年四月任職牟平外貿局。彼於一九九二年四月至一九九四年四月在牟平外貿化工包裝進出口公司擔任經理。李先生於一九九四年四月至二零零五年六月在牟平對外貿易公司擔任副總經理。自二零零五年六月起，彼為海林貿易有限公司董事長。

監事

戴利英女士，53歲，自二零一六年三月十六日起為職工代表監事。戴女士為中共黨員。於一九八八年七月獲內蒙古師範大學學士學位，主修學前教育。自一九八八年七月至一九九七年七月，擔任內蒙古第一機械製造廠第三幼稚園園長。自一九九七

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Machinery Manufacturing Factory. From July 1997 to June 1998, she worked at Yantai Commercial and Trading Company Limited. She joined the Company in July 1998, and held various positions at the Company successively, including the deputy supervisor of administration department, the supervisor of administration department and the supervisor of human resources department of the Company. Since 2014, she serves as the assistant to the general manager of the Company and the supervisor of the general management department of the Company.

Mr. Wang Zhiwu (王志武), aged 47, is a Shareholder-approved supervisor since 25 May 2016. He is a member of the Communist Party of the PRC with a high school qualification. From May 1990 to June 1997, he worked at Muping District Aquatic Products Supplying and Marketing Company. He joined the Company in July 1997. From January 2002 to February 2012, he held various positions at the Company successively, including the deputy supervisor of the production department of the Company, the supervisor of production department of the Company, the deputy general manager of a subsidiary of the Company and the vice president of the Company. From March 2012 to March 2017, he was the general manager of Binzhou Andre. Since April 2017, he is the general manager of Yongji Andre Juice Co., Ltd., a subsidiary of the Company.

Mr. Wang Chun Tang (王春堂), aged 64, is an independent representative in the supervisory committee of the Company. Mr. Wang has been a Supervisor since 28 May 2007. Mr. Wang was an officer of the Communications Bureau of Muping, Yantai, Shandong Province from May 1973 to December 1987. He studied economics and management in the Communist Party School of Shandong Province from September 1995 to December 1997 and obtained the graduation certificate issued by the Communist Party School of Shandong Province on 30 December 1997. From January 1988 to January 2006, Mr. Wang was supervisor, deputy chief and managing deputy chief of the Publishing Office of Muping, Yantai, Shandong Province. From January 2006 to January 2009, Mr. Wang was a member of the executive committee of the Yantai Muping National People's Congress.

Senior Management

Mr. Wang An (王安), aged 55, is chairman of the Board and an executive Director. Please refer to his biography under the sub-section headed "Directors".

年七月至一九九八年六月，於烟台商貿有限責任公司工作。戴女士於一九九八年七月加入本公司，先後在本公司擔任多個不同的職位，包括本公司行政部副主任、行政部主任及人力資源部主任。自二零一四年起，擔任本公司總經理助理及綜合管理部主任。

王志武先生，47歲，自二零一六年五月二十五日起為股東批准監事。彼為中共黨員，高中學歷。於一九九零年五月至一九九七年六月，任職於牟平區水產供銷公司。王先生於一九九七年七月加入本公司。於二零零二年一月至二零一二年二月期間，先後在本公司擔任多個不同的職位，包括本公司生產部副主任、本公司生產部主任、本公司附屬公司的副總經理以及本公司副總裁。於二零一二年三月至二零一七年三月期間，擔任濱州安德利的總經理。自二零一七年四月起，擔任本公司附屬公司永濟安德利果蔬汁有限公司總經理。

王春堂先生，64歲，為本公司監事會獨立代表。王先生自二零零七年五月二十八日起擔任監事。王先生一九七三年五月至一九八七年十二月曾在山東省烟台市牟平區交通局工作，擔任辦公室主任等職。一九九五年九月至一九九七年十二月期間在山東省委黨校學習經濟管理專業，並於一九九七年十二月三十日獲得山東省委黨校頒發的畢業證書。於一九八八年一月至二零零六年一月期間，王先生在山東省烟台市牟平區委宣傳部工作，先後擔任科長、副部長及常務副部長。於二零零六年一月至二零零九年一月期間，王先生任烟台市牟平區人大常委。

高級管理層

王安先生，55歲，為董事會董事長及執行董事。請參閱「董事」分節所載履歷。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Zhang Hui (張輝), aged 45, is an executive Director and chief executive officer of the Company. Please refer to his biography under the sub-section headed “Directors”.

Mr. Wang Yan Hui (王艷輝), aged 41, is an executive Director, financial controller and secretary to the Board. Please refer to his biography under the sub-section headed “Directors”.

Ms. Zhao Jing (趙晶), aged 52, is a vice president of the Company. Ms. Zhao graduated from Shandong Worker’s University of International Business and Economics and obtained a bachelor’s degree in foreign business management in July 1990. She worked in the Foreign Trade Investment Center of the Foreign Economics and Trade Commission of Muping from January 1992 to February 1992; Canadian Naisen (Tianjin) Steel Products Co., Ltd. from 1992 to 1997; and in the Company as a vice president responsible for sales and market promotion from 1997 to August 2003; and Shandong Freda Biopharm Co., Ltd. from September 2003 to December 2010. Ms. Zhao rejoined the Company in January 2011 and is currently responsible for both domestic and overseas sales of the Group.

Mr. Qu Kun Sheng (曲昆生), aged 49, a university graduate with a bachelor’s degree in agriculture, is a vice president and the chief engineer of the Company. Mr. Qu joined the Company in 1997 to engage in manufacturing technologies development, quality control and on-going supervision of production activities. He was the twice winner of the 3rd Class Award of Science Advancement of Shandong Province (山東省科技進步三等獎), the winner of the First Class Award of Science Advancement in Yantai City (烟台市科技進步一等獎) and the winner of the Third Class Award of Science Advancement in Yantai City (烟台市科技進步三等獎). Currently, he is responsible for the technology, research and development of the Group.

Company Secretary

Ms. Ng Man Yee (伍敏怡), aged 46, is the company secretary of the Company. Ms. Ng graduated from the Chinese University of Hong Kong and obtained her bachelor’s degree in business administration in 1994. She is a fellow certified public accountant of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a Chartered Accountant of the Institute of Chartered Accountants in England and Wales. Ms. Ng has over 20 years of experience in the field of auditing and accounting.

張輝先生，45歲，為本公司執行董事兼行政總裁。請參閱「董事」分節所載履歷。

王艷輝先生，41歲，為本公司執行董事兼財務總監、董事會秘書。請參閱「董事」分節所載履歷。

趙晶女士，52歲，本公司副總裁。趙女士於一九九零年七月畢業於山東省對外經濟貿易職工大學，並取得外貿企業管理學士學位。於一九九二年一月至一九九二年二月份在牟平外經委外貿投資中心任職；一九九二年至一九九七年在加拿大奈森(天津)鋼製品有限公司任職；一九九七年至二零零三年八月在本公司任副總經理，負責本集團的銷售及市場推廣；二零零三年九月至二零一零年十二月在山東福瑞達生物醫藥有限公司任職。趙女士於二零一一年一月重新加入本公司現負責本集團的國內、外市場銷售工作。

曲昆生先生，49歲。大學本科學歷，農學學士學位，本公司副總裁兼總工程師。一九九七年加入本公司從事工藝技術研發、質量管理、主線生產監控工作。曾獲山東省科技進步三等獎二項，烟台市科技進步一等獎一項，烟台市科技進步三等獎一項。現負責本集團的技術和研發工作。

公司秘書

伍敏怡女士，46歲，為本公司公司秘書。伍女士畢業於香港中文大學，並於一九九四年獲頒工商管理學士學位。伍女士為香港會計師公會資深會計師，英國特許公認會計師公會資深會員，英格蘭及威爾斯會計師公會特許會計師。伍女士於審計及會計業擁有超過二十年經驗。

Corporate Governance Report

企業管治報告

The Company is committed to maintaining a high standard of corporate governance practices. Continuous efforts are made to review and enhance the Group's internal controls and procedures in light of changes in regulations and developments in best practices.

Corporate Governance Code

The Company's corporate governance practices are based on the principles and code provisions (the "Code Provisions") set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). During the year ended 31 December 2017, the Company has complied with the Code Provisions of the CG Code, except for the following deviation:

According to Code A.1.8 of the CG Code, the Company should arrange appropriate insurance cover in respect of legal action against its directors. The Company is negotiating with the relevant insurance agents about the liability insurance for the Directors and will arrange such insurance cover in due course.

Corporate Governance Functions

The Board is responsible for formulating the policy for the corporate governance of the Company and performing the corporate governance duties as below:

- (i) To develop and review the Group's policies and practices on corporate governance and make recommendations;
- (ii) To review and monitor the training and continuous professional development of Directors and senior management;
- (iii) To review and monitor the Group's policies and practices on compliance with all legal and regulatory requirements (where applicable);
- (iv) To develop, review and monitor the code of conduct and compliance manual (if any) applicable to the employees of the Group and Directors; and
- (v) To review the Group's compliance with the CG Code and disclosure requirements in the corporate governance report.

本公司致力採取高水平企業管治常規。鑑於法規變動及最佳慣例之演變，我們亦持續審閱及加強本集團之內部控制及程序。

企業管治守則

本公司的企業管治措施乃根據聯交所證券上市規則(「上市規則」)附錄十四企業管治守則(「企業管治守則」)所載的原則及守則條文(「守則條文」)為基準。除以下所述外，本公司於二零一七年十二月三十一日止財政年度內已遵守企業管治守則之守則條文：

根據企業管治守則中A部1.8條，本公司應就其董事可能會面對的法律行動作適當的投保安排。本公司正與相關之保險公司洽談中，並會適時為各董事購買該保險。

企業管治職能

董事會負責制訂本公司之企業管治政策並履行以下企業管治職務：

- (i) 發展及檢討本集團的企業管治的政策及常規，並提出建議；
- (ii) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (iii) 檢討及監察本集團的政策及常規符合所有法律及規例的要求(如適用)；
- (iv) 發展、檢討及監察適用於本集團全體僱員及董事的行為守則及合規指引(如有)；及
- (v) 檢討本集團對企業管治守則及企業管治報告的披露要求的合規情況。

Corporate Governance Report

企業管治報告

The Board

The Company is managed by its Board, which has the responsibility for providing leadership and control of the Company. Through the Board, the Directors are collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs.

The Directors

As at the date of this annual report, the Board comprised a total of seven Directors, including three executive Directors, namely, Mr. Wang An (chairman), Mr. Zhang Hui (chief executive officer) and Mr. Wang Yan Hui (financial controller); one non-executive Director, namely, Mr. Liu Tsung-Yi; and three independent non-executive Directors, namely, Mr. Jiang Hong Qi, Mr. Li Wei and Mr. Li Tong Ning.

Each of the Directors has entered into a service contract with the Company for a term of three years until the conclusion of the Company's annual general meeting to be held in the year of 2019. All Directors are appointed by the Shareholders at the general meeting with formal letters of appointment setting out the key terms and conditions relating to their appointments.

None of the Directors or Supervisors had entered into any service contract with the Company which is not terminable by the Company within one year without payment of compensation, other than statutory compensation.

Each of the independent non-executive Directors possesses a wide range of skills and experience. They serve the important function of providing adequate monitoring and balances for safeguarding the interests of the Shareholders and the Company as a whole. The Board considers that they can make independent judgment effectively and fulfill the independence guidelines set out in Rule 3.13 of the Listing Rules.

The biographical details of the Directors are set out on pages 19 to 22 of this annual report.

董事會

本公司由董事會管理，董事會負責公司的領導及監控工作。各董事透過董事會指揮及監督公司事務，集體負責並推動本公司的事務。

董事

截至本年報日，董事會共有七名董事，包括三名執行董事，分別為王安先生(董事長)、張輝先生(行政總裁)及王艷輝先生(財務總監)；一名非執行董事劉宗宜先生；及三名獨立非執行董事，分別為姜洪奇先生、李煒先生及李同寧先生。

各董事已分別與本公司訂立為期三年之服務合約至本公司將於二零一九年舉行的股東週年大會結束時為止。所有董事均由股東大會委任，正式委任書對他們的任命列明有關期限和條件。

概無董事或監事與本公司訂有任何不可以由本公司於一年內終止而毋須賠償(法定補償除外)之服務合約。

本公司的獨立非執行董事具備廣泛的技巧和經驗。他們能充分發揮監察和平衡的重要作用，保障股東和公司整體的利益。董事會認為他們能夠有效地作出獨立判斷，符合上市規則第3.13條列載的評估獨立性的指引。

各董事的個人資料載於本年報第19頁至第22頁。

Corporate Governance Report

企業管治報告

Responsibilities of the Board

The Board reviews the performance of the operating divisions with reference to their respective agreed budgets and business objectives on a regular basis and also exercises a number of reserved powers which include:

- convening general meetings and reporting on their work at such meetings;
- implementing resolutions passed at general meetings;
- formulating the Company's business plans and investment proposals;
- preparing the Company's annual financial budget and final accounts;
- formulating proposals for profit distribution and for setting off of accumulated losses of the Company;
- formulating proposals for increase or reduction in registered capital and the issuance of debt securities of the Company;
- formulating proposals for merger, demerger or dissolution of the Company;
- formulating the internal management structure of the Company;
- appointing or dismissing the chief executive officer of the Company, appointing or dismissing the deputy general manager, chief financial officer and other senior management at the recommendation of the chief executive officer of the Company and determining matters relating to their remuneration;
- formulating the basic management system of the Company;
- formulating proposals for amendments to the articles of association of the Company (the "Articles of Association"); and
- carrying out other powers conferred by general meetings.

董事會職責

本公司董事會定期檢討各營業部門議定的預算及業務目標有關的業績表現，並行使多項保留權力，包括：

- 負責召集股東大會，並向股東報告工作；
- 執行股東大會的決議；
- 決定公司經營計劃和投資方案；
- 制訂公司的年度財務預算及決算方案；
- 制訂公司的利潤分配方案和彌補虧損方案；
- 制訂公司增加或者減少註冊資本的方案以及發行公司債券的方案；
- 擬訂公司合併、分立、解散的方案；
- 決定公司內部管理機構的設置；
- 聘任或者解聘公司行政總裁，根據行政總裁提名，聘任或者解聘公司副總裁、財務總監和其他高級管理人員，決定其報酬事項；
- 制定公司的基本管理制度；
- 制訂本公司公司章程（「公司章程」）修改方案；及
- 執行股東大會授予的其他職權。

Corporate Governance Report

企業管治報告

The Board is also responsible for the integrity of financial information and the effectiveness of the Company's systems of internal control and risk management processes. The Board is also responsible for preparing the financial accounts of the Company. The day-to-day management of the Company's business is delegated to the chief executive officer and the management. The functions of the Board and the powers delegated to the chief executive officer are reviewed periodically by the Board to ensure that they remain appropriate.

As at 31 December 2017, the Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements of the Company on a going-concern basis.

To ensure a balance of power and authority, the role of the chairman is separate from that of the chief executive officer. The chairman of the Company is Mr. Wang An. The chairman is responsible for convening and holding general meetings and Board meetings, tracking the progress of implementation of the resolutions passed by the Board, signing the securities issued by the Company and carrying out other powers conferred by the Board. Mr. Zhang Hui is the chief executive officer of the Company. The chief executive officer and the management are responsible for the production, operation and management of the Company, implementation of the resolutions passed by the Board, implementation of annual business plans and investment proposals, formulation of the internal management structure, the basic management system and the specific governance of the Company. In particular the chief executive officer is responsible for proposing to the Board for appointment or dismissal of vice president, chief financial officer and other senior management of the Company, appointment or dismissal of other management staff whose appointment and dismissal does not require approval from the Board and carrying out other powers conferred by the Board and the Articles of Association.

Directors' Induction and Continuous Professional Development

Upon appointment to the Board, each newly-appointed Director receives a comprehensive induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he/she is sufficiently aware of his responsibilities under the Listing Rules and other relevant regulatory requirements.

董事會亦須對財務資料的完整性以及公司內部監控制度及風險管理程序的效能負責。董事會亦肩負編製本公司財務報表的責任。達致本公司業務目標及日常業務運作的責任則交由行政總裁及管理層承擔。董事會定期檢討董事會的職能及賦予行政總裁的權力，以確保此安排仍然適當。

二零一七年十二月三十一日，董事並不知悉任何可能對本公司繼續持續經營能力構成重大疑問的事件或情況有關的重大不明朗因素。因此，董事按持續經營基礎編製本公司的財務報表。

為確保權力和授權分布均衡，董事長與行政總裁的角色已清楚區分。本公司現任董事長是王安先生，董事長負責召集和主持股東大會、董事會會議；檢查董事會決議的實施情況；簽署公司發行的證券以及執行董事會授予的其他職權。現任行政總裁是張輝先生。行政總裁及管理層負責主持公司的生產、經營和管理工作；組織實施董事會決議；組織實施公司年度經營計劃和投資方案；擬訂公司內部管理機構設置方案；擬訂公司的基本管理制度及制定公司的具體規章。尤其行政總裁負責提案董事會聘任或者解聘公司副總裁、財務總監和其他高級管理人員；聘任或者解聘除應由董事會聘任或者解聘以外的管理人員；執行公司章程和董事會授予的其他職權。

董事之入職及持續專業發展

每位新獲委任之董事加入董事會時均會收到一份全面之入職資料，範圍涵蓋本公司之業務營運、政策及程序以及作為董事之一般、法定及監管責任，以確保董事足夠瞭解其於上市規則及其他相關監管規定下之責任。

Corporate Governance Report

企業管治報告

The Directors are regularly briefed on the amendments to or updates on the relevant laws, rules and regulations. In addition, the Company has been encouraging the Directors and senior executives to enrol in a wide range of professional development courses and seminars relating to the Listing Rules, companies ordinance or act and corporate governance practices organised by professional bodies and independent auditors so that they can continuously update and further improve their relevant knowledge and skills.

From time to time, Directors are provided with written materials to develop and refresh their professional skills; the company secretary also organises and arranges seminars on the latest development of applicable laws, rules and regulations for the Directors to assist them in performing their duties. During the year under review, the company secretary of the Company, Ms. Ng Man Yee Karen, has completed over 15 hours professional training.

According to the records maintained by the Company, the Directors received the following training with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the requirement of the CG Code on continuous professional development during the year under review:

董事定期均會獲知會相關法例、規則及規例之修訂或最新版本。此外，本公司一直鼓勵董事及高級行政人員報讀由專業團體及獨立核數師舉辦有關上市規則、公司條例或法例及企業管治常規之廣泛專業發展課程及講座，使彼等可持續更新及進一步提高其相關知識及技能。

董事將不時獲提供旨在發展及更新其專業技能之書面材料；公司秘書亦會為董事舉辦及安排有關適用法例、規則及規例最新發展之講座，以協助彼等履行其職責。於回顧年度本公司公司秘書伍敏怡女士已完成超過15小時專業培訓。

根據本公司存置之記錄，為符合企業管治守則關於持續專業發展之規定，董事於回顧年度內接受以下重點在於上市公司董事之角色、職能及職責之培訓：

		Corporate Governance/ Updates on laws, rules and regulations 企業管治／關於法例、 規則及規例之更新	
		Read materials 閱讀材料	Attend workshops 出席研討會
Executive Directors	執行董事		
Wang An	王安	✓	✓
Zhang Hui	張輝	✓	✓
Wang Yan Hui	王艷輝	✓	✓
Non-executive Directors	非執行董事		
Liu Tsung-Yi	劉宗宜	✓	✓
Independent non-executive Directors	獨立非執行董事		
Jiang Hong Qi	姜洪奇	✓	✓
Li Wei	李焯	✓	✓
Li Tong Ning	李同寧	✓	✓

Corporate Governance Report

企業管治報告

Board Meetings

The chairman is responsible for the leadership of the Board, ensuring the effectiveness of the Board in all aspects of its role, setting agenda for Board meetings and taking into account any matters proposed by other Directors for inclusion in the agenda. Agenda and related Board papers are circulated at least 7 days before the time of a Board or committee meeting where possible. The chairman is also responsible for making sure all Directors are properly briefed on issues arising at Board meetings. The chairman also ensures that the Directors receive accurate, timely and clear information. Directors are encouraged to update their skills, knowledge and familiarity with the Company through their initial induction, ongoing participation at Board and committee meetings, and through meeting key people at head office and in the divisions.

All Directors have access to the services of the company secretary who regularly updates the Board on governance and regulatory matters. Any Director, who wishes to do so in the furtherance of his or her duties, may seek independent professional advice through the chairman at the Company's expense. The availability of professional advice extends to the Audit and Review Committee, Remuneration and Review Committee and other committees.

Minutes of Board meetings are taken by the company secretary or the secretary of the Board and, together with any supporting Board papers, are available to all Board members. Board meetings are structured to encourage open and frank discussions to ensure the non-executive Directors provide effective enquiries to each executive Director. When necessary, the independent non-executive Directors meet privately to discuss matters which are relevant to their specific responsibilities.

董事會會議

董事長負責領導董事會，確保董事會有效履行其各方面的職責，並負責擬定董事會會議議程及考慮其它董事提議加入議程的事項。議程連同附隨的董事會文件盡可能在董事會會議或委員會會議進行前至少七天傳閱。董事長亦有責任確保所有董事就董事會會議上的事項獲適當的簡介。董事長確保各董事獲得準確、及時和清楚的資料。透過董事就職時的培訓、持續參與董事會及委員會會議以及透過與總部及各部門主要人員會面，鼓勵各董事不斷更新其技術、知識及對本公司的認識。

所有董事均可享用公司秘書的服務，公司秘書須即時讓董事會知悉有關管治及監管事宜的最新資料。董事可為履行職責而透過董事長尋求獨立專業意見，費用由本公司支付。審計委員會、薪酬及考核委員會及其他委員會亦可尋求專業意見。

董事會會議由公司秘書或董事會秘書負責記錄，這些會議記錄連同任何有關的董事會會議文件，均向所有董事會成員提供。董事會會議的設立，旨在鼓勵董事作公開和坦誠的討論，確保非執行董事能向每位執行董事提出有效的查詢。在需要時，獨立非執行董事會私下進行會議，討論與其本身職責有關的事項。

Corporate Governance Report

企業管治報告

In furtherance of good corporate governance, the Board has established three committees: Audit and Review Committee, Nomination Committee and Remuneration and Review Committee. On 30 August 2017, the Company amended the terms of reference of the Audit and Review Committee, Nomination Committee and Remuneration and Review Committee according to the “Company Law of the PRC”, “Securities Law of the PRC”, “Listing Rules of the Shanghai Stock Exchange”, other related laws and regulations and rules from regulatory documents so as to fulfill the listing requirements of the China Securities Regulatory Commission (“CSRC”) and Shanghai Stock Exchange. All committees have its terms of reference which fulfill the principles set out in the CG Code. The secretary of the Board takes minutes of the meetings of these committees and the work of these committees is reported to the Board.

The Board held six meetings during 2017. The chief financial officer of the Company also attended all of the Board meetings to advise on corporate governance, risk management, statutory compliance, mergers and acquisitions and accounting and financial matters. The attendance (other than attending by authorised representatives) of individual Directors at the Board meetings, the meetings of major committees and the general meetings in 2017 is set out in the table below:

為確保良好的企業管治，董事會已成立三個小組委員會：審計委員會、提名委員會及薪酬及考核委員會。於二零一七年八月三十日，本公司根據《公司法》、《證券法》、《上海證券交易所股票上市規則》等法律法規及規範性文件的規定，對本公司審計委員會議事規則、提名委員會議事規則及薪酬與考核委員會議事規則進行全面修訂，以使本公司審計委員會議事規則、提名委員會議事規則及薪酬與考核委員會議事規則符合中國證券監督管理委員會（「中國證監會」）、上海證券交易所對上市公司的要求。各委員會均有符合企業管治守則所載原則的職權範圍。董事會秘書為這些委員會撰寫會議記錄，而委員會向董事會匯報工作。

董事會於二零一七年召開了六次會議。本公司財務總監出席了全部董事會會議，並對企業管治、風險管理、遵守法規、合併收購、會計和財務事宜提供意見。下表顯示各董事於二零一七年內出席（除授權其他董事代為出席）董事會，主要委員會會議及股東大會之詳情：

Board Meeting

Date (DD/MM/YY) 日期 (日/月/年)	Chair person 主席	WA	ZH	WYH	LTY	LW	JHQ	LTN
06/01/2017	WA	✓	✓	✓	✓	✓	✓	✓
15/03/2017	WA	✓	✓	✓	✓	✓	✓	✓
25/05/2017	WA	✓	✓	✓	✓	✓	✓	✓
15/06/2017	WA	✓	✓	✓	✓	✓	✓	✓
30/08/2017	WA	✓	✓	✓	✓	✓	✓	✓
11/12/2017	WA	✓	✓	✓	✓	✓	✓	✓

董事會會議

Annual and Special General Meeting

Date (DD/MM/YY) 日期 (日/月/年)	Chair person 主席	WA	ZH	WYH	LTY	LW	JHQ	LTN
25/05/2017	WA	✓	✓	✓	✓	✓	✓	✓
01/11/2017	WA	✓	✓	✓	✓	✓	✓	✓

股東週年及臨時大會

Corporate Governance Report

企業管治報告

Audit and Review Committee Meeting

Date (DD/MM/YY)
日期 (日/月/年)

14/03/2017
25/08/2017
25/10/2017

Chair person
主席

JHQ
JHQ
JHQ

審計委員會會議

JHQ LTN LW

✓ ✓ ✓
✓ ✓ ✓
✓ ✓ ✓

Nomination Committee Meeting

Date (DD/MM/YY)
日期 (日/月/年)

14/03/2017
14/06/2017

Chair person
主席

WA
WA

提名委員會會議

WA JHQ LTN

✓ ✓ ✓
✓ ✓ ✓

Remuneration and Review Committee Meeting

Date (DD/MM/YY)
日期 (日/月/年)

14/03/2017

Chair person
主席

JHQ

薪酬及考核委員會會議

ZH* JHQ LTN

N/A ✓ ✓

Note:

WA Wang An
ZH Zhang Hui
WYH Wang Yan Hui
LTY Liu Tsung-Yi
JHQ Jiang Hong Qi
LW Li Wei
LTN Li Tong Ning

Symbols:

“✓” means attended the meeting
“-” means not attended the meeting
“N/A” means not applicable
“*” means appointed on 11 December 2017

註：

王安
張輝
王艷輝
劉宗宜
姜洪奇
李煒
李同寧

符號：

[✓]代表出席會議
[-]代表缺席會議
[N/A]代表不適用
[*]代表委任於二零一七年十二月十一日

Directors' Interest

All Directors disclosed to the Board on their first appointment their interests as a Director or otherwise in other companies or organisations and such declarations of interests are updated annually. When the Board considers any proposal or transaction in which a Director has a conflict of interest, the Director has to declare his interest and is required to abstain from voting and withdraw from the meetings as appropriate. The Company seeks confirmation from the Directors annually in respect of any transactions of the Company or its subsidiaries which are related to Directors or their associates pursuant to the guideline.

Directors' Securities Transactions

The Company had adopted a code of conduct regarding Directors' securities transactions (the "Securities Code") pursuant to Appendix 10 of the Listing Rules. A copy of the Securities Code is sent to each Director upon his appointment and thereafter twice annually, that is one month before the date of the Board meetings to approve the Company's interim results and two months before the date of the Board meetings to approve the Company's annual results, with a reminder that the Director cannot deal in the securities and derivatives of the Company until after such results have been published.

Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the required standard of dealings and the requirements in the Securities Code during 2017.

Specific employees who are likely to be in possession of unpublished price-sensitive information of the Company are also subject to compliance with the Securities Code. No incident of non-compliance was noted by the Company in 2017.

董事權益

所有董事須於首次獲委任時向董事會申報在其它公司或機構擔任董事或其它職務的身份，有關利益申報每年更新一次。倘董事會在討論任何動議或交易時認為董事在當中存在利益衝突，該董事須申報利益及放棄投票，並在適當情況下避席。本公司根據指引於每個財務報告期間要求董事確認他們或其聯繫人與公司或其附屬公司進行的任何有關聯的交易。

董事進行之證券交易

本公司已根據上市規則附錄十採納一項董事進行證券交易之操守守則(「《證券守則》」)，本公司各董事於獲委任時均獲發一份《證券守則》，其後每年二次，分別在通過公司中期業績的董事會會議前一個月及通過公司全年業績的董事會會議前二個月連同一份提示一併發出，提醒董事不得在公佈業績前買賣本公司的證券或衍生工具。

向全體董事作出特定查詢後，本公司所有董事確認其於二零一七年度已遵守所需交易標準及《證券守則》。

所有特定僱員若可能擁有關於本公司的尚未公開股價敏感資料，亦須符合《證券守則》。本公司於二零一七年度並未發現任何違規事件。

Corporate Governance Report

企業管治報告

Supervisory Committee

The Supervisory Committee comprises three members of which two are recommended by Shareholders and one is an employee representative elected by the employees. The Supervisory Committee is responsible for supervision of the Board, members of the Board and senior management, to prevent authority abuse, Shareholders' interest infringement and to protect legitimate interests of the Company and its employees. During 2017, the Supervisory Committee held two meetings, during which the members of the Supervisory Committee reviewed the Company's financial position, legal compliance of the Company's operations and diligence of the senior management.

Internal Control

Internal Control System

The Board has the overall responsibility for setting and reviewing the Company's internal control system. The Audit and Review Committee will also review the effectiveness of such system periodically. Procedures applied by the Audit and Review Committee for reviewing the effectiveness of the Company's internal control system include: discussing with the management on the risky areas arising from auditing and/or raised by the management, reviewing the internal and external audit plan of the Company, reviewing material issues arising from internal or external audit report and reviewing material matters identified by internal auditors and risk assessment manager of the Group. The internal control system of the Company plays an important role in risk management which is a key factor for ensuring the achievement of operational goal. The establishment of internal control system is for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for the reliability of financial information used within the business or for publication. However, the procedures are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable but not absolute assurance against material misstatement errors, losses or fraud. Procedures for the Company's internal, control system have been designed in accordance with the applicable laws, rules and regulations.

監事會

本公司監事會由三名成員組成，其中二名為由股東推薦產生，一名為本公司員工代表並由員工選舉產生。監事會負責對董事會及其成員以及高級管理層進行監督，防止其濫用職權，侵犯股東、公司及公司員工的合法權益。二零一七年監事會召開兩次會議，對公司財務狀況、公司依法運作情況和高級管理人員盡職情況進行了審查。

內部監控

內部監控制度

董事會全權負責公司的內部監控制度的建立和完善，並通過審計委員會定期檢討該制度是否有效。審計委員會用以檢討內部監控系統是否有效的程序包括：與管理層討論在審核程序中發現的及／或由管理層指出的風險範圍；檢討內部及外聘審計師的審核計劃；檢討由內部及外聘審計師審核報告所引起的重大事項；及檢討集團內部審核部與集團風險經理匯報的重大集團風險。本公司的內部監控制度對風險管理發揮關鍵的作用，而風險管理對於能否達到營運目標非常重要。訂立內部監控程序是為保障資產以防未經授權使用或處理資產；確保適當的會計記錄得以保存；並且可提供可靠的財務資料供內部使用或對外發放。但監控程序旨在管理而非消除未能達成業務目標的風險，而且只能合理（而非絕對）保證並無重大失實陳述、損失或舞弊。本公司內部監控程序是按相關法律條例、附屬法例和規章編寫。

Corporate Governance Report

企業管治報告

Regarding to the procedures and internal control for the handling and dissemination of inside information, the Company is aware of its disclosure obligations under the Listing Rules and Part XIVA of the Securities and Futures Ordinance (the “Inside Information Provisions”), and any information required to be disclosed under Rule 13.09 of the Listing Rules or any inside information required to be disclosed under the Inside Information Provisions should be announced immediately.

A review of the Company’s internal control system covering financial, operational, compliance and risk management is conducted annually. In particular, the Board has considered the adequacy of resources, qualification and experience of staff of the Company’s accounting and financial reporting function, and their training programmes and budget. The Board has conducted a review of the effectiveness of the Group’s system of internal control. The result has been reported to the Board.

The Board confirms that systems and procedures are in place to identify, control and report on significant risks involved in achieving the Company’s strategic objectives. Exposures to these risks are monitored by the Board with the support of various committees and senior management. For the year under review, the Board considered that the Company’s internal control system was adequate and the Company had complied with the Code Provisions on internal control under the CG Code.

Internal Audit

The internal audit department of the Company provides an independent review on the adequacy and effectiveness of the internal control system. The department is headed by a manager who is familiar with the Company’s operation. Its scope of work mainly includes auditing of financial and operational systems, reviewing the observance of relevant policies and regulations, regular and special auditing, auditing of production effectiveness, etc. The audit plan, which is prepared based on risk assessment methodology, is discussed and agreed on every year by the Audit and Review Committee. In addition to its agreed annual schedule of work, the internal audit department of the Company conducts other special reviews as required.

就處理及發佈內幕消息之程序及內部監控方面，本公司已知悉其於上市規則以及證券及期貨條例第XIVA部（「內幕消息條文」）項下之披露責任，而任何須根據上市規則第13.09條規定予以披露之資料或任何須根據內幕消息條文規定予以披露之內幕消息應即時作出公佈。

本公司每年均對內部監控系統進行檢討，內容包括財務、營運、遵守法規及風險管理之監控。董事會特別考慮了本公司在會計及財務匯報職能方面的員工的資源、資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。董事會已對集團的內部監控進行檢討。有關結果已向董事會報告。

董事會確認本公司已具有辨認、管理及匯報對達致其策略性目標所面對的重大風險系統和程序。董事會持續監察風險，並獲得各委員會及高層管理人員的支持。於回顧年度內，董事會認為本公司的內部監控制度是足夠的，並且本公司亦已遵守企業管治守則有關內部監控的守則條文。

內部審核

本公司的內部審核部負責對內部監控系統是否足夠及其成效進行獨立審核。該部門由熟悉公司業務的經理帶領。內部審核職能的工作範圍主要包括財務與運營系統審核、有關制度及法規遵守情況審核、經常性與突發審核、生產效益審核等。審核計劃乃以風險評估方法編製並每年經由審計委員會商討及議定。除議定的年度工作外，該部門亦需要進行其它專項的審核工作。

Corporate Governance Report

企業管治報告

The primary reporting procedure of the internal audit department of the Company is to report to the chairman of the Board but there is also direct access to the Audit and Review Committee. Internal audit reports are sent to the chief executive officer, the chief financial officer, the external auditors and the relevant management of the departments under audit. A summary of major audit findings is reported to and discussed with the Audit and Review Committee. The Board and the Audit and Review Committee actively monitor the number and seriousness of findings raised by the internal audit department of the Company and also the corrective actions taken by relevant departments.

Detailed control guidelines have been formulated and made available to all employees of the Company regarding handling and dissemination of corporate data which is price sensitive.

Risk Management

Risk management is concerned with the identification and effective management of business risks, including safety and security, legal, environmental and reputational risks.

The risk management of the Company is conducted by the Audit and Review Committee and it assists the Board to fulfill its oversight role over the Company and its subsidiaries in, among others, the following areas:

- establishment of the risk approach and risk management strategy of the Company to formulate its risk profile;
- identification, assessment and management of the material risks faced by the various business units of the Company;
- reviewing and assessment of the adequacy of the Company's risk management process, system and internal control; and
- reviewing and monitoring the Company's compliance with the risk management process, system and internal control, including whether the development of the Company's business is prudent and in compliance with the legal requirements.

本公司內部審核部的主要匯報流程是向董事長匯報，亦可直接聯絡審計委員會。內部審核報告均送交本公司行政總裁、財務總監、外聘核數師及被審核部門的管理層。每次審核主要結果亦與審計委員會討論。董事會及審計委員會積極監察內部審核部門提交的調查結果的數目和嚴重性，以及相關的部門採取的糾正行動。

本公司已制定關於處理對價格敏感的公司資料的詳細監控指引，供本公司的所有僱員參閱。

風險管理

風險管理關乎識別及有效管理業務風險，包括安全及保安、法律、環境及商譽風險。

本公司之風險管理由審計委員會執行，它負責協助董事會對本公司及其附屬公司在以下(包括其他)方面實現監控職責：

- 建立公司的風險取向和風險管理戰略，確定本公司的風險組合狀況；
- 識別、評估、管理本公司不同業務單位面臨的重大風險；
- 審查和評估本公司風險管理程序、制度和內部控制的適當性；及
- 審查及監控本公司對風險管理程序、制度及內部控制的遵守情況，包括本公司在開展業務時是否符合審慎、守法的要求。

Corporate Governance Report

企業管治報告

The Company has a sound organisation system of internal control. The Board is responsible for the establishment, improvement and effective implementation of the risk management and internal control systems. A semi-annual review of the effectiveness of the Company's and its subsidiaries' risk managements and internal control systems during the year has been conducted. Guided by the Board and the Audit and Review Committee, the internal audit department carries out inspection, supervision and evaluation for internal controls of the Company and its subsidiaries in respect of important control functions such as financial control, operation control, compliance control and risk management, supervises and timely rectifies internal control deficiencies and effectively controls operating risks.

The objectives of internal control of the Company include ensuring a legal and compliance management, asset safety, accuracy and completeness of financial reports and related information in a reasonable manner, enhancing its operating efficiency and results, and promoting the implementation of strategy development. Due to the intrinsic limitations of internal control system, only reasonable guarantees can be provided for the abovementioned objectives. In addition, the effectiveness of its internal control is subject to change according to the changes of internal and external environment and operations. Inspection and supervision system is established for the Company. In case of shortcomings found, the Company will adopt rectification measures immediately.

Audit and Review Committee

The Audit and Review Committee is responsible for reviewing the Group's financial reporting, risk management, internal controls and corporate governance issues and making relevant recommendations to the Board. All of its members are independent non-executive Directors (namely Mr. Jiang Hong Qi, Mr. Li Wei and Mr. Li Tong Ning) and its current chairman is Mr. Jiang Hong Qi.

本公司內部控制組織體系健全。董事會負責風險管理及內部監控體系的建立、健全和有效實施，每半年會對本公司及附屬公司的風險管理及內部監控制度於本年度是否有效進行一次審閱。本公司內部審核部在董事會和審計委員會的指導下，圍繞財務監控、運營監控、合規監控以及風險管理功能等重要監控方面，開展本公司及附件公司內部控制的檢查、監督和評價，督促及時彌補內控缺陷，有效控制經營風險。

公司內部控制的目標是合理保證經營管理合法合規、資產安全、財務報告及相關信息真實完整，提高經營效率和效果，促進實現發展戰略。由於內部控制存在的固有局限性，故僅能為實現上述目標提供合理保證。此外，內部控制的有效性亦可能隨公司內、外部環境及經營情況的改變而改變。公司內部控制設有檢查監督機制，內控缺陷一經識別，本公司將立即採取整改措施。

審計委員會

審計委員會負責審核財務報告、檢討風險管理、內部監控及企業管治的工作，並負責向董事會提出相關的建議。委員會成員全部由獨立非執行董事（即姜洪奇先生、李煒先生及李同寧先生）來擔任，並由姜洪奇先生擔任現任委員會主任。

Corporate Governance Report

企業管治報告

The Audit and Review Committee has adopted revised set of terms of reference effective from 30 August 2017, which is based on the guidelines recommended by the Hong Kong Institute of Certified Public Accountants. A copy of the revised terms of reference of the Audit and Review Committee is available on the Company's website and the Stock Exchange's website.

The Audit and Review Committee met three times in 2017. During 2017, it met to review the internal and external audit findings, the accounting principles and practices adopted by the Group, internal control and Listing Rules and statutory compliance, and to discuss auditing, internal controls, risk management and financial reporting matters. The interim and annual accounts for 2017 were recommended to the Board for approval after discussion of the Audit and Review Committee.

External Auditors

In 2017, the total remuneration paid to the external auditors amounted to approximately RMB1,480,000, which was all for the audit services provided by the external auditors. The audit fee and other service fees have been approved by the Audit and Review Committee and endorsed by the Board.

The statement of the external auditors of the Company about their reporting responsibilities on the consolidated financial statements is set out on pages 80 to 82 of this annual report.

The Audit and Review Committee has resolved the re-appointment of KPMG Huazhen LLP for the audit work of the Company for the financial year 2018. This resolution has been endorsed by the Board and is subject to final approval and authorisation by the Shareholders at the forthcoming annual general meeting.

審計委員會已採用二零一七年八月三十日修訂的書面職權範圍，該書面職權範圍乃參考香港會計師公會刊發之指引而制訂。經修訂的審計委員會書面職權範圍已列載於本公司和聯交所之網站。

審計委員會在二零一七年間開會三次，於二零一七年，審計委員會就外聘核數師和內部核數師的報告結果、本集團採納之會計原則與常規、內部監控、是否符合上市規則的規定進行審核，對審核、內部監控、風險管理及財務報告事宜進行檢討，本公司的二零一七年中期及全年業績經審計委員會開會討論後才建議交由董事會通過。

外聘核數師

二零一七年外聘核數師酬勞約為人民幣1,480,000元，全部為外聘核數師審計服務方面徵收的費用。審計費用及其他服務費用已經審計委員會及董事會批准。

本公司外聘核數師合併財務報表的報告責任的陳述，載於本年報的第80頁至第82頁。

審計委員會已議決再次委任畢馬威華振會計師事務所(特殊普通合伙)進行二零一八年財政年度的審計工作。此決議案已獲得董事會通過，並有待股東於即將召開之股東週年大會上作最終批准和授權。

Remuneration and Review Committee

The Remuneration and Review Committee comprises Mr. Jiang Hong Qi, Mr. Li Tong Ning and Mr. Zhang Hui (appointed on 11 December 2017) as members with Mr. Jiang Hong Qi as the current chairman. All of them are independent non-executive Directors. The Committee's responsibilities are as follows:

- to make recommendations to the Board on the policy and structure for all Directors' and senior management, remuneration and on the establishment of formal and transparent procedures for developing remuneration policy;
- to be responsible for determining the specific remuneration packages of individual executive Directors and senior management including benefits in kind, pension rights and compensation payments (including any compensations payable for loss or termination of their office or appointment), and to make recommendations to the Board on the remuneration of non-executive Directors;
- to review and approve the management's remuneration proposals with reference to the corporate goals and objectives made by the Board;
- to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise reasonable and not excessive;
- to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- to ensure that no Director or any of his associates is involved in deciding his own remuneration; and
- to review and monitor the training and continuous professional development of the Directors and senior management.

薪酬及考核委員會

薪酬及考核委員會由獨立非執行董事姜洪奇先生、李同寧先生和張輝先生(委任於二零一七年十二月十一日)組成，並由姜洪奇先生出任現任主任。薪酬及考核委員會的主要職責如下：

- 就公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而透明的薪酬政策制訂程式，向董事會提出建議；
- 負責制定個別執行董事與高級管理人員的特定薪酬待遇，包括非金錢利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)，並就非執行董事薪酬向董事會提出建議；
- 因應董事會所訂企業方針及目標，檢討及批准管理層的薪酬待遇；
- 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償也須公平合理，不致過多；
- 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償也須合理適當；
- 確保任何董事或其任何聯繫人不得參與釐定他自己的薪酬；及
- 檢討及監察董事及高級管理人員的培訓及持續專業發展。

Corporate Governance Report

企業管治報告

Factors to be considered by the Remuneration and Review Committee for formulation of remuneration package including the remuneration paid by other similar companies, time devoted by a Director, Director's responsibilities, employment terms of other positions in the Group, Director's performance, etc.

The terms of reference of the Remuneration and Review Committee are available on the Company's website.

The Remuneration and Review Committee met once in 2017 to review and approve the Directors' and senior management's remuneration for 2017. At that meeting, the committee approved the individual remuneration packages for Directors and senior management to be paid for 2017.

Remuneration Policy for Directors

Remuneration of Directors is subject to annual assessment and recommendation by the Remuneration and Review Committee to the Board for further review and approval, which subsequently requires approval by the Shareholders at annual general meeting. The primary goal of the remuneration policy on remuneration packages is to enable the Company to retain and motivate executive Directors by linking their compensation with performance as measured against corporate objectives. Under the policy, a Director is not allowed to approve his own remuneration.

The elements of the Company's executive remuneration package include basic compensation (comprising of director's fee) and discretionary bonus without capping. In determining guidelines for each compensating element, the Company refers to remuneration surveys conducted by independent external consultants on companies operating similar businesses.

According to Code B.1.5 of the CG Code, the annual remuneration of the members of the senior management whose particulars are contained in the section headed "Directors, Supervisors and Senior Management" in this annual report for 2017 by band is set out below:

Remuneration band (RMB)

薪酬等級 (人民幣)

0 – 350,000

Number of individuals

人數

7位董事、3位監事及2名高級管理層成員 (不包括擔任董事的高級管理層成員)

薪酬及考核委員會應考慮包括同類公司支付的薪酬、董事須付出的時間及董事職責、集團內其他職位的僱傭條件及表現等因素以釐定董事薪酬。

薪酬及考核委員會的職權範圍載於本公司網址。

薪酬及考核委員會在二零一七年舉行一次會議，檢討並批准董事及高級管理層之二零一七年度酬金，在該次會議內，委員會已批准各董事及高級管理層於二零一七年年度的酬金。

董事之酬金政策

董事之酬金須由薪酬及考核委員會進行年度評估並將其建議於董事會，董事會審議並通過之後再提交股東週年大會經股東批准後始可作實。董事的酬金組合政策，主旨是使本公司董事之酬金及其表現與公司目標掛鉤，有助激勵董事的工作表現及留任。根據該政策，董事不可批准其自身酬金。

本公司董事酬金之主要組成包括基本薪酬 (包括袍金) 及無上限之酌情花紅。於釐定各酬金項目指引時，本公司會參考由獨立外聘顧問對本公司相類似業務之公司所作之酬金調查。

根據企業管治守則中B部1.5條，載於本年報內「董事、監事及高級管理層」分節中之高級管理層成員於二零一七年年之年度薪酬等級如下：

Basic Compensation

The Remuneration and Review Committee annually reviews and approves the basic compensation of each Director in accordance with the Company's remuneration policy. In accordance with the service contracts entered into by the Company and each of the Directors, all Directors have the right to receive fixed basic compensation.

Discretionary Bonus

Under the service contracts between the Company and each of the Directors, the Directors are entitled to a discretionary bonus based on the Company's results and the degree of diligence of each of the Directors. During the year ended 31 December 2017, the Directors did not receive any discretionary bonus.

The amounts paid to each Director of the Company for 2016 and 2017 are disclosed in Note V.39 to the Financial Statements.

Nomination Committee

The Nomination Committee is chaired by Mr. Jiang Hong Qi, an independent non-executive Director, and comprises Mr. Wang An, an executive Director and Mr. Li Tong Ning, an independent non-executive Director, as members. The role of the committee is to make recommendations to the Board on the appointment of Directors, evaluation of Board composition and the management of Board succession with reference to certain guidelines as endorsed by the Nomination Committee. These guidelines include appropriate professional knowledge and industry experience, personal ethics, integrity and personal skills, and time commitments of members. The Nomination Committee carries out the process of selecting and recommending candidates for directorship including the consideration of referrals and engagement of external recruitment professional when necessary. The Nomination Committee met twice in 2017 to discuss the Board structure, size and composition and to evaluate the independence status of the independent non-executive Directors.

基本薪酬

薪酬及考核委員會每年均會根據本公司之酬金政策檢討及批准各董事之基本薪酬。根據本公司與各董事之間所訂立之服務合約，各董事有權獲取固定基本薪酬。

酌情花紅

根據本公司與各董事之間訂立之服務合約，公司董事會可視公司業績及董事盡職情況決定對董事分紅。截至二零一七年十二月三十一日止年度，董事並沒有收取任何酌情花紅。

於二零一六年及二零一七年支付予各董事之酬金詳情請見財務報表附註五、39。

提名委員會

提名委員會由獨立非執行董事姜洪奇先生出任主任，委員包括執行董事王安先生及獨立非執行董事李同寧先生。委員會的角色是，根據委員會認可的若干標準，向董事會就委任董事、評估董事會的組合及董事會成員替換作出建議。有關標準包括董事之適當專業知識及行業經驗、個人操守、誠信及技能，以及付出足夠時間之承諾。提名委員會負責挑選及推薦董事人選，包括考慮經他人推薦的人選及有需要時使用招聘公司的服務。提名委員會在二零一七年舉行二次會議，討論了董事會的架構、人數及組成，並就獨立非執行董事的獨立性進行了評核。

Corporate Governance Report

企業管治報告

As at the date of this report, the Company has adopted a board diversity policy (the “Board Diversity Policy”) which sets out its approach to achieve and maintain diversity on the Board. The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. Below is the summary of the Board Diversity Policy:

Selection of candidates for directorship will be based on a wide range of factors, including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and service term. The Nomination Committee will review the diversity of the Board and report to the Board the composition of the Board members and monitor the implementation of the Board Diversity Policy.

The Nomination Committee considers that the current Board composition has provided the Company with a good balance and diversity of skill and experience appropriate for the business of the Company. The Nomination Committee will review the implementation of the Board Diversity Policy from time to time to ensure its effectiveness on determining the optimal composition of the Board.

The written terms of reference of the Nomination Committee which were revised on 19 March 2014 and 30 August 2017 have been posted on the websites of the Company and the Stock Exchange.

Investor Relations

To enhance the Company’s system of information disclosure, and to ensure the accuracy, completeness and timeliness of the Company’s public disclosures, an Information Disclosure Review Committee, led by the chief financial officer of the Company was established. The Information Disclosure Review Committee is responsible for the establishment of procedures to compile, verify and report the Company’s financial and operational statistics and other information as well as to supervise the drafting and publication of periodic reports.

於本報告日，本公司已採納了董事會成員多元化政策(「董事會成員多元化政策」)，以定出董事會成員多元化的達成及維持方向。本公司確認和認同董事會成員多元化能促進其表現。以下是董事會成員多元化政策的撮要：

在選擇董事人選時，本公司會以一系列多元化範疇為選擇基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期。提名委員會將會檢審董事會成員多元化及向董事會彙報董事會成員的組合併監察董事會成員多元化政策的執行。

提名委員會認為現任董事會架構已為本公司提供良好的平衡及適合本公司業務之多樣技能和經驗。提名委員會會不時檢討董事會成員多元化政策，以確保在選擇最合適董事會架構時的成效。

於二零一四年三月十九日及二零一七年八月三十日經修訂的提名委員會議事規則已於本公司及聯交所網站上載。

與投資者關係

為了進一步完善本公司的信息披露制度，確保公司對外披露信息的準確性、完整性和及時性，本公司建立了由財務總監主持的信息披露檢查委員會。信息披露檢查委員會負責訂立本公司的財務運營數據及其它信息的匯總、核實、上報的程序及定期報告的編寫及發佈的工作。

Corporate Governance Report

企業管治報告

The Company is committed to fair disclosure and comprehensive, transparent reporting. The chairman of the Board is ultimately responsible for ensuring that there is effective communication with investors and that the Board understands the views of the major Shareholders. The chairman therefore makes himself available to meet with the Shareholders for this purpose. On a day-to-day basis, the Board's primary contact with the major Shareholders is through the chief executive officer and the chief financial officer of the Company.

Printed copies of the interim and annual reports are sent to all Shareholders. The most recent annual general meeting was held on 25 May 2017 at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC. The meeting was open to all Shareholders and members of the press and was attended by all substantial Shareholders personally present or by proxy.

As part of a regular programme of investor relations, senior management holds briefings and attends conferences with institutional investors and financial analysts to engage in a two-way communication on the Company's performance and objectives. A wide range of information on the Group's business activities is made available to investors and the public through the website of the Company and the website of the Stock Exchange. Announcements of the interim and annual results are also available on the website of the Company and the website of the Stock Exchange.

In 2017, the Company held 8 meetings and conference calls with analysts and investors at its Yantai and Hong Kong offices. These activities allowed them to have good opportunities to directly communicate with and understand the senior management, operating management and general staff of the Company, as well as to visit different places of business and operations of the Group.

Enquiries to the Board may be made by contacting the company secretary through the Shareholders' hotline or email, or directly by questions at an annual general meeting or a special general meeting of the Company. Questions on the procedures for convening of or putting forward proposals at an annual general meeting or a special general meeting of the Company may also be made to the Company by the same means.

本公司承諾作公正的披露及提供全面而透徹的報告。董事長對於確保與投資者有有效的溝通，並確保董事會明白主要股東的意見最終負責。因此，董事長須為此與股東會面。董事會與主要股東的日常接觸，主要是透過公司行政總裁及財務總監進行。

本公司亦就其中期及年度業績報告發放予所有股東。最近期的股東週年大會於二零一七年五月二十五日，在中國山東省烟台市牟平經濟開發區安德利大街十八號二樓舉行。該會議公開讓所有股東及傳媒參與，會上主要股東均親身或委任代表出席。

由高級行政人員出席與機構投資者及財務分析員的會議，是投資者關係常規項目的一部份，以便就本公司的業績表現及業務目標作雙向溝通。投資者及公眾可登入本公司網址及聯交所網站，瞭解有關本公司各項業務的詳細資料。公佈中期及年度業績的公佈亦可在本公司網址及聯交所網站下載。

二零一七年年，本公司在其烟台及香港辦公室與分析員及投資者共舉行了八次專訪及電話會議，使他們能與本公司高級管理層、運營管理層和基層員工有更直接的溝通和瞭解，並進行實地考察，參觀集團在不同地方的業務及營業地點。

如欲向董事會作出任何查詢，股東可透過股東熱線電話或電郵聯絡公司秘書，或直接於本公司股東週年大會或特別股東大會上直接提問。關於股東召開本公司週年大會或臨時大會及提呈決議案的程序，亦可透過上述途徑向公司查詢。

Corporate Governance Report

企業管治報告

Shareholders' Rights

Procedures for Shareholders to Convene a Special General Meeting ("SGM")

Shareholders requesting the convening of a SGM shall proceed in accordance with the procedures set forth below:

The Shareholders individually or jointly holding over 10% of the Company's shares with the voting power at the proposed meeting have the right to request the Board to hold the SGM or a class meeting in writing. According to laws, administrative regulations and the Articles of Association, the Board shall give written feedback to agree or disagree to hold the SGM within 10 days after receiving the request.

If the Board agrees to hold the SGM, a meeting notice shall be given within 5 days after the Board makes such a resolution. Changes to the original proposal in the notice shall be approved by relevant Shareholders.

If the Board disagrees to hold the SGM or fails to give feedback within 10 days after receiving the request, the Shareholders individually or jointly holding over 10% of the Company's shares have the right to request the Supervisory Committee to hold the SGM in writing.

If the Supervisory Committee agrees to hold the SGM, a meeting notice shall be given within 5 days after receiving the request. Changes to the original proposal in the notice shall be approved by relevant Shareholders.

If the Supervisory Committee fails to give the notice of the SGM within the specified period, it shall be deemed that the Supervisory Committee does not convene or preside over the general meeting. The shareholders individually or jointly holding over 10% of the Company's shares for more than 90 consecutive days may convene and preside over the SGM by themselves.

Necessary expenses of the general meeting held by the Supervisory Committee or Shareholders by themselves shall be born by the Company.

股東權益

股東召開臨時股東大會(「臨時股東大會」)之程序

股東要求召集臨時股東大會，應當按照下列程式辦理：

單獨或者合計持有公司在該擬舉行的會議上有表決權的10%以上股份的股東有權向董事會請求召開臨時股東大會或類別股東會，並應當以書面形式向董事會提出。董事會應當根據法律、行政法規和公司章程的規定，在收到請求後10日內提出同意或不同意召開臨時股東大會的書面回饋意見。

如董事會同意召開臨時股東大會，應當在作出董事會決議後的5日內發出召開股東大會的通知，通知中對原請求的變更，應當徵得相關股東的同意。

董事會不同意召開臨時股東大會，或者在收到請求後10日內未作出書面回饋的，單獨或者合計持有公司10%以上股份的股東有權向監事會提議召開臨時股東大會，並應當以書面形式向監事會提出請求。

如監事會同意召開臨時股東大會，應在收到請求5日內發出召開股東大會的通知，通知中對原提案的變更，應當徵得相關股東的同意。

監事會未在規定期限內發出股東大會通知的，視為監事會不召集和主持股東大會，連續90日以上單獨或者合計持有公司10%以上股份的股東可以自行召集和主持。

監事會或股東自行召集的股東大會，會議所必需的費用由本公司承擔。

Corporate Governance Report

企業管治報告

Procedures for Shareholders to Put Forward Proposals at a General Meeting

When the Company holds the general meeting, the Board, the Supervisory Committee and the Shareholders individually or jointly holding over 3% of the shares of the Company have the right to submit proposals to the Company. Shareholders individually or jointly holding over 3% of the shares of the Company may put forward interim proposal and submit to the convener in writing 10 days before the SGM.

Procedures for Shareholders to Propose a Person for Election as a Director

With regard to the procedures for proposing a person for election as a Director, please refer to the procedures posted on 2 April 2012 under the Investor Relation section of Company's website at www.andre.com.cn.

Procedures for Directing Shareholders' Enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the company secretary whose contact details are as follows:

Unit A, 10/F, Winsan Tower,
98 Thomson Road, Wanchai, Hong Kong
Fax: (852) 2587 9166
Email: andrehk@northandre.com

Shareholders may also make enquiries with the Board at the general meetings of the Company.

Change in Constitutional Documents

With the approval of all the relevant PRC regulatory authorities and the Board, the amendments to the Articles of Association took effect on 1 November 2017 to reflect:

- i) the amendments required for the application for allotment and issue of A shares in the Shanghai Stock Exchange;
- ii) change in business scope; and
- iii) the share cancellation due to shares repurchases occurred in June 2017.

Details of which are set out in the circular of the Company dated 9 October 2017. An updated version of the Articles of Association is available on the websites of the Company and the Stock Exchange.

於股東大會上提呈議案之程序

公司召開股東大會，董事會、監事會以及單獨或者合併持有公司3%以上股份的股東，有權向公司提出提案。單獨或者合計持有公司3%以上股份的股東，可以在臨時股東大會召開10日前提出臨時提案並書面提交召集人。

股東推選某人參選董事之程序

有關推選某人參選董事之程序，請瀏覽本公司網站www.andre.com.cn投資者關係一節於二零一二年四月二日登載之程序。

股東向董事會作出查詢之程序

股東可隨時透過公司秘書以書面形式將其查詢及問題遞交董事會。公司秘書之聯絡詳情如下：

香港灣仔譚臣道98號
運盛大廈10字樓A室
傳真：(852) 2587 9166
電郵：andrehk@northandre.com

股東亦可在本公司之股東大會上向董事會作出查詢。

憲法文件之變更

經中國相關監管機關及董事會批准，公司章程之修訂於二零一七年十一月一日生效，以反映：

- i) 因申請於上海交易所發行A股之相關修改；
- ii) 修訂經營範圍；及
- iii) 於二零一七年六月份股份回購而導致股份註銷的變更。

相關詳情請參閱本公司於二零一七年十月九日所刊載之通函。公司章程之更新版本可於本公司及聯交所網頁查閱。

Report of Directors

董事會報告

The Directors are pleased to present and submit the annual report together with the audited financial statements of the Group for the year ended 31 December 2017.

Principal Activities

The principal activities of the Group are manufacturing and sale of apple juice concentrate, pear juice concentrate, bio-feedstuff and related products. The principal activities of the Company's subsidiaries are set out in Note VII to the Financial Statements.

Subsidiaries

Particulars of the subsidiaries of the Company as at 31 December 2017 are set out in Notes VII to the Financial Statements respectively.

Results

The results and financial status of the Group for the year ended 31 December 2017 are set out in pages 83 to 248 of this annual report.

Five-Year Financial Highlights

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 4 to 5 of this annual report.

Risks and Uncertainties

Principal risks and uncertainties that the Company may face have been disclosed in the section headed "Chairman's Statement" of this annual report. In addition, details of the Group's financial risk management are disclosed in note VIII to the Financial Statements.

Major Customers and Suppliers

In the reporting period, the Group mainly exported products to the US market, Japanese market and European market, and has gradually expanded markets in other countries. The sales attributable to the top five customers of the Group accounted for about 31.80% of the Group's total turnover and sales to the largest customer included therein amounted to about 9.60%.

董事會欣然提呈二零一七年年報及本集團截至二零一七年十二月三十一日止年度經審核財務報表。

主要業務

本集團主要從事生產及銷售濃縮蘋果汁、濃縮梨汁、生物飼料及相關產品，本公司附屬公司之主要業務詳情載於財務報表附註七。

附屬公司

於二零一七年十二月三十一日本公司之附屬公司權益之詳情分別列載於財務報表附註七。

業績

本集團截至二零一七年十二月三十一日止年度的業績及財務狀況載於本年報第83頁至第248頁。

五年財務摘要

過去五個財政年度本集團業績及資產和負債摘要列載於本年報第4頁至第5頁。

風險及不確定性

本公司可能面對之主要風險及不確定性於本年報「董事長報告書」一節中披露。此外，本集團之財務風險管理詳情披露於財務報表附註八。

主要客戶與供應商

於本報告期內，本集團的產品主要是銷往美國市場、日本市場和歐洲市場，且已逐步開拓了其他國家的市場。本集團向五大客戶的銷售額佔本集團營業額約31.80%。本集團向最大客戶的銷售額佔本集團營業額約9.60%。

Purchases from the Group's top five largest suppliers accounted for about 9.33% of total purchases for the year. The largest supplier accounted for about 2.64% of the total purchases of the Group for the year.

None of the Directors, supervisors, their respective associates or any Shareholders which, to the knowledge of the Directors, own more than 5% of the Company's issued share capital had any interest in the top five largest suppliers or customers of the Group.

Dividends

The Board has resolved to recommend a final dividend of approximately RMB35,800,000 (inclusive of tax), or RMB0.10 per share for 2017. This proposed dividend will be distributed first from the balance of the profit of the Group for distribution to the Shareholders generated in or before 2007. Any insufficiency will be distributed from the profit for distribution to the Shareholders generated in or after 2008. The proposal to declare and pay this final dividend will be submitted to the Shareholders at the forthcoming annual general meeting to be held on 26 June 2018. Final dividend for domestic shares will be distributed and paid in Renminbi whereas dividend for H Shares will be declared in Renminbi and paid in Hong Kong dollars. The final dividend will be paid to those Shareholders whose names appear on the Company's register of members at the close of business on 10 July 2018 (the "Record Date"). To determine the identity of the Shareholders entitled to receive the final dividend, the register of holders of H Shares will be closed from 3 July 2018 to 10 July 2018 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share Registrar, Tricor Tengis Limited at 22/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 29 June 2018. The final dividend is expected to be distributed on 22 August 2018.

本集團從五大供應商的採購約佔全年總採購金額的9.33%。同期，本集團最大的供應商約佔總採購金額的2.64%。

就董事所知概無董事、監事、他們各自的聯繫人士或任何擁有超過本公司已發行股本5%以上的股東，於本集團五大客戶或供應商中擁有權益。

股利

董事會提議案派付二零一七年年末末期股息約人民幣35,800,000元(含稅)或每股人民幣0.10元。本次提議股利分配所需之利潤源自本集團二零零七年及以前年度所實現的可供本公司股東分配之利潤餘額，如有不足金額部份，將由二零零八年及以後年度實現的可供本公司股東分配之利潤彌補。宣告和支付末期股息的建議將於二零一八年六月二十六日召開的股東週年大會上提呈予本公司之股東。內資股的末期股息將以人民幣派發並支付，而H股的末期股息將以人民幣宣告並以港幣支付。末期股息將派發於二零一八年七月十日(「記錄日期」)結束辦公時名列本公司股東名冊之股東。為了確定享有末期股息的股東身份，本公司將於二零一八年七月三日至二零一八年七月十日止(首尾兩日包括在內)暫停辦理H股登記手續，期間將不會登記H股過戶。為符合收取末期股息，所有H股過戶文件連同有關股票及過戶表格，務必於二零一八年六月二十九日下午四時半前送達本公司之H股股份過戶登記處卓佳登捷時有限公司作出登記，地址為香港灣仔皇后大道東183號合和中心22樓。末期股息預期將於二零一八年八月二十二日派付。

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Pursuant to the Corporate Income Tax Law of the PRC and its implementing regulations (collectively referred to as the “Corporate Income Tax Law”) which took effect on 1 January 2008, the tax rate of the corporate income tax applicable to the income of non-resident enterprise deriving from PRC is 10%. Pursuant to the Corporate Income Tax Law, any Chinese domestic enterprise (including the Company) which pays dividend to a non-resident enterprise shareholder shall withhold and remit corporate income tax at 10% on behalf of such shareholder. At the same time, pursuant to the provisions of the Preferential Policy on Profit Earned by Foreign Investors from Foreign Investment Enterprises in the Circular of the Ministry of Finance and the State Administration of Taxation Concerning Several Preferential Policies Relevant to Corporate Income Tax, any profit accumulated and not yet distributed before 1 January 2008 by foreign investment enterprise when distributed to non-resident enterprise in or after 2008, will be exempted from corporate income tax. Any dividend distributed to non-resident enterprises from profit accumulated since 2008 by foreign investment enterprise will be subject to corporate income tax.

Pursuant to the Notice on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 45 (No. 348, Guo Shui Han [2011]), where the non-resident individual shareholders obtain dividend and bonuses from the shares issued in Hong Kong by non-foreign-invested enterprise, individual income tax shall be withheld and remitted by the withholding agent according to the domain of “interest, dividends and bonuses”. The non-resident individual shareholders of domestic non-foreign-invested enterprise which issued shares in Hong Kong, shall enjoy the taxation preferences in accordance with the agreements between countries of their origins and China and the regulation on taxation arrangement between the Mainland and Hong Kong (Macau). The related tax rate of dividend as provided by taxation agreement is generally at a rate of 10%. In order to simplify the collection and management of taxation, the individual income tax with a rate of 10% in general will be withheld when dividend is paid by the domestic non-foreign-invested enterprise which issued shares in Hong Kong without making applications. Where the dividend tax rate is not 10%, it

根據二零零八年一月一日生效之《中華人民共和國企業所得稅法》及其實施條例(合稱《企業所得稅法》)，非居民企業源自中國境內所得收入適用企業所得稅稅率為10%。根據企業所得稅法的任何中國內地企業(包括本公司)向非居民企業股東派發股息，須扣除並代繳10%之企業所得稅。同時，依據財政部、國家稅務總局《關於企業所得稅若干優惠政策的通知》中「外國投資者從外商投資企業取得利潤的優惠政策」規定，二零零八年一月一日之前外商投資企業形成的累積未分配利潤，在二零零八年以後分配給非居民企業的，免徵企業所得稅；二零零八年及以後年度外商投資企業新增利潤分配給非居民企業的，依法繳納企業所得稅。

根據《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)的規定，境外居民個人股東從境內非外商投資企業在香港發行股票取得的股息紅利所得，應按照「利息、股息、紅利所得」專案，由扣繳義務人依法代扣代繳個人所得稅。境內非外商投資企業在香港發行股票，其境外居民個人股東根據其居民身份所屬國家與中國簽署的稅收協定及內地和香港(澳門)間稅收安排的規定，享受相關稅收優惠。根據相關稅收協定及稅收安排規定的相關股息稅率一般為10%，為簡化稅收徵管，在香港發行股票的境內非外商投資企業派發股息紅利時，一般可按10%稅率扣繳個人所得稅，無需辦理申請事宜。對股息稅率不屬10%的情況，按以下規定辦理：(1)低於10%稅率的協定國家居民，扣繳義務人可代為辦理享受有關協定待遇申請，經主管

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will be handled according to the following requirements: (1) for residents of countries which have entered into an agreement with China in respect of a tax rate lower than 10%, the withholding agent may apply for the relevant entitlements hereunder on their behalf. Upon examination and approval by the competent tax authorities, the additional amount of tax withheld will be refunded; (2) for residents of countries which have entered into an agreement with China in respect of a tax rate of 10% or more but less than 20%, the withholding agent shall withhold individual income tax at the agreed tax rate when distributing dividends or bonuses, and no application for approval is needed; (3) for residents of a country or which has not entered into any tax treaties with the PRC and in any other circumstances, the withholding agent shall withhold individual income tax at the tax rate of 20% when distributing dividends and bonuses.

Pursuant to the Notice of Withholding and Payment of Enterprise Income Tax Regarding China Resident Enterprise Paying Dividend to Non-Resident Enterprise Holders of Overseas H-Share (No. 897, Guo Shui Han[2008]) issued by the State Administration of Taxation, any domestic enterprise of PRC which pays dividends to non-resident enterprise shareholders (as defined in the Tax Law) for the year of 2008 and subsequent years shall withhold and remit enterprise income tax at the tax rate of 10%.

For this purpose, any H shares of the Company registered under the name of non-natural persons in the H share register of members of the Company on 29 June 2018 (Friday), including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as non-resident enterprise Shareholders.

The Company anticipates that all the proposed dividend will be distributed from the balance of the profit of the Group for distribution to the Shareholders generated in or before 2007. Pursuant to the preferential policy of the Corporate Income Tax Law, the Company currently proposes not to withhold 10% corporate income tax and to distribute the final dividend to such non-resident enterprise Shareholders at gross amount before corporate income tax. This arrangement is conditional upon obtaining the final approval from the relevant tax authority. If the Company cannot obtain final approval from the relevant tax authorities regarding the exemption of corporate income tax for non-resident enterprise Shareholders

稅務機關審核批准後，對多扣繳稅款予以退還；(2)高於10%低於20%稅率的協定國家居民，扣繳義務人派發股息紅利時應按協定實際稅率扣繳個人所得稅，無需辦理申請審批事宜；(3)沒有稅收協定國家居民及其他情況，扣繳義務人派發股息紅利時應按20%扣繳個人所得稅。

根據國家稅務總局《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)的規定，中國居民企業向境外H股非居民企業股東派發二零零八年及以後年度股息時，統一按10%的稅率代扣代繳企業所得稅。

就此而言，本公司對於截止於二零一八年六月二十九日(星期五)於本公司H股股東名冊上以非自然人名義登記之任何H股股東，包括以香港中央結算(代理人)有限公司、其他代理人、受托人或其他集團及組織之名義登記者，將被視為非居民企業股東。

本公司預計本次股利分配之利潤來源將全部為二零零七年及以前年度所實現的利潤，故本公司目前計劃按企業所得稅法之優惠政策規定免予扣繳10%之企業所得稅，並按含稅金額向有關非居民企業股東派發末期股息。以上決定之執行將以本公司最終取得當地稅務機關的批復為準。倘若本公司未能取得上述非居民企業之企業所得稅豁免，本公司將會按企業所得稅法之規定於扣繳10%之企業所得稅後方向有關非居民企業股東派發末期股息。至於持

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as mentioned above, the Company will distribute the final dividend to such non-resident enterprise Shareholders after withholding corporate income tax of 10% as required by the Corporate Income Tax Law. Individual Shareholders who hold the H shares and whose names appear on the register of members of H shares (the "Individual H Shareholders") shall pay individual income tax at a tax rate of 10% upon their receipt of the dividends from the Company, which shall be withheld and remitted by the Company on behalf of the Individual H Shareholders.

Shareholders are recommended to consult their taxation advisors for advice on the PRC, Hong Kong and other tax effects with respect to the holding and disposing of H shares.

The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding and remitting.

Share Capital

The change(s) in share capital of the Company is set out in Note V.22 to the Financial Statements.

Reserves

The change(s) in reserves of the Company during the reporting period is set out in the statement of changes in Shareholders' equity of the Group and the Company in the Financial Statements.

The distributable reserves of the Company as at 31 December 2017 amounted to approximately RMB340,496,000 (2016: approximately RMB347,050,000).

Property, Plant and Equipment

During the reporting period, the Group incurred approximately RMB10,672,000 mainly for expanding the production line, renovation of plant and acquisition of equipment.

The change(s) of property, plant and equipment of the Group during the reporting period is set out in Note V.10 to the Financial Statements.

有本公司H股並名列本公司H股股東名冊之個人股東(「H股個人股東」)從本公司取得的股息、紅利所得，應當繳納10%的個人所得稅，並由本公司以H股個人股東的名義進行代扣代繳。

股東須向彼等的稅務顧問諮詢有關擁有及處置H股所涉及的中國、香港及其他稅務影響的意見。

對於任何因股東身份未能及時確定或錯誤確定情況而提出之任何要求或對代扣代繳安排之爭議，本公司概不負責。

股本

本公司股本於本年內之變動詳情載於財務報表附註五、22。

儲備

本公司儲備於報告期內之變動詳情載於財務報表中的本集團及本公司股東權益變動表。

於二零一七年十二月三十一日，本公司可分派予本公司股東之儲備金額約為人民幣340,496,000元(二零一六年：約人民幣347,050,000)。

物業、廠房及設備

於報告期內，本集團支出了大約人民幣10,672,000元用於擴建生產線、修建廠房及購買設備。

本集團物業、廠房及設備於報告期內之變動詳情載於財務報表附註五、10。

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Articles of Association or the PRC laws and regulations which oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

Purchase, Sale or Redemption of Shares

During June 2017, the Company repurchased a total of 10,000,000 H shares with par value of RMB1.00 each on the Stock Exchange at prices ranging from HK\$4.34 to HK\$5.33 per H share, for a total consideration of HK\$45,793,341 (including the consideration for shares repurchase, stamp duty and commission).

Directors believe that through repurchase of shares, earnings per share and asset value per share will increase, which in turn will improve the Company's capital structure and Shareholders' equity.

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed shares during the year ended 31 December 2017.

Directors' and Supervisors' Rights to Acquire Shares or Debentures

None of the Directors or Supervisors or their respective associates was granted by the Company or its subsidiaries any right to acquire shares or debentures of the Company or any other body corporate, or had exercised any such right during the year ended 31 December 2017.

優先認購權

公司章程或中國法例法規並無訂明本公司須按比例向現有股東發售新股的優先認購權條文。

購買、出售或購回股份

於二零一七年六月，本公司於聯交所購回共10,000,000股每股人民幣1.00元面值之H股，每H股之回購價為4.34至5.33港元，總回購價為45,793,341港元(包括回購股票、對價印花稅及佣金)。

董事相信通過股票回購增加每股盈利水平，提高資產收益率，有利於改善公司資本結構和提升股東權益。

除上述披露外，截至二零一七年十二月三十一日止年度，本公司或其任何附屬公司概無購入、出售或購回本公司任何股份。

董事及監事購入股份或債權證的權利

本公司或其附屬公司概無授出任何權利，以致董事或監事或彼等各自的聯繫人可藉購入本公司或任何其他法人團體的股份或債權證而獲益，而彼等於截至二零一七年十二月三十一日止年度亦無行使任何該等權利。

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Material Acquisitions and Disposals During the Year

On 11 December 2017, the Company entered into an equity transfer agreement with Shandong Jinye and Andre Juice Co., Ltd., a wholly-owned subsidiary of the Company, entered into another equity transfer agreement with Shandong Jinye. Pursuant to the agreements, Shandong Jinye agreed to acquire from each of the Company and Andre Juice Co., Ltd., and the Company and Andre Juice Co., Ltd. each agreed to sell, their respective 75% and 25% equity interest in Binzhou Andre at a total consideration of RMB84,800,000 (equivalent to HKD99,996,160). The sale of 100% equity interest in Binzhou Andre was completed on 21 December 2017. The Group no longer held any equity interest in Binzhou Andre. Binzhou Andre ceased to be accounted for as a subsidiary of the Company and its operating results were no longer be consolidated into the financial statements of the Company.

Saved as disclosed above, no material acquisitions or disposals of subsidiaries, associated companies or joint venture companies have been made by the Company during the year ended 31 December 2017.

Significant Investments

Except as disclosed in Notes V.2, 8 and 9 to the Financial Statements, no significant investment was held by the Group as at 31 December 2017. The Group does not hold any significant securities investments as part of its asset portfolio.

Proposed Issuance of A Shares

To satisfied the production and operation need of the Company and to strike for further development, the Company proposed financing in the domestic stock market in China.

年內重大收購及出售

於二零一七年十二月十一日，本公司與山東錦業訂立一份股權轉讓協議及本公司全資附屬公司安德利果汁有限公司與山東錦業訂立另一份股權轉讓協議。根據該等協議，山東錦業已同意分別向本公司及安德利果汁有限公司收購，本公司及安德利果汁有限公司已分別同意出售其於濱州安德利的75%和25%的股權，代價共為人民幣84,800,000元(相當於約99,996,160港元)。出售濱州安德利之100%股權已於二零一七年十二月二十一日完成。本集團不再持有濱州安德利的股權。濱州安德利不再作為本公司的附屬公司入賬，其運營業績不再綜合計入本公司的財務報表。

除上述披露者外，截至二零一七年十二月三十一日止年度，本公司概無對附屬公司、聯營公司或合營企業進行重大收購或出售。

重大投資

除於財務報表附註五、2、8和9所披露以外，於二零一七年十二月三十一日，本集團概無持有重大投資。本集團未持有重大證券投資作為其資產組合一部分。

建議發行A股

為滿足本公司生產經營的需要，謀求更大發展，本公司擬在國內股票市場進行融資。

At the Board meeting on 30 August 2017, the Company proposed to apply to the relevant regulatory authorities in the PRC for the allotment and issuance of not more than 20,000,000 A Shares with a nominal value of RMB1.00 each to natural persons, legal persons and other institutional investors, who maintain A share accounts with the Shanghai Stock Exchange (except those prohibited by the PRC laws and regulations and other regulatory requirements to which the Company is subject to), and apply to the Shanghai Stock Exchange for the listing of, and permission to deal in, the A Shares.

The special resolution for issuance of A shares was approved by the Shareholders in the special general meeting and class meetings of the Company held on 1 November 2017. Such issuance is subject to the approval by CSRC.

Employment and Remuneration Policy

For the year ended 31 December 2017, the Group had an average of 1,033 employees (2016: 1,057 employees). Staff costs including directors' remuneration for the years ended 31 December 2017 and 31 December 2016 were approximately RMB54,795,000 and approximately RMB54,401,000, respectively. Details of the emoluments of the Directors and supervisors and the top five highest paid individuals of the Group are set out in Notes V.39 and 40 to the Financial Statements. The Group's employment and remuneration policies remained unchanged from those described in the prospectus of the Company dated 11 April 2003. The salaries and benefits of employees of the Group are kept at a competitive level and employees are rewarded on a performance related basis within the general framework of the Group's salary and bonus system which is reviewed annually. A wide range of benefits, including statutory compulsory welfare plans, are also provided to the employees.

Retirement Fund Scheme

The retirement fund scheme is set out in Note V.18 to the Financial Statements.

於二零一七年八月三十日舉行的董事會會議上，本公司建議向中國相關監管機構申請向在上海證券交易所開設A股賬戶的自然人、法人及其他機構投資者(中國法律及法規及本公司須遵守的其他監管要求所禁止者除外)配發及發行不多於20,000,000股每股面值人民幣1.00元的A股，並申請使A股在上海證券交易所上市及買賣。

發行A股已由股東於二零一七年十一月一日所舉行的本公司臨時股東大會及類別股東於類別股東大會上以特別決議案批准，待中國證監會批准後，方可作實。

僱員及薪酬政策

截至二零一七年十二月三十一日止年度，本集團平均僱用1,033員工(二零一六年：1,057名)。截至二零一七年及二零一六年十二月三十一日止年度之員工成本(包括董事酬金)分別約為人民幣54,795,000元及約人民幣54,401,000元。本公司之董事和監事及本集團之五名最高薪酬人士之薪酬詳情載於財務報表附註五、39及40。本集團僱用及薪酬政策保持與本集團於二零零三年四月十一日的售股章程所述者不變。本集團僱員之薪金及福利維持於具競爭力水準，而僱員之薪酬及福利根據本集團之薪金及花紅制度按僱員表現每年檢討釐定。本集團向僱員提供多種福利(包括法定強制性福利計劃)。

退休金計劃

本公司退休金計劃詳情載於財務報表附註五、18。

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Directors and Supervisors

During the year 2017 and up to the date of this report, the Directors and Supervisors were as follows:

Executive Directors: Wang An, Zhang Hui and Wang Yan Hui

Non-executive Director: Liu Tsung-Yi

Independent non-executive Directors: Jiang Hong Qi, Li Wei and Li Tong Ning

Supervisors: Dai Li Ying, Wang Zhi Wu and Wang Chun Tang

Directors' and Supervisors' Service Contracts

Each of the Directors and Supervisors has entered into a service contract with the Company. None of the Directors or Supervisors has an unexpired service contract which is not terminable by the Company or its subsidiaries within a year without payment of any compensation (other than statutory compensation).

Independence of Independent Non-executive Directors

The Company confirms that the Company has received written independence status confirmation from all independent non-executive Directors in accordance with Rule 3.13 of the Listing Rules. All independent non-executive Directors are considered as independent.

董事及監事

於二零一七年及截至本報告日期，本公司之董事及監事如下：

執行董事：王安、張輝及王艷輝

非執行董事：劉宗宜

獨立非執行董事：姜洪奇、李煒及李同寧

監事：戴利英、王志武及王春堂

董事及監事之服務合約

各董事及監事均與本公司簽訂服務合約。董事或監事概無訂立本公司或其附屬公司不可與一年內免付賠償(法定賠償除外)而予以終止之未屆滿服務合約。

獨立非執行董事之獨立性

本公司確認已根據上市規則第3.13條向本公司各獨立非執行董事收取獨立地位確認書，而全體獨立非執行董事均被認為獨立。

Change of Directors, Supervisors and Senior Management

There were no material changes to the Directors, Supervisors and senior management of the Company for the year ended 31 December 2017.

Management Contracts

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

Permitted Indemnity Provision

At no time during the financial year, there was or is, any permitted indemnity provision being in force for the benefit of any of the directors of the Company (whether made by the Company or otherwise) or an associated company (if made by the company).

Connected Transactions

Continuing connected transactions

- On 29 September 2015, the Company entered into a framework agreement with Yantai Andre Pectin Co., Ltd. (“Andre Pectin”) for the sale of pomace and juice products to Andre Pectin and determined the annual caps for the sale of pomace and juice products for the three years ending 31 December 2018. The framework agreement took effect on 1 January 2016 and will expire on 31 December 2018. On 19 January 2016, the Company entered into a supplemental agreement (the “Supplemental Agreement”) with Andre Pectin to revise the annual caps for 2016, 2017 and 2018 under the framework agreement.

董事、監事及高級管理人員變動

截至二零一七年十二月三十一日止年度本公司董事、監事及高級管理人員並無重大變動。

管理合約

於本報告期內，概無有關管理及經營本公司全部或任何重大部份業務之合約簽訂或存在。

獲準許彌償條文

在財政年度內任何時間，均未曾經有或現有生效的任何獲準許彌償條文惠及本公司的董事（不論是否由本公司或其他訂立）或本公司之有聯繫公司的任何董事（如由本公司訂立）。

關連交易

持續關連交易

- 於二零一五年九月二十九日，本公司與烟台安德利果膠股份有限公司（「安德利果膠」）訂立一份銷售果渣及果汁產品予安德利果膠的框架協議並確定了截至二零一八年十二月三十一日止三年銷售果渣及果汁產品的年度上限。框架協議於二零一六年一月一日生效，並將於二零一八年十二月三十一日屆滿。於二零一六年一月十九日，本公司與安德利果膠訂立補充協議（「補充協議」），修訂框架協議項下二零一六年、二零一七年及二零一八年的年度上限。

Report of Directors

董事會報告

As of the date of signing the above Supplemental Agreement, Andre Pectin was an associate (as defined under the Listing Rules) of Andre Group, which was a substantial Shareholder and controlled 47.37% interest in Andre Pectin. Andre Pectin was also an associate of Mr. Wang An, who is a Director and indirectly controlled 47.37% interest in Andre Pectin through his 90% interest in Andre Group. Therefore, Andre Pectin was a connected person of the Company and the sale of pomace and juice products by the Company to Andre Pectin as contemplated under the framework agreement and the Supplemental Agreement constituted continuing connected transactions under the Listing Rules. As each of the applicable percentage ratios was more than 0.1% but less than 5%, the transactions under the framework agreement and the revised annual caps for 2016, 2017 and 2018 under the Supplemental Agreement are only subject to the reporting, announcement and annual review requirements but are exempt from the independent Shareholders' approval requirement under the Listing Rules. The Company has complied with the applicable disclosure requirements in accordance with the Listing Rules.

Under the terms of the framework agreement, prices of products to be supplied by the Company shall be determined according to (i) the Market Price (as defined below); and (ii) the Historical Price (as defined below), whichever is higher.

"Market Price" shall be determined in accordance with the following orders: (1) the prevailing price being charged by independent third parties under ordinary course of business for the sales of the same type of products at the selling places or its nearby regions; or (2) the prevailing price being charged by independent third parties under ordinary course of business for the sales of the same type of products in the PRC.

"Historical Price" shall be the average price of all transactions of similar products with independent third parties conducted within the preceding three months as recorded on a transaction record sheet which shall be monitored and maintained by the sales department of the Company.

於簽署上述補充協議之日，安德利果膠為安德利集團的聯繫人士（根據上市規則之定義），安德利集團為本公司的主要股東，控制安德利果膠47.37%權益；安德利果膠亦為本公司董事王安先生的聯繫人士，王安先生透過其於安德利集團的90%權益間接控制安德利果膠47.37%權益。因此，安德利果膠為本公司的關連人士，根據上市規則，本公司根據框架協議及補充協議銷售果渣及果汁產品予安德利果膠乃持續關連交易。由於適用的各項百分比率均高於0.1%但低於5%，框架協議項下的交易和補充協議項下經修訂的二零一六年、二零一七年及二零一八年的年度上限僅須遵守上市規則下的申報、公佈和年度審核的規定而獲豁免遵守獨立股東批准的規定。本公司已符合上市規則的有關披露要求。

根據框架協議之條款，本公司將予供應產品的價格應根據 (i) 市場價（定義見下文）；及 (ii) 歷史價格（定義見下文）（以較高者為準）釐定。

「市場價」須按照下列順序依次確定：(1) 該類產品的銷售地或其附近地區在正常商業情況下銷售該類產品的獨立第三方當時收取的價格；或 (2) 在中國正常商業情況下銷售該類產品的獨立第三方當時收取的價格。

「歷史價格」指本公司銷售部門監管及存置的交易記錄表所載與獨立第三方連續三個月內進行類似產品所有交易的平均價格。

The revised annual caps were determined based on the internal estimation of the supply of raw materials in the PRC market and the increase in production of pomace products by the Group. The annual cap for the year ended 31 December 2017 was RMB41,000,000. The actual sale of pomace and other products by the Group to Andre Pectin for the year ended 31 December 2017 was RMB37,679,912 and are subject to annual review requirements under the Listing Rules.

- II. On 12 March 2015, the Company entered into a product purchase framework agreement with President Enterprises (China) Investment Co., Ltd. (“President”), whereby President agreed to purchase and the Company agreed to supply the Company’s products (including but not limited to different kinds of juice) and provide related warehousing service to President and determined the annual caps for the three financial years ending 31 December 2017.

As at the date of signing the agreement, President held 16.29% of the total issued share capital of the Company. Under the Listing Rules, President was a substantial Shareholder and thus was a connected person of the Company. Therefore, the transactions contemplated under the product purchase framework agreement between the Group and President constituted continuing connected transactions of the Company. As an applicable percentage ratio in respect of the annual caps under the product purchase framework agreement (other than the profit ratio) exceeded 5%, the transactions contemplated under the product purchase framework agreement constituted non-exempt continuing connected transactions under the Listing Rules and were subject to the requirements of reporting, announcement, independent Shareholders’ approval and annual review under the Listing Rules.

Under the product purchase framework agreement, the prices of products to be supplied by the Company shall be determined according to (i) the Market Price (as defined below); and (ii) the Historical Price (as defined below), whichever is higher.

經修訂年度上限是根據中國市場的原料果供應量和增加果渣產品生產的內部估計而釐定。截至二零一七年十二月三十一日止年度之年度上限為人民幣41,000,000元。截至二零一七年十二月三十一日止年度之本集團售予安德利果膠之果渣等產品銷售實際金額為人民幣37,679,912元，根據上市規則，此交易並須接受週年審閱。

- II. 於二零一五年三月十二日，本公司與統一企業中國投資有限公司（「統一」）訂立產品採購框架協議，據此統一同意採購且本公司同意供應本公司的產品（包括但不限於各類果汁）及提供相關倉存服務，並確定了截至二零一七年十二月三十一日止三個財政年度的產品採購上限。

於訂立協議日，統一持有本公司已發行總股本的16.29%，根據上市規則，統一乃本公司的主要股東，故為本公司的關連人士。因此，本集團與統一之間根據產品採購框架協議項下的交易構成本公司的持續關連交易。由於產品採購框架協議項下的年度上限的一項適用百分比率（盈利比率除外）超逾5%，故產品採購框架協議項下擬進行的交易構成上市規則下的非豁免持續關連交易，並須遵守上市規則項下的申報、公佈、尋求獨立股東批准及年度審閱的規定。

根據產品採購框架協議，本公司供應各項產品的價格，須按(i)市場價（定義見下文）；及(ii)歷史價格（定義見下文）（以較高者為準）釐定。

Report of Directors

董事會報告

“Market Price” shall be determined in accordance with the following orders: (1) the prevailing price being charged by independent third parties under ordinary course of business for the sales of the same type of products at the selling places or its nearby regions; or (2) the prevailing price being charged by independent third parties under ordinary course of business for the sales of the same type of products in the PRC.

“Historical Price” shall be the average price of all transactions of similar products with independent third parties conducted within the preceding three months as recorded on a transaction record sheet which shall be monitored and maintained by the sales department of the Company.

Upon receipt of a sales order of the products, the sales department of the Company and its designated persons will ascertain the pricing offered by other independent third parties, generally by way of, obtaining quotation for a comparable volume and similar products from at least two independent third parties via emails, fax or phone and tenders by publishing tender notice via various media resources (for instance, the local newspapers), and take average of such quotation as the Market Price. They will also refer to the Historical Price as recorded on the updated transaction record sheet. Then they will take the higher of the Market Price and the Historical Price as selling price of the relevant sales order. The selling price of each major category of products will be reviewed upon receipt of a sales order of such products and be approved by the head of the sales department of the Company.

The annual transaction caps were determined with reference to the historical amount with President, the estimated increase in the sales volume of the Company’s pear juice concentrate to President and the expected increase in the prevailing market prices of the Company’s products due to the increase in the costs for the production of the Company’s products, such as the raw materials and labour costs. The annual caps for the three financial years ending 31 December 2017 are RMB86,000,000, RMB95,000,000 and RMB105,000,000 respectively.

「市場價」須按照下列順序依次確定：(1)該類產品的銷售地或其附近地區在正常商業情況下銷售該類產品的獨立第三方當時收取的價格；或(2)在中國正常商業情況下銷售該類產品的獨立第三方當時收取的價格。

「歷史價格」指本公司銷售部門監管及存置的交易記錄表所載與獨立第三方連續三個月內進行類似產品所有交易的平均價格。

於收到產品銷售訂單後，本公司銷售部門及其指定人士將確定其他第三方提供的價格，通常透過郵件、傳真或電話從至少兩名獨立第三方獲得可比較數量及類似產品的報價，並透過各種媒體資源(如當地報刊)發佈招標公告進行招標，從而將該報價平均值作為市場價。彼等將參考經更新交易記錄表所載歷史價格。隨後，彼等將在市場價與歷史價格中選取較高者作為相關銷售訂單的售價。各主要類別產品售價將於收取該產品銷售訂單後審核，並由本公司銷售部門主管批准。

年度交易上限的釐定參考了與統一的歷史交易金額，本公司濃縮梨汁對統一的銷售量估計將會增加，以及本公司產品由於生產成本(例如原材料及勞工成本)上升而導致的市場預期上漲。截至二零一七年十二月三十一日止三個財政年度之年度上限將分別為人民幣86,000,000元、人民幣95,000,000元及人民幣105,000,000元。

The actual sale of products and warehousing services provided by the Group to President for the year ended 31 December 2017 was RMB13,438,370 and are subject to annual review requirements under the Listing Rules.

As the previous product purchase framework agreement dated 12 March 2015 expired on 31 December 2017, the Company and President agreed to renew the transaction terms, and entered into the president product purchase framework agreement on 11 December 2017 (the “Renewal Agreement”), whereby President agreed to purchase and the Company agreed to supply the Company’s products (including but not limited to different kinds of concentrated juice), to regulate such product purchase between the Group and President for the period commenced on 1 January 2018 and expiring on 31 December 2018.

Under the Renewal Agreement, prices of products to be supplied by the Company shall be determined according to the bidding principle by reference to the market price. Upon receipt of a sales order of the products, the sales department of the Company and its designated persons are mainly responsible for reviewing the prices offered by other independent third parties, generally by way of, (1) referring to the comparable transactions (if any) in relation to supplying such products to independent third parties by the Company during the same period; (2) obtaining quotations from at least two independent third parties via emails, fax or phone or tenders by publishing tender notice via various media resources (for instance, the local newspapers); or (3) obtaining market prices from various independent industry information vendors such as industry websites and participating in activities or meetings organised by industry organisations to determine the market price. The sales department of the Company is responsible for proposing the price, which will be reviewed by the head in charge of the sales department and subject to the final approval by the president office to ensure that the price is fair and reasonable and determined on normal commercial terms.

The sales department of the Company will update the relevant information from time to time according to the procurement demand from President and will continue to monitor the market price to ensure that each transaction is conducted in accordance with the pricing policy set out above.

截至二零一七年十二月三十一日止年度之本集團售予統一之產品銷售和倉存費實際金額為人民幣13,438,370元，根據上市規則，此交易並須接受週年審閱。

由於先前於二零一五年三月十二日訂立的產品採購框架協議於二零一七年十二月三十一日屆滿，本公司與統一同意更新交易條款，並於二零一七年十二月十一日訂立統一產品採購框架協議（「更新協議」），據此統一同意採購且本公司同意供應本公司的產品（包括但不限於各類濃縮果汁），以規管本集團與統一之間自二零一八年一月一日起至二零一八年十二月三十一日止的產品採購。

根據更新協議，本公司供應各項產品的價格，將參考市場價，按照競價原則確定。於收到產品銷售訂單後，本公司的銷售部門及其指定人士主要負責核查其他獨立第三方提供的價格以確定市場價格，一般而言，是通過(1)參考本公司於同期向獨立第三方供應該類產品的可供比較交易(如有)；(2)電郵、傳真或電話問詢至少兩名獨立第三方的報價或通過各種媒體資源(如當地的報刊)發佈招標公佈而獲得其他獨立第三方的報價；(3)或從各種獨立行業諮詢提供商獲得市場價，如行業網站、參加由行業組織方組織的活動或會議等。本公司銷售部門負責提出價格建議，由其主管銷售部門的領導審核並召開總裁辦公會最終審批，以確保有關價格公平合理及按一般商業條款訂立。

本公司的銷售部門會根據統一採購要求不定期更新相關信息並將持續監控市場價格以確保各項交易均依照上述定價原則進行。

Report of Directors

董事會報告

The annual cap of transaction under the Renewal Agreement was set based on the historical transaction amounts with President and the expected increase in the prevailing market prices due to increase in the costs of production of the Company's products, such as the raw materials and labor costs. For the year ending 31 December 2018, the annual cap will be RMB21,000,000. For further details regarding the Renewal Agreement, please refer to the announcement of the Company dated 11 December 2017.

- III. On 19 January 2016, the Company entered into a framework agreement with Yantai Hengtong Thermoelectricity Co., Ltd.* (烟台亨通熱電有限公司) ("Yantai Hengtong"), pursuant to which the Group has agreed to purchase and Yantai Hengtong has agreed to supply products (including but not limited to electricity and steam) to regulate the product purchase between the Group and Yantai Hengtong for the three years ending 31 December 2018.

As at the date of signing the agreement, Yantai Hengtong is wholly owned by Andre Group, a substantial Shareholder. Yantai Hengtong is an associate (as defined under the Listing Rules) of Andre Group and is also a connected person of the Company under the Listing Rules. Therefore, the transactions contemplated under the framework agreement between the Company and Yantai Hengtong constitute continuing connected transactions of the Company under the Listing Rules. Since the applicable percentage ratios (other than the profit ratio) for the proposed annual caps for each of the three years ending 31 December 2018 for the continuing connected transactions under the framework agreement are more than 0.1% but less than 5%, in accordance with the Listing Rules, the continuing connected transactions under the framework agreement are only subject to the reporting, announcement and annual review requirements under the Listing Rules and are exempted from the independent Shareholders' approval requirement. The Company has complied with the applicable disclosure requirements in accordance with the Listing Rules.

Prices of products to be purchased by the Group shall be determined according to the Market Price (as defined below).

根據更新協議，年度交易上限的釐定參考了與統一的歷史交易金額，以及本公司產品由於生產成本(例如原材料及勞工成本)上升而導致的市場價預期上漲。截至二零一八年十二月三十一日止之年度上限將為人民幣21,000,000元。有關更新協議之詳情，請參閱本公司日期為二零一七年十二月十一日的公告。

- III. 於二零一六年一月十九日，本公司與烟台亨通熱電有限公司(「烟台亨通」)訂立框架協議，據此，本集團已同意採購及烟台亨通已同意供應產品(包括但不限於電力及蒸汽)，以規管本集團與烟台亨通截至二零一八年十二月三十一日止三個年度的產品採購。

於簽署協議時，烟台亨通由本公司主要股東安德利集團全資擁有，根據上市規則，烟台亨通為安德利集團的聯繫人(根據上市規則之定義)並因此為本公司的關連人士。因此，本公司與烟台亨通之間於框架協議項下擬進行的交易構成本公司於上市規則下的持續關連交易。由於框架協議項下的持續關連交易於截至二零一八年十二月三十一日止三個年度各年的建議年度上限的適用百分比率(盈利比率除外)分別超逾0.1%但低於5%，根據上市規則，框架協議項下的持續關連交易均僅須遵守上市規則下的申報、公佈及年度審核的規定，並獲豁免遵守獨立股東批准的規定。本公司已符合上市規則的有關披露要求。

本集團將予採購產品的價格應根據市場價(定義見下文)釐定。

* For identification purpose only

* 僅供識別

“Market Price” shall be determined in accordance with the following order: (1) the prevailing price being charged by independent third parties under ordinary course of business for the sales of the same type of products at the selling places or its nearby regions; or (2) the prevailing price being charged by independent third parties under ordinary course of business for the sales of the same type of products in the PRC.

The proposed annual caps for the continuing connected transactions have been determined based on (i) the estimated amount of transactions involved with reference to the historical transaction volume; and (ii) the estimated demand by the Group on Yantai Hengtong’s products with reference to the prospective consumption of such products by the manufacturing workshops of the Group at full production capacity. The annual cap for the year ended 31 December 2017 was RMB39,000,000. The actual purchase for the year ended 31 December 2017 was RMB18,387,280 and are subject to annual review requirements under the Listing Rules.

- IV. On 29 September 2015, the Company entered into a construction and installation services framework agreement with Yantai Xinping Jianan Engineering Co., Ltd. (“Xinping Company”), pursuant to which Xinping Company agreed to provide services for installation for various kinds of constructions and indoor and outdoor decoration to the Group for the three financial years ending 31 December 2018.

「市場價」須按照下列順序依次確定：(1)該類產品的銷售地或其附近地區在正常商業情況下銷售該類產品的獨立第三方當時收取的價格；或(2)在中國正常商業情況下銷售該類產品的獨立第三方當時收取的價格。

釐定亨通產品採購框架協議項下進行的持續關連交易的建議年度上限已參考了(i)根據過往交易量估計的相關交易的金額；及(ii)根據本集團生產車間滿負荷生產時對於烟台亨通的產品的預期消耗而估計的本集團對烟台亨通產品的需求。截至二零一七年十二月三十一日止年度之年度上限為人民幣39,000,000元。截至二零一七年十二月三十一日止年度之實際採購金額為人民幣18,387,280元，根據上市規則，此交易並須接受週年審閱。

- IV. 於二零一五年九月二十九日，本公司已與烟台新平建安工程有限公司（「新平公司」）訂立建造及安裝服務框架協議，據此，新平公司已同意於截至二零一八年十二月三十一日止三個財政年度向本集團提供各種建築的安裝以及室內及室外裝修服務。

Report of Directors

董事會報告

As at the date of signing the agreement, Xinping Company was wholly-owned by Ms. Zhang Shaoxia, the wife of Mr. Wang An who is an executive Director and a substantial Shareholder. Under the Listing Rules, Xinping Company was an associate of Mr. Wang An and thus was a connected person of the Company. Therefore, the transactions contemplated under the construction and installation services framework agreement constituted continuing connected transactions of the Company. Since the applicable percentage ratios for the highest proposed annual cap for each of the three years ending 31 December 2018 for the continuing connected transactions under the construction and installation services framework agreement were more than 0.1% but less than 5%, the continuing connected transactions under the construction and installation services framework agreement were only subject to the reporting, announcement and annual review requirements under the Listing Rules and were exempted from the independent Shareholders' approval requirement.

Prices of services to be provided to the Company shall be determined according to the Market Price.

"Market Price" shall be determined in accordance with the following orders: (1) the prevailing price being charged by independent third parties under ordinary course of business for the provision of the same type of services at the providing places or its nearby regions; or (2) the prevailing price being charged by independent third parties under ordinary course of business for the provision of the same type of services in the PRC.

The annual cap under the construction and installation services framework agreement for the financial year ended 31 December 2017 was RMB10,000,000. The actual consumption of service by the Group from Xinping Company for the year ended 31 December 2017 was RMB29,388 and is subject to annual review requirement under the Listing Rules.

Prices of the products to be supplied by the Company shall be determined according to the bidding principle by reference to the market price.

於簽署本協議日期，新平公司由執行董事兼本公司主要股東王安先生的配偶張紹霞女士全資擁有。根據上市規則，新平公司為王安先生的聯繫人士並因此為本公司的關連人士。因此，本公司與新平公司訂立的建造及安裝服務框架協議項下擬進行的交易構成本公司的持續關連交易。由於本建造及安裝服務框架協議項下之持續關連交易於截至二零一八年十二月三十一日止三個年度各年之最高建議年度上限之適用百分比率高於0.1%但低於5%，本建造及安裝服務框架協議項下之持續關連交易僅須遵守上市規則有關申報、公佈及年度審核之規定，但獲豁免遵守獨立股東批准之規定。

向本公司提供服務的價格，須根據市場價釐定。

「市場價」須按照下列順序依次確定：(1) 該類服務的提供地或其附近地區在正常商業情況下提供該類服務的獨立第三方當時收取的價格；或 (2) 在中國正常商業情況下提供該類服務的獨立第三方當時收取的價格。

本建造及安裝服務框架協議項下截至二零一七年十二月三十一日止財政年度的年度上限為人民幣10,000,000元。截至二零一七年十二月三十一日止年度之本集團使用新平公司之服務實際金額為人民幣29,388元，根據上市規則，此交易須接受週年審閱。

本公司供應各項產品的價格，將參考市場價，按照競價原則確定。

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In respect of the above continuing connected transactions of the Group, the Company's internal audit has reviewed the relevant transactions and internal control procedures, and provided the findings to the independent non-executive Directors. The independent non-executive Directors have reviewed the related agreements and transactions contemplated thereunder and confirmed that these transactions:

- (i) were entered into in the ordinary and usual course of business of the Group;
- (ii) were conducted on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties;
- (iii) were entered into in accordance with the terms of the respective agreements and were fair and reasonable and in the interests of the Company and its shareholders as a whole;
- (iv) of which the aggregate annual amount were within the relevant annual caps (if any);
- (v) have been conducted in accordance with the pricing policies or mechanisms under the framework agreement, including the pricing range, the process for determining the prices; and
- (vi) for which the Group's internal control procedures are adequate and effective to ensure that transactions are so conducted.

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

就本集團上述持續關連交易，本公司內部審核人員已審核有關的交易及已確保相關內部監控程序充足有效，並將結果交予獨立董事，助其進行年度審核。獨立非執行董事已審閱有關協議及其項下擬進行之交易並確定有關交易：

- (i) 於本集團一般及正常業務過程中訂立；
- (ii) 以一般商業條款或對本集團而言不遜於獨立第三方可取得或提供之條款進行；
- (iii) 根據有關協議之相關條款進行，屬公平合理並符合本公司及其股東之整體利益；
- (iv) 交易之年度合計總額不超過相關年度上限(如有)；
- (v) 根據框架協議項下之定價政策或機制(包括定價區間、價格釐定流程)進行交易；及
- (vi) 本集團的內部控制程序足以充分有效以確保交易按此方式進行。

本公司核數師畢馬威華振會計師事務所受聘根據香港會計師公會頒佈的香港鑒證業務準則第3000號「審計或審閱歷史財務資料以外的鑒證工作」並參考實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」對本集團的持續關連交易作出報告。畢馬威華振會計師事務所根據香港上市規則第14A.56條就本集團上文所披露的持續關連交易發出並無保留意見的函件，當中載有其發現結果及結論。本公司已向聯交所提供核數師函件副本。

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Related Party Transactions

During the year ended 31 December 2017, the Group entered into transactions with related parties as set out in Note X to the Financial Statements. Apart from the items disclosed in the section “Connected Transactions”, all other material related party transactions did not constitute non-exempt connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

Directors’ and Supervisors’ Interest in Contracts

Save as disclosed in this report, none of the Directors or the Supervisors had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company was a party in 2017.

Directors’, Supervisors’ and Chief Executive’s Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company

As at 31 December 2017, the interests and short positions of the Directors, Supervisors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)) which were (a) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); and (b) required to be recorded in the register kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the directors of the Company as referred to in Appendix 10 of the Listing Rules were as follows:

關連方交易

截至二零一七年十二月三十一日止年度，本集團與關連方進行財務報表附註十中載列之交易。除「關連交易」部分的披露外，其他所有重大關連方交易不會構成按上市規則第14A章界定為不獲豁免關連交易或持續關連交易。

董事及監事於合約之權益

除本報告中披露外，於二零一七年內，概無董事或監事於對本集團業務具重大影響之本公司所訂合約中直接或間接持有任何重大權益。

董事、監事及行政總裁於本公司股份、基本股份及債權證中的權益及淡倉

於二零一七年十二月三十一日，董事、監事及行政總裁於本公司及其相關法團（按香港法例第571章《證券及期貨條例》（「《證券及期貨條例》」）第XV部的涵義）擁有(i)根據《證券及期貨條例》第XV部第7及8分部之規定須知會本公司及聯交所（包括根據《證券及期貨條例》之規定被當作或被視作擁有之權益及淡倉）；及(ii)根據《證券及期貨條例》第352條須予備存之登記冊所載或根據上市規則附錄十須知會本公司及聯交所有關董事進行證券交易之股份、基本股份或債權證如下：

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Name of Directors 董事姓名	Class of Shares 股份類別	Number of Shares Held 所持股份數目	Capacity 身份	Type of Interest 權益種類	Approximate Percentage of Non-circulating Shares/ 約佔非流通股/ H股百分比	Approximate Percentage of Total Share Capital 約佔總股本 百分比
Wang An (Note 1) 王安(附註 1)	Domestic Non-circulating Foreign Shares 境內非流通 外資股	46,351,961 (L) 46,351,961(長)	Interest of controlled corporation 受控制法團權益 (附註2)	Personal 個人	18.50% (L)(長)	12.95% (L)(長)
	Domestic Shares 內資股	54,658,540 (L) 54,658,540(長)	Interest of controlled corporation 受控制法團權益 (附註2)	Personal 個人	21.82% (L)(長)	15.27% (L)(長)
Wang Yanhui (Note 3) 王艷輝先生(附註3)	Domestic Shares 內資股	20,000,000 (L) 20,000,000(長)	Interest of controlled corporations (Note 4) 受控制法團權益(附註4)	Personal 個人	7.98% (L)(長)	5.59% (L)(長)
Zhang Hui (Note 5) 張輝先生(附註5)	Domestic Shares 內資股	20,000,000 (L) 20,000,000(長)	Interest of controlled corporations (Note 6) 受控制法團權益(附註6)	Personal 個人	7.98% (L)(長)	5.59% (L)(長)
Liu Tsung-Yi 劉宗宜	H Shares H股	195,400 (L) 195,400(長)	Beneficial owner 實益擁有人	Personal 個人	0.18% (L)(長)	0.05% (L)(長)

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Notes:

The letter “L” denotes a long position.

- (1) As at 31 December 2017, Mr. Wang An, a Director, controlled (a) 90% interest in China Pingan Investment Holdings Limited, which held 46,351,961 Domestic Non-circulating Foreign Shares, representing 12.95% interest in the total issued share capital of the Company; (b) 90% interest in Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司), which held 54,658,540 Domestic Shares, representing 15.27% interest in the total issued share capital of the Company.
- (2) Mr. Wang An was deemed to be interested in these Shares through his interests in China Pingan Investment Holdings Limited and Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司).
- (3) As at 31 December 2017, Mr. Wang Yanhui, a Director, held 20% interest in Yantai Xingan Investment Centre (Limited Partnership) (烟台興安投資中心(有限合夥)), which held 20,000,000 Domestic Shares, representing 5.59% of the total issued share capital of the Company.
- (4) Mr. Wang Yanhui was deemed to be interested in these Domestic Shares through his interest in Yantai Xingan Investment Centre (Limited Partnership) (烟台興安投資中心(有限合夥)).
- (5) As at 31 December 2017, Mr. Zhang Hui, a Director, held 20% interest in Yantai Xingan Investment Centre (Limited Partnership) (烟台興安投資中心(有限合夥)), which held 20,000,000 Domestic Shares, representing 5.59% of the total issued share capital of the Company.
- (6) Mr. Zhang Hui was deemed to be interested in these Domestic Shares through his interest in Yantai Xingan Investment Centre (Limited Partnership) (烟台興安投資中心(有限合夥)).

* For identification purpose only

附註：

「長」表示長倉。

- (1) 於二零一七年十二月三十一日，董事王安先生，控制了(a) China Pingan Investment Holdings Limited之90%的權益，該公司持有46,351,961股境內非流通外資股，佔本公司已發行總股本12.95%；(b) 山東安德利集團有限公司之90%的權益，其持有54,658,540股內資股，佔本公司已發行總股本15.27%。
- (2) 王安先生因透過其於China Pingan Investment Holdings Limited和山東安德利集團有限公司之權益而被視作擁有此股份權益。
- (3) 於二零一七年十二月三十一日，董事王艷輝先生，持有烟台興安投資中心(有限合夥)之20%權益，其持有20,000,000股內資股，佔本公司已發行總股本5.59%。
- (4) 王艷輝先生因透過其於烟台興安投資中心(有限合夥)之權益而被視作擁有此內資股權益。
- (5) 於二零一七年十二月三十一日，董事張輝先生，持有烟台興安投資中心(有限合夥)之20%權益，其持有20,000,000股內資股，佔本公司已發行總股本5.59%。
- (6) 張輝先生因透過其於烟台興安投資中心(有限合夥)之權益而被視作擁有此內資股權益。

* 僅供識別

Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company

As at 31 December 2017, so far as the Directors are aware, the following persons (other than the Directors, Supervisors and chief executive of the Company) had interests and short positions in the shares, underlying shares and debentures of the Company which were discloseable under Divisions 2 and 3 of Part XV of the SFO and recorded in the register kept by the Company pursuant to section 336 of the SFO:

主要股東及其他人士於本公司股份、基本股份及債權證中的權益及淡倉

據董事所知，於二零一七年十二月三十一日，除本公司董事、監事或行政總裁外，在本公司之股份、基本股份及債權證中擁有須根據《證券及期貨條例》第XV部第2及3分部之規定而須披露，及已記入本公司根據《證券及期貨條例》第336條之規定存置之登記冊中之權益及淡倉之股東及其他人士如下：

Name of Shareholders 股東姓名	Class of Shares 股份類別	Number of Shares Held 所持股份數目	Capacity 身份	Type of Interest 權益種類	Approximate Percentage of Non-circulating Shares/ H Shares 約佔非流通股/ H股百分比	Approximate Percentage of Total Share Capital 約佔總股本 百分比
China Pingan Investment Holdings Limited	Domestic Non-circulating Foreign Shares 境內非流通 外資股	46,351,961 (L) (Note 1) 46,351,961(長) (附註 1)	Beneficial owner 實益擁有人	Corporate 公司	18.50% (L)(長)	12.95% (L)(長)
Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司)	Domestic Shares 內資股	54,658,540 (L) (Note 2) 54,658,540(長) (附註 2)	Beneficial owner 實益擁有人	Corporate 公司	21.82% (L)(長)	15.27% (L)(長)
Donghua Fruit Industry Co., Ltd.	Domestic Non-circulating Foreign Shares 境內非流通 外資股	65,779,459 (L) (Note 3) 65,779,459(長) (附註 3)	Beneficial owner 實益擁有人	Corporate 公司	26.26% (L)(長)	18.37% (L)(長)
Uni-President Enterprises Corp. 統一企業股份有限公司	Domestic Shares 內資股	63,746,040 (L) (Note 4) 63,746,040(長) (附註 4)	Interests of controlled corporations (Note 5) 受控制法團權益 (附註 5)	Corporate 公司	25.44% (L)(長)	17.81% (L)(長)
	H Shares H股	237,000 (L) 237,000(長)	Beneficial owner (Note 6) 實益擁有人 (附註 6)	Corporate 公司	0.22% (L)(長)	0.07% (L)(長)

* For identification purpose only

* 僅供識別

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Name of Shareholders 股東姓名	Class of Shares 股份類別	Number of Shares Held 所持股份數目	Capacity 身份	Type of Interest 權益種類	Approximate Percentage of Non-circulating Shares/ 約佔非流通股/ H股百分比	Approximate Percentage of Total Share Capital 約佔總股本 百分比
Mitsui & Co., Ltd. 三井物產株式會社	H Shares H股	21,340,000 (L) 21,340,000(長)	Beneficial owner 實益擁有人	Corporate 公司	19.86% (L)(長)	5.96% (L)(長)
Hongan International Investment Co. Ltd. 弘安國際投資有限公司	Domestic Non-circulating Foreign Shares 境內非流通外資股	65,779,459 (L) 65,779,459(長)	Interest of controlled corporations 受控制法團權益	Corporate 公司	26.26% (L)(長)	18.37% (L)(長)
	H Shares H股	17,222,880 (L) 17,222,880(長)	Beneficial owner 實益擁有人	Corporate 公司	16.03% (L)(長)	4.81% (L)(長)
Zhang Shaoxia 張紹霞	Domestic Non-circulating Foreign Shares 境內非流通外資股	46,351,961 (L) 46,351,961(長)	Interest of spouse 配偶權益 (附註 7)	Personal 個人	18.50% (L)(長)	12.95% (L)(長)
	Domestic Shares 內資股	54,658,540 (L) 54,658,540(長)	Interest of spouse 配偶權益 (附註 7)	Personal 個人	21.82% (L)(長)	15.27% (L)(長)
Wang Meng 王萌	Domestic Non-circulating Foreign Shares 境內非流通外資股	65,779,459 (L) 65,779,459(長)	Interest of controlled corporations (Note 8) 受控制法團權益 (附註 8)	Personal 個人	26.26% (L)(長)	18.37% (L)(長)
	H Shares H股	17,222,880 (L) 17,222,880(長)	Interest of controlled corporations (Note 9) 受控制法團權益 (附註 9)	Personal 個人	16.03% (L)(長)	4.81% (L)(長)

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Name of Shareholders 股東姓名	Class of Shares 股份類別	Number of Shares Held 所持股份數目	Capacity 身份	Type of Interest 權益種類	Approximate Percentage of Non-circulating Shares/ 約佔非流通股/ H股百分比	Approximate Percentage of Total Share Capital 約佔總股本 百分比
Yantai Xingan Investment Centre (Limited Partnership) 烟台興安投資中心(有限合夥)	Domestic Shares 內資股	20,000,000 (L) 20,000,000(長)	Beneficial Owner 實益擁有人	Corporate 公司	7.98% (L)(長)	5.59% (L)(長)
Tiandi Win-Win Investment Management Co., Limited	H Shares H股	11,000,000 (L) (Note 10) 11,000,000(長) (附註10)	Beneficial owner 實益擁有人	Corporate 公司	10.24% (L)(長)	3.07% (L)(長)
Shenzhen Tiandi Win-Win Investment Management Co., Limited 深圳市天地共贏投資管理有限公司	H Shares H股	11,000,000 (L) (Note 10) 11,000,000(長) (附註10)	Interest of controlled corporations 受控制法團權益	Corporate 公司	10.24% (L)(長)	3.07% (L)(長)
Tiandi Yihao Beverage Co., Limited 天地壹號飲料股份有限公司	H Shares H股	11,000,000 (L) (Note 10) 11,000,000(長) (附註10)	Interest of controlled corporations 受控制法團權益	Corporate 公司	10.24% (L)(長)	3.07% (L)(長)
Chen Sheng 陳生	H Shares H股	11,000,000 (L) (Note 10) 11,000,000(長) (附註10)	Interest of controlled corporations 受控制法團權益	Personal 個人	10.24% (L)(長)	3.07% (L)(長)

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Notes:

The letter “L” denotes a long position.

- (1) Mr. Wang An, a Director, was deemed to be interested in these Domestic Non-circulating Foreign Shares through his 90% interest in China Pingan Investment Holdings Limited.
- (2) Mr. Wang An, a Director, was deemed to be interested in these Domestic Shares through his 90% interest in Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司) .
- (3) The long position in 65,779,459 Domestic Non-circulating Foreign Shares was directly held by Donghua Fruit Industry Co., Ltd.. Based on the information provided by Donghua Fruit Industry Co., Ltd., Hongan International Investment Co, Ltd. and Ms. Wang Meng were deemed to be interested in these 65,779,459 Domestic Non-circulating Foreign Shares.
- (4) The long position in 63,746,040 Domestic Shares was held by Uni-President China Holdings Ltd., a non wholly-owned subsidiary of Uni-President Enterprises Corp. (統一企業股份有限公司), through its two wholly-owned subsidiaries, namely, Chengdu President Enterprises Food Co., Ltd. (成都統一企業食品有限公司), which held 42,418,360 Domestic Shares, and Guangzhou President Enterprises Co., Ltd. (廣州統一企業有限公司), which held 21,327,680 Domestic Shares.
- (5) Pursuant to Part XV of the SFO, Uni-President Enterprises Corp. (統一企業股份有限公司) was deemed to be interested in such 63,746,040 Domestic Shares. The 63,746,040 Domestic Shares were held by a series of controlled corporations of Uni-President Enterprises Corp. (統一企業股份有限公司), of which 42,418,360 Domestic Shares, representing approximately 11.85% of the total issued share capital of the Company, were held directly by Chengdu President Enterprises Food Co., Ltd. (成都統一企業食品有限公司) and 21,327,680 Domestic Shares, representing approximately 5.96% of the total issued share capital of the Company, were held directly by Guangzhou President Enterprises Co., Ltd. (廣州統一企業有限公司)

* For identification purpose only

附註：

「長」表示長倉。

- (1) 董事王安先生，因透過其於 China Pingan Investment Holdings Limited 之 90% 權益而被視作擁有此境內非流通外資股權益。
- (2) 董事王安先生，因透過其於山東安德利集團有限公司之 90% 權益而被視作擁有此內資股權益。
- (3) 65,779,459 股境內非流通外資股長倉乃由 Donghua Fruit Industry Co., Ltd. 直接持有。根據 Donghua Fruit Industry Co., Ltd. 提供的信息，弘安國際投資有限公司和王萌女士被視為擁有此 65,779,459 股境內非流通外資股權益。
- (4) 63,746,040 股內資股長倉由統一企業股份有限公司之非全資附屬公司 Uni-President China Holdings Ltd. 透過其兩間全資附屬公司成都統一企業食品有限公司(其持有 42,418,360 股內資股)及廣州統一企業有限公司(其持有 21,327,680 股內資股)持有。
- (5) 根據《證券及期貨條例》第 XV 部，統一企業股份有限公司被視作持有 63,746,040 股內資股權益。該 63,746,040 股內資股由統一企業股份有限公司之一連串受控制法團持有，其中 42,418,360 股內資股，佔本公司已發行總股本約 11.85%，由成都統一企業食品有限公司直接持有，以及 21,327,680 股內資股，佔本公司已發行總股本約 5.96%，由廣州統一企業有限公司直接持有。

* 僅供識別

Report of Directors

董事會報告

- (6) These H Shares are beneficially held by Uni-President China Holdings Ltd..
- (7) 46,351,961 Domestic Non-circulating Foreign Shares and 54,658,540 Domestic Shares were held by Mr. Wang An, the husband of Ms. Zhang Shaoxia, and therefore Ms. Zhang Shaoxia was deemed to be interested in these shares.
- (8) Ms. Wang Meng indirectly held 100% of the issued share capital of Donghua Fruit Industry Co., Ltd., which in turn held 65,779,459 Domestic Non-circulating Foreign Shares. Therefore Ms. Wang Meng was deemed to be interested in these shares.
- (9) Ms. Wang Meng directly held the entire issued share capital of Hongan International Investment Co., Ltd., which in turn held 17,222,880 H Shares. Therefore, Ms. Wang Meng was deemed to be interested in these shares.
- (10) The long position in 11,000,000 H Shares was held by Shenzhen Tiandi Win-Win Investment Management Co., Limited (深圳市天地共贏投資管理有限公司), a wholly-owned subsidiary of Tiandi Yihao Beverage Co., Limited (天地壹號飲料股份有限公司), through its wholly-owned subsidiary Tiandi Win-Win Investment Management Co., Limited. Mr. Chen Sheng was deemed to be interested in these H Shares through his 76.66% interest in Tiandi Yihao Beverage Co., Limited (天地壹號飲料股份有限公司).
- (6) 此 H 股均由 Uni-President China Holdings Ltd. 實益持有。
- (7) 王安先生(張紹霞女士之配偶)持有 46,351,961 股境內非流通外資股及 54,658,540 股內資股，因此張紹霞女士被視作擁有此股份權益。
- (8) 王萌女士間接持有 Donghua Fruit Industry Co., Ltd. 之 100% 已發行股本，而 Donghua Fruit Industry Co., Ltd. 持有 65,779,459 股境內非流通外資股，因此王萌女士被視作擁有此股份權益。
- (9) 王萌女士直接擁有弘安國際投資有限公司全部已發行股本，弘安國際投資有限公司持有 17,222,880 股 H 股，因此王萌女士被視作擁有此股份權益。
- (10) 11,000,000 股 H 股長倉由天地壹號飲料股份有限公司之全資附屬公司深圳市天地共贏投資管理有限公司透過其全資附屬公司 Tiandi Win-Win Investment Management Co., Limited 持有，陳生先生透過其於天地壹號飲料股份有限公司之 76.66% 之權益而被視作擁有此 H 股權益。

Report of Directors

董事會報告

Competing Interests

None of the Directors, the controlling Shareholder or their respective associates (as defined under the Listing Rules) had any interest in a business which competes or may compete with the businesses of the Group or has or may have any other conflicts of the interest with the Group.

Sufficiency of Public Float

Based on the information publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules throughout the year ended 31 December 2017.

Practices and Procedures of the Board

The Company has adopted the required standard of dealings set out in Appendix 10 of the Listing Rules (the “Required Standard”) as the Company’s code of conduct regarding securities transactions by its Directors. A copy of the Required Standard was sent to each Director two months before the date of the Board meeting to approve the Company’s 2017 annual results, with a reminder that the Directors cannot deal in the securities and derivatives of the Company until after such results have been published.

Under the Required Standard, the Directors are required to notify the chairman of the Board and receive a dated acknowledgement in writing before dealing in the securities and derivatives of the Company and, in the case of the chairman of the Board himself, he must notify the chairman of the Audit Committee and receive a dated acknowledgement in writing before any dealing.

All Directors, upon specific enquiries, have confirmed that they had complied with the Required Standard during the reporting period.

Specific employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with the Required Standard. No incident of non-compliance was noted by the Company for the year ended 31 December 2017.

競爭權益

本公司董事或控股股東或彼等各自之聯繫人(定義見上市規則)概無於任何構成或可能構成與本集團業務出現競爭業務中擁有任何權益，亦未產生或可能產生與本集團的利益衝突。

足夠的公眾持股量

於截至二零一七年十二月三十一日止年度內，根據本公司可得的公開資料及就本公司董事所知，本公司已一直根據上市規則維持指明的公眾持股量。

董事會的常規及程式

本公司已採納上市規則附錄十所載之買賣準則作為本公司的董事證券交易守則(「該標準守則」)。公司各董事於通過公司二零一七年年業績的董事會會議前二個月已獲發一份該標準守則以及一份提示，提醒董事不得在公佈業績前買賣本公司的證券或衍生工具。

根據該標準守則的規定，董事須於通知董事長並接獲註明日期的確認書後，方可買賣本公司的證券或衍生工具。而董事長若擬買賣本公司證券或衍生工具，必須在交易前先通知審核委員會主席並獲取註明日期的確認書。

經特定查詢後，本公司所有董事確認於本報告期內已遵守該標準守則。

所有特定僱員若可能擁有關於本集團的未公開而又可能影響股價的敏感資料，亦須符合該標準守則。本公司於截至二零一七年十二月三十一日止年內並未發現任何違規事件。

Audit and Review Committee

The Company has established the Audit and Review Committee with written terms of reference based on the guidelines recommended by the Hong Kong Institute of Certified Public Accountants. The primary duties of the Audit and Review Committee are to review and supervise the financial reporting process and internal control of the Group, ensuring compliance with Rules 3.21 to 3.24 of the Listing Rules. Currently the Audit and Review Committee comprises three independent non-executive Directors, namely Jiang Hong Qi, who is the chairman of the Audit and Review Committee, Li Wei and Li Tong Ning.

During the reporting period, the Audit and Review Committee reviewed the accounting principles and practices adopted by the Group and discussed the internal controls and financial reporting matters with the Directors, including a review of the annual results for the year ended 31 December 2017. The Audit and Review Committee held three meetings during the year with all the then existing members present.

Auditor

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

In the past three years, the Company's auditor remained unchanged.

By Order of the Board
Yantai North Andre Juice Co., Ltd.*
Wang An
Chairman

Hong Kong, 28 March 2018

* For identification purpose only

審計委員會

本公司已設立審計委員會，其書面職權範圍乃參考香港會計師公會刊發之「審核委員會指引」而制訂。審計委員會之主要職責為審核及監管本集團之財務申報程式及內部控制，以符合上市規則第3.21至3.24條。現時審計委員會由三名獨立非執行董事即姜洪奇、李煒及李同寧組成。姜洪奇為審計委員會主任。

於報告期內，審計委員會已審核本集團所採用的會計原則及慣例，並與董事討論內部控制及財務申報事宜，包括審核本集團截至二零一七年十二月三十一日止之年度業績。本年度審計委員會已舉行三次會議，當時之所有成員全體出席。

核數師

畢馬威華振會計師事務所(特殊普通合伙)的服務期限將於即將召開的股東週年大會之日屆滿。在即將召開的股東週年大會中，將提請通過續聘畢馬威華振會計師事務所(特殊普通合伙)為本公司核數師的議案。

本公司於過去三年並無更改核數師。

承董事會命
烟台北方安德利果汁股份有限公司
王安
董事長

香港，二零一八年三月二十八日

* 僅供識別

Report of the Supervisory Committee

監事會報告

To the Shareholders:

The Supervisory Committee (the “Supervisory Committee”) of Yantai North Andre Juice Co., Ltd.*, in compliance with the relevant laws and regulations and the Articles of Association, has conducted its work in accordance with the fiduciary principle, and has taken up an active role to work seriously and with diligence to protect the interests of the Company and its Shareholders.

During the year, the Supervisory Committee had reviewed cautiously the operation and development plans of the Company and provided reasonable suggestions and opinions to the Board. It also strictly and effectively monitored and supervised the Company’s management in making significant policies and decisions to ensure that they were in compliance with the laws and regulations of the PRC and the Articles of Association, and in the interests of its Shareholders.

We have reviewed and agreed to the report of the Directors, audited financial statements and the dividend to be proposed by the Board for presentation at the forthcoming annual general meeting. We are of the opinion that the Directors, the chief executive officer and other senior management of the Company are able to strictly observe their fiduciary duty, to act diligently, to exercise their authority faithfully in the best interests of the Company and to work in accordance with the Articles of Association. The operation is becoming more regulated and the internal control is constantly improved. The transactions between the Company and connected parties are in the interests of the Shareholders as a whole and under fair and reasonable price.

各位股東：

烟台北方安德利果汁股份有限公司監事會（「本監事會」）遵照有關法律、法規及公司章程的規定，認真履行職權，維護股東權益及維護本公司利益，恪盡職守，合理謹慎、勤勉主動地開展工作。

在本年度內本監事會對本公司的經營及發展計劃進行謹慎審核，並向董事會提出合理的建議和意見，對本公司管理層的重大決策及具體決定是否符合國家法律法規以及公司章程，是否維護股東利益等，進行了嚴格有效的監督。

本監事會認真審閱並同意董事會擬提呈予本次股東週年大會的董事會報告、經審核的財務報表以及股息派發方案，認為本公司董事會成員、行政總裁及其他高級管理人員，嚴格遵守誠信原則，工作克勤盡職，真誠地以公司最大利益為出發點行使職權，能夠按照公司章程開展各項工作，運作較為規範，內部控制制度日趨完善。本公司與關連企業交易嚴格按符合本公司股東整體利益之條款及公平合理價格執行。

* For identification purpose only

* 僅供識別

Report of the Supervisory Committee

監事會報告

Up till now, none of the Directors, chief executive officer and senior management staff had been found to have abused their authority, damaged the interests of the Company or infringed upon the interests of its Shareholders and employees. None of them was found to be in breach of any laws and regulations or the Articles of Association.

The Supervisory Committee is satisfied with the achievement and cost-effectiveness of the Company in 2017 and has great confidence in the future prospect of the Company.

By Order of the Supervisory Committee
Yantai North Andre Juice Co., Ltd.*
Dai Li Ying

28 March 2018

本監事會至今未發現董事、行政總裁及高級管理人員濫用職權，損害公司利益及侵犯本公司股東和本公司員工權益之行為，亦未發現上述人員有違反法律、法規或公司章程的行為。

本監事會對本公司二零一七年年度的各項工作和取得的經濟效益表示滿意，對公司未來的發展前景充滿信心。

承監事會命
烟台北方安德利果汁股份有限公司
戴利英

二零一八年三月二十八日

* For identification purpose only

* 僅供識別

Auditors' Report

審計報告

KPMG Huazhen Shen Zi No.1801766

Shareholders of Yantai North Andre Juice Company Limited:

Opinion

We have audited the accompanying financial statements of Yantai North Andre Juice Company Limited (“Andre”), which comprise the consolidated and company balance sheets as at 31 December 2017, the consolidated and company income statements, the consolidated and company cash flow statements, the consolidated and company statements of changes in shareholders’ equity for the year then ended, and notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated and company financial position of Andre as at 31 December 2017, and the consolidated and company financial performance and cash flows of Andre for the year then ended in accordance with Accounting Standards for Business Enterprises issued by the Ministry of Finance of the People’s Republic of China.

Basis for Opinion

We conducted our audit in accordance with China Standards on Auditing for Certified Public Accountants (“CSAs”). Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of Andre in accordance with the China Code of Ethics for Certified Public 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.

畢馬威華振審字第1801766號

烟台北方安德利果汁股份有限公司全體股東：

審計意見

我們審計了後附的烟台北方安德利果汁股份有限公司(以下簡稱「安德利公司」)財務報表，包括2017年12月31日的合併及母公司資產負債表，2017年度的合併及母公司利潤表、合併及母公司現金流量表、合併及母公司股東權益變動表以及相關財務報表附註。

我們認為，後附的財務報表在所有重大方面按照中華人民共和國財政部頒佈的企業會計準則(以下簡稱「企業會計準則」)的規定編製，公允反映了安德利公司2017年12月31日的合併及母公司財務狀況以及2017年度的合併及母公司經營成果和現金流量。

形成審計意見的基礎

我們按照中國註冊會計師審計準則(以下簡稱「審計準則」)的規定執行了審計工作。審計報告的「註冊會計師對財務報表審計的責任」部分進一步闡述了我們在這些準則下的責任。按照中國註冊會計師職業道德守則，我們獨立於安德利公司，並履行了職業道德方面的其他責任。我們相信，我們獲取的審計證據是充分、適當的，為發表審計意見提供了基礎。

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Recoverability of trade receivables

Refer to the significant accounting policies and accounting estimates on Note III.9 and Note V.4 to the consolidated financial statements.

The Key Audit Matter

At 31 December 2017, the gross trade receivables of Andre and its subsidiaries ("Andre Group") and Andre amounted to RMB197,620,518 and RMB126,662,762, respectively, against which provisions for doubtful debts of RMB5,066,262 and RMB5,066,262 were recorded respectively.

Management assesses impairment of trade receivables on an individual basis and on a collective basis. Where the impairment of trade receivables is assessed on an individual basis, management considers the debtor's financial position, creditworthiness, past due status and other customer-specific conditions. Where the impairment of trade receivables is assessed on a collective basis, management determines the amount of impairment based on the historical loss experience of trade receivables with different past due status adjusted by observable factors to reflect current economic conditions. The factors noted above all involve a significant degree of management judgement.

We identified the recoverability of trade receivables as a key audit matter because of the inherent uncertainty in assessing the recoverability of trade receivables and because the assessment of impairment of trade receivables requires the exercise of significant management judgement.

關鍵審計事項

關鍵審計事項是我們根據職業判斷，認為對本年財務報表審計最為重要的事項。這些事項的應對以對財務報表整體進行審計並形成審計意見為背景，我們不對這些事項單獨發表意見。

應收賬款的可收回性

請參閱財務報表附註「三、公司重要會計政策、會計估計」9所述的會計政策及「五、合併財務報表項目註釋」4。

關鍵審計事項

於2017年12月31日，安德利公司及下屬子公司(以下簡稱「安德利集團」)及安德利公司應收賬款餘額分別為人民幣197,620,518元及人民幣126,662,762元，就此分別計提壞賬準備人民幣5,066,262元及人民幣5,066,262元。

安德利集團管理層運用個別和組合方式評估應收賬款減值損失。當運用個別方式評估應收賬款減值損失時，管理層會考慮債務人的財務情況、信用情況、逾期情況以及其他客戶特定情況。當運用組合方式評估應收賬款減值損失時，管理層根據不同逾期情況的應收賬款的以往損失經驗，並考慮反映當前經濟情況的可觀察數據綜合確定。上述因素均涉及重大的管理層判斷。

由於評估應收賬款的可收回性的固有不確定性以及應收賬款減值損失的評估需要運用重大的管理層判斷，我們將應收賬款的可收回性識別為關鍵審計事項。

Auditors' Report

審計報告

How the matter was addressed in our audit

Our audit procedures to assess the recoverability of trade receivables included the following:

- obtaining an understanding of and assessing the design, implementation and operating effectiveness of management's key financial reporting internal controls relating to credit control, debt collection and the assessment of impairment of trade receivables;
- assessing whether items in the trade receivables ageing report were classified within the appropriate ageing bracket by comparing a sample of individual items with underlying acknowledgement of receipt or bill of lading for export sales;
- obtaining an understanding of the basis of management's assessment about the recoverability of receivables that are individually significant and evaluating the reasonableness of management judgement relating to provision for doubtful debts by examining underlying documentation, which included evidence of the debtors' financial condition, correspondence with the debtors, the debtors' adherence to agreed repayment schedules, the ageing of overdue balances, historical repayment records and repayments after the reporting date;
- assessing the reasonableness of assumptions and estimates made by Andre Group for the provision for doubtful debts calculated based on a collective assessment by performing a retrospective analysis on actual bad debt rate of similar receivables group, adjusted by the credit risk characteristics and observable factors relating to the receivables group in concern, and examining Andre Group's provision with reference to the Group's policy for collective assessment;
- challenging management's judgment in determining the recoverable amount of individual trade receivable balances which were overdue at the reporting date by comparing, on a sample basis, the settlement of the overdue balances after the reporting date with related underlying documents including bank statements.

在審計中如何應對該事項

與評價應收賬款的可收回性相關的審計程序中包括以下程序：

- 瞭解並評價管理層與信用控制、賬款回收和評估應收賬款減值損失相關的關鍵財務報告內部控制的設計和運行有效性；
- 選取樣本，檢查與單項應收賬款餘額相關的簽收單或提單(外銷)，評價應收賬款賬齡分析報告中的賬齡區間劃分是否恰當；
- 瞭解管理層評估單項金額重大的應收賬款的可收回性的基礎，並通過檢查相關應收賬款相關的文件，包括債務人財務情況信息、與債務人往來函件、債務人還款安排的遵守情況、逾期賬款的賬齡、過往還款記錄和期後回款，評價管理層就計提相關應收賬款壞賬準備所作判斷的合理性；
- 對按照組合計提壞賬準備的應收賬款，通過分析歷史上同類組合的實際壞賬發生率，並結合現時組合的信用風險特徵和可觀察數據，評價安德利集團作出估計和假設的合理性；根據安德利集團應收賬款減值損失的相應評估政策，檢查按照組合方式計提壞賬準備的計算；
- 在抽樣基礎上，將逾期應收賬款餘額期後的收回記錄與銀行對賬單等相關支持性文件進行核對，以質疑管理層就資產負債表日已逾期的應收賬款餘額的可收回金額所作的判斷。

Other Information

Andre's management is responsible for the other information. The other information comprises all the information included in 2017 annual report of Andre, other than the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Accounting Standards for Business Enterprises, and for the design, implementation and maintenance of such internal control necessary to enable that the financial statements are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing Andre'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 management either intends to liquidate Andre or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing Andre's financial reporting process.

其他信息

安德利公司管理層對其他信息負責。其他信息包括安德利公司2017年年度報告中涵蓋的信息，但不包括財務報表和我們的審計報告。

我們對財務報表發表的審計意見不涵蓋其他信息，我們也不對其他信息發表任何形式的鑒證結論。

結合我們對財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與財務報表或我們在審計過程中瞭解到的情況存在重大不一致或者似乎存在重大錯報。

基於我們已執行的工作，如果我們確定其他信息存在重大錯報，我們應當報告該事實。在這方面，我們無任何事項需要報告。

管理層和治理層對財務報表的責任

管理層負責按照企業會計準則的規定編製財務報表，使其實現公允反映，並設計、執行和維護必要的內部控制，以使財務報表不存在由於舞弊或錯誤導致的重大錯報。

在編製財務報表時，管理層負責評估安德利公司的持續經營能力，披露與持續經營相關的事項(如適用)，並運用持續經營假設，除非安德利公司計劃進行清算、終止運營或別無其他現實的選擇。

治理層負責監督安德利公司的財務報告過程。

Auditors' Report

審計報告

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with CSAs 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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 Andre's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

註冊會計師對財務報表審計的責任

我們的目標是對財務報表整體是否不存在由於舞弊或錯誤導致的重大錯報獲取合理保證，並出具包含審計意見的審計報告。合理保證是高水平的保證，但並不能保證按照審計準則執行的審計在某一重大錯報存在時總能發現。錯報可能由於舞弊或錯誤導致，如果合理預期錯報單獨或匯總起來可能影響財務報表使用者依據財務報表作出的經濟決策，則通常認為錯報是重大的。

按照審計準則執行審計工作的過程中，我們運用職業判斷，並保持職業懷疑。同時，我們也執行以下工作：

- 識別和評估由於舞弊或錯誤導致的財務報表重大錯報風險，設計和實施審計程序以應對這些風險，並獲取充分、適當的審計證據，作為發表審計意見的基礎。由於舞弊可能涉及串通、偽造、故意遺漏、虛假陳述或凌駕於內部控制之上，未能發現由於舞弊導致的重大錯報的風險高於未能發現由於錯誤導致的重大錯報的風險。
- 瞭解與審計相關的內部控制，以設計恰當的審計程序，但目的並非對內部控制的有效性發表意見。
- 評價管理層選用會計政策的恰當性和作出會計估計及相關披露的合理性。

Auditors' Report

審計報告

- Conclude on the appropriateness of management's 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 Andre'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 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 Andre to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the 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 Andre Group to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對管理層使用持續經營假設的恰當性得出結論。同時，根據獲取的審計證據，就可能導致對安德利公司持續經營能力產生重大疑慮的事項或情況是否存在重大不確定性得出結論。如果我們得出結論認為存在重大不確定性，審計準則要求我們在審計報告中提請報表使用者注意財務報表中的相關披露；如果披露不充分，我們應當發表非無保留意見。我們的結論基於截至審計報告日可獲得的信息。然而，未來的事項或情況可能導致安德利公司不能持續經營。
- 評價財務報表的總體列報、結構和內容(包括披露)，並評價財務報表是否公允反映相關交易和事項。
- 就安德利集團中實體或業務活動的財務信息獲取充分、適當的審計證據，以對財務報表發表審計意見。我們負責指導、監督和執行集團審計，並對審計意見承擔全部責任。

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

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

我們與治理層就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通，包括溝通我們在審計中識別出的值得關注的內部控制缺陷。

我們還就已遵守與獨立性相關的職業道德要求向治理層提供聲明，並與治理層溝通可能被合理認為影響我們獨立性的所有關係和其他事項，以及相關的防範措施(如適用)。

Auditors' Report

審計報告

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year 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.

KPMG Huazhen LLP

Certified Public Accountants

Registered in the People's Republic of China

Ye Qing

Lau Kin Chun

Beijing, China

28 March 2018

從與治理層溝通的事項中，我們確定哪些事項對本年財務報表審計最為重要，因而構成關鍵審計事項。我們在審計報告中描述這些事項，除非法律法規禁止公開披露這些事項，或在極少數情形下，如果合理預期在審計報告中溝通某事項造成的負面後果超過在公眾利益方面產生的益處，我們確定不應在審計報告中溝通該事項。

畢馬威華振會計師事務所(特殊普通合伙)

中國註冊會計師

葉青

劉健俊

中國北京

2018年3月28日

Consolidated Balance Sheet

合併資產負債表

As at 31 December 2017
(Expressed in Renminbi Yuan)

2017年12月31日
(金額單位：人民幣元)

		Note	附註	2017 2017年	2016 2016年
ASSETS	資產				
Current assets:	流動資產：				
Cash at bank and on hand	貨幣資金	V.1	五、1	79,398,474	110,178,784
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	V.2	五、2	-	7,833,191
Bills receivable	應收票據	V.3	五、3	9,003,656	2,707,800
Accounts receivable	應收賬款	V.4	五、4	192,554,256	158,815,684
Prepayments	預付款項	V.5	五、5	3,081,104	3,564,813
Other receivables	其他應收款	V.6	五、6	42,047,494	750,309
Inventories	存貨	V.7	五、7	755,014,086	792,215,972
Other current assets	其他流動資產	V.8	五、8	51,348,620	84,553,872
Total current assets	流動資產合計			1,132,447,690	1,160,620,425
Non-current assets:	非流動資產：				
Available-for-sale financial assets	可供出售金融資產	V.9	五、9	-	21,314,443
Fixed assets	固定資產	V.10	五、10	738,422,507	833,083,021
Construction in progress	在建工程	V.11	五、11	121,660	113,342
Intangible assets	無形資產	V.12	五、12	89,228,391	110,131,782
Goodwill	商譽	V.13	五、13	5,586,976	5,586,976
Total non-current assets	非流動資產合計			833,359,534	970,229,564
Total assets	資產總計			1,965,807,224	2,130,849,989

The notes on pages 98 to 248 form part of these financial statements.

刊載於第98頁至第248頁的財務報表附註為本財務報表的組成部分。

Consolidated Balance Sheet

合併資產負債表

As at 31 December 2017

(Expressed in Renminbi Yuan)

2017年12月31日

(金額單位：人民幣元)

		Note	附註	2017 2017年	2016 2016年
LIABILITIES AND SHAREHOLDERS' EQUITY	負債和股東權益				
Current liabilities:	流動負債：				
Short-term loans	短期借款	V.16	五、16	170,000,000	340,000,000
Accounts payable	應付賬款	V.17	五、17	86,369,615	65,327,226
Advances from customers	預收款項			2,399,933	1,220,270
Employee benefits payable	應付職工薪酬	V.18	五、18	21,275,667	21,574,064
Taxes payable	應交稅費	V.19	五、19	11,003,249	31,596,332
Interest payable	應付利息			643,783	716,104
Other payables	其他應付款	V.21	五、21	11,802,159	40,793,761
Total current liabilities	流動負債合計			303,494,406	501,227,757
Non-current liabilities:	非流動負債：				
Long-term payables	長期應付款			840,584	803,552
Deferred income	遞延收益			-	3,127,500
Total non-current liabilities	非流動負債合計			840,584	3,931,052
Total liabilities	負債合計			304,334,990	505,158,809

The notes on pages 98 to 248 form part of these financial statements. Details of dividends payable to equity shareholders of the Company are set out in Note V.20.

刊載於第98頁至第248頁的財務報表附註為本財務報表的組成部分。有關應付本公司股東股息之詳情已詳載於附註五、20。

Consolidated Balance Sheet

合併資產負債表

As at 31 December 2017
(Expressed in Renminbi Yuan)

2017年12月31日
(金額單位：人民幣元)

		Note	附註	2017 2017年	2016 2016年
LIABILITIES AND SHAREHOLDERS' EQUITY (cont'd)	負債和股東權益(續)				
Shareholders' equity:	股東權益：				
Share capital	股本	V.22	五、22	358,000,000	368,000,000
Capital reserve	資本公積	V.23	五、23	17,291,715	47,035,755
Other comprehensive income	其他綜合收益	V.24	五、24	-	2,041,764
Surplus reserve	盈餘公積	V.25	五、25	107,111,132	105,794,859
Retained earnings	未分配利潤	V.26	五、26	1,179,069,387	1,102,818,802
Total shareholders' equity	股東權益合計			1,661,472,234	1,625,691,180
Total liabilities and shareholders' equity	負債和股東權益總計			1,965,807,224	2,130,849,989

Approved and authorised for issue by the board of directors on 28 March 2018.

此財務報表已於2018年3月28日獲董事會批准。

Legal Representative: Wang An
法定代表人：王安

Chief Financial Officer: Wang Yan Hui
主管會計工作負責人：王艷輝

Chief Accountant: Li Lei
會計機構負責人：李磊

(Company stamp)
(公司蓋章)

The notes on pages 98 to 248 form part of these financial statements.

刊載於第98頁至第248頁的財務報表附註為本財務報表的組成部分。

Balance Sheet

資產負債表

As at 31 December 2017
(Expressed in Renminbi Yuan)

2017年12月31日
(金額單位：人民幣元)

		Note	附註	2017 2017年	2016 2016年
ASSETS	資產				
Current assets:	流動資產：				
Cash at bank and on hand	貨幣資金	XV.1	十五、1	57,533,223	84,468,206
Bills receivable	應收票據			6,026,975	2,707,800
Accounts receivable	應收賬款	XV.2	十五、2	121,596,500	134,781,171
Prepayments	預付款項	XV.3	十五、3	594,527	503,997
Dividends receivable	應收股利			53,699,658	60,572,440
Other receivables	其他應收款	XV.4	十五、4	225,253,334	333,921,214
Inventories	存貨	XV.5	十五、5	131,916,525	130,249,238
Other current assets	其他流動資產	XV.6	十五、6	41,289,336	73,526,044
Total current assets	流動資產合計			637,910,078	820,730,110
Non-current assets:	非流動資產：				
Available-for-sale financial assets	可供出售金融資產	XV.7	十五、7	-	21,314,443
Long-term equity investments	長期股權投資	XV.8	十五、8	434,907,677	570,402,700
Fixed assets	固定資產	XV.9	十五、9	166,825,696	152,884,171
Intangible assets	無形資產	XV.10	十五、10	31,274,167	32,268,451
Total non-current assets	非流動資產合計			633,007,540	776,869,765
Total assets	資產總計			1,270,917,618	1,597,599,875

The notes on pages 98 to 248 form part of these financial statements.

刊載於第98頁至第248頁的財務報表附註為本財務報表的組成部分。

Balance Sheet

資產負債表

As at 31 December 2017
(Expressed in Renminbi Yuan)

2017年12月31日

(金額單位：人民幣元)

		Note	附註	2017 2017年	2016 2016年
LIABILITIES AND SHAREHOLDERS' EQUITY	負債和股東權益				
Current liabilities:	流動負債：				
Short-term loans	短期借款	XV.12	十五、12	170,000,000	340,000,000
Accounts payable	應付賬款	XV.13	十五、13	35,588,166	224,580,978
Advances from customers	預收款項			1,520,786	923,749
Employee benefits payable	應付職工薪酬	XV.14	十五、14	2,674,709	2,927,239
Taxes payable	應交稅費			233,581	273,788
Interest payable	應付利息			643,783	716,104
Other payables	其他應付款	XV.15	十五、15	211,114,835	131,488,177
Total current liabilities	流動負債合計			421,775,860	700,910,035
Non-current liabilities	非流動負債：				
Deferred income	遞延收益			-	525,000
Total non-current liabilities	非流動負債合計			-	525,000
Total liabilities	負債合計			421,775,860	701,435,035

The notes on pages 98 to 248 form part of these financial statements.

刊載於第98頁至第248頁的財務報表附註為本財務報表的組成部分。

Balance Sheet

資產負債表

As at 31 December 2017

(Expressed in Renminbi Yuan)

2017年12月31日

(金額單位：人民幣元)

		Note	附註	2017 2017年	2016 2016年
LIABILITIES AND SHAREHOLDERS' EQUITY (cont'd)	負債和股東權益(續)				
Shareholders' equity:	股東權益：				
Share capital	股本	V.22	五、22	358,000,000	368,000,000
Capital reserve	資本公積	XV.16	十五、16	43,534,413	73,278,453
Other comprehensive income	其他綜合收益			-	2,041,764
Surplus reserve	盈餘公積	XV.17	十五、17	107,111,132	105,794,859
Retained earnings	未分配利潤			340,496,213	347,049,764
Total shareholders' equity	股東權益合計			849,141,758	896,164,840
Total liabilities and shareholders' equity	負債和股東權益總計			1,270,917,618	1,597,599,875

Approved and authorised for issue by the board of directors on 28 March 2018.

此財務報表已於2018年3月28日獲董事會批准。

Legal Representative: Wang An
法定代表人：王安

Chief Financial Officer: Wang Yan Hui
主管會計工作負責人：王艷輝

Chief Accountant: Li Lei
會計機構負責人：李磊

(Company stamp)
(公司蓋章)

The notes on pages 98 to 248 form part of these financial statements.

刊載於第98頁至第248頁的財務報表附註為本財務報表的組成部分。

Consolidated Income Statement

合併利潤表

For the year ended 31 December 2017

(Expressed in Renminbi Yuan)

2017年度

(金額單位：人民幣元)

		Note	附註	2017 2017年	2016 2016年
I Operating income	一、營業收入	V.27	五、27	901,041,170	875,197,112
II Less: Operating costs	二、減：營業成本	V.27	五、27	609,779,623	631,193,325
Taxes and surcharges	稅金及附加	V.28	五、28	15,550,682	10,938,187
Selling and distribution expenses	銷售費用	V.29	五、29	69,877,455	72,982,456
General and administrative expenses	管理費用	V.30	五、30	54,940,092	53,907,760
Financial expenses	財務費用	V.31	五、31	20,936,758	94,297
Impairment losses	資產減值損失	V.32	五、32	36,916,073	6,428,704
Add: Gains/(losses) from changes in fair value	加：公允價值變動收益/（損失）	V.33	五、33	79,304	(79,304)
Investment income	投資收益	V.34	五、34	2,802,323	4,527,591
Losses from asset disposals	資產處置損失			(1,522,774)	(2,109,850)
Other Income	其他收益	V.35	五、35	1,474,788	-
III Operating profit	三、營業利潤	V.42	五、42	95,874,128	101,990,820
Add: Non-operating income	加：營業外收入	V.36	五、36	514,069	21,126,644
Less: Non-operating expenses	減：營業外支出	V.37	五、37	285,696	30,382
IV Profit before taxation	四、利潤總額			96,102,501	123,087,082
Less: Income tax expenses	減：所得稅費用	V.38	五、38	135,643	1,400,520
V Net profit for the year and net profit attributable to shareholders of the Company	五、淨利潤及歸屬於母公司股東的淨利潤			95,966,858	121,686,562
VI Other comprehensive income, net of tax	六、其他綜合收益的稅後淨額	V.24	五、24	(2,041,764)	1,863,408
VII Total comprehensive income for the year and total comprehensive income attributable to shareholders of the Company	七、綜合收益總額及歸屬於母公司股東的綜合收益總額			93,925,094	123,549,970

The notes on pages 98 to 248 form part of these financial statements. Details of dividends payable to shareholders' of the Company attributable to the net profit for the year are set out in note XIII.

刊載於第98頁至第248頁的財務報表附註為本財務報表的組成部分。就歸屬於母公司股東的淨利潤，應付予本公司股東的股利詳情，已載於附註十三。

Consolidated Income Statement

合併利潤表

For the year ended 31 December 2017

(Expressed in Renminbi Yuan)

2017年度

(金額單位：人民幣元)

		Note	附註	2017 2017年	2016 2016年
VIII Earnings per share:	八、每股收益：				
(1) Basic earnings per share	(一)基本每股收益	V.41	五、41	<u>0.265</u>	<u>0.325</u>
(2) Diluted earnings per share	(二)稀釋每股收益	V.41	五、41	<u>0.265</u>	<u>0.325</u>

Approved and authorised for issue by the board of directors on 28 March 2018.

此財務報表已於2018年3月28日獲董事會批准。

Legal Representative: Wang An
法定代表人：_____ 王安 _____

Chief Financial Officer: Wang Yan Hui
主管會計工作負責人：_____ 王艷輝 _____

Chief Accountant: Li Lei
會計機構負責人：_____ 李磊 _____

(Company stamp)
(公司蓋章)

The notes on pages 98 to 248 form part of these financial statements. Details of dividends payable to share holders' of the Company attributable to the net profit for the year are set out in note XIII.

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Income Statement

利潤表

For the year ended 31 December 2017
(Expressed in Renminbi Yuan)
2017年度
(金額單位：人民幣元)

				2017	2016
		Note	附註	2017年	2016年
I Operating income	一、營業收入	XV.18	十五、18	576,704,076	668,906,066
II Less: Operating costs	二、減：營業成本	XV.18	十五、18	503,741,936	622,259,341
Taxes and surcharges	稅金及附加			2,724,943	2,562,075
Selling and distribution expenses	銷售費用			35,797,439	45,858,503
General and administrative expenses	管理費用			15,967,654	15,679,018
Financial expenses	財務費用	XV.19	十五、19	18,267,418	1,076,176
Impairment losses	資產減值損失			31,196,465	6,374,976
Add: Investment income	加：投資收益	XV.20	十五、20	43,061,008	7,006,958
Losses from asset disposals	資產處置損失			(16,788)	(816,510)
Other income	其他收益			721,000	-
III Operating profit/(loss)	三、營業利潤/(虧損)			12,773,441	(18,713,575)
Add: Non-operating income	加：營業外收入			489,281	18,448,405
Less: Non-operating expenses	減：營業外支出			100,000	-
IV Profit/(loss) before income tax	四、利潤/(虧損)總額			13,162,722	(265,170)
Less: Income tax expenses	減：所得稅費用	XV.21	十五、21	-	-
V Net profit/(loss) for the year	五、淨利潤/(虧損)			13,162,722	(265,170)
VI Other comprehensive income, net of tax	六、其他綜合收益的稅後淨額			(2,041,764)	1,863,408
VII Total comprehensive income for the year	七、綜合收益總額			11,120,958	1,598,238

Approved and authorised for issue by the board of directors on 28 March 2018.

此財務報表已於2018年3月28日獲董事會批准。

Legal Representative: Wang An
法定代表人：_____王安_____

Chief Financial Officer: Wang Yan Hui
主管會計工作負責人：_____王艷輝_____

Chief Accountant: Li Lei
會計機構負責人：_____李磊_____

(Company stamp)
(公司蓋章)

The notes on pages 98 to 248 form part of these financial statements. Details of dividends payable to shareholders' of the Company attributable to the net profit for the year are set out in note XIII.

刊載於第98頁至第248頁的財務報表附註為本財務報表的組成部分。就歸屬於母公司股東的淨利潤，應付予本公司股東的股利詳情，已載於附註十三。

Consolidated Cash Flow Statement

合併現金流量表

For the year ended 31 December 2017

(Expressed in Renminbi Yuan)

2017年度

(金額單位：人民幣元)

		Note	附註	2017 2017年	2016 2016年
I Cash flows from operating activities:	一、經營活動產生的現金流量：				
Proceeds from sale of goods and rendering of services	銷售商品、提供勞務收到的現金			944,227,142	925,769,833
Refund of taxes	收到的稅費返還			79,667,181	87,480,916
Proceeds from other operating activities	收到其他與經營活動有關的現金	V.43 (1)	五、43(1)	7,626,658	9,748,288
Sub-total of cash inflows	經營活動現金流入小計			1,031,520,981	1,022,999,037
Payments for goods and services	購買商品、接受勞務支付的現金			(685,924,723)	(666,442,043)
Payments to and for employees	支付給職工以及為職工支付的現金			(54,678,498)	(51,197,774)
Payments of various taxes	支付的各项稅費			(46,858,895)	(40,318,065)
Payments for other operating activities	支付其他與經營活動有關的現金	V.43 (2)	五、43(2)	(108,302,828)	(70,137,946)
Sub-total of cash outflows	經營活動現金流出小計			(895,764,944)	(828,095,828)
Net cash inflow from operating activities	經營活動產生的現金流量淨額	V.44 (1)	五、44(1)	135,756,037	194,903,209
II Cash flows from investing activities:	二、投資活動產生的現金流量：				
Proceeds from disposal of financial assets	收回金融資產收到的現金			1,989,604,982	1,784,927,302
Investment returns received	取得投資收益所收到的現金			5,718,800	4,527,591
Net proceeds from disposal of fixed assets	處置固定資產所收回的現金淨額			23,536	1,481,140
Proceeds from disposal of equity interests of a subsidiary and a joint venture	處置子公司及合營企業股權收到的現金	V.44 (2)(3)	五、44(2)(3)	44,444,699	28,654,071
Proceeds from other investing activities	收到其他與投資活動有關的現金	V.43 (3)	五、43(3)	425,062	1,270,409
Sub-total of cash inflows	投資活動現金流入小計			2,040,217,079	1,820,860,513
Payments for acquisition of financial assets	購買金融資產支付的現金			(1,936,292,488)	(1,752,239,797)
Payments for acquisition of fixed assets and intangible assets	購建固定資產和無形資產所支付的現金			(12,288,219)	(44,629,367)
Sub-total of cash outflows	投資活動現金流出小計			(1,948,580,707)	(1,796,869,164)
Net cash inflow from investing activities	投資活動產生的現金流量淨額			91,636,372	23,991,349

The notes on pages 98 to 248 form part of these financial statements.

刊載於第98頁至第248頁的財務報表附註為本財務報表的組成部分。

Consolidated Cash Flow Statement

合併現金流量表

For the year ended 31 December 2017
(Expressed in Renminbi Yuan)

2017年度
(金額單位：人民幣元)

	Note	附註	2017 2017年	2016 2016年	
III Cash flows from financing activities:		三、籌資活動產生的現金流量：			
Proceeds from borrowings		取得借款收到的現金	260,000,000	647,290,715	
Proceeds from other financing activities		收到其他與籌資活動有關的現金	350,000	-	
Sub-total of cash inflows		籌資活動現金流入小計	<u>260,350,000</u>	<u>647,290,715</u>	
Repayments of borrowings		償還借款支付的現金	(446,393,660)	(790,299,940)	
Payments for dividends		分配股利支付的現金	(18,400,000)	(19,050,000)	
Payments for interest		償付利息支付的現金	(7,560,000)	(16,550,672)	
Payments for purchase of own shares		回購公司股份支付的現金	(39,744,040)	(41,064,520)	
Sub-total of cash outflows		籌資活動現金流出小計	<u>(512,097,700)</u>	<u>(866,965,132)</u>	
Net cash outflow from financing activities		籌資活動產生的現金流量淨額	<u>(251,747,700)</u>	<u>(219,674,417)</u>	
IV Effect of foreign currency exchange rate changes on cash and cash equivalents		四、匯率變動對現金及現金等價物的影響	<u>(6,425,019)</u>	<u>4,585,584</u>	
V Net (decrease)/increase in cash and cash equivalents		五、現金及現金等價物淨(減少)/增加額	V.44 (1) (30,780,310)	3,805,725	
Add: Cash and cash equivalents at the beginning of the year		加：年初現金及現金等價物餘額	<u>110,178,784</u>	<u>106,373,059</u>	
VI Cash and cash equivalents at the end of the year		六、年末現金及現金等價物餘額	V.44 (4) <u>79,398,474</u>	<u>110,178,784</u>	

Approved and authorised for issue by the board of directors on 28 March 2018.
此財務報表已於2018年3月28日獲董事會批准。

Legal Representative: Wang An
法定代表人：_____ 王安

Chief Financial Officer: Wang Yan Hui
主管會計工作負責人：_____ 王艷輝

Chief Accountant: Li Lei
會計機構負責人：_____ 李磊

(Company stamp)
(公司蓋章)

The notes on pages 98 to 248 form part of these financial statements.

刊載於第98頁至第248頁的財務報表附註為本財務報表的組成部分。

Cash Flow Statement

現金流量表

For the year ended 31 December 2017

(Expressed in Renminbi Yuan)

2017年度

(金額單位：人民幣元)

		Note	附註	2017 2017年	2016 2016年
I Cash flows from operating activities:	一、經營活動產生的現金流量：				
Proceeds from sale of goods	銷售商品收到的現金			586,370,397	645,298,603
Refund of taxes	收到的稅費返還			56,767,103	75,009,015
Proceeds from other operating activities	收到其他與經營活動有關的現金			12,834,582	6,880,912
Sub-total of cash inflows	經營活動現金流入小計			655,972,082	727,188,530
Payments for goods and services	購買商品、接受勞務支付的現金			(650,033,559)	(668,722,297)
Payments to and for employees	支付給職工以及為職工 支付的現金			(15,180,335)	(16,641,175)
Payments of various taxes	支付的各項稅費			(2,765,149)	(3,878,616)
Payments for other operating activities	支付其他與經營活動有關的現金			(51,597,928)	(60,979,636)
Sub-total of cash outflows	經營活動現金流出小計			(719,576,971)	(750,221,724)
Net cash outflow from operating activities	經營活動產生的現金流量淨額	XV.22 (1)	十五、22(1)	(63,604,889)	(23,033,194)
II Cash flows from investing activities:	二、投資活動產生的現金流量：				
Proceeds from disposal of financial assets	收回金融資產收到的現金			1,496,220,000	1,731,800,000
Investment returns received	取得投資收益所收到的現金			94,227,278	3,256,958
Net proceeds from disposal of fixed assets	處置固定資產所收回的現金淨額			-	83,333
Proceeds from disposal of equity interests of a subsidiary	處置子公司股權收到的現金			44,520,000	-
Proceeds from other investing activities	收到其他與投資活動有關的現金			121,723,763	274,598,751
Sub-total of cash inflows	投資活動現金流入小計			1,756,691,041	2,009,739,042
Payments for acquisition of financial assets	購買金融資產支付的現金			(1,450,820,000)	(1,691,200,000)
Payments for acquisition of fixed assets and intangible assets	購建固定資產和無形資產 所支付的現金			(11,924,503)	(40,559,328)
Sub-total of cash outflows	投資活動現金流出小計			(1,462,744,503)	(1,731,759,328)
Net cash inflow from investing activities	投資活動產生的現金流量淨額			293,946,538	277,979,714

The notes on pages 98 to 248 form part of these financial statements.

刊載於第98頁至第248頁的財務報表附註為本財務報表的組成部分。

Cash Flow Statement

現金流量表

For the year ended 31 December 2017
(Expressed in Renminbi Yuan)

2017年度

(金額單位：人民幣元)

		Note	附註	2017 2017年	2016 2016年
III Cash flows from financing activities:	三、籌資活動產生的現金流量：				
Proceeds from borrowings	取得借款收到的現金			260,000,000	647,290,715
Sub-total of cash inflows	籌資活動現金流入小計			260,000,000	647,290,715
Repayments of borrowings	償還借款支付的現金			(446,393,660)	(790,299,940)
Payments for dividends	分配股利支付的現金			(18,400,000)	(19,050,000)
Payments for interest	償付利息支付的現金			(7,560,000)	(15,895,691)
Payments for purchase of own shares	回購公司股份支付的現金			(39,744,040)	(41,064,520)
Sub-total of cash outflows	籌資活動現金流出小計			(512,097,700)	(866,310,151)
Net cash outflow from financing activities	籌資活動產生的現金流量淨額			(252,097,700)	(219,019,436)
IV Effect of foreign currency exchange rate changes on cash and cash equivalents	四、匯率變動對現金及現金等價物的影響			(5,178,932)	3,691,683
V Net (decrease)/increase in cash and cash equivalents	五、現金及現金等價物淨(減少)/增加額	XV.22 (2)	十五、22(2)	(26,934,983)	39,618,767
Add: Cash and cash equivalents at the beginning of the year	加：年初現金及現金等價物餘額			84,468,206	44,849,439
VI Cash and cash equivalents at the end of the year	六、年末現金及現金等價物餘額	XV.22 (3)	十五、22(3)	57,533,223	84,468,206

Approved and authorised for issue by the board of directors on 28 March 2018.

此財務報表已於2018年3月28日獲董事會批准。

Legal Representative: Wang An
法定代表人：王安

Chief Financial Officer: Wang Yan Hui
主管會計工作負責人：王艷輝

Chief Accountant: Li Lei
會計機構負責人：李磊

(Company stamp)
(公司蓋章)

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Consolidated Statement of Changes in Shareholders' Equity

合併股東權益變動表

For the year ended 31 December 2017

(Expressed in Renminbi Yuan)

2017年度

(金額單位：人民幣元)

				Share capital	Capital reserve	Other comprehensive income	Surplus reserve	Retained earnings	Total
		Note	附註	股本	資本 公積	其他 綜合收益	盈餘 公積	未分配 利潤	合計
Balance at 1 January 2016	2016年1月1日餘額			381,000,000	75,100,275	178,356	105,794,859	1,000,182,240	1,562,255,730
Changes in equity for the year	本年增減變動金額								
1. Total comprehensive income	1. 綜合收益總額			-	-	1,863,408	-	121,686,562	123,549,970
2. Appropriation of profits	2. 利潤分配								
- Appropriation for surplus reserve	- 提取盈餘公積	V.26	五、26	-	-	-	-	-	-
- Distributions to shareholders	- 對股東的分配			-	-	-	-	(19,050,000)	(19,050,000)
3. Purchase of own shares	3. 股票回購	V.22	五、22	(13,000,000)	(28,064,520)	-	-	-	(41,064,520)
Balance at 31 December 2016	2016年12月31日餘額			368,000,000	47,035,755	2,041,764	105,794,859	1,102,818,802	1,625,691,180
Balance at 1 January 2017	2017年1月1日餘額			368,000,000	47,035,755	2,041,764	105,794,859	1,102,818,802	1,625,691,180
Changes in equity for the year	本年增減變動金額								
1. Total comprehensive income	1. 綜合收益總額			-	-	(2,041,764)	-	95,966,858	93,925,094
2. Appropriation of profits	2. 利潤分配								
- Appropriation for surplus reserve	- 提取盈餘公積	V.26	五、26	-	-	-	1,316,273	(1,316,273)	-
- Distributions to shareholders	- 對股東的分配			-	-	-	-	(18,400,000)	(18,400,000)
3. Purchase of own shares	3. 股票回購	V.22	五、22	(10,000,000)	(29,744,040)	-	-	-	(39,744,040)
Balance at 31 December 2017	2017年12月31日餘額			358,000,000	17,291,715	-	107,111,132	1,179,069,387	1,661,472,234

Approved and authorised for issue by the board of directors on 28 March 2018.

此財務報表已於2018年3月28日獲董事會批准。

Legal Representative: Wang An
 法定代表人：王安

Chief Financial Officer: Wang Yan Hui
 主管會計工作負責人：王艷輝

Chief Accountant: Li Lei
 會計機構負責人：李磊

(Company stamp)
 (公司蓋章)

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Statement of Changes in Shareholders' Equity

股東權益變動表

For the year ended 31 December 2017

(Expressed in Renminbi Yuan)

2017年度

(金額單位：人民幣元)

				Share capital	Capital reserve	Other comprehensive income	Surplus reserve	Retained earnings	Total
		Note	附註	股本	資本 公積	其他 綜合收益	盈餘 公積	未分配 利潤	合計
Balance at 1 January 2016	2016年1月1日餘額			381,000,000	101,342,973	178,356	105,794,859	366,364,934	954,681,122
Changes in equity for the year	本年增減變動金額								
1. Total comprehensive income	1. 綜合收益總額			-	-	1,863,408	-	(265,170)	1,598,238
2. Appropriation of profits	2. 利潤分配								
- Appropriation for surplus reserve	- 提取盈餘公積	V.26	五、26	-	-	-	-	-	-
- Distributions to shareholders	- 對股東的分配			-	-	-	-	(19,050,000)	(19,050,000)
3. Purchase of own shares	3. 股票回購	V.22	五、22	(13,000,000)	(28,064,520)	-	-	-	(41,064,520)
Balance at 31 December 2016	2016年12月31日餘額			<u>368,000,000</u>	<u>73,278,453</u>	<u>2,041,764</u>	<u>105,794,859</u>	<u>347,049,764</u>	<u>896,164,840</u>
Balance at 1 January 2017	2017年1月1日餘額			368,000,000	73,278,453	2,041,764	105,794,859	347,049,764	896,164,840
Changes in equity for the year	本年增減變動金額								
1. Total comprehensive income	1. 綜合收益總額			-	-	(2,041,764)	-	13,162,722	11,120,958
2. Appropriation of profits	2. 利潤分配								
- Appropriation for surplus reserve	- 提取盈餘公積	V.26	五、26	-	-	-	1,316,273	(1,316,273)	-
- Distributions to shareholders	- 對股東的分配			-	-	-	-	(18,400,000)	(18,400,000)
3. Purchase of own shares	3. 股票回購	V.22	五、22	(10,000,000)	(29,744,040)	-	-	-	(39,744,040)
Balance at 31 December 2017	2017年12月31日餘額			<u>358,000,000</u>	<u>43,534,413</u>	<u>-</u>	<u>107,111,132</u>	<u>340,496,213</u>	<u>849,141,758</u>

Approved and authorised for issue by the board of directors on 28 March 2018.

此財務報表已於2018年3月28日獲董事會批准。

Legal Representative: Wang An
 法定代表人：王安

Chief Financial Officer: Wang Yan Hui
 主管會計工作負責人：王艷輝

Chief Accountant: Li Lei
 會計機構負責人：李磊

(Company stamp)
 (公司蓋章)

The notes on pages 98 to 248 form part of these financial statements.

刊載於第98頁至第248頁的財務報表附註為本財務報表的組成部分。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

I Company status

Yantai North Andre Juice Company Limited (the “Company”), was named Yantai North Andre Juice Company Limited which was established in Yantai on 30 March 1996. Headquarter of the Company is located in Yantai, Shandong Province.

The principal activities of the Company and its subsidiaries (the “Group”) are in the manufacture and sale of condensed juice, pulp, apple essence, pomace and related products. For information about the subsidiaries of the Company, refer to Note VII.

II Basis of preparation

The financial statements have been prepared on the going concern basis.

III Significant accounting policies and accounting estimates

Accounting policies for the recognition and measurement of provisions for receivables, recognition of cost of inventories, depreciation of fixed assets, amortisation of intangible assets, and revenue recognition and measurement of the Group are adopted according to the specific characteristics of the Company’s operations. Please refer to the relevant notes on accounting policies.

1 Statement of compliance

The financial statements have been prepared in accordance with the requirements of Accounting Standards for Business Enterprises issued by the Ministry of Finance (MOF) of the People’s Republic of China (PRC) and present truly and completely the consolidated financial position and the financial position of the Company as at 31 December 2017, and the consolidated and the Company’s financial performance and the consolidated and the Company’s cash flows for the year ended 31 December 2017.

一 公司基本情況

烟台北方安德利果汁股份有限公司(以下簡稱「本公司」)原為烟台北方安德利果汁有限公司，原公司是於1996年3月30日在烟台成立，總部位於山東省烟台市。

本公司及子公司(以下簡稱「本集團」)主要從事生產銷售各種果蔬汁、果漿、蘋果香精、生物飼料及相關產品。本公司子公司的相關信息參見附註七。

二 財務報表的編製基礎

本公司以持續經營為基礎編製財務報表。

三 公司重要會計政策、會計估計

本集團應收款項壞賬準備的確認和計量、發出存貨的計量、固定資產的折舊、無形資產的攤銷以及收入的確認和計量的相關會計政策是根據本集團相關業務經營特點制定的，具體政策參見相關附註。

1 遵循企業會計準則的聲明

本財務報表符合中華人民共和國財政部(以下簡稱「財政部」)頒佈的企業會計準則的要求，真實、完整地反映了本公司2017年12月31日的合併財務狀況和財務狀況、2017年度的合併經營成果和經營成果及合併現金流量和現金流量。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

2 Accounting period

The accounting period is from 1 January to 31 December.

3 Functional currency

The Company's functional currency is Renminbi and these financial statements are presented in Renminbi. Some of the Company's subsidiaries have functional currencies that are different from the Company's functional currency. Their financial statements have been translated based on the accounting policy set out in Note III.7.

4 Accounting treatments for business combinations involving entities under common control and not under common control

(1) Business combinations involving entities under common control

A business combination involving entities under common control is a business combination in which all of the combining entities are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. The assets acquired and liabilities assumed are measured based on their carrying amounts in the consolidated financial statements of the ultimate controlling party at the combination date. The difference between the carrying amount of the net assets acquired and the consideration paid for the combination (or the total par value of shares issued) is adjusted against share premium in the capital reserve, with any excess adjusted against retained earnings. Any costs directly attributable to the combination are recognised in profit or loss when incurred. The combination date is the date on which one combining entity obtains control of other combining entities.

三 公司重要會計政策、會計估計 (續)

2 會計期間

會計年度自公曆1月1日起至12月31日止。

3 記賬本位幣

本公司的記賬本位幣為人民幣，編製財務報表採用的貨幣為人民幣。本公司的部分子公司採用本公司記賬本位幣以外的貨幣作為記賬本位幣，在編製本財務報表時，這些子公司的外幣財務報表按照附註三、7進行了折算。

4 同一控制下和非同一控制下企業合併的會計處理方法

(1) 同一控制下的企業合併

參與合併的企業在合併前後均受同一方或相同的多方最終控制且該控制並非暫時性的，為同一控制下的企業合併。合併方在企業合併中取得的資產和負債，按照合併日在最終控制方合併財務報表中的賬面價值計量。取得的淨資產賬面價值與支付的合併對價賬面價值(或發行股份面值總額)的差額，調整資本公積中的股本溢價；資本公積中的股本溢價不足沖減的，調整留存收益。為進行企業合併發生的直接相關費用，於發生時計入當期損益。合併日為合併方實際取得對被合併方控制權的日期。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

4 Accounting treatments for business combinations involving entities under common control and not under common control (cont'd)

(2) Business combinations involving entities not under common control

A business combination involving entities not under common control is a business combination in which all of the combining entities are not ultimately controlled by the same party or parties both before and after the business combination. Where (1) the aggregate of the acquisition-date fair value of assets transferred (including the acquirer's previously held equity interest in the acquiree), liabilities incurred or assumed, and equity securities issued by the acquirer, in exchange for control of the acquiree, exceeds (2) the acquirer's interest in the acquisition-date fair value of the acquiree's identifiable net assets, the difference is recognised as goodwill (see Note III.16). If (1) is less than (2), the difference is recognised in profit or loss for the current period. The costs of issuing equity or debt securities as a part of the consideration for the acquisition are included in the carrying amounts of these equity or debt securities upon initial recognition. Other acquisition-related costs are expensed when incurred. Any difference between the fair value and the carrying amount of the assets transferred as consideration is recognised in profit or loss. The acquiree's identifiable assets, liabilities and contingent liabilities, if the recognition criteria are met, are recognised by the Group at their acquisition-date fair value. The acquisition date is the date on which the acquirer obtains control of the acquiree.

三 公司重要會計政策、會計估計 (續)

4 同一控制下和非同一控制下企業合併的會計處理方法(續)

(2) 非同一控制下的企業合併

參與合併的各方在合併前後不受同一方或相同的多方最終控制的，為非同一控制下的企業合併。本集團作為購買方，為取得被購買方控制權而付出的資產(包括購買日之前所持有的被購買方的股權)、發生或承擔的負債以及發行的權益性證券在購買日的公允價值之和，減去合併中取得的被購買方可辨認淨資產於購買日公允價值份額的差額，如為正數則確認為商譽(參見附註三、16)；如為負數則計入當期損益。本集團將作為合併對價發行的權益性證券或債務性證券的交易費用，計入權益性證券或債務性證券的初始確認金額。本集團為進行企業合併發生的其他各項直接費用計入當期損益。付出資產的公允價值與其賬面價值的差額，計入當期損益。本集團在購買日按公允價值確認所取得的被購買方符合確認條件的各項可辨認資產、負債及或有負債。購買日是指購買方實際取得對被購買方控制權的日期。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

5 Consolidated financial statements

(1) General principles

The scope of consolidated financial statements is based on control and the consolidated financial statements comprise the Company and its subsidiaries. Control exists when the investor has all of following: power over the investee; exposure, or rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered. The financial position, financial performance and cash flows of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

When the accounting period or accounting policies of a subsidiary are different from those of the Company, the Company makes necessary adjustments to the financial statements of the subsidiary based on the Company's own accounting period or accounting policies. Intra-group balances and transactions, and any unrealised profit or loss arising from intra-group transactions, are eliminated when preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, unless they represent impairment losses that are recognised in the financial statements.

三 公司重要會計政策、會計估計 (續)

5 合併財務報表的編製方法

(1) 總體原則

合併財務報表的合併範圍以控制為基礎予以確定，包括本公司及本公司控制的子公司。控制，是指本集團擁有對被投資方的權力，通過參與被投資方的相關活動而享有可變回報，並且有能力運用對被投資方的權力影響其回報金額。在判斷本集團是否擁有對被投資方的權力時，本集團僅考慮與被投資方相關的實質性權利(包括本集團自身所享有的及其他方所享有的實質性權利)。子公司的財務狀況、經營成果和現金流量由控制開始日起至控制結束日止包含於合併財務報表中。

當子公司所採用的會計期間或會計政策與本公司不一致時，合併時已按照本公司的會計期間或會計政策對子公司財務報表進行必要的調整。合併時所有集團內部交易及餘額，包括未實現內部交易損益均已抵銷。集團內部交易發生的未實現損失，有證據表明該損失是相關資產減值損失的，則全額確認該損失。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

5 Consolidated financial statements (cont'd)

(2) Subsidiaries acquired through a business combination

Where a subsidiary was acquired during the reporting period, through a business combination involving entities under common control, the financial statements of the subsidiary are included in the consolidated financial statements based on the carrying amounts of the assets and liabilities of the subsidiary in the financial statements of the ultimate controlling party as if the combination had occurred at the date that the ultimate controlling party first obtained control. The opening balances and the comparative figures of the consolidated financial statements are also restated.

Where a subsidiary was acquired during the reporting period, through a business combination involving entities not under common control, the identifiable assets and liabilities of the acquired subsidiaries are included in the scope of consolidation from the date that control commences, based on the fair value of those identifiable assets and liabilities at the acquisition date.

(3) Disposal of subsidiaries

When the Group loses control over a subsidiary, any resulting disposal gains or losses are recognised as investment income for the current period. The remaining equity interests is re-measured at its fair value at the date when control is lost. Any resulting gains or losses are also recognised as investment income for the current period.

三 公司重要會計政策、會計估計 (續)

5 合併財務報表的編製方法(續)

(2) 合併取得子公司

對於通過同一控制下企業合併取得的子公司，在編製合併當期財務報表時，以被合併子公司的各項資產、負債在最終控制方財務報表中的賬面價值為基礎，視同被合併子公司在本公司最終控制方對其開始實施控制時納入本公司合併範圍，並對合併財務報表的期初數以及前期比較報表進行相應調整。

對於通過非同一控制下企業合併取得的子公司，在編製合併當期財務報表時，以購買日確定的被購買子公司各項可辨認資產、負債的公允價值為基礎自購買日起將被購買子公司納入本公司合併範圍。

(3) 處置子公司

本集團喪失對原有子公司控制權時，由此產生的任何處置收益或損失，計入喪失控制權當期的投資收益，對於剩餘股權投資，本集團按照其在喪失控制權日的公允價值進行重新計量，由此產生的任何收益或損失，也計入喪失控制權當期的投資收益。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

6 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits that can be readily withdrawn on demand, and short-term, highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of change in value.

7 Foreign currency transactions and translation of foreign currency financial statements

When the Group receives capital in foreign currencies from investors, the capital is translated to Renminbi at the spot exchange rate at the date of the receipt. Other foreign currency transactions are, on initial recognition, translated to Renminbi at the spot exchange rates on the dates of the transactions.

Monetary items denominated in foreign currencies are translated to Renminbi at the spot exchange rate at the balance sheet date. The resulting exchange differences are generally recognised in profit or loss, unless they arise from the re-translation of the principal and interest of specific borrowings for the construction of qualifying assets (see Note III.14). Non-monetary items that are measured at historical cost in foreign currencies are translated to Renminbi using the exchange rate at the transaction date. Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rate at the date the fair value is determined. The resulting exchange differences are recognised in profit or loss, except for the differences arising from the re-translation of available-for-sale financial assets, which are recognised in other comprehensive income.

三 公司重要會計政策、會計估計 (續)

6 現金及現金等價物的確定標準

現金和現金等價物包括庫存現金、可以隨時用於支付的存款以及持有期限短、流動性強、易於轉換為已知金額現金、價值變動風險很小的投資。

7 外幣業務和外幣報表折算

本集團收到投資者以外幣投入資本時按當日即期匯率折合為人民幣，其他外幣交易在初始確認時按交易發生日的即期匯率折合為人民幣。

於資產負債表日，外幣貨幣性項目採用該日的即期匯率折算。除與購建符合資本化條件資產有關的專門借款本金和利息的匯兌差額(參見附註三、14)外，其他匯兌差額計入當期損益。以歷史成本計量的外幣非貨幣性項目，仍採用交易發生日的即期匯率折算。以公允價值計量的外幣非貨幣性項目，採用公允價值確定日的即期匯率折算，由此產生的匯兌差額，屬於可供出售金融資產的外幣非貨幣性項目的差額，計入其他綜合收益；其他差額計入當期損益。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

7 Foreign currency transactions and translation of foreign currency financial statements (cont'd)

Assets and liabilities of foreign operation are translated to Renminbi at the spot exchange rate at the balance sheet date. Equity items, excluding “retained earnings”, are translated to Renminbi at the spot exchange rates at the transaction dates. Income and expenses of foreign operation are translated to Renminbi at the spot exchange rates at the transaction dates. The resulting translation differences are recognised in other comprehensive income. The translation differences accumulated in shareholders' equity with respect to a foreign operation are transferred to profit or loss in the period when the foreign operation is disposed.

8 Financial instruments

Financial instruments include cash at bank and on hand, financial assets at fair value through profit or loss, receivables, available-for-sale financial assets, payables, loans and borrowings and share capital.

(1) Recognition and measurement of financial assets and financial liabilities

A financial asset or financial liability is recognised in the balance sheet when the Group becomes a party to the contractual provisions of a financial instrument.

The Group classifies financial assets and liabilities into different categories at initial recognition based on the purpose of acquiring assets or assuming liabilities: financial assets and financial liabilities at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets and other financial liabilities.

三 公司重要會計政策、會計估計 (續)

7 外幣業務和外幣報表折算(續)

對境外經營的財務報表進行折算時，資產負債表中的資產和負債項目，採用資產負債表日的即期匯率折算，股東權益項目除「未分配利潤」項目外，其他項目採用發生時的即期匯率折算。利潤表中的收入和費用項目，採用交易發生日的即期匯率折算。按照上述折算產生的外幣財務報表折算差額，在其他綜合收益中列示。處置境外經營時，相關的外幣財務報表折算差額自股東權益轉入處置當期損益。

8 金融工具

本集團的金融工具包括貨幣資金、以公允價值計量且其變動計入當期損益的金融資產、應收款項、可供出售金融資產、應付款項、借款及股本等。

(1) 金融資產及金融負債的確認和計量

金融資產和金融負債在本集團成為相關金融工具合同條款的一方時，於資產負債表內確認。

本集團在初始確認時按取得資產或承擔負債的目的，把金融資產和金融負債分為不同類別：以公允價值計量且其變動計入當期損益的金融資產和金融負債、貸款及應收款項、持有至到期投資、可供出售金融資產和其他金融負債。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

8 Financial instruments (cont'd)

(1) Recognition and measurement of financial assets and financial liabilities (cont'd)

Financial assets and financial liabilities are measured initially at fair value. For financial assets and financial liabilities at fair value through profit or loss, any related directly attributable transaction costs are charged to profit or loss; for other categories of financial assets and financial liabilities, any related directly attributable transaction costs are included in their initial costs. Subsequent to initial recognition, financial assets and liabilities are measured as follows:

- Financial assets at fair value through profit or loss (Including financial assets held for trading)

A financial asset or financial liability is classified as at fair value through profit or loss if it is acquired or incurred principally for the purpose of selling or repurchasing in the near term or if it is a derivative.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, and changes therein are recognised in profit or loss.

- Receivables
Receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

Subsequent to initial recognition, receivables are measured at amortised cost using the effective interest method.

三 公司重要會計政策、會計估計 (續)

8 金融工具(續)

(1) 金融資產及金融負債的確認和計量(續)

在初始確認時，金融資產及金融負債均以公允價值計量。對於以公允價值計量且其變動計入當期損益的金融資產或金融負債，相關交易費用直接計入當期損益；對於其他類別的金融資產或金融負債，相關交易費用計入初始確認金額。初始確認後，金融資產和金融負債的後續計量如下：

- 以公允價值計量且其變動計入當期損益的金融資產 (包括交易性金融資產)
本集團持有為了近期內出售或回購的金融資產和金融負債及衍生工具屬於此類。

初始確認後，以公允價值計量且其變動計入當期損益的金融資產以公允價值計量，公允價值變動形成的利得或損失計入當期損益。

- 應收款項
應收款項是指在活躍市場中沒有報價、回收金額固定或可確定的非衍生金融資產。

初始確認後，應收款項以實際利率法按攤餘成本計量。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

8 Financial instruments (cont'd)

(1) Recognition and measurement of financial assets and financial liabilities (cont'd)

– Available-for-sale financial assets

Available-for-sale financial assets include non-derivative financial assets that are designated upon initial recognition as available for sale and other financial assets which do not fall into any of the above categories.

Available-for-sale investments in equity instruments whose fair value cannot be measured reliably are measured at cost subsequent to initial recognition. Other available-for-sale financial assets are measured at fair value subsequent to initial recognition and changes therein are recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses from monetary financial assets which are recognised directly in profit or loss. When an investment is derecognised, the gain or loss accumulated in other comprehensive income is reclassified to profit or loss. Dividend income is recognised in profit or loss when the investee approves the dividends. Interest is recognised in profit or loss using the effective interest method (see Note III.20(3)).

– Other financial liabilities

Financial liabilities other than the financial liabilities at fair value through profit or loss are classified as other financial liabilities. Other financial liabilities are measured at amortised cost using the effective interest method.

三 公司重要會計政策、會計估計 (續)

8 金融工具(續)

(1) 金融資產及金融負債的確認和計量(續)

– 可供出售金融資產

本集團將在初始確認時即被指定為可供出售的非衍生金融資產以及沒有歸類到其他類別的金融資產分類為可供出售金融資產。

對公允價值不能可靠計量的可供出售權益工具投資，初始確認後按成本計量；其他可供出售金融資產，初始確認後以公允價值計量，公允價值變動形成的利得或損失，除減值損失和外幣貨幣性金融資產形成的匯兌差額計入當期損益外，其他利得或損失計入其他綜合收益，在可供出售金融資產終止確認時轉出，計入當期損益。可供出售權益工具投資的現金股利，在被投資單位宣告發放股利時計入當期損益。按實際利率法計算的可供出售金融資產的利息，計入當期損益(參見附註三、20(3))。

– 其他金融負債

其他金融負債是指除以公允價值計量且其變動計入當期損益的金融負債以外的金融負債。其他金融負債於初始確認後採用實際利率法按攤餘成本計量。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

8 Financial instruments (cont'd)

(2) Presentation of financial assets and financial liabilities

Financial assets and financial liabilities are generally presented separately in the balance sheet, and are not offset. However, a financial asset and a financial liability are offset and the net amount is presented in the balance sheet when both of the following conditions are satisfied:

- the Group currently has a legally enforceable right to set off the recognised amounts;
- the Group intends either to settle on a net basis, or to realise the financial asset and settle the financial liability simultaneously.

(3) Derecognition of financial assets and financial liabilities

A financial asset is derecognised if the Group's contractual rights to the cash flows from the financial asset expire or if the Group transfers substantially all the risks and rewards of ownership of the financial asset to another party.

Where a transfer of a financial asset in its entirety meets the criteria for derecognition, the difference between the two amounts below is recognised in profit or loss:

- the carrying amount of the financial asset transferred;
- the sum of the consideration received from the transfer and any cumulative gain or loss that has been recognised directly in shareholders' equity.

The Group derecognises a financial liability (or part of it) only when its contractual obligation (or part of it) is discharged or cancelled or expires.

三 公司重要會計政策、會計估計 (續)

8 金融工具(續)

(2) 金融資產及金融負債的列報

金融資產和金融負債在資產負債表內分別列示，沒有相互抵銷。但是，同時滿足下列條件的，以相互抵銷後的淨額在資產負債表內列示：

- 本集團具有抵銷已確認金額的法定權利，且該種法定權利是當前可執行的；
- 本集團計劃以淨額結算，或同時變現該金融資產和清償該金融負債。

(3) 金融資產和金融負債的終止確認

當收取某項金融資產的現金流量的合同權利終止或將所有權上幾乎所有的風險和報酬轉移時，本集團終止確認該金融資產。

金融資產整體轉移滿足終止確認條件的，本集團將下列兩項金額的差額計入當期損益：

- 所轉移金融資產的賬面價值；
- 因轉移而收到的對價，與原直接計入股東權益的公允價值變動累計額之和。

金融負債的現時義務全部或部分已經解除的，本集團終止確認該金融負債或其一部分。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

8 Financial instruments (cont'd)

(4) Impairment of financial assets

The carrying amounts of financial assets (other than those at fair value through profit or loss) are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. If any such evidence exists, an impairment loss is recognised.

Objective evidence that a financial asset is impaired includes but is not limited to:

- (a) significant financial difficulty of the issuer or obligor;
- (b) a breach of contract by the borrower, such as a default or delinquency in interest or principal payments;
- (c) it becoming probable that the borrower will enter bankruptcy or other financial reorganization;
- (d) the disappearance of an active market for that financial asset because of financial difficulties faced by the issuer;
- (e) significant changes with an adverse effect that have taken place in the technological, market, economic or legal environment in which the issuer operates, indicating that the cost of an investment in an equity instrument may not be recovered by the investor;
- (f) a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

三 公司重要會計政策、會計估計 (續)

8 金融工具(續)

(4) 金融資產的減值

本集團在資產負債表日對以公允價值計量且其變動計入當期損益的金融資產以外的金融資產的賬面價值進行檢查，有客觀證據表明該金融資產發生減值的，計提減值準備。

金融資產發生減值的客觀證據，包括但不限於：

- (a) 發行方或債務人發生嚴重財務困難；
- (b) 債務人違反了合同條款，如償付利息或本金髮生違約或逾期等；
- (c) 債務人很可能倒閉或進行其他財務重組；
- (d) 因發行方發生重大財務困難，該金融資產無法在活躍市場繼續交易；
- (e) 權益工具發行方經營所處的技術、市場、經濟或法律環境等發生重大不利變化，使權益工具投資人可能無法收回投資成本；
- (f) 權益工具投資的公允價值發生嚴重或非暫時性下跌等。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

8 Financial instruments (cont'd)

(4) Impairment of financial assets (cont'd)

For the calculation method of impairment of receivables, refer to Note III.9. The impairment of other financial assets is measured as follows:

- Available-for-sale financial assets
Available-for-sale financial assets are assessed for impairment on an individual basis and on a collective group basis. When an available-for-sale financial asset is impaired, the cumulative loss arising from a decline in fair value that has been recognised directly in shareholders' equity is reclassified to profit or loss even though the financial asset has not been derecognised.

If, after an impairment loss has been recognised on an available-for-sale debt instrument, the fair value of the debt instrument increases in a subsequent period and the increase can be objectively related to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. An impairment loss recognised for an investment in an equity instrument classified as available-for-sale is not reversed through profit or loss. The impairment loss on an investment in an unquoted equity instrument whose fair value cannot be reliably measured is not reversed.

三 公司重要會計政策、會計估計 (續)

8 金融工具(續)

(4) 金融資產的減值(續)

有關應收款項減值的方法，參見附註三、9，其他金融資產的減值方法如下：

- 可供出售金融資產
可供出售金融資產運用個別方式和組合方式評估減值損失。可供出售金融資產發生減值時，即使該金融資產沒有終止確認，本集團將原直接計入股東權益的因公允價值下降形成的累計損失從股東權益轉出，計入當期損益。

對於已確認減值損失的可供出售債務工具，在隨後的會計期間公允價值已上升且客觀上與確認原減值損失後發生的事項有關的，本集團將原確認的減值損失予以轉回，計入當期損益。可供出售權益工具投資發生的減值損失，不通過損益轉回。但是，在活躍市場中沒有報價且其公允價值不能可靠計量的權益工具投資，不得轉回。

Notes to the Financial Statements

財務報表附註

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(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

8 Financial instruments (cont'd)

(5) Equity instrument

The consideration received from the issuance of equity instruments net of transaction costs is recognised in shareholders' equity. Consideration and transaction costs paid by the Company for repurchasing self-issued equity instruments are deducted from shareholders' equity.

When the Company repurchases its own shares, those shares are treated as treasury shares. All expenditure relating to the repurchase is recorded in the cost of the treasury shares, with the transaction recording in the share register. Treasury shares are excluded from profit distributions and are presented as a deduction under shareholders' equity in the balance sheet.

When treasury shares are cancelled, the share capital should be reduced to the extent of the total par value of the treasury shares cancelled. Where the cost of the treasury shares cancelled exceeds the total par value, the excess is deducted from capital reserve (share premium), surplus reserve and retained earnings sequentially. If the cost of treasury shares cancelled is less than the total par value, the difference is credited to the capital reserve (share premium).

When treasury shares are disposed of, any excess of proceeds above cost is recognised in capital reserve (share premium); otherwise, the shortfall is deducted against capital reserve (share premium), surplus reserve and retained earnings sequentially.

三 公司重要會計政策、會計估計 (續)

8 金融工具(續)

(5) 權益工具

本公司發行權益工具收到的對價扣除交易費用後，計入股東權益。回購本公司權益工具支付的對價和交易費用，減少股東權益。

回購本公司股份時，回購的股份作為庫存股管理，回購股份的全部支出轉為庫存股成本，同時進行備查登記。庫存股不參與利潤分配，在資產負債表中作為股東權益的備抵項目列示。

庫存股註銷時，按註銷股票面值總額減少股本，庫存股成本超過面值總額的部分，應依次沖減資本公積(股本溢價)、盈餘公積和未分配利潤；庫存股成本低於面值總額的，低於面值總額的部分增加資本公積(股本溢價)。

庫存股轉讓時，轉讓收入高於庫存股成本的部分，增加資本公積(股本溢價)；低於庫存股成本的部分，依次沖減資本公積(股本溢價)、盈餘公積、未分配利潤。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

9 Impairment of receivables

Receivables are assessed for impairment on an individual basis and on a collective group basis as follows.

Where impairment is assessed on an individual basis, an impairment loss in respect of a receivable is calculated as the excess of its carrying amount over the present value of the estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the original effective interest rate. Impairment losses are recognised in profit or loss.

The assessment is made collectively where receivables share similar credit risk characteristics (including those not having been individually assessed as impaired), based on their historical loss experiences, and adjusted by the observable factors reflecting current economic conditions.

If, after an impairment loss has been recognised on receivables, there is a recovery in the value of the financial asset which can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss. A reversal of an impairment loss will not result in the asset's carrying amount exceeding what the amortised cost would have been had no impairment loss been recognised in prior years.

三 公司重要會計政策、會計估計 (續)

9 應收款項的壞賬準備

應收款項按下述原則運用個別方式和組合方式評估減值損失。

運用個別方式評估時，當應收款項的預計未來現金流量(不包括尚未發生的未來信用損失)按原實際利率折現的現值低於其賬面價值時，本集團將該應收款項的賬面價值減記至該現值，減記的金額確認為資產減值損失，計入當期損益。

當運用組合方式評估應收款項的減值損失時，減值損失金額是根據具有類似信用風險特徵的應收款項(包括以個別方式評估未發生減值的應收款項)的以往損失經驗，並根據反映當前經濟狀況的可觀察數據進行調整確定的。

在應收款項確認減值損失後，如有客觀證據表明該金融資產價值已恢復，且客觀上與確認該損失後發生的事項有關，本集團將原確認的減值損失予以轉回，計入當期損益。該轉回後的賬面價值不超過假定不計提減值準備情況下該金融資產在轉回日的攤餘成本。

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(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

10 Inventories

(1) Classification and cost

Inventories include raw materials, work in progress, semi-finished goods and finished goods.

Inventories are initially measured at cost. Cost of inventories comprises all costs of purchase, costs of conversion and other expenditure incurred in bringing the inventories to their present location and condition. In addition to the purchase cost of raw materials, work in progress and finished goods include direct labor costs and an appropriate allocation of production overheads.

(2) Measurement method of cost of inventories

Cost of inventories recognised is calculated using the weighted average method.

Consumables including low-value consumables and packaging materials are charged to profit or loss upon receipt. The amortisation charge is included in the cost of the related assets or recognised in profit or loss for the current period.

三 公司重要會計政策、會計估計 (續)

10 存貨

(1) 存貨的分類和成本

存貨包括原材料、在產品、半成品和產成品。

存貨按成本進行初始計量。存貨成本包括採購成本、加工成本和使存貨達到目前場所和狀態所發生的其他支出。除原材料採購成本外，在產品及產成品還包括直接人工和按照適當比例分配的生產製造費用。

(2) 發出存貨的計價方法

發出存貨的實際成本採用加權平均法計量。

低值易耗品及包裝物等周轉材料採用一次轉銷進行攤銷，計入相關資產的成本或者當期損益。

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III Significant accounting policies and accounting estimates (cont'd)

10 Inventories (cont'd)

(3) *Basis for determining the net realisable value and method for provision for obsolete inventories*

At the balance sheet date, inventories are carried 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 of completion and the estimated costs necessary to make the sale and relevant taxes. The net realisable value of materials held for use in the production is measured based on the net realisable value of the finished goods in which they will be incorporated. The net realisable value of the inventory held to satisfy sales or service contracts is measured based on the contract price, to the extent of the quantities specified in sales contracts, and the excess portion of inventories is measured based on general selling prices.

Any excess of the cost over the net realisable value of each item of inventories is recognised as a provision for obsolete inventories, and is recognised in profit or loss.

(4) *Inventory count system*

The Group maintains a perpetual inventory system.

三 公司重要會計政策、會計估計 (續)

10 存貨(續)

(3) *存貨可變現淨值的確定依據及存貨跌價準備的計提方法*

於資產負債表日，存貨按照成本與可變現淨值孰低計量。

可變現淨值，是指在日常活動中，存貨的估計售價減去至完工時估計將要發生的成本、估計的銷售費用以及相關稅費後的金額。為生產而持有的原材料，其可變現淨值根據其生產的產成品的可變現淨值為基礎確定。為執行銷售合同或者勞務合同而持有的存貨，其可變現淨值以合同價格為基礎計算。當持有存貨的數量多於相關合同訂購數量的，超出部分的存貨的可變現淨值以一般銷售價格為基礎計算。

按單個存貨項目計算的成本高於其可變現淨值的差額，計提存貨跌價準備，計入當期損益。

(4) *存貨的盤存制度*

本集團存貨盤存制度為永續盤存制。

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(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

11 Long-term equity investments

(1) Investment cost of long-term equity investments

(a) Long-term equity investments acquired through a business combination

- The initial cost of a long-term equity investment acquired through a business combination involving entities under common control is the Company's share of the carrying amount of the subsidiary's equity in the consolidated financial statements of the ultimate controlling party at the combination date. The difference between the initial investment cost and the carrying amount of the consideration given is adjusted to the share premium in the capital reserve, with any excess adjusted to retained earnings.

- For a long-term equity investment obtained through a business combination not involving entities under common control, the initial cost comprises the aggregate of the fair value of assets transferred, liabilities incurred or assumed, and equity securities issued by the Company, in exchange for control of the acquiree.

三 公司重要會計政策、會計估計 (續)

11 長期股權投資

(1) 長期股權投資投資成本確定

(a) 通過企業合併形成的長期股權投資

- 對於同一控制下的企業合併形成的對子公司的長期股權投資，本公司按照合併日取得的被合併方所有者權益在最終控制方合併財務報表中的賬面價值的份額作為長期股權投資的初始投資成本。長期股權投資初始投資成本與支付對價賬面價值之間的差額，調整資本公積中的股本溢價；資本公積中的股本溢價不足沖減時，調整留存收益。

- 對於非同一控制下企業合併形成的對子公司的長期股權投資，本公司按照購買日取得對被購買方的控制權而付出的資產、發生或承擔的負債以及發行的權益性證券的公允價值，作為該投資的初始投資成本。

Notes to the Financial Statements

財務報表附註

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(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

11 Long-term equity investments (cont'd)

(1) *Investment cost of long-term equity investments (cont'd)*

(b) Long-term equity investments acquired other than through a business combination

- A long-term equity investment acquired other than through a business combination is initially recognised at the amount of cash paid if the Group acquires the investment by cash, or at the fair value of the equity securities issued if an investment is acquired by issuing equity securities.

(2) *Subsequent measurement of long-term equity investment*

In the Company's separate financial statements, long-term equity investments in subsidiaries are accounted for using the cost method for subsequent measurement. Except for cash dividends or profit distributions declared but not yet distributed that have been included in the price or consideration paid in obtaining the investments, the Company recognises its share of the cash dividends or profit distributions declared by the investee as investment income for the current period.

The investments in subsidiaries are stated in the balance sheet at cost less accumulated impairment losses.

For the impairment of the investments in subsidiaries, refer to Note III.17.

In the Group's consolidated financial statements, long-term equity investments in subsidiaries are accounted for in accordance with the policies described in Note III.5.

三 公司重要會計政策、會計估計 (續)

11 長期股權投資(續)

(1) 長期股權投資投資成本確定(續)

(b) 其他方式取得的長期股權投資

- 對於通過企業合併以外的其他方式取得的長期股權投資，在初始確認時，對於以支付現金取得的長期股權投資，本集團按照實際支付的購買價款作為初始投資成本；對於發行權益性證券取得的長期股權投資，本集團按照發行權益性證券的公允價值作為初始投資成本。

(2) 長期股權投資後續計量及損益確認方法

在本公司個別財務報表中，本公司採用成本法對子公司的長期股權投資進行後續計量，對被投資單位宣告分派的現金股利或利潤由本公司享有的部分確認為當期投資收益，但取得投資時實際支付的價款或對價中包含的已宣告但尚未發放的現金股利或利潤除外。

對於子公司的投資按照成本減去減值準備後在資產負債表內列示。

對子公司投資的減值測試方法及減值準備計提方法參見附註三、17。

在本集團合併財務報表中，對子公司的長期股權投資按附註三、5進行處理。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

12 Fixed assets

(1) Recognition of fixed assets

Fixed assets represent the tangible assets held by the Group for use in production of goods, for rental or for administrative purposes with useful lives over one accounting year.

The cost of a purchased fixed asset comprises the purchase price, related taxes, and any directly attributable expenditure for bringing the asset to working condition for its intended use. The cost of self-constructed assets is measured in accordance with the policy set out in Note III.13

Where the parts of an item of fixed assets have different useful lives or provide benefits to the Group in a different pattern, thus necessitating use of different depreciation rates or methods, each part is recognised as a separate fixed asset.

Any subsequent costs including the cost of replacing part of an item of fixed assets are recognised as assets when it is probable that the economic benefits associated with the costs will flow to the Group, and the carrying amount of the replaced part is derecognised. The costs of the day-to-day maintenance of fixed assets are recognised in profit or loss as incurred.

Fixed assets are stated in the balance sheet at cost less accumulated depreciation and impairment losses.

三 公司重要會計政策、會計估計 (續)

12 固定資產

(1) 固定資產確認條件

固定資產指本集團為生產商品、出租或經營管理而持有的，使用壽命超過一個會計年度的有形資產。

外購固定資產的初始成本包括購買價款、相關稅費以及使該資產達到預定可使用狀態前所發生的可歸屬於該項資產的支出。自行建造固定資產按附註三、13確定初始成本。

對於構成固定資產的各組成部分，如果各自具有不同使用壽命或者以不同方式為本集團提供經濟利益，適用不同折舊率或折舊方法的，本集團分別將各組成部分確認為單項固定資產。

對於固定資產的後續支出，包括與更換固定資產某組成部分相關的支出，在與支出相關的經濟利益很可能流入本集團時資本化計入固定資產成本，同時將被替換部分的賬面價值扣除；與固定資產日常維護相關的支出在發生時計入當期損益。

固定資產以成本減累計折舊及減值準備後在資產負債表內列示。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

12 Fixed assets (cont'd)

(2) Depreciation of fixed assets

The cost of fixed asset, less its estimated residual value and accumulated impairment losses, is depreciated using the straight-line method over its estimated useful life, unless the fixed asset is classified as held-for-sale.

The estimated useful lives, residual value rates and depreciation rates of each class of fixed assets are as follows:

Class	類別	Estimated useful life (years) 使用壽命 (年)	Residual value rate (%) 殘值率 (%)	Depreciation rate (%) 年折舊率 (%)
Plant and buildings	房屋及建築物	35-40 years 35-40年	10%	2.25-2.57%
Machinery and equipment	機器設備	20 years 20年	10%	4.5%
Office and other equipment	辦公設備及其他設備	5 years 5年	10%	18%
Motor vehicles	運輸工具	5 years 5年	10%	18%

Useful lives, estimated residual value and depreciation methods are reviewed at least at each year-end.

(3) For the impairment of the fixed assets, refer to Note III.17.

(4) Method for the recognition, measurement and depreciation of fixed assets acquired under finance leases, are set out in Note III.24(3).

三 公司重要會計政策、會計估計 (續)

12 固定資產(續)

(2) 固定資產的折舊方法

本集團將固定資產的成本扣除預計殘值和累計減值準備後在其使用壽命內按年限平均法計提折舊，除非固定資產符合持有待售的條件。

各類固定資產的使用壽命、殘值率和年折舊率分別為：

本集團至少在每年年度終了對固定資產的使用壽命、預計淨殘值和折舊方法進行覆核。

(3) 減值測試方法及減值準備計提方法參見附註三、17。

(4) 融資租入固定資產的認定依據、計價方法和折舊方法參見附註三、24(3)。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

12 Fixed assets (cont'd)

(5) Disposal of fixed assets

The carrying amount of a fixed asset is derecognised:

- when the fixed asset is holding for disposal; or
- when no future economic benefit is expected to be generated from its use or disposal.

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

13 Construction in progress

The cost of self-constructed assets includes the cost of materials, direct labour, capitalised borrowing costs (see Note III.14), and any other costs directly attributable to bringing the asset to working condition for its intended use.

A self-constructed asset is classified as construction in progress and transferred to fixed asset when it is ready for its intended use. No depreciation is provided against construction in progress.

Construction in progress is stated in the balance sheet at cost less accumulated impairment losses (see Note III.17).

三 公司重要會計政策、會計估計 (續)

12 固定資產(續)

(5) 固定資產處置

固定資產滿足下述條件之一時，本集團會予以終止確認：

- 固定資產處於處置狀態；
- 該固定資產預期通過使用或處置不能產生經濟利益。

報廢或處置固定資產項目所產生的損益為處置所得款項淨額與項目賬面金額之間的差額，並於報廢或處置日在損益中確認。

13 在建工程

自行建造的固定資產的成本包括工程用物資、直接人工、符合資本化條件的借款費用(參見附註三、14)和使該項資產達到預定可使用狀態前所發生的必要支出。

自行建造的固定資產於達到預定可使用狀態時轉入固定資產，此前列於在建工程，且不計提折舊。

在建工程以成本減減值準備(參見附註三、17)在資產負債表內列示。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

14 Borrowing costs

Borrowing costs incurred directly attributable to the acquisition and construction of a qualifying asset are capitalised as part of the cost of the asset. Other borrowing costs are recognised as financial expenses when incurred.

During the capitalisation period, the amount of interest (including amortisation of any discount or premium on borrowing) to be capitalised in each accounting period is determined as follows:

- Where funds are borrowed specifically for the acquisition and construction of a qualifying asset, the amount of interest to be capitalised is the interest expense calculated using effective interest rates during the period less any interest income earned from depositing the borrowed funds or any investment income on the temporary investment of those funds before being used on the asset.
- To the extent that the Group borrows funds generally and uses them for the acquisition and construction of a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the weighted average of the excess amounts of cumulative expenditure on the asset over the above amounts of specific borrowings. The capitalisation rate is the weighted average of the interest rates applicable to the general-purpose borrowings.

三 公司重要會計政策、會計估計 (續)

14 借款費用

本集團發生的可直接歸屬於符合資本化條件的資產的購建的借款費用，予以資本化並計入相關資產的成本，其他借款費用均於發生當期確認為財務費用。

在資本化期間內，本集團按照下列方法確定每一會計期間的利息資本化金額(包括折價或溢價的攤銷):

- 對於為購建符合資本化條件的資產而借入的專門借款，本集團以專門借款按實際利率計算的當期利息費用，減去將尚未動用的借款資金存入銀行取得的利息收入或進行暫時性投資取得的投資收益後的金額確定專門借款應予資本化的利息金額。
- 對於為購建符合資本化條件的資產而佔用的一般借款，本集團根據累計資產支出超過專門借款部分的資產支出的加權平均數乘以所佔用一般借款的資本化率，計算確定一般借款應予資本化的利息金額。資本化率是根據一般借款加權平均的實際利率計算確定。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

14 Borrowing costs (cont'd)

The effective interest rate is determined as the rate that exactly discounts estimated future cash flow through the expected life of the borrowing or, when appropriate, a shorter period to the initially recognised amount of the borrowings.

During the capitalisation period, exchange differences related to the principal and interest on a specific-purpose borrowing denominated in foreign currency are capitalised as part of the cost of the qualifying asset. The exchange differences related to the principal and interest on foreign currency borrowings other than a specific-purpose borrowing are recognised as a financial expense when incurred.

The capitalisation period is the period from the date of commencement of capitalisation of borrowing costs to the date of cessation of capitalisation, excluding any period over which capitalisation is suspended. Capitalisation of borrowing costs commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities of acquisition and construction that are necessary to prepare the asset for its intended use are in progress, and ceases when the assets become ready for their intended use. Capitalisation of borrowing costs is suspended when the acquisition and construction activities are interrupted abnormally for a period of more than three months.

三 公司重要會計政策、會計估計 (續)

14 借款費用(續)

本集團確定借款的實際利率時，是將借款在預期存續期間或適用的更短期間內的未來現金流量，折現為該借款初始確認時確定的金額所使用的利率。

在資本化期間內，外幣專門借款本金及其利息的匯兌差額，予以資本化，計入符合資本化條件的資產的成本。而除外幣專門借款之外的其他外幣借款本金及其利息所產生的匯兌差額作為財務費用，計入當期損益。

資本化期間是指本集團從借款費用開始資本化時點到停止資本化時點的期間，借款費用暫停資本化的期間不包括在內。當資本支出和借款費用已經發生及為使資產達到預定可使用狀態所必要的購建活動已經開始時，借款費用開始資本化。當購建符合資本化條件的資產達到預定可使用狀態時，借款費用停止資本化。對於符合資本化條件的資產在購建過程中發生非正常中斷、且中斷時間連續超過3個月的，本集團暫停借款費用的資本化。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

15 Intangible assets

Intangible assets are stated in the balance sheet at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see Note III.17). For an intangible asset with finite useful life, its cost less estimated residual value and accumulated impairment losses is amortised using the straight-line method over its estimated useful life, unless the intangible asset is classified as held for sale.

The amortisation period for intangible assets is as follows:

Item	Amortisation period (years)
Land use right	35 – 50 years

An intangible asset is regarded as having an indefinite useful life and is not amortised when there is no foreseeable limit to the period over which the asset is expected to generate economic benefits for the Group. At the balance sheet date, the Group does not have any intangible assets with indefinite useful life.

Expenditure on an internal research and development project is classified into expenditure incurred during the research phase and expenditure incurred during the development phase.

Expenditure during the research phase is expensed when incurred. Expenditure during the development phase is capitalised if development costs can be measured reliably, the product or process is technically and commercially feasible, and the Group intends to and has sufficient resources to complete the development. Capitalised development costs are stated in the balance sheet at cost less impairment losses (see Note III.17). Other development expenditure is recognised as an expense in the period in which it is incurred.

三 公司重要會計政策、會計估計 (續)

15 無形資產

無形資產以成本減累計攤銷(僅限於使用壽命有限的無形資產)及減值準備(參見附註三、17)後在資產負債表內列示。對於使用壽命有限的無形資產，本集團將無形資產的成本扣除預計淨殘值和累計減值準備後按直線法在預計使用壽命期內攤銷，除非該無形資產符合持有待售的條件。

無形資產的攤銷年限為：

項目	攤銷年限(年)
土地使用權	35 - 50年

本集團將無法預見未來經濟利益期限的無形資產視為使用壽命不確定的無形資產，並對這類無形資產不予攤銷。截至資產負債表日，本集團沒有使用壽命不確定的無形資產。

本集團內部研究開發項目的支出分為研究階段支出和開發階段支出。

研究階段的支出，於發生時計入當期損益。開發階段的支出，如果開發形成的某項產品或工序等在技術和商業上可行，而且本集團有充足的資源和意向完成開發工作，並且開發階段支出能夠可靠計量，則開發階段的支出便會予以資本化。資本化開發支出按成本減減值準備(參見附註三、17)在資產負債表內列示。其他開發費用則在其產生的期間內確認為費用。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

16 Goodwill

The initial cost of goodwill represents the excess of cost of acquisition over the acquirer's interest in the fair value of the identifiable net assets of the acquiree under a business combination not involving entities under common control.

Goodwill is not amortised and is stated in the balance sheet at cost less accumulated impairment losses (see Note III.17). On disposal of an asset group or a set of asset groups, any attributable goodwill is written off and included in the calculation of the profit or loss on disposal.

17 Impairment of assets other than inventories and financial assets

The carrying amounts of the following assets are reviewed at each balance sheet date based on internal and external sources of information to determine whether there is any indication of impairment:

- fixed assets
- construction in progress
- intangible assets
- long-term equity investments
- goodwill

If any indication exists, the recoverable amount of the asset is estimated. In addition, the Group estimates the recoverable amounts of goodwill at each year-end, irrespective of whether there is any indication of impairment. Goodwill is allocated to each asset group or set of asset groups, which is expected to benefit from the synergies of the combination for the purpose of impairment testing.

三 公司重要會計政策、會計估計 (續)

16 商譽

因非同一控制下企業合併形成的商譽，其初始成本是合併成本大於合併中取得的被購買方可辨認淨資產公允價值份額的差額。

本集團對商譽不攤銷，以成本減累計減值準備(參見附註三、17)在資產負債表內列示。商譽在其相關資產組或資產組組合處置時予以轉出，計入當期損益。

17 除存貨及金融資產外的其他資產減值

本集團在資產負債表日根據內部及外部信息以確定下列資產是否存在減值的跡象，包括：

- 固定資產
- 在建工程
- 無形資產
- 長期股權投資
- 商譽

本集團對存在減值跡象的資產進行減值測試，估計資產的可收回金額。此外，無論是否存在減值跡象，本集團於每年年度終了對商譽估計其可收回金額。本集團依據相關資產組或者資產組組合能夠從企業合併的協同效應中的受益情況分攤商譽賬面價值，並在此基礎上進行商譽減值測試。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

17 Impairment of assets other than inventories and financial assets (cont'd)

The recoverable amount of an asset (or asset group, set of asset groups) is the higher of its fair value (see Note III.18) less costs to sell and its present value of expected future cash flows.

An asset group is composed of assets directly related to cash-generation and is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or asset groups.

The present value of expected future cash flows of an asset is determined by discounting the future cash flows, estimated to be derived from continuing use of the asset and from its ultimate disposal, to their present value using an appropriate pre-tax discount rate.

An impairment loss is recognised in profit or loss when the recoverable amount of an asset is less than its carrying amount. A provision for impairment of the asset is recognised accordingly. Impairment losses related to an asset group or a set of asset groups are allocated first to reduce the carrying amount of any goodwill allocated to the asset group or set of asset groups, and then to reduce the carrying amount of the other assets in the asset group or set of asset groups on a pro rata basis. However, such allocation would not reduce the carrying amount of an asset below the highest of its fair value less costs to sell (if measurable), its present value of expected future cash flows (if determinable) and zero.

Once an impairment loss is recognised, it is not reversed in a subsequent period.

三 公司重要會計政策、會計估計 (續)

17 除存貨及金融資產外的其他資產減值(續)

可收回金額是指資產(或資產組、資產組組合，下同)的公允價值(參見附註三、18)減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間較高者。

資產組由創造現金流入相關的資產組成，是可以認定的最小資產組合，其產生的現金流入基本上獨立於其他資產或者資產組。

資產預計未來現金流量的現值，按照資產在持續使用過程中 and 最終處置時所產生的預計未來現金流量，選擇恰當的稅前折現率對其進行折現後的金額加以確定。

可收回金額的估計結果表明，資產的可收回金額低於其賬面價值的，資產的賬面價值會減記至可收回金額，減記的金額確認為資產減值損失，計入當期損益，同時計提相應的資產減值準備。與資產組或者資產組組合相關的減值損失，先抵減分攤至該資產組或者資產組組合中商譽的賬面價值，再根據資產組或者資產組組合中除商譽之外的其他各項資產的賬面價值所佔比重，按比例抵減其他各項資產的賬面價值，但抵減後的各資產的賬面價值不得低於該資產的公允價值減去處置費用後的淨額(如可確定的)、該資產預計未來現金流量的現值(如可確定的)和零三者之中最高者。

資產減值損失一經確認，在以後會計期間不會轉回。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

18 Fair value measurement

Unless otherwise specified, the Group measures fair value as follows:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

When measuring fair value, the Group takes into account the characteristics of the particular asset or liability (including the condition and location of the asset and restrictions, if any, on the sale or use of the asset) that market participants would consider when pricing the asset or liability at the measurement date, and uses valuation techniques that are appropriate in the circumstances and for which sufficient data and other information are available to measure fair value. Valuation techniques mainly include the market approach, the income approach and the cost approach.

19 Provisions

A provision is recognised for an obligation related to a contingency if the Group has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

三 公司重要會計政策、會計估計 (續)

18 公允價值的計量

除特別聲明外，本集團按下述原則計量公允價值：

公允價值是指市場參與者在計量日發生的有序交易中，出售一項資產所能收到或者轉移一項負債所需支付的價格。

本集團估計公允價值時，考慮市場參與者在計量日對相關資產或負債進行定價時考慮的特徵(包括資產狀況及所在位置、對資產出售或者使用的限制等)，並採用在當前情況下適用並且有足夠可利用數據和其他信息支持的估值技術。使用的估值技術主要包括市場法、收益法和成本法。

19 預計負債

如果與或有事項相關的義務是本集團承擔的現時義務，且該義務的履行很可能會導致經濟利益流出本集團，以及有關金額能夠可靠地計量，則本集團會確認預計負債。

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

19 Provisions (cont'd)

A provision is initially measured at the best estimate of the expenditure required to settle the related present obligation. Where the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows. Factors pertaining to a contingency such as the risks, uncertainties and time value of money are taken into account as a whole in reaching the best estimate. Where there is a continuous range of possible outcomes for the expenditure required, and each possible outcome in that range is as likely as any other, the best estimate is the mid-point of that range. In other cases, the best estimate is determined according to the following circumstances:

- Where the contingency involves a single item, the best estimate is the most likely outcome.
- Where the contingency involves a large population of items, the best estimate is determined by weighting all possible outcomes by their associated probabilities.

The Group reviews the carrying amount of a provision at the balance sheet date and adjusts the carrying amount to the current best estimate.

20 Revenue recognition

Revenue is the gross inflow of economic benefits arising in the course of the Group's ordinary activities when the inflows result in increase in shareholders' equity, other than increase relating to contributions from shareholders. Revenue is recognised in profit or loss when it is probable that the economic benefits will flow to the Group, the revenue and costs can be measured reliably and the following conditions are met:

三 公司重要會計政策、會計估計 (續)

19 預計負債(續)

預計負債按照履行相關現時義務所需支出的最佳估計數進行初始計量。對於貨幣時間價值影響重大的，預計負債以預計未來現金流量折現後的金額確定。在確定最佳估計數時，本集團綜合考慮了與或有事項有關的風險、不確定性和貨幣時間價值等因素。所需支出存在一個連續範圍，且該範圍內各種結果發生的可能性相同的，最佳估計數按照該範圍內的中間值確定；在其他情況下，最佳估計數分別按下列情況處理：

- 或有事項涉及單個項目的，按照最可能發生金額確定。
- 或有事項涉及多個項目的，按照各種可能結果及相關概率計算確定。

本集團在資產負債表日對預計負債的賬面價值進行覆核，並按照當前最佳估計數對該賬面價值進行調整。

20 收入

收入是本集團在日常活動中形成的、會導致股東權益增加且與股東投入資本無關的經濟利益的總流入。收入在其金額及相關成本能夠可靠計量、相關的經濟利益很可能流入本集團並且同時滿足以下不同類型收入的其他確認條件時，予以確認。

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

20 Revenue recognition (cont'd)

(1) Sale of goods

Revenue is recognised when the general conditions stated above and the following conditions are satisfied:

- Significant risks and rewards of ownership of goods have been transferred to the buyer;
- The Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable under the sales contract or agreement.

(2) Rendering of services

Revenue is measured at the fair value of the consideration received or receivable under the contract or agreement.

Where the outcome of a transaction involving the rendering of services can be estimated reliably, revenue is recognised by reference to the stage of completion based on the proportion of services performed to date to the total services to be performed.

Where the outcome cannot be estimated reliably, revenues are recognised to the extent of the costs incurred that are expected to be recoverable, and an equivalent amount is charged to profit or loss as service cost; otherwise, the costs incurred are recognised in profit or loss and no service revenue is recognised.

三 公司重要會計政策、會計估計 (續)

20 收入(續)

(1) 銷售商品收入

當同時滿足上述收入的一般確認條件以及下述條件時，本集團確認銷售商品收入：

- 本集團將商品所有權上的主要風險和報酬已轉移給購貨方；
- 本集團既沒有保留通常與所有權相聯繫的繼續管理權，也沒有對已售出的商品實施有效控制。

本集團按已收或應收的合同或協議價款的公允價值確定銷售商品收入金額。

(2) 提供勞務收入

本集團按已收或應收的合同或協議價款的公允價值確定提供勞務收入金額。

在資產負債表日，勞務交易的結果能夠可靠估計的，根據完工百分比法確認提供勞務收入，提供勞務交易的完工進度根據已經提供的勞務佔應提供勞務總量的比例確定。

勞務交易的結果不能可靠估計的，如果已經發生的勞務成本預計能夠得到補償的，則按照已經發生的勞務成本金額確認提供勞務收入，並按相同金額結轉勞務成本；如果已經發生的勞務成本預計不能夠得到補償的，則將已經發生的勞務成本計入當期損益，不確認提供勞務收入。

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

20 Revenue recognition (cont'd)

(3) Interest income

Interest income is recognised on a time proportion basis with reference to the principal outstanding and the applicable effective interest rate.

21 Employee benefits

(1) Short-term employee benefits

Employee wages or salaries, bonuses, social security contributions such as medical insurance, work injury insurance, maternity insurance and housing fund, measured at the amount incurred or accrued at the applicable benchmarks and rates, are recognised as a liability as the employee provides services, with a corresponding charge to profit or loss or included in the cost of assets where appropriate.

(2) Post-employment benefits – defined contribution plans

Pursuant to the relevant laws and regulations of the People's Republic of China, the Group participated in a defined contribution basic pension insurance plan in the social insurance system established and managed by government organisations. The Group makes contributions to basic pension insurance plans based on the applicable benchmarks and rates stipulated by the government. Basic pension insurance contributions payable are recognised as a liability as the employee provides services, with a corresponding charge to profit or loss or included in the cost of assets where appropriate.

三 公司重要會計政策、會計估計 (續)

20 收入(續)

(3) 利息收入

利息收入是按借出貨幣資金的時間和實際利率計算確定的。

21 職工薪酬

(1) 短期薪酬

本集團在職工提供服務的會計期間，將實際發生或按規定的基準和比例計提的職工工資、獎金、醫療保險費、工傷保險費和生育保險費等社會保險費和住房公積金，確認為負債，並計入當期損益或相關資產成本。

(2) 離職後福利－設定提存計劃

本集團所參與的設定提存計劃是按照中國有關法規要求，本集團職工參加的由政府機構設立管理的社會保障體系中的基本養老保險。基本養老保險的繳費金額按國家規定的基準和比例計算。本集團在職工提供服務的會計期間，將應繳存的金額確認為負債，並計入當期損益或相關資產成本。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

21 Employee benefits (cont'd)

(3) Termination benefits

When the Group terminates the employment with employees before the employment contracts expire, or provides compensation under an offer to encourage employees to accept voluntary redundancy, a provision is recognised with a corresponding expense in profit or loss at the earlier of the following dates:

- When the Group cannot unilaterally withdraw the offer of termination remuneration because of an employee termination plan or a curtailment proposal;
- When the Group has a formal detailed restructuring plan involving the payment of termination benefits and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement that plan or announcing its main features to those affected by it.

22 Government grants

Government grants are non-reciprocal transfers of monetary or non-monetary assets from the government to the Group except for capital contributions from the government in the capacity as an investor in the Group.

A government grant is recognised when there is reasonable assurance that the grant will be received and that the Group will comply with the conditions attaching to the grant.

If a government grant is in the form of a transfer of a monetary asset, it is measured at the amount received or receivable. If a government grant is in the form of a transfer of a non-monetary asset, it is measured at fair value.

三 公司重要會計政策、會計估計 (續)

21 職工薪酬(續)

(3) 辭退福利

本集團在職工勞動合同到期之前解除與職工的勞動關係，或者為鼓勵職工自願接受裁減而提出給予補償的建議，在下列兩者孰早日，確認辭退福利產生的負債，同時計入當期損益：

- 本集團不能單方面撤回因解除勞動關係計劃或裁減建議所提供的辭退福利時；
- 本集團有詳細、正式的涉及支付辭退福利的重組計劃；並且，該重組計劃已開始實施，或已向受其影響的各方通告了該計劃的主要內容，從而使各方形成了對本集團將實施重組的合理預期時。

22 政府補助

政府補助是本集團從政府無償取得的貨幣性資產或非貨幣性資產，但不包括政府以投資者身份向本集團投入的資本。

政府補助在能夠滿足政府補助所附條件，並能夠收到時，予以確認。

政府補助為貨幣性資產的，按照收到或應收的金額計量。政府補助為非貨幣性資產的，按照公允價值計量。

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(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

22 Government grants (cont'd)

Government grants related to assets are grants whose primary condition is that the Group qualifying for them should purchase, construct or otherwise acquire long-term assets. Government grants related to income are grants other than those related to assets.

Pursuant to the Accounting Standards for revised Accounting Standards for Business Enterprises No. 16 – Government Grants (“CAS 16 (2017)”) which came into effect on 12 June 2017, Government grants that exist on 1 January 2017 shall be dealt with by the Group according to the prospective application method, and government grants that are newly added from 1 January 2017 to the date of effectiveness of these Standards shall be adjusted according to these Standards. Therefore, the difference between the Group’s accounting policies about government grants before 1 January 2017 and after 1 January 2017 is as follows:

Grants related to assets shall be recognized as deferred income in the balance sheet by the Group before 1 January 2017, and evenly amortized to profit or loss over the useful life of the related assets. A grant that compensates the Group for expenses to be incurred in the future is recognised initially as deferred income, and released to profit or loss in the periods in which the expenses are recognised. A grant that compensates the Group for expenses already incurred is recognised in profit or loss immediately.

三 公司重要會計政策、會計估計 (續)

22 政府補助(續)

本集團取得的、用於購建或以其他方式形成長期資產的政府補助作為與資產相關的政府補助。本集團取得的與資產相關之外的其他政府補助作為與收益相關的政府補助。

根據自2017年6月12日起開始施行的《企業會計準則第16號—政府補助》(以下簡稱「準則16號(2017)」)的規定，本集團對2017年1月1日存在的政府補助採用未來適用法處理；對2017年1月1日至準則16號(2017)施行日之間新增的政府補助根據上述準則進行調整。所以，本集團2017年1月1日之前和2017年1月1日之後的政府補助的會計政策有所區別，具體列示如下：

2017年1月1日之前，與資產相關的政府補助，本集團將其確認為遞延收益，並在相關資產使用壽命內平均分配，計入當期損益。與收益相關的政府補助，如果用於補償本集團以後期間的相關費用或損失的，本集團將其確認為遞延收益，並在確認相關費用的期間，計入當期損益；如果用於補償本集團已發生的相關費用或損失的，則直接計入當期損益。

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(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

22 Government grants (cont'd)

Grants related to assets shall be used to offset the book value of relevant assets by the Group after 1 January 2017. A grant that compensates the Group for expenses to be incurred in the future is recognised initially as deferred income, and released to the other income or non-operating income in the periods in which the expenses are recognised. A grant that compensates the Group for expenses already incurred is recognised in profit or loss, or recorded in the other income or non-operating income.

Where the Group obtains an interest subsidy for policy-related preferential loans, the accounting treatment is as follows:

- Where the government appropriates an interest subsidy to the lending bank, allowing the latter to provide loans to an enterprise at a preferential interest rate, recognizing the loan amount received as the book-entry value of such loans, and calculating the relevant loan expenses according to the loan principal and the preferential interest rate;
- Where the government directly appropriates an interest subsidy to the Group, the Group shall use the interest subsidy to offset relevant loan expenses.

三 公司重要會計政策、會計估計 (續)

22 政府補助(續)

2017年1月1日之後，與資產相關的政府補助，本集團將其沖減相關資產的賬面價值。與收益相關的政府補助，如果用於補償本集團以後期間的相關成本費用或損失的，本集團將其確認為遞延收益，並在確認相關成本費用或損失的期間，計入其他收益或營業外收入；如果用於補償本集團已發生的相關成本費用或損失的，則直接計入其他收益或營業外收入。

本集團取得政策性優惠貸款貼息的會計處理方法為：

- 財政將貼息資金撥付給貸款銀行，由貸款銀行以政策性優惠利率向公司提供貸款的，以實際收到的借款金額作為借款的入賬價值，按照借款本金和該政策性優惠利率計算相關借款費用。
- 財政將貼息資金直接撥付給本集團的，將對應的貼息沖減相關借款費用。

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

23 Income tax

Current tax and deferred tax are recognised in profit or loss except to the extent that they relate to a business combination or items recognised directly in equity (including other comprehensive income).

Current tax is the expected tax payable calculated at the applicable tax rate on taxable income for the year, plus any adjustment to tax payable in respect of previous years.

At the balance sheet date, current tax assets and liabilities are offset only if the Group has a legally enforceable right to set them off and also intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and deferred tax liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases, which include the deductible losses and tax credits carried forward to subsequent periods. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax is not recognised for the temporary differences arising from the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting profit nor taxable profit (or deductible loss). Deferred tax is not recognised for taxable temporary differences arising from the initial recognition of goodwill.

三 公司重要會計政策、會計估計 (續)

23 所得稅

除因企業合併和直接計入所有者權益(包括其他綜合收益)的交易或者事項產生的所得稅外，本集團將當期所得稅和遞延所得稅計入當期損益。

當期所得稅是按本年度應稅所得額，根據稅法規定的稅率計算的預期應交所得稅，加上以往年度應付所得稅的調整。

資產負債表日，如果本集團擁有以淨額結算的法定權利並且意圖以淨額結算或取得資產、清償負債同時進行時，那麼當期所得稅資產及當期所得稅負債以抵銷後的淨額列示。

遞延所得稅資產與遞延所得稅負債分別根據可抵扣暫時性差異和應納稅暫時性差異確定。暫時性差異是指資產或負債的賬面價值與其計稅基礎之間的差額，包括能夠結轉以後年度的可抵扣虧損和稅款抵減。遞延所得稅資產的確認以很可能取得用來抵扣可抵扣暫時性差異的應納稅所得額為限。

如果不屬於企業合併交易且交易發生時既不影響會計利潤也不影響應納稅所得額(或可抵扣虧損)，則該項交易中產生的暫時性差異不會產生遞延所得稅。商譽的初始確認導致的暫時性差異也不產生相關的遞延所得稅。

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

23 Income tax (cont'd)

At the balance sheet date, deferred tax is measured based on the tax consequences that would follow from the expected manner of recovery or settlement of the carrying amount of the assets and liabilities, using tax rates enacted at the reporting date that are expected to be applied in the period when the asset is recovered or the liability is settled.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date, and is reduced to the extent that it is no longer probable that the related tax benefits will be utilised. Such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

At the balance sheet date, deferred tax assets and deferred tax liabilities are offset if all of the following conditions are met:

- the taxable entity has a legally enforceable right to offset current tax liabilities and current tax assets;
- different taxable entities which intend either to settle the current tax liabilities and current tax assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or deferred tax assets are expected to be settled or recovered.

三 公司重要會計政策、會計估計 (續)

23 所得稅(續)

資產負債表日，本集團根據遞延所得稅資產和負債的預期收回或結算方式，依據已頒佈的稅法規定，按照預期收回該資產或清償該負債期間的適用稅率計量該遞延所得稅資產和負債的賬面金額。

資產負債表日，本集團對遞延所得稅資產的賬面價值進行覆核。如果未來期間很可能無法獲得足夠的應納稅所得額用以抵扣遞延所得稅資產的利益，則減記遞延所得稅資產的賬面價值。在很可能獲得足夠的應納稅所得額時，減記的金額予以轉回。

資產負債表日，遞延所得稅資產及遞延所得稅負債在同時滿足以下條件時以抵銷後的淨額列示：

- 納稅主體擁有以淨額結算當期所得稅資產及當期所得稅負債的法定權利；
- 遞延所得稅資產及遞延所得稅負債是與同一稅收徵管部門對同一納稅主體徵收的所得稅相關或者是對不同的納稅主體相關，但在未來每一具有重要性的遞延所得稅資產及負債轉回的期間內，涉及的納稅主體意圖以淨額結算當期所得稅資產和負債或是同時取得資產、清償負債。

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(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

24 Operating leases and finance leases

A lease is classified as either a finance lease or an operating lease. A finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of a leased asset to the lessee, irrespective of whether the legal title to the asset is eventually transferred. An operating lease is a lease other than a finance lease.

(1) Operating lease charges

Rental payments under operating leases are recognised as part of the cost of another related asset or as expenses on a straight-line basis over the lease term.

(2) Assets leased out under operating leases

Fixed assets leased out under operating leases, are depreciated in accordance with the Group's depreciation policies described in Note III.12(2). Impairment losses are recognised in accordance with the accounting policy described in Note III.17. Income derived from operating leases is recognised in profit or loss using the straight-line method over the lease term. If initial direct costs incurred in respect of the assets leased out are material, the costs are initially capitalised and subsequently amortised in profit or loss over the lease term on the same basis as the lease income. Otherwise, the costs are charged to profit or loss immediately.

三 公司重要會計政策、會計估計 (續)

24 經營租賃、融資租賃

租賃分為融資租賃和經營租賃。融資租賃是指無論所有權最終是否轉移但實質上轉移了與資產所有權有關的全部風險和報酬的租賃。經營租賃是指除融資租賃以外的其他租賃。

(1) 經營租賃租入資產

經營租賃租入資產的租金費用在租賃期內按直線法確認為相關資產成本或費用。

(2) 經營租賃租出資產

經營租賃租出的固定資產按附註三、12(2)所述的折舊政策計提折舊，按附註三、17所述的會計政策計提減值準備。經營租賃的租金收入在租賃期內按直線法確認為收入。經營租賃租出資產發生的初始直接費用，金額較大時予以資本化，在整個租賃期內按照與確認租金收入相同的基礎分期計入當期損益；金額較小時，直接計入當期損益。

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(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

24 Operating leases and finance leases (cont'd)

(3) Assets acquired under finance leases

When the Group acquires an asset under a finance lease, the asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments, each determined at the inception of the lease. At the commencement of the lease term, the minimum lease payments are recorded as long-term payables. The difference between the carrying amount of the leased assets and the minimum lease payments is accounted for as unrecognised finance charges. Initial direct costs attributable to a finance lease that are incurred by the Group are added to the carrying amount of the leased asset. Depreciation and impairment losses are accounted for in accordance with the accounting policies described in Notes III.12(2) and III.17, respectively.

If there is reasonable certainty that the Group will obtain ownership of a leased asset at the end of the lease term, the leased asset is depreciated over its estimated useful life. Otherwise, the leased asset is depreciated over the shorter of the lease term and its estimated useful life.

Unrecognised finance charges arising from a finance lease are recognised using an effective interest method over the lease term. The amortisation is accounted for in accordance with the principles of borrowing costs (see Note III.14).

At the balance sheet date, the long-term payables arising from finance leases, net of the unrecognised finance charges, are analysed and separately presented as long-term payables or non-current liabilities due within one year.

三 公司重要會計政策、會計估計 (續)

24 經營租賃、融資租賃(續)

(3) 融資租賃租入資產

於租賃期開始日，本集團融資租入資產按租賃開始日租賃資產公允價值與最低租賃付款額現值兩者中較低者作為租入資產的入賬價值，將最低租賃付款額作為長期應付款的入賬價值，其差額確認為未確認融資費用。本集團將因融資租賃發生的初始直接費用計入租入資產價值。融資租賃租入資產按附註三、12(2)所述的折舊政策計提折舊，按附註三、17所述的會計政策計提減值準備。

對能夠合理確定租賃期屆滿時取得租入資產所有權的，租入資產在使用壽命內計提折舊。否則，租賃資產在租賃期與租賃資產使用壽命兩者中較短的期間內計提折舊。

本集團對未確認融資費用採用實際利率法在租賃期內各個期間進行分攤，並按照借款費用的原則處理(參見附註三、14)。

資產負債表日，本集團將與融資租賃相關的長期應付款減去未確認融資費用的差額，分別以長期負債和一年內到期的長期負債列示。

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

25 Profit distributions

Dividends or profit distributions proposed in the profit appropriation plan, which will be approved after the balance sheet date, are not recognised as a liability at the balance sheet date but are disclosed in the notes separately.

26 Related parties

If a party has the power to control, jointly control or exercise significant influence over another party, or vice versa, or where two or more parties are subject to common control or joint control from another party, they are considered to be related parties. Related parties may be individuals or enterprises. Enterprises with which the Company is under common control only from the State and that have no other related party relationships are not regarded as related parties.

27 Segment reporting

Reportable segments are identified based on operating segments which are determined based on the structure of the Group's internal organisation, management requirements and internal reporting system after taking the materiality principle into account. Two or more operating segments may be aggregated into a single operating segment if the segments have the similar economic characteristics and are same or similar in respect of the nature of each segment's products and services, the nature of production processes, the types or classes of customers for the products and services, the methods used to distribute the products or provide the services, and the nature of the regulatory environment.

Inter-segment revenues are measured on the basis of the actual transaction prices for such transactions for segment reporting. Segment accounting policies are consistent with those for the consolidated financial statements.

三 公司重要會計政策、會計估計 (續)

25 股利分配

資產負債表日後，經審議批准的利潤分配方案中擬分配的股利或利潤，不確認為資產負債表日的負債，在附註中單獨披露。

26 關聯方

一方控制、共同控制另一方或對另一方施加重大影響，以及兩方或兩方以上同受一方控制、共同控制的，構成關聯方。關聯方可為個人或企業。僅僅同受國家控制而不存在其他關聯方關係的企業，不構成關聯方。

27 分部報告

本集團以內部組織結構、管理要求、內部報告制度為依據確定經營分部。如果兩個或多個經營分部存在相似經濟特徵且同時在各單項產品或勞務的性質、生產過程的性質、產品或勞務的客戶類型、銷售產品或提供勞務的方式、生產產品及提供勞務受法律及行政法規的影響等方面具有相同或相似性的，可以合併為一個經營分部。本集團以經營分部為基礎考慮重要性原則後確定報告分部。

本集團在編製分部報告時，分部間交易收入按實際交易價格為基礎計量。編製分部報告所採用的會計政策與編製本集團財務報表所採用的會計政策一致。

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(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

28 Significant accounting estimates and judgments

The preparation of the financial statements requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates as well as underlying assumptions and uncertainties involved are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Note V.13 and Note IX contain information about the assumptions and their risk factors relating to impairment of goodwill and fair value of financial instruments. Other key sources of estimation uncertainty are as follows:

– *Impairment of receivables*

As described in Note III.9, receivables that are measured at amortised cost are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. If any such evidence exists, an impairment loss is recognised. Objective evidence of impairment includes observable data that comes to the attention of the Group about loss events such as a significant decline in the estimated future cash flows of an individual debtor or the portfolio of debtors, and significant changes in the financial environment that have an adverse effect on the debtor. If there is objective evidence of a recovery in the value of receivables which can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed.

三 公司重要會計政策、會計估計 (續)

28 主要會計估計及判斷

編製財務報表時，本集團管理層需要運用估計和假設，這些估計和假設會對會計政策的應用及資產、負債、收入及費用的金額產生影響。實際情況可能與這些估計不同。本集團管理層對估計涉及的關鍵假設和不確定因素的判斷進行持續評估，會計估計變更的影響在變更當期和未來期間予以確認。

除附註五、13和附註九載有關於商譽減值和金融工具公允價值的假設和風險因素的數據外，其他主要估計金額的不確定因素如下：

– *應收款項減值*

如附註三、9所述，本集團在資產負債表日審閱按攤餘成本計量的應收款項，以評估是否出現減值情況，並在出現減值情況時評估減值損失的具體金額。減值的客觀證據包括顯示個別或組合應收款項預計未來現金流量出現大幅下降的可觀察數據、顯示個別或組合應收款項中債務人的財務狀況出現重大負面變動的可觀察數據等事項。如果有證據表明該應收款項價值已恢復，且客觀上與確認該損失後發生的事項有關，則將原確認的減值損失予以轉回。

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(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

28 Significant accounting estimates and judgments (cont'd)

- *Provision for impairment of inventories*
As described in Note III.10, the net realisable value of inventories is under management's regular review, and as a result, provision for impairment of inventories is recognised for the excess of inventories' carrying amounts over their net realisable values. When making estimates of net realisable value, the Group takes into consideration the use of inventories and other information available to form the underlying assumptions, including the inventories' market prices and the Group's historical operating costs. The actual selling price, the costs of completion and the costs necessary to make the sale and related taxes may vary based on changes in market conditions and product saleability, manufacturing technology and the actual use of the inventories, resulting in changes in the provision for impairment of inventories. The net profit or loss may then be affected in the period when the impairment of inventories is adjusted.

- *Impairment of assets other than inventories and financial assets*
As described in Note III.17, assets other than inventories and financial assets are reviewed at each balance sheet date to determine whether the carrying amount exceeds the recoverable amount of the assets. If any such indication exists, an impairment loss is recognised.

三 公司重要會計政策、會計估計(續)

28 主要會計估計及判斷(續)

- *存貨跌價準備*
如附註三、10所述，本集團定期估計存貨的可變現淨值，並對存貨成本高於可變現淨值的差額確認存貨跌價損失。本集團在估計存貨的可變現淨值時，考慮持有存貨的目的，並以可得到的資料作為估計的基礎，其中包括存貨的市場價格及本集團過往的營運成本。存貨的實際售價、完工成本及銷售費用和稅金可能隨市場銷售狀況、生產技術工藝或存貨的實際用途等的改變而發生變化，因此存貨跌價準備的金額可能會隨上述原因而發生變化。對存貨跌價準備的調整將影響估計變更當期的損益。

- *除存貨及金融資產外的其他資產減值*
如附註三、17所述，本集團在資產負債表日對除存貨及金融資產外的其他資產進行減值評估，以確定資產可收回金額是否下跌至低於其賬面價值。如果情況顯示除存貨及金融資產外的其他資產的賬面價值可能無法全部收回，有關資產便會視為已減值，並相應確認減值損失。

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(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

28 Significant accounting estimates and judgments (cont'd)

- *Impairment of assets other than inventories and financial assets (cont'd)*

The recoverable amount of an asset (or an asset group) is the greater of its fair value less costs to sell and its present value of expected future cash flows. When a market price of the asset (or the asset group) cannot be obtained reliably, the fair value of the asset cannot be estimated reliably, the recoverable amount is calculated based on the present value of estimated future cash flows. In assessing the present value of estimated future cash flows, significant judgements are exercised to estimate the asset's production, selling price, related operating expenses and discount rate to calculate the present value. All relevant materials which can be obtained are used for estimation of the recoverable amount, including the estimation of the production, selling price and related operating expenses based on reasonable and supportable assumptions.

- *Depreciation and amortisation of assets such as fixed assets and intangible assets*

As described in Notes III. 12 and 15, assets such as fixed assets and intangible assets are depreciated and amortised over their useful lives after taking into account residual value. The estimated useful lives of the assets are regularly reviewed to determine the depreciation and amortisation costs charged in each reporting period. The useful lives of the assets are determined based on historical experience of similar assets and estimated technical changes. If there have been significant changes in the factors used to determine the depreciation or amortisation, the rate of depreciation or amortisation is revised prospectively.

三 公司重要會計政策、會計估計 (續)

28 主要會計估計及判斷(續)

- 除存貨及金融資產外的其他資產減值(續)

可收回金額是資產(或資產組)的公允價值減去處置費用後的淨額與資產(或資產組)預計未來現金流量的現值兩者之間的較高者。當本集團不能可靠獲得資產(或資產組)的公開市價，且不能可靠估計資產的公允價值時，本集團將預計未來現金流量的現值作為可收回金額。在預計未來現金流量現值時，需要對該資產(或資產組)生產產品的產量、售價、相關經營成本以及計算現值時使用的折現率等作出重大判斷。本集團在估計可收回金額時會採用所有能夠獲得的相關資料，包括根據合理和可支持的假設所作出有關產量、售價和相關經營成本的預測。

- 固定資產、無形資產等資產的折舊和攤銷

如附註三、12和15所述，本集團對固定資產和無形資產等資產在考慮其殘值後，在使用壽命內計提折舊和攤銷。本集團定期審閱相關資產的使用壽命，以決定將計入每個報告期的折舊和攤銷費用數額。資產使用壽命是本集團根據對同類資產的已往經驗並結合預期的技術改變而確定。如果以前的估計發生重大變化，則會在未來期間對折舊和攤銷費用進行調整。

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(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

28 Significant accounting estimates and judgments (cont'd)

– *Income tax*

The Group is subject to income taxes in numerous jurisdictions. There are many transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgment is required from the Group in determining the provision for income taxes in each of these jurisdictions. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

29 Changes in significant accounting policies and accounting estimates

Changes in accounting policies

(a) *Description of and reasons for changes in accounting policies*

The Ministry of Finance (“MOF”) issued the Chinese Accounting Standard (CAS) No.42 – Non-current Assets or Disposal Groups Held for Sale and Discontinued Operations (“CAS No.42”) and revised Chinese Accounting Standard (CAS) No.16 – Government Grants (“Revised CAS No.16”) in April 2017 and May 2017 respectively. The effective date of CAS No.42 is 28 May 2017 and the effective date of CAS No.16 is 12 June 2017.

The significant accounting policies after adopting the above Accounting Standards are summarised in Note III.

In addition, the MOF issued the “Notice on Revision of the Illustrative Financial Statements” (Caikuai [2017] No. 30) in December 2017. The Group has prepared financial statements for the year ended 31 December 2017 in accordance with this requirement.

三 公司重要會計政策、會計估計 (續)

28 主要會計估計及判斷(續)

– *所得稅*

本集團在多個地區繳納企業所得稅。在正常的經營活動中，很多交易和事項的最終稅務處理都存在不確定性。在計提各個地區的所得稅費用時，本集團需要作出重大判斷。如果這些稅務事項的最終確定結果與最初入賬的金額存在差異，該差異將對作出上述最終認定期間的所得稅費用和遞延所得稅的金額產生影響。

29 主要會計政策、會計估計的變更

會計政策變更

(a) *變更的內容及原因*

財政部於2017年4月及5月分別頒佈了《企業會計準則第42號—持有待售的非流動資產、處置組和終止經營》(以下簡稱「準則42號」)和修訂的《企業會計準則第16號—政府補助》(以下簡稱「準則16號(2017)」)，其中準則42號自2017年5月28日起施行；準則16號(2017)自2017年6月12日起施行。

採用上述企業會計準則後的主要會計政策已在附註三中列示。

同時，財政部於2017年12月頒佈了《關於修訂印發一般企業財務報表格式的通知》(財會[2017]30號)。本集團按照該規定編製2017年度財務報表。

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(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

29 Changes in significant accounting policies and accounting estimates (cont'd)

(a) Description of and reasons for changes in accounting policies (cont'd)

Impacts of the adoption of the accounting standards mentioned above are discussed below:

(i) Government Grants

As a result of the adoption of CAS 16 (2017), the Group has reassessed its government grants existing on 1 January 2017, and changed the accounting policy using prospective application method.

Impacts of the adoption of the accounting standards are set out below:

- For government grants related to assets, the Group shall offset against them the book value of relevant assets other than recognize them as deferred income previously;
- For government grants related to income, the Group shall offset them against the relevant cost or record them in the non-operating income and expenses other than record them in the non-operating income previously;
- In the event of being recognized as deferred income in the balance sheet, government grants related to assets shall be amortised to profit or loss in a reasonable and systematic manner, other than on a straight-line basis over the useful life of the asset previously;
- For the direct appropriation of interest subsidy for policy-related preferential loans to the Group, the Group shall offset it against relevant loan expenses other than recording it in the non-operating income previously.

三 公司重要會計政策、會計估計 (續)

29 主要會計政策、會計估計的變更 (續)

(a) 變更的內容及原因(續)

本集團採用上述企業會計準則及規定的主要影響如下：

(i) 政府補助

本集團根據準則 16 號 (2017) 的規定，對 2017 年 1 月 1 日存在的政府補助進行了重新梳理，採用未來適用法變更了相關會計政策。

採用該準則對本集團的影響如下：

- 對於與資產相關的政府補助，由原確認為遞延收益改為沖減相關資產的賬面價值；
- 對於與收益相關的政府補助，在計入利潤表時，由原計入營業外收入改為對於與企業日常活動相關的政府補助，按照經濟業務實質，計入其他收益；對於與企業日常活動無關的政府補助，計入營業外收支；
- 將政府補助相關遞延收益的攤銷方式由在相關資產使用壽命內平均分配改為按照合理、系統的方法進行分配；
- 對於直接撥付給本集團的政策性優惠貸款貼息，由原計入營業外收入改為沖減財務費用。

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III Significant accounting policies and accounting estimates (cont'd)

29 Changes in significant accounting policies and accounting estimates (cont'd)

(a) Description of and reasons for changes in accounting policies (cont'd)

(ii) Gains from asset disposals

The Group has prepared the financial statements for the year ended 31 December 2017 in accordance with Caikuai [2017] No.30. Comparative figures have been adjusted retrospectively.

According to this regulation, the Group has added a separate line item "Gains from asset disposals" in the income statement. Gains or losses from disposals of non-current assets (excluding financial instruments and long-term equity investment) or disposal groups classified as held for sale, and gains or losses from disposals of fixed assets, construction in progress and intangible assets not classified as held for sale are included in this item. In addition, gains or losses from disposals of non-current assets arising from debt restructuring or gains or losses from non-monetary exchanges are included in this item. The above gains or losses were previously presented in "Non-operating income" or "Non-operating expenses".

(b) Effect of changes in accounting policies on the current year financial statements

The following tables provide estimates of the impact on each of the line items in the consolidated income statement and income statement, and the consolidated balance sheet and balance sheet for the year ended 31 December 2017 had the previous policies still been applied in the year.

三 公司重要會計政策、會計估計 (續)

29 主要會計政策、會計估計的變更 (續)

(a) 變更的內容及原因(續)

(ii) 資產處置收益

本集團根據財會[2017]30號規定的財務報表格式編製2017年度財務報表，並採用追溯調整法對比較財務報表的列報進行了調整。

根據該文件要求，本集團在利潤表新增「資產處置收益」項目，反映企業出售劃分為持有待售的非流動資產(金融工具和長期股權投資除外)或處置組時確認的處置利得或損失，以及處置未劃分為持有待售的固定資產、在建工程及無形資產而產生的處置利得或損失。債務重組中因處置非流動資產產生的利得或損失和非貨幣性資產交換產生的利得或損失也包括在該項目內。上述項目原在營業外收入及營業外支出反映。

(b) 變更對當期財務報表的影響

採用變更後會計政策編製的2017年度合併利潤表及母公司利潤表各項目、2017年12月31日合併資產負債表及母公司資產負債表各項目，與假定採用變更前會計政策編製的這些報表項目相比，受影響項目的增減情況如下：

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

29 Changes in significant accounting policies and accounting estimates (cont'd)

(b) Effect of changes in accounting policies on the current year financial statements (cont'd)

- The effects on each of the line items in the 2017 consolidated income statement and income statement are analysed as follows:

Financial expenses	財務費用
Losses from asset disposals	資產處置損失
Non-operating income	營業外收入
Non-operating expenses	營業外支出
Profit before income tax	利潤總額
Less: Income tax expense	減：所得稅費用
Net profit	淨利潤
Other comprehensive income	其他綜合收益
Total comprehensive income for the year	綜合收益總額

三 公司重要會計政策、會計估計 (續)

29 主要會計政策、會計估計的變更 (續)

(b) 變更對當期財務報表的影響 (續)

- 本年會計政策變更對2017年度合併利潤表及母公司利潤表各項目的影響分析如下：

Effect of new policy increase/ (decrease) in the line items for the year
採用變更後會計政策增加／(減少)當年報表項目金額

The Group 本集團	The Company 本公司
(350,000)	(350,000)
1,522,774	16,788
(350,000)	(350,000)
(1,522,774)	(16,788)
-	-
-	-
-	-
-	-
-	-
-	-

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

III Significant accounting policies and accounting estimates (cont'd)

29 Changes in significant accounting policies and accounting estimates (cont'd)

(b) Effect of changes in accounting policies on the current year financial statements (cont'd)

- The effects on each of the line items in the consolidated balance sheet and balance sheet for the year ended 31 December 2017 are analysed as follows:

Assets	資產：
Fixed assets	固定資產
Liabilities	負債：
Deferred income	遞延收益
Shareholders' equity	股東權益

三 公司重要會計政策、會計估計 (續)

29 主要會計政策、會計估計的變更 (續)

(b) 變更對當期財務報表的影響 (續)

- 本年會計政策變更對2017年12月31日合併資產負債表及母公司資產負債表各項目的影響分析如下：

**Effect of new policy increase/
(decrease) in the line items
採用變更後會計政策增加/
(減少)報表項目金額**

	The Group 本集團	The Company 本公司
Fixed assets	(3,127,250)	(525,000)
Deferred income	(3,127,250)	(525,000)
Shareholders' equity	–	–

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

IV Taxation

四 稅項

1 Main types of taxes and corresponding tax rates

1 主要稅種及稅率

Tax type 稅種	Tax basis 計稅依據	Tax rate 稅率
Value-added tax (VAT) 增值稅	Output VAT is calculated on product sales and taxable services revenue, based on tax laws. The remaining balance of output VAT, after subtracting the deductible input VAT of the period, is VAT payable 按稅法規定計算的銷售貨物和應稅勞務收入為基礎計算銷項稅額，在扣除當期允許抵扣的進項稅額後，差額部分為應交增值稅	11%, 13%, 17%
Business tax 營業稅	Based on taxable revenue before 1 May 2016. According to Caishui [2016] No.36, jointly issued by MOF and the State Administration of Taxation, all taxpayers subject to business tax in China are included in the scope of the VAT pilot scheme. Effective from 1 May 2016, those taxpayers are required to pay VAT in lieu of business tax 2016年5月1日前，按應稅營業收入計徵。根據財政部和國家稅務總局聯合發佈的財稅[2016] 36號文，自2016年5月1日起全國範圍內全部營業稅納稅人納入營業稅改徵增值稅試點範圍，由繳納營業稅改為繳納增值稅	5%
City maintenance and construction tax 城市維護建設稅	Based on business tax and VAT paid 按實際繳納營業稅及應交增值稅計徵	1%, 5%, 7%
Enterprise income tax 企業所得稅	Based on taxable profits 按應納稅所得額計徵	15%, 25%

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

IV Taxation (cont'd)

2 Tax preferential benefit

The Company and other domestic subsidiaries are subject to income tax rate 25% in 2017 (2016: 25%) except for the following subsidiaries and the overseas subsidiaries of the Company which were taxed at the local applicable income tax rates.

- (a) According to implementing the Western Development Program about taxation preferential policy issued by Ministry of Finance, State Administration of Taxation, General Administration of Customs (Cai Shui No.202[2001]), notice of the State Administration of Taxation on specific opinions for implementing taxation policies for the Great Development of the Western Regions (Guo Shui Fa No.47[2002]), notice of State Council on implementation of transitional enterprise income tax incentives (Guo Fa No.39[2007]), the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, notice of Ministry of Finance, State Administration of Taxation, General Administration of Customs on implementation of Western Development Program about taxation policy (Cai Shui No.58[2011]), the income tax rate is 15% for Baishui Andre Juice Co., Ltd. from 2011 to 2020 and 15% for Anyue Andre Lemon Industry Technology Co., Ltd. from 2017 to 2020.

四 稅項(續)

2 稅收優惠

除下述享受稅收優惠的子公司外，本公司及境內各子公司本年度適用的所得稅稅率為25%（2016：25%），本公司的境外子公司按當地適用稅率繳納所得稅。

- (a) 根據《財政部、國家稅務總局、海關總署關於西部大開發稅收優惠政策問題的通知》（財稅[2001] 202號）、《國家稅務總局關於落實西部大開發有關稅收政策具體實施意見的通知》（國稅發[2002] 47號）、國務院《關於實施企業所得稅過渡優惠政策的通知》（國發[2007] 39號）、《中華人民共和國企業所得稅法》（以下簡稱「企業所得稅法」）及其實施條例以及《財政部、國家稅務總局、海關總署關於深入實施西部大開發戰略有關稅收政策問題的通知》（財稅[2011] 58號）的規定，白水安德利果蔬汁有限公司自2011年至2020年止期間減按15%稅率計算繳納企業所得稅；安岳安德利檸檬產業科技有限公司自2017年至2020年止期間減按15%稅率計算繳納企業所得稅。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

IV Taxation (cont'd)

2 Tax preferential benefit (cont'd)

(b) According to the EIT Law, revenue derived from primary processing of agricultural produce is exempt from the PRC income tax. The production of juice concentrate of the Company and certain of its subsidiaries and production of bio-stuff of its subsidiaries are recognised as primary processing of agricultural produce under the EIT Law and therefore are exempt from the PRC income tax commenced from 1 January 2008. The following companies are recognised as primary processing of agricultural produce for the year 2017:

Name of company 公司名稱	Principal activities 稅收優惠業務	Preferential policy 優惠政策
Yantai North Andre Juice Co., Ltd. 烟台北方安德利果汁股份有限公司	Manufacture and sale of juice 原漿果汁生產及銷售	Exempt from income tax 免徵所得稅
Baishui Andre Juice Co., Ltd. 白水安德利果蔬汁有限公司	Manufacture and sale of juice 原漿果汁生產及銷售	Exempt from income tax 免徵所得稅
Xuzhou Andre Juice Co., Ltd. 徐州安德利果蔬汁有限公司	Manufacture and sale of juice 原漿果汁生產及銷售	Exempt from income tax 免徵所得稅
Yantai Longkou Andre Juice Co., Ltd. 烟台龍口安德利果汁飲料有限公司	Manufacture and sale of juice and bio-stuff 原漿果汁、果渣生產及銷售	Exempt from income tax 免徵所得稅
Dalian Andre Juice Co., Ltd. 大連安德利果蔬汁有限公司	Manufacture and sale of juice and bio-stuff 原漿果汁、果渣生產及銷售	Exempt from income tax 免徵所得稅
Yongji Andre Juice Co., Ltd. 永濟安德利果蔬汁有限公司	Manufacture and sale of juice and bio-stuff 原漿果汁、果渣生產及銷售	Exempt from income tax 免徵所得稅
Binzhou Andre Juice Co., Ltd. 濱州安德利果汁飲料有限公司	Manufacture and sale of juice 原漿果汁生產及銷售	Exempt from income tax 免徵所得稅
Liquan Yitong Juice Co., Ltd. 禮泉億通果蔬汁有限公司	Manufacture and sale of juice and bio-stuff 原漿果汁、果渣生產及銷售	Exempt from income tax 免徵所得稅
Anyue Andre Lemon Industry Technology Co., Ltd. 安岳安德利檸檬產業科技有限公司	Manufacture and sale of juice and bio-stuff 原漿果汁、果渣生產及銷售	Exempt from income tax 免徵所得稅

四 稅項(續)

2 稅收優惠(續)

(b) 根據企業所得稅法，符合農產品初加工業務的收入將獲豁免所得稅。本公司和若干子公司的濃縮果汁和生物飼料生產業務符合企業所得稅法中農產品初加工業務，故從2008年1月1日起獲豁免繳納所得稅。2017年度符合享受農產品初加工稅收優惠的各公司如下：

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements

五 合併財務報表項目註釋

1 Cash at bank and on hand

Item	項目	2017 2017年	2016 2016年
Cash on hand	庫存現金	127,396	119,741
Bank deposits	銀行存款	79,271,078	110,059,043
Total	合計	79,398,474	110,178,784

As at 31 December 2017 and 31 December 2016, there are no bank deposits with restrictions placed on the Group's ownership.

於2017年12月31日及2016年12月31日，本集團無所有權受到限制的銀行存款。

2 Financial assets at fair value through profit or loss

Item	種類	2017 2017年	2016 2016年
Financial assets held for trading Including: Investment in equity instruments	交易性金融資產 其中：權益工具投資	-	7,833,191

2 以公允價值計量且其變動計入當期損益的金融資產

3 Bills receivable

Item	種類	2017 2017年	2016 2016年
Bank acceptance bills	銀行承兌匯票	9,003,656	2,707,800

3 應收票據

All of the above bills receivable were due within one year, and were not pledged, endorsed or discounted.

上述應收票據為一年內到期，且未被質押、背書或貼現。

As at 31 December 2017 and 31 December 2016, the Group had not endorsed or discounted (with right of recourse any under bills).

於2017年12月31日及2016年12月31日，本集團無已背書或貼現轉讓(附追索權轉讓)尚未到期的票據。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

4 Accounts receivable

(1) Accounts receivable by customer type are as follows:

Customer type	客戶類別	2017 2017年	2016 2016年
Third Parties	第三方	191,461,137	152,434,298
Related Parties	關聯方	6,159,381	8,935,126
Sub-total	小計	197,620,518	161,369,424
Less: Provision for bad and doubtful debts	減：壞賬準備	5,066,262	2,553,740
Total	合計	192,554,256	158,815,684

(2) The ageing analysis of accounts receivable is as follows:

Ageing	賬齡	2017 2017年	2016 2016年
Within 6 months (inclusive)	6個月以內(含6個月)	182,193,438	142,975,781
Over 6 months but within 1 year (inclusive)	6個月至1年(含1年)	15,407,438	18,217,266
Over 1 year but within 2 years (inclusive)	1年至2年(含2年)	19,642	176,377
Sub-total	小計	197,620,518	161,369,424
Less: Provision for bad and doubtful debts	減：壞賬準備	5,066,262	2,553,740
Total	合計	192,554,256	158,815,684

The ageing is counted starting from the date when accounts receivable are recognised.

賬齡自應收賬款確認日起開始計算。

五 合併財務報表項目註釋(續)

4 應收賬款

(1) 應收賬款按客戶類別分析如下：

	2017 2017年	2016 2016年
Third Parties	191,461,137	152,434,298
Related Parties	6,159,381	8,935,126
Sub-total	197,620,518	161,369,424
Less: Provision for bad and doubtful debts	5,066,262	2,553,740
Total	192,554,256	158,815,684

(2) 應收賬款按賬齡分析如下：

	2017 2017年	2016 2016年
Within 6 months (inclusive)	182,193,438	142,975,781
Over 6 months but within 1 year (inclusive)	15,407,438	18,217,266
Over 1 year but within 2 years (inclusive)	19,642	176,377
Sub-total	197,620,518	161,369,424
Less: Provision for bad and doubtful debts	5,066,262	2,553,740
Total	192,554,256	158,815,684

賬齡自應收賬款確認日起開始計算。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

4 Accounts receivable (cont'd)

(3) Receivables individually greater than 10% book value are individually significant, therefore the accounts receivable are assessed for impairment and bad debt provision is determined on an individual basis and, then, on a collective group basis. For individually significant accounts receivable at the year end, no bad debt provision has been determined on an individual basis.

(4) Additions, reversals or written-off of provision for bad and doubtful debts during the year:

Balance at the beginning of the year	年初餘額		
Additions during the year	本年計提		
Written-off during the year	本年核銷		
Reversals during the year which had been written-off in previous years	以前年度核銷本年轉回		
Balance at the end of the year	年末餘額		

4 應收賬款(續)

(3) 本集團應收賬款賬面餘額10%以上款項為單項重大，因此對應收賬款均按重大單項款項先以個別方式，再以組合方式進行減值測試，以計提壞賬準備。年末單項金額重大款項中無單獨計提壞賬準備的應收賬款。

(4) 本年計提、轉回或核銷的壞賬準備情況：

	2017 2017年	2016 2016年
Balance at the beginning of the year	2,553,740	-
Additions during the year	1,536,215	3,442,689
Written-off during the year	-	(888,949)
Reversals during the year which had been written-off in previous years	976,307	-
Balance at the end of the year	5,066,262	2,553,740

5 Prepayments

(1) Prepayments by type are as follows:

Type	類別		
Third Parties	第三方		
Less: Provision for bad and doubtful debts	減：壞賬準備		
Total	合計		

5 預付款項

(1) 預付款項按類別列示如下：

	2017 2017年	2016 2016年
Third Parties	3,081,104	3,564,813
Less: Provision for bad and doubtful debts	-	-
Total	3,081,104	3,564,813

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

5 Prepayments (cont'd)

(2) The ageing analysis of prepayments is as follows:

Ageing	賬齡	2017 2017年		2016 2016年	
		Amount 金額	Percentage (%) 比例(%)	Amount 金額	Percentage (%) 比例(%)
Within 1 year (inclusive)	1年以內(含1年)	3,081,104	100%	3,547,606	99%
Over 1 year but within 2 years (inclusive)	1至2年(含2年)	-	-	17,207	1%
Total	合計	3,081,104	100%	3,564,813	100%

The ageing is counted starting from the date when prepayments are recognised.

賬齡自預付款項確認日起開始計算。

6 Other receivables

(1) Other receivables by type are as follows:

Type	類別	2017 2017年	2016 2016年
Related parties	關聯方	801,363	5,324
Third parties	第三方	41,246,131	4,877,550
Sub-total	小計	42,047,494	4,882,874
Less: Provision for bad and doubtful debts	減：壞賬準備	-	4,132,565
Total	合計	42,047,494	750,309

As at 31 December 2017 and 31 December 2016, the Group did not hold any other receivables which were denominated in foreign currency.

於2017年12月31日及2016年12月31日，本集團無外幣其他應收款。

As at 31 December 2017, the balance of the Group's other receivables comprises mainly outstanding consideration relating to the disposal of 100% shares of Binzhou Andre Juice Co., Ltd., which amounted to RMB 40,401,000. According to the share transfer agreement, the receivables will be due to settle within six months from the completion date (21 December 2017) of the disposal.

於2017年12月31日，本集團的其他應收款餘額主要為出售所持有的濱州安德利果汁飲料有限公司100%股權的應收款人民幣40,401,000元。根據股權轉讓協議規定，款項將於股權交割日(2017年12月21日)後六個月內收回。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

6 Other receivables (cont'd)

(2) The ageing analysis of other receivables is as follows:

Ageing	賬齡	2017 2017年	2016 2016年
Within 1 year (inclusive)	1年以內(含1年)	41,924,494	389,903
Over 1 year but within 2 years (inclusive)	1年至2年(含2年)	123,000	360,406
Over 3 years	3年以上	—	4,132,565
Sub-total	小計	42,047,494	4,882,874
Less: Provision for bad and doubtful debts	減：壞賬準備	—	4,132,565
Total	合計	42,047,494	750,309

The ageing is counted starting from the date when other receivables are recognised.

賬齡自其他應收款確認日起開始計算。

(3) Written-off of provision for bad and doubtful debts during the year:

(3) 核銷的壞賬準備情況

		2017 2017年	2016 2016年
Balance at the beginning of the year	年初餘額	4,132,565	4,132,565
Written-off during the year	本年核銷	(4,132,565)	—
Balance at the end of the year	合計	—	4,132,565

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

7 Inventories

(1) Inventories by category are as follows:

Item	存貨種類	2017 2017年			2016 2016年		
		Book value 賬面餘額	Provision for impairment of inventories 跌價準備	Carrying amount 賬面價值	Book value 賬面餘額	Provision for impairment of inventories 跌價準備	Carrying amount 賬面價值
Raw materials and packaging materials	原材料及 包裝物	32,033,062	-	32,033,062	30,827,020	-	30,827,020
Finished goods	產成品	726,653,640	(3,672,616)	722,981,024	761,620,010	(231,058)	761,388,952
Total	合計	758,686,702	(3,672,616)	755,014,086	792,447,030	(231,058)	792,215,972

As at 31 December 2017 and 31 December 2016, no inventories were pledged as security by the Group.

於2017年12月31日及2016年12月31日，本集團沒有用於擔保的存貨。

(2) An analysis of the movements of inventories for the year is as follows:

(2) 存貨本年變動情況分析如下：

2017

2017年

Item	存貨種類	Balance at the beginning of the year	Additions during the year	Reductions during the year	Balance at the end of the year
		年初餘額	本年 增加額	本年 減少額	年末餘額
Raw materials and packaging materials	原材料及 包裝物	30,827,020	509,482,901	508,276,859	32,033,062
Finished goods	產成品	761,620,010	603,855,566	638,821,936	726,653,640
Sub-total	小計	792,447,030	1,113,338,467	1,147,098,795	758,686,702
Less: Provision for impairment of inventories	減：存貨跌價準備	231,058	3,441,558	-	3,672,616
Total	合計	792,215,972	1,109,896,909	1,147,098,795	755,014,086

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(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

7 Inventories (cont'd)

(2) An analysis of the movements of inventories for the year is as follows: (cont'd)

2016

Item	存貨種類	Balance at the beginning of the year 年初餘額	Additions during the year 本年增加額	Reductions during the year 本年減少額	Balance at the end of the year 年末餘額
Raw materials and packaging materials	原材料及包裝物	29,904,414	476,704,808	475,782,202	30,827,020
Finished goods	產成品	833,366,293	543,742,252	615,488,535	761,620,010
Sub-total	小計	863,270,707	1,020,447,060	1,091,270,737	792,447,030
Less: Provision for impairment of inventories	減：存貨跌價準備	663,546	-	432,488	231,058
Total	合計	862,607,161	1,020,447,060	1,090,838,249	792,215,972

7 存貨(續)

(2) 存貨本年變動情況分析如下：
(續)

2016年

(3) Provision for impairment of inventories
2017

Item	存貨種類	Balance at the beginning of the year 年初餘額	Additions During the year 本年增加 Provision 計提	Written back during the year 本年減少金額 Reversals 轉回	Written-off 轉銷	Balance at the end of the year 年末餘額
Finished goods	產成品	231,058	3,441,558	-	-	3,672,616

(3) 存貨跌價準備
2017年

2016

2016年

Item	存貨種類	Balance at the beginning of the year 年初餘額	Additions During the year 本年增加 Provision 計提	Written back during the year 本年減少金額 Reversals 轉回	Written-off 轉銷	Balance at the end of the year 年末餘額
Finished goods	產成品	663,546	-	80,584	351,904	231,058

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財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

7 Inventories (cont'd)

(3) Provision for impairment of inventories (cont'd)

The Group recognized provision for impairment of inventories after determination of the net realisable value of its finished goods with reference to the current market price and the actual sales of its finished goods.

The estimated selling price used to determine the net realisable value of inventories varies depending on whether a sales contract has been concluded. Where a contract has been concluded, the estimated selling price of inventories is recognised based on the contract amount, otherwise, it is determined based on the average contract price of recently concluded contracts.

8 Other current assets

Item	種類	2017 2017年	2016 2016年
Input VAT recoverable	待抵扣增值稅進項稅	51,194,764	58,308,923
Prepaid income tax	預繳所得稅	153,856	117,628
Available-for-sale financial assets at fair value at the end of the year:	年末按公允價值計量的可供出售金融資產		
– Beixinruifeng No.008 specific asset management scheme	– 北信瑞豐008號專項資產管理計劃	–	20,827,321
– Bank wealth management products	– 銀行理財產品	–	5,300,000
Total	合計	51,348,620	84,553,872

五 合併財務報表項目註釋(續)

7 存貨(續)

(3) 存貨跌價準備(續)

本集團按照目前市場價格狀況和產成品實際銷售情況，對產成品可變現淨值進行測試後，對其計提了存貨跌價準備。

計算存貨可變現淨值時所採用的估計售價區分已簽訂銷售合同和未簽訂銷售合同，已簽訂合同部分按照實際合同金額確認估計售價，未簽訂合同部分結合近期一般銷售價格確定估計售價。

8 其他流動資產

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財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

9 Available-for-sale financial assets

Available-for-sale financial assets at fair value at the end of the year:

Item	項目	2017 2017年	2016 2016年
Merger and acquisition fund collective trust scheme of Guojin Quantum	國金量子併購基金集合資金信託計劃	-	10,872,251
EBI Harvest Yunfan NO.1 private equity investment fund	久奕嘉實雲帆1號股權投資私募基金	-	10,442,192
Total	合計	-	21,314,443

In November and December 2017, the Group transferred the merger and acquisition fund collective trust scheme of Guojin Quantum and EBI Harvest Yunfan No.1 private equity investment fund to third parties, at considerations of RMB9,000,000 and RMB10,000,000 respectively.

9 可供出售金融資產

年末按公允價值計量的可供出售金融資產：

本集團分別於2017年11月及12月，將上述所持有的國金量子併購基金集合資金信託計劃及久奕嘉實雲帆1號股權投資私募基金分別以對價9,000,000元和10,000,000元轉讓予第三方。

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財務報表附註

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(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

10 Fixed assets

(1) Fixed assets

10 固定資產

(1) 固定資產情況

Item	項目	Plant & buildings 房屋及建築物	Machinery & equipment 機器設備	Office & other equipment 辦公設備及其他設備	Motor vehicles 運輸工具	Total 合計
Cost	原值					
At 1 January 2016	2016年1月1日	555,063,953	885,029,930	25,162,982	10,014,451	1,475,271,316
Additions during the year	本年增加					
- Purchases from third parties	- 購置	25,384,978	11,613,698	565,088	320,911	37,884,675
- Transfers from construction in progress	- 在建工程轉入	6,622,841	968,324	-	-	7,591,165
Reductions during the year	本年減少					
- Disposals or retirement	- 處置或報廢	(5,102,244)	(6,042,312)	(3,527,452)	(434,959)	(15,106,967)
Reclassifications	資產類別調整	(4,310,793)	4,310,793	-	-	-
At 31 December 2016	2016年12月31日	<u>577,658,735</u>	<u>895,880,433</u>	<u>22,200,618</u>	<u>9,900,403</u>	<u>1,505,640,189</u>
At 1 January 2017	2017年1月1日	577,658,735	895,880,433	22,200,618	9,900,403	1,505,640,189
Additions during the year	本年增加					
- Purchases from third parties	- 購置	225,167	9,451,587	990,397	4,937	10,672,088
- Transfers from construction in progress	- 在建工程轉入	3,537,478	1,251,283	-	-	4,788,761
Reductions during the year	本年減少					
- Disposals or retirement	- 處置或報廢	-	(2,542,086)	(133,469)	(131,892)	(2,807,447)
- Offset government grants against the book value	- 政府補助沖減原值	-	(3,127,500)	-	-	(3,127,500)
- Disposal of subsidiaries	- 處置子公司	(41,582,273)	(4,512,241)	(741,182)	(715,000)	(47,550,696)
At 31 December 2017	2017年12月31日	<u>539,839,107</u>	<u>896,401,476</u>	<u>22,316,364</u>	<u>9,058,448</u>	<u>1,467,615,395</u>

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(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

10 Fixed assets (cont'd)

(1) Fixed assets (cont'd)

10 固定資產(續)

(1) 固定資產情況(續)

Item	項目	Plant & buildings 房屋及建築物	Machinery & equipment 機器設備	Office & other equipment 辦公設備及其他設備	Motor vehicles 運輸工具	Total 合計
Accumulated depreciation	累計折舊					
At 1 January 2016	2016年1月1日	(133,807,071)	(476,403,387)	(18,887,661)	(7,783,140)	(636,881,259)
Charge for the year	本年計提	(15,482,114)	(29,499,075)	(1,439,834)	(290,076)	(46,711,099)
Reductions during the year	本年減少					
– Disposals or retirement	– 處置或報廢	3,104,500	5,159,417	3,111,274	140,786	11,515,977
Reclassification	資產類別調整	290,979	(290,979)	-	-	-
At 31 December 2016	2016年12月31日	(145,893,706)	(501,034,024)	(17,216,221)	(7,932,430)	(672,076,381)
At 1 January 2017	2017年1月1日	(145,893,706)	(501,034,024)	(17,216,221)	(7,932,430)	(672,076,381)
Charge for the year	本年計提	(12,522,421)	(27,421,744)	(1,099,768)	(221,218)	(41,265,151)
Reductions during the year	本年減少					
– Disposals or retirement	– 處置或報廢	-	1,023,534	118,904	118,703	1,261,141
– Disposal of subsidiaries	– 處置子公司	12,420,396	1,766,316	480,756	639,122	15,306,590
At 31 December 2017	2017年12月31日	(145,995,731)	(525,665,918)	(17,716,329)	(7,395,823)	(696,773,801)
Provision for impairment	減值準備					
At 1 January 2017	2017年1月1日	-	(480,787)	-	-	(480,787)
Charge for the year	本年計提	(16,731,276)	(15,207,024)	-	-	(31,938,300)
At 31 December 2017	2017年12月31日	(16,731,276)	(15,687,811)	-	-	(32,419,087)
Carrying amounts	賬面價值					
At 31 December 2017	2017年12月31日	377,112,100	355,047,747	4,600,035	1,662,625	738,422,507
At 31 December 2016	2016年12月31日	431,765,029	394,365,622	4,984,397	1,967,973	833,083,021

As at 31 December 2017 and 31 December 2016, there are no fixed assets with restrictions placed on the Group's ownership.

於2017年12月31日及2016年12月31日，本集團無所有權受到限制的固定資產。

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V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

10 Fixed assets (cont'd)

(2) Temporarily idle fixed assets

As at 31 December 2017 and 31 December 2016, the Group's temporarily idle fixed assets are as follows:

31 December 2017

Item	項目	Cost 賬面原值	Accumulated depreciation 累計折舊	Provision for impairment 減值準備	Carrying amount 賬面價值
Lemon processing line, accessory equipment and building	檸檬加工生產線、附屬設備及廠房	115,633,195	(23,387,795)	(31,938,300)	60,307,100
Preserved fruit production line	果脯生產線	1,249,834	(644,064)	(480,787)	124,983
Total	合計	116,883,029	(24,031,859)	(32,419,087)	60,432,083

31 December 2016

Item	項目	Cost 賬面原值	Accumulated depreciation 累計折舊	Provision for impairment 減值準備	Carrying amount 賬面價值
Preserved fruit production line	果脯生產線	1,249,834	(644,064)	(480,787)	124,983

10 固定資產(續)

(2) 暫時閒置的固定資產情況

於2017年12月31日及2016年12月31日，本集團以下固定資產暫時閒置。

2017年12月31日

Item	項目	Cost 賬面原值	Accumulated depreciation 累計折舊	Provision for impairment 減值準備	Carrying amount 賬面價值
Lemon processing line, accessory equipment and building	檸檬加工生產線、附屬設備及廠房	115,633,195	(23,387,795)	(31,938,300)	60,307,100
Preserved fruit production line	果脯生產線	1,249,834	(644,064)	(480,787)	124,983
Total	合計	116,883,029	(24,031,859)	(32,419,087)	60,432,083

2016年12月31日

Item	項目	Cost 賬面原值	Accumulated depreciation 累計折舊	Provision for impairment 減值準備	Carrying amount 賬面價值
Preserved fruit production line	果脯生產線	1,249,834	(644,064)	(480,787)	124,983

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(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

10 Fixed assets (cont'd)

(2) Temporarily idle fixed assets (cont'd)

In 2017, the Group assessed that the lemon production machinery and equipment of Anyue Andre Lemon Industry Technology Co., Ltd. exists indications of impairment. For the asset groups with identified indications of impairment, the management compares the carrying amount of each asset group with its recoverable amount to determine the amount of the impairment. The recoverable amount of an asset group is the higher of its fair value less costs to sell and its present value of expected future cash flows. For the reason that the Group can not reliably estimate the present value of expected future cash flow of relevant asset group, the Group determines the recoverable amount of the asset group in accordance with its fair value less costs to sell.

The Group evaluates the recoverable amount of the asset group and reduces the carrying amount to its recoverable amount of RMB60,307,100 and recognises an impairment loss of RMB31,938,300 in the current year. The recoverable amount is determined by the amount of fair value less costs to sell of the asset group. The fair value is calculated using the cost method with reference to the full cost to re-establish the same or similar assets at the current price valuation date (ie. 31 December 2017), after deducting the physical devaluation, functional devaluation and economic devaluation.

五 合併財務報表項目註釋(續)

10 固定資產(續)

(2) 暫時閒置的固定資產情況(續)

於2017年度，本集團評估安岳安德利檸檬產業科技有限公司的檸檬加工生產線及其附屬設備、廠房存在減值跡象，對於已識別存在減值跡象的資產組，管理層將每個資產組的賬面價值與其可收回金額進行比較，以確定減值準備金額。可收回金額是採用資產組的預計未來現金流量的現值與資產組的公允價值減去處置費用後的淨額兩者之間較高者確定。由於本集團無法可靠估計相關資產組的預計未來現金流量的現值。本集團最終確定以資產組的公允價值減去處置費用後的淨額為其可收回金額。

本集團對這些資產組的可收回金額作出評估並根據評估結果將這些資產組的賬面價值減少至其可收回金額人民幣60,307,100元，以及於當年計提資產減值損失人民幣31,938,300元。估計可收回金額是基於這些資產組的公允價值減去處置費用。該公允價值是利用成本法，參照以評估基準日(2017年12月31日)的現時價格重新購建相同或相似資產的全部成本減實體性貶值、功能性貶值以及經濟性貶值。

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(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

10 Fixed assets (cont'd)

(3) Fixed assets acquired under finance leases

As at 31 December 2017 and 31 December 2016, no fixed assets were acquired under finance leases.

(4) Fixed assets leased out under operating leases

As at 31 December 2017, the carrying value of the fixed assets leased out by the Group under operating leases amounted to RMB23,254,119 (2016: RMB23,885,554), which mainly includes two office buildings, several commercial retail stores and an apartment building located in Muping Economic Development Zone, Yantai.

(5) Fixed assets which certificates of ownership are pending

As at 31 December 2017 and 31 December 2016, the Group's fixed assets with pending certificates of ownership is as follows:

Item 項目	31 December 2017 2017年 12月31日	31 December 2016 2016年 12月31日	Reason why certificates of ownership are pending 未辦妥產權證書原因
	Carrying amount 賬面價值	Carrying amount 賬面價值	
Buildings of Liquan Yitong Juice Co., Ltd. 禮泉億通果蔬汁有限公司廠區房屋	51,331,130	52,373,179	The certificates have not been dealt with due to historical reasons 歷史遺留原因，尚未辦理
Fresh fruit workshop of Anyue Andre Lemon Industry Technology Co., Ltd. 安岳安德利檸檬產業科技有限公司 鮮果車間	5,243,453	6,483,423	The certificates have not been dealt with due to the acceptance standard have not been met 未達到驗收合格標準，尚未辦理

五 合併財務報表項目註釋(續)

10 固定資產(續)

(3) 通過融資租賃租入的固定資產情況

於2017年12月31日及2016年12月31日，本集團無融資租賃租入的固定資產。

(4) 通過經營租賃租出的固定資產

於2017年12月31日，本集團通過經營租賃租出的固定資產賬面價值為23,254,119元(2016年：23,885,554元)，主要是位於烟台市牟平經濟開發區的兩處辦公樓，若干處商業網點及一處公寓樓。

(5) 未辦妥產權證書的固定資產情況

於2017年12月31日及2016年12月31日，本集團以下固定資產未辦妥產權證書：

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(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

11 Construction in progress

11 在建工程

Project	項目	2017 2017年			2016 2016年		
		Book value 賬面餘額	Provision for impairment 減值準備	Carrying amount 賬面價值	Book value 賬面餘額	Provision for impairment 減值準備	Carrying amount 賬面價值
Boiler online monitoring project	鍋爐在線監測項目	120,000	-	120,000	-	-	-
Debitting equipment	脫苦設備	-	-	-	96,371	-	96,371
Others	其他	1,660	-	1,660	16,971	-	16,971
Total	合計	121,660	-	121,660	113,342	-	113,342

As at 31 December 2017 and 31 December 2016, no interest was capitalized in construction in progress of the Group.

於2017年12月31日及2016年12月31日，本集團的在建工程未有利息資本化。

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(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

12 Intangible assets

12 無形資產

Item	項目	Land use right 土地使用權
Cost	賬面原值	
At 1 January 2016	2016年1月1日	128,690,195
Additions during the year	本年增加	
– Purchases	– 購置	<u>5,342,250</u>
At 31 December 2016	2016年12月31日	<u>134,032,445</u>
At 1 January 2017	2017年1月1日	134,032,445
Disposals during the year	本年減少	
– Disposals of subsidiary	– 處置子公司	<u>(20,395,501)</u>
At 31 December 2017	2017年12月31日	<u>113,636,944</u>
Accumulated amortization	累計攤銷	
At 1 January 2016	2016年1月1日	(21,015,731)
Charge for the year	本年計提	<u>(2,884,932)</u>
At 31 December 2016	2016年12月31日	<u>(23,900,663)</u>
At 1 January 2017	2017年1月1日	(23,900,663)
Charge for the year	本年計提	(3,167,902)
Disposals of subsidiary	處置子公司	<u>2,660,012</u>
At 31 December 2017	2017年12月31日	<u>(24,408,553)</u>
Carrying amounts	賬面價值	
At 31 December 2017	2017年12月31日	<u>89,228,391</u>
At 31 December 2016	2016年12月31日	<u>110,131,782</u>

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(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

12 Intangible assets (cont'd)

As at 31 December 2017 and 31 December 2016, all of the Group's land use rights are on medium-term lease.

As at 31 December 2017 and 31 December 2016, no interest was capitalized in intangible assets of the Group.

As at 31 December 2017 and 31 December 2016, the Group has no intangible assets used as mortgage for bank loans.

As at 31 December 2017 and 31 December 2016, the Group did not have land use rights which certificates of ownership are pending.

12 無形資產(續)

於2017年12月31日及2016年12月31日，本集團所有土地使用權為中期租約。

於2017年12月31日及2016年12月31日，本集團無形資產賬面價值中無資本化的借款利息。

於2017年12月31日及2016年12月31日，本集團無抵押的無形資產。

於2017年12月31日及2016年12月31日，本集團無未辦妥產權證書的土地使用權情況。

13 Goodwill

(1) Changes in goodwill

13 商譽

(1) 商譽變動情況

Name of investee	被投資單位名稱	Note	註	Balance at 1 January 2017 2017年1月1日	Additions during the year 本年增加	Balance at 31 December 2017 2017年12月31日
Book value	賬面原值					
Anyue Andre Lemon Industry Technology Co., Ltd.	安岳安德利檸檬產業 科技有限公司	(a)	(a)	3,066,599	-	3,066,599
Yongji Andre Juice Co., Ltd.	永濟安德利果蔬汁 有限公司	(b)	(b)	4,566,293	-	4,566,293
Yantai Longkou Andre Juice Co., Ltd.	烟台龍口安德利果汁 飲料有限公司	(c)	(c)	1,020,683	-	1,020,683
Sub-total	小計			8,653,575	-	8,653,575
Provision for impairment	減值準備					
Anyue Andre Lemon Industry Technology Co., Ltd.	安岳安德利檸檬產業 科技有限公司			(3,066,599)	-	(3,066,599)
Sub-total	小計			(3,066,599)	-	(3,066,599)
Carrying amount	賬面價值			5,586,976	-	5,586,976

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

13 Goodwill (cont'd)

(1) Changes in goodwill (cont'd)

Name of investee	被投資單位名稱	Note	註
Book value	賬面原值		
Anyue Andre Lemon Industry Technology Co., Ltd.	安岳安德利檸檬產業科技有限公司	(a)	(a)
Yongji Andre Juice Co., Ltd.	永濟安德利果蔬汁有限公司	(b)	(b)
Yantai Longkou Andre Juice Co., Ltd.	烟台龍口安德利果汁飲料有限公司	(c)	(c)
Sub-total	小計		
Provision for impairment	減值準備		
Anyue Andre Lemon Industry Technology Co., Ltd.	安岳安德利檸檬產業科技有限公司		
Sub-total	小計		
Carrying amount	賬面價值		

13 商譽(續)

(1) 商譽變動情況(續)

Balance at 1 January 2016	Additions during the year	Balance at 31 December 2016
2016年1月1日	本年增加	2016年12月31日
3,066,599	-	3,066,599
4,566,293	-	4,566,293
1,020,683	-	1,020,683
8,653,575	-	8,653,575
-	(3,066,599)	(3,066,599)
-	(3,066,599)	(3,066,599)
8,653,575	(3,066,599)	5,586,976

(a) The Group acquired the equity interest of Anyue Andre Lemon Industry Technology Co., Ltd. at an aggregated cash consideration of RMB52,120,000 in 2014. The goodwill represents the excess of the cost of the acquisition over the Group's interests in the fair value of the identifiable assets and liabilities of Anyue Andre Lemon Industry Technology Co., Ltd.

(a) 於2014年度，本集團支付人民幣52,120,000元收購成本收購了安岳安德利檸檬產業科技有限公司的權益，收購成本超過按比例獲得的安岳安德利檸檬產業科技有限公司可辨認資產、負債公允價值的差額為與安岳安德利檸檬產業科技有限公司相關的商譽。

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財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

13 Goodwill (cont'd)

(1) Changes in goodwill (cont'd)

(b) The Group acquired the equity interest of Yongji Andre Juice Co., Ltd. at an aggregated cash consideration of RMB56,201,585 in 2011. The goodwill represents the excess of the cost of the acquisition over the Group's interests in the fair value of the identifiable assets and liabilities of Yongji Andre Juice Co., Ltd.

(c) The Group acquired the equity interest of Yantai Longkou Andre Juice Co., Ltd. at an aggregated cash consideration of RMB32,035,810 in 2003. The goodwill represents the excess of the cost of the acquisition over the Group's interests in the fair value of the identifiable assets and liabilities of Yantai Longkou Andre Juice Co., Ltd.

(2) Provision for impairment of goodwill

The Group's asset groups which the goodwill recognised are Anyue Andre Lemon Industry Technology Co., Ltd., Yongji Andre Juice Co., Ltd. and Yantai Longkou Andre Juice Co., Ltd.

13 商譽(續)

(1) 商譽變動情況(續)

(b) 於2011年度，本集團支付人民幣56,201,585元收購成本收購了永濟安德利果蔬汁有限公司的權益，收購成本超過按比例獲得的永濟安德利果蔬汁有限公司可辨認資產、負債公允價值的差額為與永濟安德利果蔬汁有限公司相關的商譽。

(c) 於2003年度，本集團支付人民幣32,035,810元收購成本收購了烟台龍口安德利果汁飲料有限公司的權益，收購成本超過按比例獲得的烟台龍口安德利果汁飲料有限公司可辨認資產、負債公允價值的差額為與烟台龍口安德利果汁飲料有限公司相關的商譽。

(2) 商譽減值準備

本集團認定與上述商譽相關的資產組組合為安岳安德利檸檬產業科技有限公司、永濟安德利果蔬汁有限公司及烟台龍口安德利果汁飲料有限公司。

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(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

13 Goodwill (cont'd)

(2) Provision for impairment of goodwill (cont'd)

The recoverable amounts of Anyue Andre Lemon Industry Technology Co., Ltd., Yongji Andre Juice Co., Ltd. and Yantai Longkou Andre Juice Co., Ltd. are determined based on the present value of expected future cash flows. The present value of expected future cash flows was projected based on the next five-year financial forecast approved by management and a pre-tax discount rate of 10.52% (2016: 10.00%). The cash flows beyond the five-year forecast period were assumed to be stable. Based on the estimated recoverable amount calculated by the method above at 31 December 2016, impairment loss on the goodwill of Anyue Andre Lemon Industry Technology Co., Ltd. amounting to RMB3,066,599 was recognised. However, as key assumptions on which management has made in respect of future cash projections are subject to change, management believes that any adverse change in the assumptions would cause the carrying amount to exceed its recoverable amount.

Key assumptions used in estimating the present value of expected future cash flows of Anyue Andre Lemon Industry Technology Co., Ltd., Yongji Andre Juice Co., Ltd. and Yantai Longkou Andre Juice Co., Ltd. include the estimated gross margin based on past performance and expectations on market development and stable sales volume, which were determined by management based on past performance.

五 合併財務報表項目註釋(續)

13 商譽(續)

(2) 商譽減值準備(續)

安岳安德利檸檬產業科技有限公司、永濟安德利果蔬汁有限公司及烟台龍口安德利果汁飲料有限公司的可收回金額以預計未來現金流量現值的方法確定。本集團根據管理層批准的最近未來5年財務預算和10.52%（2016年：10.00%）稅前折現率預計該資產組的未來現金流量現值。超過5年財務預算之後年份的現金流量均假設保持穩定。於2016年12月31日，通過上述可收回金額的計算方法得出的預計結果導致安岳安德利檸檬產業科技有限公司的商譽發生減值損失人民幣3,066,599元。但預計該資產組未來現金流量現值所依據的關鍵假設可能會發生改變，管理層認為如果關鍵假設發生負面變動，則可能會使本公司的賬面價值超過其可收回金額。

對安岳安德利檸檬產業科技有限公司、永濟安德利果蔬汁有限公司及烟台龍口安德利果汁飲料有限公司預計未來現金流量現值的計算採用了根據歷史經驗及對市場發展預測的預算毛利率和銷售數量保持穩定作為關鍵假設。管理層根據預算年度之前的歷史情況確定這些假設。

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(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

14 Deferred tax assets

(1) Details of unrecognised deferred tax assets

Item	項目	2017 2017年	2016 2016年
Deductible tax losses	可抵扣虧損	52,034,495	22,822,509

(2) In accordance with the accounting policy set out in Note III.23, the Group has not recognised deferred tax assets in respect of cumulative tax losses of RMB52,034,495 (2016: RMB22,822,509) as it is not probable that future taxable profits against which the losses can be utilised will be available to the Company. The deductible tax losses can be deducted from future taxable income within 5 years from the year when such losses were incurred under current tax laws.

(3) Expiration of deductible tax losses for unrecognised deferred tax assets

Year	年份	2017 2017年	2016 2016年
2017	2017年	-	15,785,987
2018	2018年	5,494,795	5,494,795
2019	2019年	576,342	576,342
2020	2020年	11,844	965,385
2021	2021年	-	-
2022	2022年	45,951,514	-
Total	合計	52,034,495	22,822,509

14 遞延所得稅資產

(1) 未確認遞延所得稅資產明細

Item	項目	2017 2017年	2016 2016年
Deductible tax losses	可抵扣虧損	52,034,495	22,822,509

(2) 按照附註三、23所載的會計政策，由於本公司不是很可能獲得可用於抵扣有關虧損的未來應稅利潤，因此本公司尚未就人民幣52,034,495元(2016年：人民幣22,822,509元)的累積可抵扣虧損確認遞延所得稅資產。根據現行稅法，這些可抵扣虧損自發生年度起，可以在不超過5年的期間內抵扣未來應稅利潤。

(3) 未確認遞延所得稅資產的可抵扣虧損的到期情況

Year	年份	2017 2017年	2016 2016年
2017	2017年	-	15,785,987
2018	2018年	5,494,795	5,494,795
2019	2019年	576,342	576,342
2020	2020年	11,844	965,385
2021	2021年	-	-
2022	2022年	45,951,514	-
Total	合計	52,034,495	22,822,509

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財務報表附註

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(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

15 Assets with restricted ownership or right of use

As at 31 December 2017 and 31 December 2016, there are no assets with restrictions placed on the Group's ownership.

16 Short-term loans

Item 項目	2017 2017年				
	Annual interest rate 年利率	Currency 幣種	Principal 原幣金額	Exchange Rate 折算匯率	RMB 人民幣金額
Credit loans 信用借款	4.35%	RMB	-	-	100,000,000
Guaranteed loans 保證借款	4.35%	RMB	-	-	30,000,000
Guaranteed loans 保證借款	4.39%	RMB	-	-	40,000,000
Total 合計					<u>170,000,000</u>
Item 項目	2016 2016年				
	Annual interest rate 年利率	Currency 幣種	Principal 原幣金額	Exchange Rate 折算匯率	RMB 人民幣金額
Credit loans 信用借款	3.92%~4.11%	RMB	-	-	130,000,000
Guaranteed loans 保證借款	4.26%~4.35%	RMB	-	-	140,000,000
Guaranteed loans 保證借款	Base rate	RMB	-	-	40,000,000
Guaranteed loans 保證借款	Shibor+0.05%	RMB	-	-	30,000,000
Total 合計					<u>340,000,000</u>

As at 31 December 2017 and 31 December 2016, the Group did not have short-term loans past due.

Information for guaranteed loans is set out in Note X.5.

五 合併財務報表項目註釋(續)

15 所有權或使用權受到限制的資產

於2017年12月31日及2016年12月31日，本集團無所有權受到限制的資產。

16 短期借款

於2017年12月31日及2016年12月31日，本集團無已到期未償還的短期借款。

有關保證借款的信息，參見附註十、5。

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V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

17 Accounts payable

Details of accounts payable are as follows:

Supplier type	供應商類別	2017 2017年	2016 2016年
Third parties	應付第三方	83,277,765	61,254,089
Related parties	應付關聯方	3,091,850	4,073,137
Total	合計	86,369,615	65,327,226

17 應付賬款

應付賬款情況如下：

18 Employee benefits payable

(1) Details of employee benefits payable:

		At 1 January 2017 2017年 1月1日	Accrued during the year 本年增加	Decreased during the year 本年減少	At 31 December 2017 2017年 12月31日
Short-term employee benefits	短期薪酬	21,574,064	50,488,482	50,996,802	21,065,744
Post-employment benefits - defined contribution plans	離職後福利 - 設定提存計劃	-	4,306,647	4,096,724	209,923
Total	合計	21,574,064	54,795,129	55,093,526	21,275,667

18 應付職工薪酬

(1) 應付職工薪酬列示：

		At 1 January 2016 2016年 1月1日	Accrued during the year 本年增加	Decreased during the year 本年減少	At 31 December 2016 2016年 12月31日
Short-term employee benefits	短期薪酬	18,370,361	50,587,814	47,384,111	21,574,064
Post-employment benefits - defined contribution plans	離職後福利 - 設定提存計劃	-	3,813,663	3,813,663	-
Total	合計	18,370,361	54,401,477	51,197,774	21,574,064

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V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

18 Employee benefits payable (cont'd)

(2) Short-term employee benefits

18 應付職工薪酬(續)

(2) 短期薪酬

		At 1 January 2017 2017年 1月1日	Accrued during the year 本年增加	Decreased during the year 本年減少	At 31 December 2017 2017年 12月31日
Salaries, bonuses, allowances and subsidies	工資、獎金、津貼和補貼	9,991,335	47,500,137	47,626,278	9,865,194
Staff bonus and welfare fund	職工獎勵及福利基金	11,582,729	-	855,655	10,727,074
Social insurance	社會保險費				
Medical insurance	醫療保險費	-	1,612,114	1,533,533	78,581
Work-related injury insurance	工傷保險費	-	248,726	236,602	12,124
Maternity insurance	生育保險費	-	115,151	109,538	5,613
Housing fund	住房公積金	-	789,459	412,301	377,158
Labour union fee and staffs' education fee	工會經費和職工教育經費	-	222,895	222,895	-
Total	合計	<u>21,574,064</u>	<u>50,488,482</u>	<u>50,996,802</u>	<u>21,065,744</u>
		At 1 January 2016 2016年 1月1日	Accrued during the year 本年增加	Decreased during the year 本年減少	At 31 December 2016 2016年 12月31日
Salaries, bonuses, allowances and subsidies	工資、獎金、津貼和補貼	5,943,389	48,352,751	44,304,805	9,991,335
Staff bonus and welfare fund	職工獎勵及福利基金	12,426,972	-	844,243	11,582,729
Social insurance	社會保險費				
Medical insurance	醫療保險費	-	1,405,034	1,405,034	-
Work-related injury insurance	工傷保險費	-	216,777	216,777	-
Maternity insurance	生育保險費	-	100,360	100,360	-
Housing fund	住房公積金	-	333,577	333,577	-
Labour union fee and staffs' education fee	工會經費和職工教育經費	-	179,315	179,315	-
Total	合計	<u>18,370,361</u>	<u>50,587,814</u>	<u>47,384,111</u>	<u>21,574,064</u>

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V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

18 Employee benefits payable (cont'd)

(3) Post-employment benefits – defined contribution plans

18 應付職工薪酬(續)

(3) 離職後福利－設定提存計劃

		At 1 January 2017 2017年 1月1日	Accrued during the year 本年增加	Decreased during the year 本年減少	At 31 December 2017 2017年 12月31日
Basic pension insurance	基本養老保險	-	4,145,436	3,943,372	202,064
Unemployment insurance	失業保險費	-	161,211	153,352	7,859
Total	合計	-	4,306,647	4,096,724	209,923

		At 1 January 2016 2016年 1月1日	Accrued during the year 本年增加	Decreased during the year 本年減少	At 31 December 2016 2016年 12月31日
Basic pension insurance	基本養老保險	-	3,612,944	3,612,944	-
Unemployment insurance	失業保險費	-	200,719	200,719	-
Total	合計	-	3,813,663	3,813,663	-

As at 31 December 2017 and 31 December 2016, the Group did not have payment in arrears in the balance of employee benefits payable.

於2017年12月31日及2016年12月31日，本集團應付職工薪酬中無拖欠性質的款項。

As stipulated by the regulations of the PRC, the Group participates in various defined contribution retirement plans organised by municipal governments for its staff. The Group is required to make contributions to the retirement plans at certain percentage or certain amount of the salaries, bonuses and certain allowances of its staff of last year. The relevant local government authorities are responsible for the entire pension obligations payables to retired employees. The Group has no other material obligation for the payment of pension benefits associated with these plans beyond the annual contributions described above.

根據中國有關條例，本集團為其職工參與由地方政府安排之僱員固定供款退休計劃。本集團須就退休計劃按職工薪酬之特定百分比或特定金額作出供款。相關地方政府機關負責應付退休僱員的全部退休責任。本集團除上述年度供款以外，毋須就這些計劃承擔其他任何有關支付退休金的重大責任。

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(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

19 Taxes payable

Item	項目	2017 2017年	2016 2016年
Value added tax	增值稅	8,792,448	30,933,062
Land use tax	土地使用稅	595,590	389,949
Property tax	房產稅	552,970	220,084
Others	其他	1,062,241	53,237
Total	合計	11,003,249	31,596,332

20 Dividends payable

Pursuant to the resolution passed at the annual general meeting held on 25 May 2017, the dividend for 2016 was RMB0.05 per share totalling RMB18,400,000 was approved for distribution to the shareholders of the Company.

On 28 March 2018, the Board of Directors proposed an appropriation of cash dividends of RMB0.10 per share to the Company's shareholders for 2017. The proposal is pending for approval of the shareholders' meetings.

The Group did not have dividends payable outstanding at 31 December 2017 and 31 December 2016.

The Group did not have individual or significant dividends payable denominated in the foreign currency as at 31 December 2017 and 31 December 2016.

五 合併財務報表項目註釋(續)

19 應交稅費

2017 2017年	2016 2016年
8,792,448	30,933,062
595,590	389,949
552,970	220,084
1,062,241	53,237
11,003,249	31,596,332

20 應付股利

根據於2017年5月25日所召開股東週年大會通過的決議案，2016年度的股息為每股人民幣0.05元，共計人民幣18,400,000元已獲批准分派予本公司股東。

董事會於2018年3月28日提議本公司向股東派發2017年度現金股利，每股派發股利人民幣0.10元。此提議尚待股東大會批准。

於2017年12月31日及2016年12月31日，本集團無尚未支付的股利。

於2017年12月31日及2016年12月31日，本集團無個別重大以外幣標示的應付股利。

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財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

21 Other payables

21 其他應付款

Item	類別	2017	2016
		2017年	2016年
Third parties	第三方	11,802,159	40,793,761

22 Share capital

22 股本

		Balance at the beginning of the year 年初餘額	Changes during the year(+/-) 本年變動增減				Balance at the end of the year 年末餘額
			Issue of new shares 發行新股	Share consolidation 股份合併	Purchase of own shares 回購股份	Sub-total 小計	
2017	2017年						
Total number of shares	股份總數	368,000,000	-	-	(10,000,000)	(10,000,000)	358,000,000
Amount (RMB)	人民幣金額	368,000,000	-	-	(10,000,000)	(10,000,000)	358,000,000
2016	2016年						
Total number of shares	股份總數	381,000,000	-	-	(13,000,000)	(13,000,000)	368,000,000
Amount (RMB)	人民幣金額	381,000,000	-	-	(13,000,000)	(13,000,000)	368,000,000

Notes to the Financial Statements

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

22 Share capital (cont'd)

Pursuant to resolutions passed at the annual general meeting and the class meetings of the holders of the H shares and Promoter shares of the Company on 25 May 2017 as well as approvals from relevant government authorities, the Company repurchased a total of 10,000,000 H shares with a par value of RMB1.00 each on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") at prices ranging from HKD4.34 to HKD5.33 per H share, for a total consideration of HKD45,793,341 (equivalent to RMB39,744,040) (including the consideration for shares repurchase, stamp tax and commission) from 5 June 2017 to 23 June 2017. The repurchased shares had been cancelled and deregistered, and the Company's issued share capital was reduced by the amount equivalent to the par value of the repurchased shares. Excess of the repurchase price over the par value of the repurchased shares were charged against the capital reserve. After the capital reduction, the total number of shares was changed from 368,000,000 shares to 358,000,000 shares with a par value of RMB1.00 each and the Company's registered capital was changed to RMB358,000,000.

Pursuant to resolutions passed at the annual general meeting and the class meetings of the holders of the H shares and Promoter shares of the Company on 25 May 2016 as well as approvals from relevant government authorities, the Company repurchased 13,000,000 H Shares at a total consideration of HKD48,045,536 (equivalent to RMB41,064,520) on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") from 15 June 2016 to 11 July 2016. The repurchased shares had been cancelled and deregistered, and the Company's issued share capital was reduced by the amount equivalent to the par value of the repurchased shares. Excess of the repurchase price over the par value of the repurchased shares were charged against the capital reserve. After the capital reduction, the total number of shares was changed from 381,000,000 shares to 368,000,000 shares with a par value of RMB1.00 each and the Company's registered capital was changed to RMB368,000,000.

五 合併財務報表項目註釋(續)

22 股本(續)

根據於2017年5月25日召開的股東週年大會及本公司之H股與發起人股持有人的類別股東大會通過之決議案及有關政府機關之批准，自2017年6月5日至6月23日止，本公司於香港聯合交易所有限公司回購10,000,000股每股人民幣1.00元面值之H股，每H股之回購價為4.34至5.33港元，總回購價為45,793,341港元(相等於人民幣39,744,040元)(包括回購股票對價、印花稅及佣金等)。所回購股份已註銷，本公司已發行股本按該等股份的面值相應消減，回購價格超過股本的部分沖減了資本公積。減資後，本公司股份總數由368,000,000股減至358,000,000股，每股面值人民幣1.00元，註冊資本相應變更為人民幣358,000,000元。

根據於2016年5月25日召開的股東週年大會及本公司之H股與發起人股持有人的類別股東大會通過之決議案及有關政府機關之批准，自2016年6月15日至7月11日止，本公司以總金額48,045,536港元(相等於人民幣41,064,520元)於香港聯合交易所有限公司合計回購13,000,000股股份。所回購股份已註銷，本公司已發行股本按該等股份的面值相應消減，回購價格超過股本的部分沖減了資本公積。減資後，本公司股份總數由381,000,000股減至368,000,000股，每股面值人民幣1.00元，註冊資本相應變更為人民幣368,000,000元。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

23 Capital reserve 2017

23 資本公積 2017年

Item	項目	Note	附註	Balance at the beginning of the year 年初餘額	Additions during the year 本年增加	Reductions during the year 本年減少	Balance at the end of the year 年末餘額
Share premiums	股本溢價	V.22	五、22	47,025,829	-	29,744,040	17,281,789
Foreign currency translation difference	外幣股本折算差額			9,926	-	-	9,926
Total	合計			47,035,755	-	29,744,040	17,291,715
				2016			
Item	項目	Note	附註	Balance at the beginning of the year 年初餘額	Additions during the year 本年增加	Reductions during the year 本年減少	Balance at the end of the year 年末餘額
Share premiums	股本溢價	V.22	五、22	75,090,349	-	28,064,520	47,025,829
Foreign currency translation difference	外幣股本折算差額			9,926	-	-	9,926
Total	合計			75,100,275	-	28,064,520	47,035,755

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

24 Other comprehensive income

24 其他綜合收益

		Movements during the year 2017 2017年發生額					
Item	項目	Balance at the beginning of the year attributable to shareholders of the Company 歸屬於母公司股東的其他綜合收益年初餘額	Before-tax amount 本年所得稅前發生額	Less: transfer to profit or loss 減：前期計入其他綜合收益當期轉入損益	Less: Income tax expense 減：所得稅費用	Net-of-tax amount attributable to shareholders of the Company 稅後歸屬於母公司	Balance at the end of the year attributable to shareholders of the Company 歸屬於母公司股東的其他綜合收益年末餘額
Items that may be reclassified to profit or loss	以後將重分類進損益的其他綜合收益	2,041,764	-	2,041,764	-	(2,041,764)	-
Including: gain or loss arising from changes in fair value of available-for-sale financial assets	其中：可供出售金融資產公允價值變動損益	2,041,764	-	2,041,764	-	(2,041,764)	-
Movements during the year 2016 2016年發生額							
Item	項目	Balance at the beginning of the year attributable to shareholders of the Company 歸屬於母公司股東的其他綜合收益年初餘額	Before-tax amount 本年所得稅前發生額	Less: transfer to profit or loss 減：前期計入其他綜合收益當期轉入損益	Less: Income tax expense 減：所得稅費用	Net-of-tax amount attributable to shareholders of the Company 稅後歸屬於母公司	Balance at the end of the year attributable to shareholders of the Company 歸屬於母公司股東的其他綜合收益年末餘額
Items that may be reclassified to profit or loss	以後將重分類進損益的其他綜合收益	178,356	2,041,764	178,356	-	1,863,408	2,041,764
Including: gain or loss arising from changes in fair value of available-for-sale financial assets	其中：可供出售金融資產公允價值變動損益	178,356	2,041,764	178,356	-	1,863,408	2,041,764

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

25 Surplus reserve 2017

25 盈餘公積 2017年

Item	項目	Balance at the beginning of the year 年初餘額	Additions during the year 本年增加	Balance at the end of the year 年末餘額
Statutory surplus reserve	法定盈餘公積	<u>105,794,859</u>	<u>1,316,273</u>	<u>107,111,132</u>
2016		2016年		
Item	項目	Balance at the beginning of the year 年初餘額	Additions during the year 本年增加	Balance at the end of the year 年末餘額
Statutory surplus reserve	法定盈餘公積	<u>105,794,859</u>	<u>—</u>	<u>105,794,859</u>

Pursuant to the requirements of the Company law in the People's Republic of China, appropriations to statutory surplus reserve were made at 10% of after tax profit until such reserve reaches 50% of the registered capital.

根據《中華人民共和國公司法》第167條，中國大陸各公司分配當年稅後利潤時，應當提取利潤的10%列入公司法定盈餘公積。公司法定公積金累計額為註冊資本的50%時，可以不再提取。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

26 Retained earnings

Item	項目	Note	Amount	Appropriation or distribution rate
		註	金額	提取或分配比例
At 1 January 2016	2016年1月1日		1,000,182,240	
Add: Net profits for the year attributable to shareholders of the Company	加：本年歸屬於母公司股東的淨利潤		121,686,562	
Less: Appropriation for statutory surplus reserve	減：提取盈餘公積		-	
Dividends payable to ordinary shares	應付普通股股利	(1)	19,050,000	
At 31 December 2016	2016年12月31日	(2)	1,102,818,802	
At 1 January 2017	2017年1月1日		1,102,818,802	
Add: Net profits for the year attributable to shareholders of the Company	加：本年歸屬於母公司股東的淨利潤		95,966,858	
Less: Appropriation for statutory surplus reserve	減：提取盈餘公積		1,316,273	10%
Dividends payable to ordinary shares	應付普通股股利	(1)	18,400,000	
At 31 December 2017	2017年12月31日	(2)	1,179,069,387	

As at 31 December 2017, the distributable reserve of the Company amounted to RMB340,496,213 (2016: RMB347,049,764).

(1) *Distribution of dividends of ordinary shares declared during the year*

Pursuant to the resolution passed at the annual general meeting on 25 May 2017, a dividend payable to ordinary shareholders of the Company of RMB0.05 per share, totalling RMB18,400,000, was approved.

Pursuant to the resolution passed at the annual general meeting on 25 May 2016, a dividend payable to ordinary shareholders of the Company of RMB0.05 per share, totalling RMB19,050,000, was approved.

五 合併財務報表項目註釋(續)

26 未分配利潤

Item	項目	Note	Amount	Appropriation or distribution rate
		註	金額	提取或分配比例
At 1 January 2016	2016年1月1日		1,000,182,240	
Add: Net profits for the year attributable to shareholders of the Company	加：本年歸屬於母公司股東的淨利潤		121,686,562	
Less: Appropriation for statutory surplus reserve	減：提取盈餘公積		-	
Dividends payable to ordinary shares	應付普通股股利	(1)	19,050,000	
At 31 December 2016	2016年12月31日	(2)	1,102,818,802	
At 1 January 2017	2017年1月1日		1,102,818,802	
Add: Net profits for the year attributable to shareholders of the Company	加：本年歸屬於母公司股東的淨利潤		95,966,858	
Less: Appropriation for statutory surplus reserve	減：提取盈餘公積		1,316,273	10%
Dividends payable to ordinary shares	應付普通股股利	(1)	18,400,000	
At 31 December 2017	2017年12月31日	(2)	1,179,069,387	

於2017年12月31日，本公司可分派予本公司股東之儲備金額為人民幣340,496,213元(2016年：人民幣347,049,764元)。

(1) *分配普通股股利*

根據2017年5月25日股東大會的批准，本公司向普通股股東派發現金股利，每股0.05元，共計18,400,000元。

根據2016年5月25日股東大會的批准，本公司向普通股股東派發現金股利，每股人民幣0.05元，共計人民幣19,050,000元。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

26 Retained earnings (cont'd)

(2) Retained earnings at the end of the year

Surplus reserve made by the subsidiaries in 2017 and attributable to the Company is RMB18,473,388 (2016: RMB11,726,335).

As at 31 December 2017, the consolidated retained earnings attributable to the Company included appropriation to surplus reserves made by the Company's subsidiaries amounting to RMB129,150,486 (31 December 2016: RMB115,863,795).

26 未分配利潤(續)

(2) 年末未分配利潤的說明

子公司本年提取的歸屬於母公司的盈餘公積為人民幣18,473,388元(2016年:人民幣11,726,335元)。

於2017年12月31日，本集團歸屬於母公司的未分配利潤中包含了本公司的子公司提取的盈餘公積人民幣129,150,486元(2016年12月31日:人民幣115,863,795元)。

27 Operating income and operating costs

27 營業收入、營業成本

Item	項目	2017 2017年		2016 2016年	
		Income 收入	Cost 成本	Income 收入	Cost 成本
Principal businesses	主營業務	895,293,024	607,647,638	870,565,102	628,829,586
Other businesses	其他業務	5,748,146	2,131,985	4,632,010	2,363,739
Total	合計	901,041,170	609,779,623	875,197,112	631,193,325

Operating income generated from principal businesses represents primarily the sales of condensed juice and related products, and income from provision of juice processing services. Operating income generated from other businesses represents primarily the sales of packaging materials, rental income and others.

主營業務收入系指本集團的濃縮果汁及相關產品的銷售收入、以及提供果汁加工服務的收入。其他業務收入主要指銷售包裝物等材料收入、租金收入等。

Notes to the Financial Statements

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

28 Taxes and surcharges

28 税金及附加

Item	項目	2017	2016
		2017年	2016年
Urban maintenance and construction tax	城市維護建設稅	3,298,129	2,008,218
Education surcharges	教育費附加	3,028,253	1,921,483
Property tax	房產稅	3,605,517	2,858,564
Land use tax	土地使用稅	4,671,804	3,096,037
Others	其他	946,979	1,053,885
Total	合計	15,550,682	10,938,187

29 Selling and distribution expenses

29 銷售費用

Item	項目	2017	2016
		2017年	2016年
Freight charges	運費	47,980,070	43,391,251
Payroll and welfare	工資福利	1,507,745	1,610,610
Others	其他	20,389,640	27,980,595
Total	合計	69,877,455	72,982,456

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

30 General and administrative expenses

30 管理費用

Item	項目	2017	2016
		2017年	2016年
Payroll and welfare	工資福利	21,663,691	22,127,507
Depreciation and amortisation expenses	折舊費和攤銷費	7,450,843	7,139,888
Research and development expenses	研發費用	1,626,634	1,177,059
Repair and motor vehicle expenses	維修費和車輛費用	708,235	925,771
Auditors' remuneration	審計師酬金		
– Audit services	– 審計費	1,480,000	1,480,000
– Other Service	– 其他服務費	1,680,000	–
Other consulting services fees	其他諮詢服務費	2,173,023	2,410,986
Others	其他	18,157,666	18,646,549
Total	合計	54,940,092	53,907,760

31 Financial expenses

31 財務費用

Item	項目	2017	2016
		2017年	2016年
Interest expenses arising from borrowings	貸款的利息支出	7,174,714	14,446,249
Interest income from deposits	存款的利息收入	(425,062)	(1,270,409)
Net exchange losses/(gains)	淨匯兌損失/(收益)	13,678,002	(14,220,444)
Other financial expenses	其他財務費用	509,104	1,138,901
Total	合計	20,936,758	94,297

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財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

32 Impairment losses

32 資產減值損失

Item	項目	2017 2017年	2016 2016年
Fixed assets	固定資產	31,938,300	—
Inventories	存貨	3,441,558	(80,584)
Accounts receivable	應收賬款	1,536,215	3,442,689
Goodwill	商譽	—	3,066,599
Total	合計	<u>36,916,073</u>	<u>6,428,704</u>

33 Gains/(losses) from changes in fair value

33 公允價值變動收益/(損失)

Item	項目	2017 2017年	2016 2016年
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	<u>79,304</u>	<u>(79,304)</u>

Notes to the Financial Statements

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

34 Investment income

Investment income by item

Item	項目	2017	2016
		2017年	2016年
Losses from disposal of a subsidiary	處置子公司產生的損失	(2,916,477)	—
Investment income from holding available-for-sale financial assets	可供出售金融資產在持有期間的投資收益	—	423,455
Investment income from disposal of financial assets measured at fair value through profit or loss	處置以公允價值計量且其變動計入當期損益的金融資產取得的投資收益	2,347,734	1,251,345
Including: financial assets held for trading	其中：交易性金融資產	2,347,734	1,251,345
Investment income from disposal of available-for-sale financial assets	處置可供出售金融資產取得的投資收益	3,371,066	2,852,791
Including: Transfers from other comprehensive income	其中：其他綜合收益轉入	2,041,764	178,356
Total	合計	2,802,323	4,527,591

34 投資收益

投資收益分項目情況

35 Government grants

(1) *Government grants related to assets*

The government grants related to assets of the Group for 2017 are as follows:

(a) Effect on related assets

Item	補助項目	2017
		2017年
Offset against book value of fixed assets	沖減固定資產賬面價值	
Grant for production line modification	生產線改造補助	3,127,500

35 政府補助

(1) *與資產相關的政府補助*

本集團2017年度與資產相關的政府補助如下：

(a) 對資產項目的影響

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

35 Government grants (cont'd)

- (1) Government grants related to assets (cont'd)
(b) Effect on deferred income

Item	補助項目	Balance at the beginning of the year	Additions	Offset against book value of fixed asset	Others	Balance at the end of the year
		遞延收益年初餘額		本年新增補助金額		沖減資產賬面價值
Grant for production line modification	生產線改造補助	3,127,500	-	(3,127,500)	-	-

- (2) Government grant related to income

In 2017, the Group received grants totaling RMB1,474,788 from various government authorities as rewards for its contributions to local economic development, which are directly included in other income.

In 2016, the Group received grants various government authorities as rewards for its contribution to research and development of fruit juice concentrate technology, local environmental protection and development of local agriculture, which are included in non-operating income.

In 2017, Anyue Economic and Technological Information Bureau directly appropriated loan interest of RMB350,000 to the Group, which offsetted against the subsidy costs.

35 政府補助(續)

- (1) 與資產相關的政府補助(續)
(b) 對遞延收益的影響

- (2) 與收益相關的政府補助

於2017年度，本集團收到多個政府部門補貼以獎勵本集團對當地經濟發展的獎勵共計1,474,788元，直接計入其他收益。

於2016年度，本集團收到多個政府部門補貼以獎勵本集團對果汁濃縮技術的研發、當地環境保護及當地農業發展的貢獻，計入營業外收入。

於2017年度，安岳縣經濟科技信息局直接撥付給本集團工業企業貸款貼息350,000元，相應沖減財務費用。

36 Non-operating income

- (1) Non-operating income by item is as follows:

Item	項目	Note	附註	2017	2016
				2017年	2016年
Government grants	政府補助	V.35	五、35	-	19,473,861
Others	其他			514,069	1,652,783
Total	合計			514,069	21,126,644

36 營業外收入

- (1) 營業外收入分項目情況如下：

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

37 Non-operating expenses

37 營業外支出

Item	項目	2017 2017年	2016 2016年
Forfeiture	罰沒款項	100,000	—
Others	其他	185,696	30,382
Total	合計	285,696	30,382

38 Income tax expenses

38 所得稅費用

Item	項目	2017 2017年	2016 2016年
Current tax expenses for the year based on tax law and regulations	按稅法及相關規定計算的當年所得稅	82,670	526,016
Provision of income tax for previous years	補提以前年度的所得稅費用	52,973	874,504
Total	合計	135,643	1,400,520

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財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

38 Income tax expenses (cont'd)

Reconciliation between income tax expenses and accounting profit is as follows:

38 所得稅費用(續)

所得稅費用與會計利潤的關係如下：

Item	項目	2017 2017年	2016 2016年
Profit before taxation	稅前利潤	96,102,501	123,087,082
Expected income tax expenses at tax rate of 25%	按稅率25%計算的預期所得稅	24,025,625	30,771,771
Effect of non-taxable income	免稅所得	(49,018,403)	(30,984,428)
Effect of different tax rates applied by certain subsidiaries	子公司適用不同稅率的影響	10,393,803	467,106
Effect of unrecognised deferred tax asset for deductible losses for the current year	本年度未確認遞延所得稅資產的可抵扣虧損影響	11,487,879	-
Effect of using deductible losses for which no deferred tax asset was recognised in previous years	使用前期未確認遞延所得稅資產的可抵扣虧損的影響	(975,999)	(660,569)
Tax fillings differences	匯算清繳差異	52,973	874,504
Effect of non-deductible costs, expenses and losses	不可抵扣的成本、費用和損失的影響	4,169,765	932,136
Income tax expenses	本年所得稅費用	135,643	1,400,520

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

39 Directors' and supervisors' emoluments

Details of directors' and supervisors' emoluments are as follows:

39 董事及監事酬金

董事及監事酬金之詳情如下：

Name	姓名	Directors' and supervisors' fees		Salaries, allowances and benefits in kind		Retirement scheme contributions		Total	
		董事及監事袍金		基本薪金、津貼及其他福利		退休福利計劃供款		合計	
		2017	2016	2017	2016	2017	2016	2017	2016
		2017年	2016年	2017年	2016年	2017年	2016年	2017年	2016年
		RMB	RMB	RMB	RMB	RMB	RMB	RMB	RMB
		人民幣	人民幣	人民幣	人民幣	人民幣	人民幣	人民幣	人民幣
Executive Directors:	執行董事：								
Wang An	王安	50,000	50,000	17,067	241,899	1,186	13,139	68,253	305,038
Zhang Hui	張輝	50,000	50,000	271,468	241,899	14,132	13,139	335,600	305,038
Wang Yanhui	王艷輝	50,000	50,000	120,432	132,116	14,132	13,139	184,564	195,255
Non-executive Directors:	非執行董事：								
Liu Tsung-yi	劉宗宜	50,000	50,000	-	-	-	-	50,000	50,000
Independent non-executive Directors:	獨立非執行董事：								
Gong Fan	龔凡	-	20,830	-	-	-	-	-	20,830
Chow Kam Hung	周錦雄	-	20,830	-	-	-	-	-	20,830
Li Tongning	李同寧	50,000	50,000	-	-	-	-	50,000	50,000
Jiang Hongqi	姜洪奇	50,000	29,170	-	-	-	-	50,000	29,170
Li Wei	李偉	50,000	29,170	-	-	-	-	50,000	29,170
Supervisors:	監事：								
Wang Chuntang	王春堂	30,000	30,000	-	-	-	-	30,000	30,000
Dai Liying	戴利英	30,000	21,250	118,557	129,716	14,132	13,139	162,689	164,105
Wang Zhiwu	王志武	30,000	17,500	147,426	120,000	14,132	16,505	191,558	154,005
Xu Jiang	徐江	-	8,750	-	-	-	-	-	8,750
Zhang Suoping	張所平	-	12,500	-	-	-	-	-	12,500
Total	合計	440,000	440,000	674,950	865,630	57,714	69,061	1,172,664	1,374,691

For the year ended 31 December 2017 and 31 December 2016, no emoluments were paid to the directors or supervisors as an inducement to join or upon joining the Company or as compensation for loss of office.

截至2017年12月31日及2016年12月31日止年度，本公司並未向董事及監事支付任何酬金以作為吸引其加入本公司的獎勵或離職補償。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

40 Individuals with the highest emoluments

For the year ended 31 December 2017, of the five individuals with the highest emoluments, four (2016: three) are executive directors or supervisors whose emoluments are disclosed in Note V.39 above. The aggregate of the emoluments in respect of the other one (2016: two) individuals are as follows:

Salaries and other emoluments	薪金及其他酬金
Retirement scheme contributions	退休福利計劃供款
Total	合計

The emoluments of the one (2016: two) individual with the highest emoluments are within the following band:

HKD Nil-HKD1,000,000	港幣零元-港幣1,000,000元
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五 合併財務報表項目註釋(續)

40 最高薪人士

截至2017年12月31日止年度，五位最高薪人士中，四人(2016年：三人)為執行董事或監事，其酬金已於附註五、39中予以披露。其他一人(2016年：二人)之薪酬如下所示：

2017	2016
2017年	2016年
155,765	339,311
20,171	27,796
175,936	367,107

該最高薪人士(2016年：二人)的薪酬在以下範圍之內：

2017	2016
Number of individuals	Number of individuals
2017年	2016年
人數	人數
1	2

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

41 Basic earnings per share and diluted earnings per share

(1) Basic earnings per share

Basic earnings per share is calculated by dividing consolidated net profit attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding:

Consolidated net profit attributable to ordinary shareholders of the Company 歸屬於本公司普通股股東的合併淨利潤

Weighted average number of ordinary shares outstanding 本公司發行在外普通股的加權平均數

Basic earnings per share (RMB/share) 基本每股收益 (人民幣元/股)

Diluted earnings per share (RMB/share) 稀釋每股收益 (人民幣元/股)

The Group had no dilutive potential ordinary shares during the reporting period.

(2) Weighted average number of ordinary shares is calculated as follows:

Issued ordinary shares at the beginning of the year 年初已發行普通股股數

Effect of repurchase of own shares 回購股份的影響

Weighted average number of ordinary shares at the end of the year 年末普通股的加權平均數

41 基本每股收益和稀釋每股收益的計算過程

(1) 基本每股收益

基本每股收益以歸屬於本公司普通股股東的合併淨利潤除以本公司發行在外普通股的加權平均數計算：

	2017 2017年	2016 2016年
Consolidated net profit attributable to ordinary shareholders of the Company	<u>95,966,858</u>	<u>121,686,562</u>
Weighted average number of ordinary shares outstanding	<u>362,379,110</u>	<u>374,264,001</u>
Basic earnings per share (RMB/share)	<u>0.265</u>	<u>0.325</u>
Diluted earnings per share (RMB/share)	<u>0.265</u>	<u>0.325</u>

本集團所列示的年度內均不具有稀釋性的潛在普通股。

(2) 普通股的加權平均數計算過程如下：

	2017 2017年	2016 2016年
Issued ordinary shares at the beginning of the year	<u>368,000,000</u>	<u>381,000,000</u>
Effect of repurchase of own shares	<u>(5,620,890)</u>	<u>(6,735,999)</u>
Weighted average number of ordinary shares at the end of the year	<u>362,379,110</u>	<u>374,264,001</u>

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

42 Supplement to income statement

Expenses are analysed by their nature:

Item	項目	2017 2017年	2016 2016年
Operating income	營業收入	901,041,170	875,197,112
Less: Changes in inventories of finished goods and work in progress	減：產成品及在產品的存貨變動	34,966,370	71,746,283
Raw materials and packaging materials used	耗用的原材料及包裝物	508,276,859	475,782,202
Employee benefits expenses	職工薪酬費用	54,795,129	54,401,477
Depreciation and amortisation expenses	折舊和攤銷費用	44,433,053	49,596,031
Financial expenses	財務費用	20,936,758	94,297
Impairment losses	資產減值損失	36,916,073	6,428,704
Other expenses	其他費用	109,119,911	119,684,889
Add: Investment income	加：投資收益	2,802,323	4,527,591
Other Income	其他收益	1,474,788	-
Operating profit	營業利潤	95,874,128	101,990,820

42 利潤表補充資料

對利潤表中的費用按性質分類：

43 Explanatory notes to items in the cash flow statement

(1) Proceeds relating to other operating activities:

		2017 2017年	2016 2016年
Proceeds from the lease of buildings and the sales of raw materials	房屋租賃及銷售原材料等收到的現金	5,748,146	4,632,010
Receipts of government grants	收到的政府補助	1,878,512	5,116,278
Total	合計	7,626,658	9,748,288

43 現金流量表項目註釋

(1) 收到其他與經營活動有關的現金

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

43 Explanatory notes to items in the cash flow statement (cont'd)

(2) Payments relating to other operating activities:

Payments for period expenses 支付的各項期間費用

(3) Proceeds relating to other investing activities:

Receipts of relating to interest income on deposits 收到的存款利息收入

五 合併財務報表項目註釋(續)

43 現金流量表項目註釋(續)

(2) 支付其他與經營活動有關的現金

2017	2016
2017年	2016年

108,302,828	70,137,946
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(3) 收到其他與投資活動有關的現金

2017	2016
2017年	2016年

425,062	1,270,409
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Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

44 Supplementary information on cash flow statement

(1) Supplement to cash flow statement

- a. Reconciliation of net profit to cash flows from operating activities:

Item	項目	2017 2017年	2016 2016年
Net profit	淨利潤	95,966,858	121,686,562
Add: Depreciation of fixed assets	加：固定資產折舊	41,265,151	46,711,099
Amortisation of intangible asset	無形資產攤銷	3,167,902	2,884,932
Provisions for impairment of assets	資產減值損失	36,916,073	6,428,704
Losses from disposal of fixed assets	處置固定資產的淨損失	1,522,774	2,109,850
Financial expenses	財務費用	13,174,671	8,590,256
Investment income	投資收益	(2,802,323)	(4,527,591)
(Gains)/losses from changes in fair value	公允價值變動 (收益)/損失	(79,304)	79,304
Decrease in gross inventories	存貨的減少	32,465,595	70,471,773
Increase in operating receivables	經營性應收項目的 增加	(88,280,459)	(51,541,938)
Increase/(decrease) in operating payables	經營性應付項目的 增加/(減少)	2,439,099	(7,989,742)
Net cash inflow from operating activities	經營活動產生的 現金流量淨額	135,756,037	194,903,209

- b. Change in cash and cash equivalents:

Item	項目	2017 2017年	2016 2016年
Cash and cash equivalents at the end of the year	現金及現金等價物的 年末餘額	79,398,474	110,178,784
Less: Cash and cash equivalents at the beginning of the year	減：現金及現金等價物的 年初餘額	110,178,784	106,373,059
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物 淨(減少)/增加額	(30,780,310)	3,805,725

44 現金流量表相關情況

(1) 現金流量表補充資料

- a. 將淨利潤調節為經營活動現金流量：

- b. 現金及現金等價物淨變動情況：

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

44 Supplementary information on cash flow statement (cont'd)

(2) Information on disposal of a subsidiary during the year:

44 現金流量表相關情況(續)

(2) 處置子公司的相關信息

		2017 2017年	2016 2016年
Consideration for disposal of a subsidiary	處置子公司的對價	84,800,000	-
Cash or cash equivalents received for disposal of a subsidiary	處置子公司收到的現金和現金等價物	44,520,000	-
Less: Cash or cash equivalents held by the subsidiary	減：子公司持有的現金和現金等價物	75,301	-
Net cash received for the disposal of a subsidiary	處置子公司支付的現金淨額	44,444,699	-

(3) Information on disposal of a joint venture during the year:

(3) 處置合營企業的相關信息

		2017 2017年	2016 2016年
Consideration for disposal of a joint venture	處置合營公司的對價	-	-
Cash or cash equivalents received during the year for disposal of a joint venture during the year	本年處置合營公司於本年收到的現金或現金等價物	-	-
Less: Tax expenses paid for equity transfer	減：受讓方代扣股權轉讓稅費	-	551,129
Add: Cash or cash equivalents received during the year for disposal of a joint venture in previous years	加：以前年度處置合營公司於本年收到的現金或現金等價物	-	29,205,200
Net cash received for the disposal of a joint venture	處置合營公司收到的現金淨額	-	28,654,071

Notes to the Financial Statements

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(除特別註明外，金額單位為人民幣元)

V Notes to the consolidated financial statements (cont'd)

五 合併財務報表項目註釋(續)

44 Supplementary information on cash flow statement (cont'd)

44 現金流量表相關情況(續)

(4) Details of cash and cash equivalents

(4) 現金和現金等價物的構成

Item	項目	2017 2017年	2016 2016年
Cash at bank and on hand	現金	79,398,474	110,178,784
Including: Cash on hand	其中：庫存現金	127,396	119,741
Bank deposits available on demand	可隨時用於支付的 銀行存款	79,271,078	110,059,043
Closing balance of cash and cash equivalents	年末現金及現金等價物餘額	79,398,474	110,178,784

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

VI Change of consolidation scope

六 合併範圍的變更

Disposal of subsidiaries

Disposal of investments in subsidiaries through a single transaction resulting in loss of control

處置子公司

單次處置對子公司投資即喪失控制權

Entity name	Shareholding being disposed	Shareholding being disposed (%)	Disposal method	Date of losing control	Basis for determining date of losing control	Difference between consideration received and the related share of net assets in consolidated financial statements	Investment income or loss transferred from other comprehensive income related to previous equity investments in subsidiaries
單位名稱	股權處置價款	股權處置比例 (%)	股權處置方式	喪失控制權的時點	喪失控制權時點的確定依據	處置價款與處置投資對應的合併財務報表層面享有該子公司淨資產份額的差額	與原子公司股權投資相關的其他綜合收益轉入投資損益的金額
Binzhou Andre Juice Co., Ltd. 濱州安德利果汁飲料有限公司	84,800,000	100%	Transfer 轉讓	21 December 2017 2017年12月21日	Industrial and commercial registration of changes 工商變更	(2,916,477)	-

On 21 December 2017, the Group disposed 100% equity interest in Binzhou Andre Juice Co., Ltd. for a total consideration of RMB84,800,000. Upon completion of the disposal, Binzhou Andre Juice Co., Ltd. ceased to be a subsidiary of the Group.

於2017年12月21日，本集團以總對價84,800,000元出售所持有的濱州安德利果汁飲料有限公司100%股權。於出售完成後，濱州安德利果汁飲料有限公司不再作為本集團之子公司。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

VII Interests in other entities

Interests in subsidiaries

(1) Subsidiaries acquired through establishment or investment

七 在其他主體中的權益

在子公司中的權益

(1) 通過設立或投資等方式取得的子公司

Full name	Type	Place of Registration and operation	Business nature	Registered capital	Business scope	Year-end actual investment	Closing balance of other items that in substance form net investment in a subsidiary		Group share holding percentage (%)	Group voting rights percentage (%)	Consolidated (Y/N)	Organisation code
							實質上構成對子公司淨投資的其他項目餘額	集團持股比例 (%)				
全稱	類型	註冊地及營業地點	業務性質	註冊資本	經營範圍	年末實際出資額	實質上構成對子公司淨投資的其他項目餘額	集團持股比例 (%)	集團表決權比例 (%)	是否合併報表	組織機構代碼	
Baishui Andre Juice Co., Ltd.	Company Limited (Sino-foreign joint venture)	Shaanxi, PRC	Manufacture and sale of condensed juice	USD17,125,000	Manufacture of juice, fruit and vegetable beverage, and related products, and iron packaging; and sale of own products.	USD17,125,000	-	100%	100%	Y	73266447-8	
白水安德利果蔬汁有限公司	有限責任公司 (中外合資)	中國陝西省	濃縮果汁生產及銷售	17,125,000美元	生產果蔬汁濃縮汁、果蔬汁飲料及其副產品和鐵制品包裝物，銷售自產產品。	17,125,000美元	-	100%	100%	是	73266447-8	
Yantai Longkou Andre Juice Co., Ltd.	Company Limited (Sino-foreign joint venture)	Shandong, PRC	Manufacture and sale of condensed juice	USD12,235,000	Manufacture of juice and sale of own products.	USD12,235,000	-	100%	100%	Y	73722971-5	
烟台龍口安德利果汁飲料有限公司	有限責任公司 (中外合資)	中國山東省	濃縮果汁生產及銷售	12,235,000美元	生產果蔬汁，並銷售自產產品。	12,235,000美元	-	100%	100%	是	73722971-5	
Xuzhou Andre Juice Co., Ltd.	Company Limited (Sino-foreign joint venture)	Jiangsu, PRC	Manufacture and sale of condensed juice	USD10,000,000	Manufacture of juice, fruit and vegetable beverage, and related products; sale of own products; and manufacture of iron barrel for juice outer packaging.	USD10,000,000	-	100%	100%	Y	74313425-3	
徐州安德利果蔬汁有限公司	有限責任公司 (中外合資)	中國江蘇省	濃縮果汁生產及銷售	10,000,000美元	生產果蔬汁、飲料及其副產品，銷售自產產品，製作果蔬汁外包裝鐵桶。	10,000,000美元	-	100%	100%	是	74313425-3	

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VII Interests in other entities (cont'd)

七 在其他主體中的權益(續)

Interests in subsidiaries (cont'd)

(1) Subsidiaries acquired through establishment or investment (cont'd)

在子公司中的權益(續)

(1) 通過設立或投資等方式取得的子公司(續)

Full name	Type	Place of Registration and operation	Business nature	Registered		Year-end actual investment	Closing balance of other items that in substance form net investment in a subsidiary	Group share holding percentage (%)	Group voting rights percentage (%)	Consolidated (Y/N)	Organisation code
				capital	Business scope						
全稱	類型	註冊地及 營業地點	業務性質	註冊資本	經營範圍	年末實際 出資額	實質上構成對 子公司淨投資 的其他項目 餘額	集團持股 比例 (%)	集團表決權 比例 (%)	是否 合併報表	組織機構代碼
Andre Juice Co., Ltd.	Company Limited	British Virgin Islands	Investment holding	USD50,000	Investment holding.	USD1	-	100%	100%	Y	-
安德利果汁有限 公司	有限責任公司	英屬維爾京群島	投資控股	50,000美元	投資控股。	1美元	-	100%	100%	是	-
North Andre Juice (USA) Inc.	Company Limited	The United States of America	Sale of condensed juice	USD10,000	Sale of condensed juice.	USD10,000	-	100%	100%	Y	-
北方安德利果汁 (美國)股份有 限公司	有限責任公司	美國	濃縮果汁銷售	10,000美元	濃縮果汁銷售。	10,000美元	-	100%	100%	是	-

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VII Interests in other entities (cont'd)

Interests in subsidiaries (cont'd)

(1) Subsidiaries acquired through establishment or investment (cont'd)

Full name	Type	Place of Registration and operation	Business nature	Registered capital	Business scope	Year-end actual investment	Closing balance of other items that in substance form net investment in a subsidiary		Group share holding percentage (%)	Group voting rights percentage (%)	Consolidated (Y/N)	Organisation code
							實質上構成對子公司淨投資的其他項目餘額	集團持股比例 (%)				
全稱	類型	註冊地及營業地點	業務性質	註冊資本	經營範圍	年末實際出資額	實質上構成對子公司淨投資的其他項目餘額	集團持股比例 (%)	集團表決權比例 (%)	是否合併報表	組織機構代碼	
Dalian Andre Juice Co., Ltd.	Company Limited	Liaoning, PRC	Manufacture and sale of condensed juice	RMB80,000,000	Manufacture and sale of all kinds of fruit and vegetable beverage; biological comprehensive utilization of apple essence, vegetable and pomace; and purchase of agricultural and sideline products (excluding grain); and manufacture of iron packaging; imports and exports of goods and technology.	RMB80,000,000	-	100%	100%	Y	95994248-7	
大連安德利果蔬汁有限公司	有限責任公司	中國遼寧省	濃縮果汁生產及銷售	80,000,000 人民幣元	生產銷售各種果蔬汁飲料，蘋果香精、蔬菜、果渣的生物綜合利用，農副產品(不含糧食)收購，製作鐵制包裝品，貨物及技術進出口業務。	80,000,000 人民幣元	-	100%	100%	是	95994248-7	

七 在其他主體中的權益(續)

在子公司中的權益(續)

(1) 通過設立或投資等方式取得的子公司(續)

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VII Interests in other entities (cont'd)

七 在其他主體中的權益(續)

Interests in subsidiaries (cont'd)

(1) Subsidiaries acquired through establishment or investment (cont'd)

在子公司中的權益(續)

(1) 通過設立或投資等方式取得的子公司(續)

Full name	Type	Place of Registration and operation	Business nature	Registered capital	Business scope	Year-end actual investment	Closing balance	Group share holding percentage (%)	Group voting rights percentage (%)	Consolidated (Y/N)	Organisation code
							of other items that in substance form net investment in a subsidiary				
全稱	類型	註冊地及營業地點	業務性質	註冊資本	經營範圍	年末實際出資額	實質上構成對子公司淨投資的其他項目餘額	集團持股比例 (%)	集團表決權比例 (%)	是否合併報表	組織機構代碼
Binzhou Andre Juice Co., Ltd.	Company Limited (Sino-foreign joint venture)	Shandong, PRC	Manufacture and sale of condensed juice	USD12,100,000	Manufacture of beverage, high natural apple essence, and iron packaging; biological comprehensive utilization of pomace, and other extended products; winter jujube storage; sale of own products.	USD12,100,000	-	100%	100%	Y	75175733-8
濱州安德利果汁飲料有限公司	有限責任公司 (中外合資)	中國山東省	濃縮果汁生產及銷售	12,100,000美元	生產飲料、高倍天然蘋果香精，鐵質包裝品、果渣的生物綜合利用及其他延伸產品，冬棗儲藏，銷售本公司產品。	12,100,000美元	-	100%	100%	是	75175733-8
Yantai Andre Juice Co., Ltd.	Company Limited (Sino-foreign joint venture)	Shandong, PRC	Manufacture and sale of fruit pulp	USD4,832,000	Manufacture and processing of all kinds of fruit pulp and related products, and sale of own products; wholesale and import and export of juice and pulp.	USD4,832,000	-	100%	100%	Y	73066788-6
烟台安德利果汁飲料有限公司	有限責任公司 (中外合資)	中國山東省	果漿生產及銷售	4,832,000美元	生產、加工各種水果果漿及其副產品，並銷售自產產品，從事濃縮果汁、果漿的批發和進出口業務。	4,832,000美元	-	100%	100%	是	73066788-6

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VII Interests in other entities (cont'd)

七 在其他主體中的權益(續)

Interests in subsidiaries (cont'd)

(2) Subsidiaries acquired through business combinations not under common control

在子公司中的權益(續)

(2) 非同一控制下企業合併取得的子公司

Full name	Type	Place of Registration and operation	Business nature	Registered capital	Business scope	Year-end actual investment	Closing balance of other items that in substance		Group shareholding percentage (%)	Group voting rights percentage (%)	Consolidated (Y/N)	Organisation code
							investment in a subsidiary	from net shareholding				
全稱	類型	註冊地及營業地點	業務性質	註冊資本	經營範圍	年末實際出資額	實質上構成對子公司淨投資的其他項目餘額	集團持股比例 (%)	集團表決權比例 (%)	是否合併報表	組織機構代碼	
Yongji Andre Juice Co., Ltd.	Company Limited (Sino-foreign joint venture)	Shanxi, PRC	Production and sale of condensed juice	USD12,960,000	Manufacture and sale of fruit and vegetable juice and beverage, high natural apple essence, and biological comprehensive utilization of pomace.	USD12,960,000	-	100%	100%	Y	79638415-X	
永濟安德利果蔬汁有限公司	有限責任公司 (中外合資)	中國山西省	濃縮果汁生產及銷售	12,960,000美元	生產、銷售各類果蔬汁、飲料，高倍天然蘋果香精、果渣的生物綜合利用。	12,960,000美元	-	100%	100%	是	79638415-X	
Anyue Andre Lemon Industry Technology Co., Ltd.	Company Limited	Sichuan, PRC	Production and sale of condensed juice	RMB50,000,000	Manufacture and sale of lemon juice, orange juice, lemon oil, lemon essence, orange essence and pomace.	RMB50,000,000	-	100%	100%	Y	56971595-9	
安岳安德利檸檬產業科技有限公司	有限責任公司	中國四川省	濃縮果汁生產及銷售	50,000,000人民幣元	製造銷售檸檬汁、橙汁、檸檬油、橙油、檸檬香精、橙香精、果渣等。	50,000,000人民幣元	-	100%	100%	是	56971595-9	
Liquan Yitong Juice Co., Ltd.	Company Limited	Shaanxi, PRC	Production and sale of condensed juice	RMB100,000,000	Manufacture and sale of fruit and vegetable juice and beverage.	RMB100,000,000	-	100%	100%	Y	58696275-9	
禮泉億通果蔬汁有限公司	有限責任公司	中國陝西省	濃縮果汁生產及銷售	100,000,000人民幣元	生產、銷售各類果蔬汁、飲料。	100,000,000人民幣元	-	100%	100%	是	58696275-9	

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VIII Risk related to financial instruments

The Group has exposure to the following risks from its use of financial instruments in the normal course of the Group's operations, which mainly include:

- Credit risk
- Liquidity risk
- Interest rate risk
- Foreign currency risk
- Other price risk

The following mainly presents information about the Group's exposure to each of the above risks and their sources, their changes during the year, and the Group's objectives, policies and processes for measuring and managing risks, and their changes during the year.

The Group aims to seek the appropriate balance between the risks and benefits from its use of financial instruments and to mitigate the adverse effects that the risks of financial instruments have on the Group's financial performance. Based on such objectives, the Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The internal audit department of the Group undertakes both regular and ad-hoc reviews of risk management controls and procedures.

(1) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Group's credit risk is primarily attributable to cash at bank, receivables and interests, etc. Exposure to these credit risks are monitored by management on an ongoing basis.

八 與金融工具相關的風險

本集團在日常活動中面臨各種金融工具的風險，主要包括：

- 信用風險
- 流動性風險
- 利率風險
- 匯率風險
- 其他價格風險

下文主要論述上述風險敞口及其形成原因以及在本年發生的變化、風險管理目標、政策和程序以及計量風險的方法及其在本年發生的變化等。

本集團從事風險管理的目標是在風險和收益之間取得適當的平衡，力求降低金融風險對本集團財務業績的不利影響。基於該風險管理目標，本集團已制定風險管理政策以辨別和分析本集團所面臨的風險，設定適當的風險可接受水平並設計相應的內部控制程序，以監控本集團的風險水平。本集團會定期審閱這些風險管理政策及有關內部控制系統，以適應市場情況或本集團經營活動的改變。本集團的內部審計部門也定期或隨機檢查內部控制系統的執行是否符合風險管理政策。

(1) 信用風險

信用風險，是指金融工具的一方不能履行義務，造成另一方發生財務損失的風險。本集團的信用風險主要來自貨幣資金、應收款項和投資等。管理層會持續監控這些信用風險的敞口。

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(除特別註明外，金額單位為人民幣元)

VIII Risk related to financial instruments (cont'd)

(1) Credit risk (cont'd)

The cash at bank of the Group is mainly held with well-known financial institutions. Management does not foresee any significant credit risks from these deposits and does not expect that these financial institutions may default and cause losses to the Group.

In respect of receivables, the risk management committee of the Group has established a credit policy under which individual credit evaluations are performed on all customers to determine the credit limit and terms applicable to the customers. These evaluations focus on the customers' financial position, the external ratings of the customers and their bank credit records where available. Receivables are due between 15 and 240 days from the date of billing. Debtors with balances are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

In monitoring the Group's credit risk, customer data are analysed by the Group according to some factors, such as ageing and maturity date.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry, country or area in which the customers operate and therefore significant concentrations of credit risk arise primarily when the Group has significant exposure to individual customers. At the balance sheet date, 45% (2016: 37%) of the total accounts receivable and other receivables were due from the five largest customers of the Group. In addition, the debtors of the Group that are neither past due nor impaired mainly relate to a wide range of customers for whom there was no recent history of default.

八 與金融工具相關的風險(續)

(1) 信用風險(續)

本集團除現金以外的貨幣資金主要存放於信用良好的金融機構，管理層認為其不存在重大的信用風險，預期不會因為對方違約而給本集團造成損失。

對於應收款項，本集團風險管理委員會已根據實際情況制定了信用政策，對客戶進行信用評估以確定賒銷額度與信用期限。信用評估主要根據客戶的財務狀況、外部評級及銀行信用記錄(如有可能)。有關的應收款項自出具賬單日起15-240天內到期。應收款項逾期的債務人會被要求先清償所有未償還餘額，才可以獲得進一步的信用額度。在一般情況下，本集團不會要求客戶提供抵押品。

為監控本集團的信用風險，本集團按照賬齡、到期日等要素對本集團的客戶資料進行分析。

本集團信用風險主要是受每個客戶自身特性的影響，而不是客戶所在的行業或國家和地區。因此重大信用風險集中的情況主要源自本集團存在對個別客戶的重大應收款項。於資產負債表日，本集團的前五大客戶的應收款佔本集團應收賬款和其他應收款總額的45% (2016年：37%)；此外，本集團未逾期也未減值的應收款項主要是與近期並無違約記錄的眾多客戶有關的。

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(除特別註明外，金額單位為人民幣元)

VIII Risk related to financial instruments (cont'd)

(1) Credit risk (cont'd)

Investments are normally only in liquid securities quoted on a recognised stock exchange, except where entered into for long-term strategic purposes, and counterparties have equivalent or higher credit ratings than the Group. Given their high credit standing, management does not expect any investment counterparty to fail to meet its obligations.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet. The Group does not provide any other guarantees which would expose the Group to credit risk.

(2) Liquidity risk

Liquidity risk is the risk that an enterprise will encounter difficulty in meeting obligations that are settled by delivering cash or another financial asset. The Company and its individual subsidiaries are responsible for their own cash management, including short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash, readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

八 與金融工具相關的風險(續)

(1) 信用風險(續)

本集團一般只會投資於有活躍市場的證券(長遠戰略投資除外)，而且交易對方的信用評級須高於或與本集團相同。鑒於交易對方的信用評級良好，本集團管理層並不預期交易對方會無法履行義務。

本集團所承受的最大信用風險敞口為資產負債表中每項金融資產的賬面金額。本集團沒有提供任何其他可能令本集團承受信用風險的擔保。

(2) 流動性風險

流動性風險，是指企業在履行以交付現金或其他金融資產的方式結算的義務時發生資金短缺的風險。本公司及各子公司負責自身的現金管理工作，包括現金盈餘的短期投資和籌措貸款以應付預計現金需求(如果借款額超過某些預設授權上限，便需獲得本公司董事會的批准)。本集團的政策是定期監控短期和長期的流動資金需求，以及是否符合借款協議的規定，以確保維持充裕的現金儲備和可供隨時變現的有價證券，同時獲得主要金融機構承諾提供足夠的備用資金，以滿足短期和較長期的流動資金需求。

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VIII Risk related to financial instruments (cont'd)

(2) Liquidity risk (cont'd)

The following tables set out the remaining contractual maturities at the balance sheet date of the Group's financial liabilities, which are based on contractual cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the balance sheet date) and the earliest date the Group can be required to pay:

八 與金融工具相關的風險(續)

(2) 流動性風險(續)

本集團於資產負債表日的金融負債按未折現的合同現金流量(包括按合同利率(如果是浮動利率則按12月31日的現行利率)計算的利息)的剩餘合約期限，以及被要求支付的最早日期如下：

		2017 Contractual undiscounted cash flow 2017年未折現的合同現金流量						
Item	項目	Within 1 year or on demand 1年內或 實時償還	More than 1 year but less than 2 years 1年至2年	More than 2 years but less than 5 years 2年至5年	More than 5 years 5年以上	Total 合計	Carrying amount at balance sheet date 資產負債表 賬面價值	
Financial liabilities	金融負債							
Short-term loans	短期借款	172,284,427	-	-	-	172,284,427	170,000,000	
Accounts payable and other payables	應付賬款及其他 應付款項	98,171,774	-	-	-	98,171,774	98,171,774	
Long-term payables	長期應付款	-	-	-	1,111,000	1,111,000	840,584	
Net amount	合計	270,456,201	-	-	1,111,000	271,567,201	269,012,358	
		2016 Contractual undiscounted cash flow 2016年未折現的合同現金流量						
Item	項目	Within 1 year or on demand 1年內或 實時償還	More than 1 year but less than 2 years 1年至2年	More than 2 years but less than 5 years 2年至5年	More than 5 years 5年以上	Total 合計	Carrying amount at balance sheet date 資產負債表 賬面價值	
Financial liabilities	金融負債							
Short-term loans	短期借款	345,065,019	-	-	-	345,065,019	340,000,000	
Accounts payable and other payables	應付賬款及其他 應付款項	106,120,987	-	-	-	106,120,987	106,120,987	
Long-term payables	長期應付款	-	-	-	1,111,000	1,111,000	803,552	
Net amount	合計	451,186,006	-	-	1,111,000	452,297,006	446,924,539	

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

VIII Risk related to financial instruments (cont'd)

八 與金融工具相關的風險(續)

(3) Interest rate risk

Interest-bearing financial instruments at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest risk, respectively. The Group determines the appropriate weightings of the fixed and floating rate interest-bearing instruments based on the current market conditions and performs regular reviews and monitoring to achieve an appropriate mix of fixed and floating rate exposure. The Group does not enter into financial derivatives to hedge interest rate risk.

(a) As at 31 December, the Group held the following interest-bearing financial instruments:

Fixed rate instruments:

Item	項目	2017 2017年		2016 2016年	
		Effective interest rate 實際利率	Amount 金額	Effective interest rate 實際利率	Amount 金額
Financial liabilities	金融負債				
- Short-term loans	- 短期借款	4.35%~4.39%	(170,000,000)	3.92%~4.35%	(270,000,000)
Total	合計		(170,000,000)		(270,000,000)

Variable rate instruments:

Item	項目	2017 2017年		2016 2016年	
		Effective interest rate 年利率	Amount 金額	Effective interest rate 年利率	Amount 金額
Financial assets	金融資產				
- Cash at bank	- 銀行存款	0.01%~0.30%	79,271,078	0.01%~1.75%	110,059,043
Financial liabilities	金融負債				
- Short-term loans	- 短期借款	-	-	Base rate/Shibor+0.05% 基準利率/Shibor+0.05%	(70,000,000)
Total	合計		79,271,078		40,059,043

(3) 利率風險

固定利率和浮動利率的帶息金融工具分別使本集團面臨公允價值利率風險及現金流量利率風險。本集團根據市場環境來決定固定利率與浮動利率工具的比例，並通過定期審閱與監察維持適當的固定和浮動利率工具組合。本集團並未以衍生金融工具對沖利率風險。

(a) 本集團於12月31日持有的計息金融工具如下：

固定利率金融工具：

浮動利率金融工具：

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

VIII Risk related to financial instruments (cont'd)

(3) Interest rate risk (cont'd)

(b) Sensitivity analysis

As at 31 December 2017, it is estimated that a general increase of 50 basis points in interest rates, with all other variables held constant, would increase the Group's equity by RMB297,267 (2016: RMB150,221), and net profit by RMB297,267 (2016: RMB150,221).

The sensitivity analysis above indicates the instantaneous change in the net profit and equity that would arise assuming that the change in interest rates had occurred at the balance sheet date and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the balance sheet date. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the balance sheet date, the impact on the net profit and equity is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis for the previous year.

(4) Foreign currency risk

In respect of cash at bank and on hand, accounts receivable and payable, short-term loans and other assets and liabilities denominated in foreign currencies other than the functional currency, the Group ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

八 與金融工具相關的風險(續)

(3) 利率風險(續)

(b) 敏感性分析

於2017年12月31日，在其他變量不變的情況下，假定利率上升50個基點將會導致本集團股東權益增加人民幣297,267元(2016年：增加人民幣150,221元)，淨利潤增加人民幣297,267元(2016年：增加人民幣150,221元)。

對於資產負債表日持有的使本集團面臨公允價值利率風險的金融工具，上述敏感性分析中的淨利潤及股東權益的影響是假設在資產負債表日利率發生變動，按照新利率對上述金融工具進行重新計量後的影響。對於資產負債表日持有的、使本集團面臨現金流量利率風險的浮動利率非衍生工具，上述敏感性分析中的淨利潤及股東權益的影響是上述利率變動對按年度估算的利息費用或收入的影響。上一年度的分析基於同樣的假設和方法。

(4) 匯率風險

對於不是以記賬本位幣計價的貨幣資金、應收款項和應付款項、短期借款等外幣資產和負債，如果出現短期的失衡情況，本集團會在必要時按市場匯率買賣外幣，以確保將淨風險敞口維持在可接受的水平。

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(除特別註明外，金額單位為人民幣元)

VIII Risk related to financial instruments (cont'd)

八 與金融工具相關的風險(續)

(4) Foreign currency risk (cont'd)

(a) As at 31 December, the Group's exposure to currency risk arising from recognised assets or liabilities denominated in foreign currencies is presented in the following tables. For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the balance sheet date. Differences resulting from the translation of foreign currency financial statements and the description of other exposure items that are excluded.

(4) 匯率風險(續)

(a) 本集團於12月31日的各外幣資產負債項目匯率風險敞口如下。出於列報考慮，風險敞口金額以人民幣列示，以資產負債表日即期匯率折算。外幣報表折算差額未包括在內。

Item	項目	2017		2016	
		Balance at foreign currency	Balance at RMB equivalent	Balance at foreign currency	Balance at RMB equivalent
		外幣餘額	人民幣餘額	外幣餘額	人民幣餘額
Cash at bank and on hand	貨幣資金				
USD	美元	4,571,418	29,870,561	13,586,237	94,247,726
HKD	港幣	372,819	311,639	511,214	457,281
Accounts receivable	應收賬款				
USD	美元	26,585,660	173,716,019	17,511,833	121,479,586
Accounts payable	應付賬款				
USD	美元	(745,120)	(4,868,766)	(5,554,347)	(38,530,506)
Net balance sheet exposure	資產負債表敞口淨額				
USD	美元	30,411,958	198,717,814	25,543,723	177,196,806
HKD	港幣	372,819	311,639	511,214	457,281

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(除特別註明外，金額單位為人民幣元)

VIII Risk related to financial instruments (cont'd)

八 與金融工具相關的風險(續)

(4) Foreign currency risk (cont'd)

(b) The following are the exchange rates for Renminbi against foreign currencies applied by the Group:

		Average rate 平均匯率		Reporting date mid-spot rate 報告日中間匯率	
		2017 2017年	2016 2016年	2017 2017年	2016 2016年
HKD	港幣	0.8652	0.8662	0.8359	0.8945
USD	美元	6.7356	6.7153	6.5342	6.9370

(4) 匯率風險(續)

(b) 本集團適用的人民幣對外幣的匯率分析如下：

(c) Sensitivity analysis

Assuming all other risk variables remained constant, a 5% strengthening of the Renminbi against the US dollar and Hong Kong dollar at 31 December would have decreased the Group's equity and net profit by the amount shown below, whose effect is in Renminbi and translated using the spot rate at the year-end date.

(c) 敏感性分析

假定除匯率以外的其他風險變量不變，本集團於12月31日人民幣對美元和港幣的匯率變動使人民幣升值5%將導致股東權益和淨利潤的減少情況如下。此影響按資產負債表日即期匯率折算為人民幣列示。

		Equity 股東權益	Net profit 淨利潤
As at 31 December 2017	2017年12月31日		
USD	美元	7,451,918	7,451,918
HKD	港幣	11,686	11,686
Total	合計	7,463,604	7,463,604
As at 31 December 2016	2016年12月31日		
USD	美元	6,644,880	6,644,880
HKD	港幣	17,148	17,148
Total	合計	6,662,028	6,662,028

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

VIII Risk related to financial instruments (cont'd)

(4) Foreign currency risk (cont'd)

(c) Sensitivity analysis (cont'd)

A 5% weakening of the Renminbi against the US dollar and Hong Kong dollar at 31 December would have had the equal but opposite effect to the amounts shown above, on the basis that all other variables remained constant.

The sensitivity analysis above assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the balance sheet date. The analysis excludes differences that would result from the translation of foreign currency financial statements. The analysis is performed on the same basis for the previous year.

(5) Other price risks

Other price risks include commodity price risk.

八 與金融工具相關的風險(續)

(4) 匯率風險(續)

(c) 敏感性分析(續)

於12月31日，在假定其他變量保持不變的前提下，人民幣對美元和港幣的匯率變動使人民幣貶值5%將導致股東權益和損益的變化和上表列示的金額相同但方向相反。

上述敏感性分析是假設資產負債表日匯率發生變動，以變動後的匯率對資產負債表日本集團持有的、面臨匯率風險的金融工具進行重新計量得出的。上述分析不包括外幣報表折算差異。上一年度的分析基於同樣的假設和方法。

(5) 其他價格風險

其他價格風險包括商品價格風險。

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

IX Fair value disclosure

The following information presents the fair value information and the fair value hierarchy, at the end of the current reporting period, of the Group's assets and liabilities which are measured at fair value at each balance sheet date on a recurring or non-recurring basis. The level in which fair value measurement is categorised is determined by the level of the fair value hierarchy of the lowest level input that is significant to the entire fair value measurement. The levels are defined as follows:

Level 1	inputs: unadjusted quoted prices in active markets that are observable at the measurement date for identical assets or liabilities;
Level 2	inputs: inputs other than Level 1 inputs that are either directly or indirectly observable for underlying assets or liabilities;
Level 3	inputs: inputs that are unobservable for underlying assets or liabilities.

九 公允價值的披露

以下為本集團在每個資產負債表日持續和非持續以公允價值計量的資產和負債於本報告期末的公允價值信息及其公允價值計量的層次。公允價值計量結果所屬層次取決於對公允價值計量整體而言具有重要意義的最低層次的輸入值。三個層次輸入值的定義如下：

第一層次輸入值：	在計量日能夠取得的相同資產或負債在活躍市場上未經調整的報價；
第二層次輸入值：	除第一層次輸入值外相關資產或負債直接或間接可觀察的輸入值；
第三層次輸入值：	相關資產或負債的不可觀察輸入值。

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財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

IX Fair value disclosure (cont'd)

1 Fair value of assets and liabilities measured at fair value at the end of the year

The following table presents the carrying value of financial instruments measured at fair value as at 31 December 2017 and 31 December 2016.

九 公允價值的披露(續)

1 以公允價值計量的資產和負債的年末公允價值

下表列示了以公允價值計量的資產於2017年12月31日及2016年12月31日的賬面價值。

				31 December 2017			
				2017年12月31日			
Item	項目	Note	附註	Level 1	Level 2	Level 3	Total
				Fair value measurement	Fair value measurement	Fair value measurement	
				第一層次公允價值計量	第二層次公允價值計量	第三層次公允價值計量	合計
Recurring fair value measurement	持續的公允價值計量						
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	V、2	五、2				
Trading financial assets	交易性金融資產						
Stock	股票			-	-	-	-
Other current assets	其他流動資產	V、8	五、8				
Available-for-sale financial assets	可供出售金融資產						
Financing product	理財產品			-	-	-	-
Specific asset management plan	專項資產管理計劃			-	-	-	-
Available-for-sale financial assets	可供出售金融資產	V、9	五、9				
Investment funds	投資基金			-	-	-	-
Trust plan	信託計劃			-	-	-	-
Total assets measured at fair value on a recurring basis	持續以公允價值計量的資產總額			-	-	-	-

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

IX Fair value disclosure (cont'd)

1 Fair value of assets and liabilities measured at fair value at the end of the year (cont'd)

				31 December 2016 2016年12月31日			
Item	項目	Note	附註	Level 1	Level 2	Level 3	Total
				Fair value measurement	Fair value measurement	Fair value measurement	
				第一層次 公允價值計量	第二層次 公允價值計量	第三層次 公允價值計量	合計
Recurring fair value measurement	持續的公允價值計量						
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產						
Trading financial assets	交易性金融資產						
Stock	股票	V、2	五、2	7,833,191	-	-	7,833,191
Other current assets	其他流動資產	V、8	五、8				
Available-for-sale financial assets	可供出售金融資產						
Financing product	理財產品			-	5,300,000	-	5,300,000
Specific asset management plan	專項資產管理計劃			-	20,827,321	-	20,827,321
Available-for-sale financial assets	可供出售金融資產	V、9	五、9				
Investment funds	投資基金			-	-	10,442,192	10,442,192
Trust plan	信託計劃			-	-	10,872,251	10,872,251
Total assets measured at fair value on a recurring basis	持續以公允價值計量的資產總額			7,833,191	26,127,321	21,314,443	55,274,955

2 Basis of determining the market price for recurring fair value measurements categorised within Level 1

The fair value of trading financial assets in Level 1 is determined using quoted prices in the open market at the balance sheet date.

九 公允價值的披露(續)

1 以公允價值計量的資產和負債的年末公允價值(續)

				31 December 2016 2016年12月31日			
Item	項目	Note	附註	Level 1	Level 2	Level 3	Total
				Fair value measurement	Fair value measurement	Fair value measurement	
				第一層次 公允價值計量	第二層次 公允價值計量	第三層次 公允價值計量	合計
Recurring fair value measurement	持續的公允價值計量						
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產						
Trading financial assets	交易性金融資產						
Stock	股票	V、2	五、2	7,833,191	-	-	7,833,191
Other current assets	其他流動資產	V、8	五、8				
Available-for-sale financial assets	可供出售金融資產						
Financing product	理財產品			-	5,300,000	-	5,300,000
Specific asset management plan	專項資產管理計劃			-	20,827,321	-	20,827,321
Available-for-sale financial assets	可供出售金融資產	V、9	五、9				
Investment funds	投資基金			-	-	10,442,192	10,442,192
Trust plan	信託計劃			-	-	10,872,251	10,872,251
Total assets measured at fair value on a recurring basis	持續以公允價值計量的資產總額			7,833,191	26,127,321	21,314,443	55,274,955

2 持續第一層次公允價值計量項目市價的確定依據

列入第一層次公允價值計量項目的交易性金融資產，其公允價值的計算是按照資產負債表日公開交易市場的報價確定。

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(除特別註明外，金額單位為人民幣元)

IX Fair value disclosure (cont'd)

3 Valuation techniques used and the qualitative and quantitative information of key parameters for recurring and non-recurring fair value measurements categorised within Level 2

The fair value of available-for-sale financial assets, which is investments in debt instruments, in level 2 is estimated as being the present values of future cash flows, discounted at interest rates based on earning ratio of similar products in the open market.

4 Valuation techniques used and the qualitative and quantitative information of key parameters for recurring and non-recurring fair value measurements categorised within Level 3

The fair value of the merger and acquisition fund collective trust scheme of Guojin Quantum categorised into Level 3 fair value measurement, is determined based on the net asset value of the investment fund on the reporting date that the investment manager reports to the investors. Furthermore, the fair value of the EBI Harvest Yunfan NO.1 private equity investment fund, invests in is determined based on the final trading price of the equity securities on the delisting day with adjustments made to reflect gains with reference of the benchmark indices during the period between the delisting day and the valuation date.

5 Reasons for transfers between different levels, and the policy of determining the timing of those transfers for items under the recurring fair value measurements

In 2017, there were no transfers between different levels of the Group's above assets and liabilities which are measured at fair value on a recurring basis. The Group recognises transfers between different levels at the end of the current reporting period during which such transfers are made.

九 公允價值的披露(續)

3 持續第二層次公允價值計量項目，採用的估值技術和重要參數的定性及定量信息

列入第二層次公允價值計量項目的可供出售金融資產為債務工具投資，其公允價值的計算是按照公開市場類似產品的預期收益率折現預期未來現金流的方法確定。

4 持續和非持續第三層次公允價值計量項目，採用的估值技術和重要參數的定性及定量信息

列入第三層次公允價值計量項目之一，國金量子併購基金集合資金信託計劃的公允價值是基於投資經理於結算日向投資者報告之投資基金資產淨值估計；另外，久奕嘉實雲帆1號股權投資私募基金投資於已終止上市交易之股權，其公允價值的計算是基於此上市權益性證券在終止上市交易日的最後成交價估計，並就證券終止上市交易日至估值日期的參考基準指數的收益作出進一步調整。

5 持續的公允價值計量項目，本年內發生各層級之間轉換的，轉換的原因及確定轉換時點的政策

於2017年度，本集團上述持續以公允價值計量的資產和負債各層次之間沒有發生轉換。本集團是在發生轉換當年的報告期末確認各層次之間的轉換。

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(除特別註明外，金額單位為人民幣元)

IX Fair value disclosure (cont'd)

6 Current changes in valuation techniques and the reasons

In 2017, there were no changes in valuation techniques for the recurring and non-recurring fair value measurements.

7 Fair values of financial assets and liabilities not measured at fair value

All financial instruments are carried at amounts not materially different from their fair value as at 31 December 2017 and 2016 on the Group's ownership.

X Related parties and related party transactions

1 Information about the subsidiaries of the Company

For information about the subsidiaries of the Company, refer to Note VI.1.

九 公允價值的披露(續)

6 本年內發生的估值技術變更及變更原因

於2017年度，本集團上述持續公允價值計量所使用的估值技術並未發生變更。

7 不以公允價值計量的金融資產和金融負債的公允價值情況

於2017年12月31日及2016年12月31日，本集團各項不以公允價值計量的金融資產和金融負債的賬面價值與公允價值之間無重大差異。

十 關聯方及關聯交易

1 本公司的子公司情況

本公司的子公司有關信息參見附註七、1。

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(除特別註明外，金額單位為人民幣元)

X Related parties and related party transactions (cont'd)

十 關聯方及關聯交易(續)

2 Information on other related parties

2 其他關聯方情況

Name of other related parties 其他關聯方名稱	Related party relationship 關聯關係
Shandong Andre Group Co., Ltd. 山東安德利集團有限公司	An entity which has significant influence over the Group (i) 對本集團實施重大影響的企業(i)
President Enterprises (China) Investment Co., Ltd. 統一企業(中國)投資有限公司	An entity which has significant influence over the Group (i) 對本集團實施重大影響的企業(i)
Guangzhou President Enterprises Co., Ltd. 廣州統一企業有限公司	A subsidiary of the President Enterprises (China) Investment Co., Ltd. 統一企業股份有限公司的子公司
Chengdu President Enterprises Food Co., Ltd. 成都統一企業食品有限公司	A subsidiary of the President Enterprises (China) Investment Co., Ltd. 統一企業股份有限公司的子公司
Yantai Andre Yangma Resort Co., Ltd. 烟台養馬島安德利度假村有限公司	Under control of the same ultimate holding company 同受最終控制方控制的企業
Yantai Andre Real Estate Development Co., Ltd. 烟台安德利房地產開發有限公司	Under control of the same ultimate holding company 同受最終控制方控制的企業
Yantai Andre Property Management Co., Ltd. 烟台安德利物業管理有限公司	Under control of the same ultimate holding company 同受最終控制方控制的企業
Yantai Andre Pectin Co., Ltd. 烟台安德利果膠股份有限公司	Under control of the same ultimate holding company 同受最終控制方控制的企業
Yantai Hengtong Heat Co., Ltd. 烟台亨通熱電有限公司	Under control of the same ultimate holding company 同受最終控制方控制的企業
Liquan Yitong Heat Co., Ltd. 禮泉億通熱力有限公司	Under control of the same ultimate holding company 同受最終控制方控制的企業
Yantai Yitong Heat Co., Ltd. 烟台億通熱電有限公司	Under control of the same ultimate holding company 同受最終控制方控制的企業
Yantai Hengda Cement Co., Ltd. 烟台亨達水泥有限公司	Under control of the same ultimate holding company 同受最終控制方控制的企業
Yantai Hengli Contrete LLC. 烟台亨力混凝土有限責任公司	Under control of the same ultimate holding company 同受最終控制方控制的企業
Yantai Xiping Jian'an Co., Ltd. 烟台新平建安工程有限公司	Under control of a close family member of the Company's key management personal 最終控制方關係密切的家庭成員控制的企業
Yantai Xingan Investment Centre (Limited Partnership) 烟台興安投資中心(有限合夥)	Under control of the Company's key management personnel 本集團關鍵管理人員控制的企業
Donghua Fruit Industry Co., Ltd. Donghua Fruit Industry Co., Ltd.	Under control of the same ultimate holding company 同受最終控制方控制的企業
China Pingan Investment Holdings Limited China Pingan Investment Holdings Limited	Under control of the same ultimate holding company 同受最終控制方控制的企業

(i) Shandong Andre Group Co., Ltd. and President Enterprises (China) Investment Co., Ltd. exercised their significant influence over the Company through their representation on the board of directors of the Company.

(i) 山東安德利集團有限公司和統一企業(中國)投資有限公司通過股東會及其於本公司董事會的代表行使有效表決權，從而對本公司實施重大影響。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

X Related parties and related party transactions (cont'd)

3 Transactions with related parties

For the year ended 31 December 2017, the Group entered into transactions with related parties as set out as follows. Apart from the items disclosed in the Report of the Directors under the section "Connected Transactions", all the material related party transactions disclosed below did not constitute non-exempt connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

(1) Related party transactions

十 關聯方及關聯交易(續)

3 關聯交易情況

截至2017年12月31日止年度，本集團與關聯方進行如下附註中載列之交易。除披露於董事會報告內「關連交易」一節外，所有下述披露之重大關聯方交易不會構成按上市規則第14A章界定為不獲豁免關連交易或持續關連交易。

(1) 關聯交易

		The Group 本集團		The Company 本公司	
	Note 註	2017 2017年	2016 2016年	2017 2017年	2016 2016年
Sales of goods and service	銷售商品及提供勞務	51,627,310	42,601,403	80,287,005	34,364,332
Purchases of goods and service	購買商品及購買勞務	18,735,406	22,364,766	419,242,833	563,003,153
Purchases of assets	購買資產	(i) 1,469,935	27,375,070	14,718,274	36,188,798
Storage incomes	倉儲費收入	152,477	108,428	152,477	-
Rental income	租金收入	(ii) 765,230	729,890	765,230	729,890
Fund received	收回資金	-	-	128,623,954	273,355,938
Proceeds from borrowings	接受借款	-	60,000,000	-	60,000,000
Repayments of borrowings	償還借款	-	60,000,000	-	60,000,000
Receivable for others	代收款項	-	12,544	-	-
Advances received	預收款	20,000,000	-	20,000,000	-
Return of advances	退回預收款	20,000,000	-	20,000,000	-
Dividend distribution	股利分配	12,526,800	12,526,800	-	-

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

X Related parties and related party transactions (cont'd)

3 Transactions with related parties (cont'd)

(1) Related party transactions (cont'd)

- (i) The purchases of assets mainly represent the amounts paid for purchasing the equipments from Yantai Andre Pectin Co. Ltd in 2017.

- (ii) Rental income represents the rental generated from leasing part of the Group's office building located at 889 Xincheng Street, Muping District, Yantai to Yantai Andre Pectin Co., Ltd.

十 關聯方及關聯交易(續)

3 關聯交易情況(續)

(1) 關聯交易(續)

- (i) 購買資產主要是指於2017年度，烟台安德利果汁飲料有限公司從烟台安德利果膠股份有限公司採購的機器設備。

- (ii) 租金收入主要是指本集團將位於烟台市牟平區新城大街889號的辦公樓的部分樓層出租給烟台安德利果膠股份有限公司取得的租金收入。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

X Related parties and related party transactions (cont'd)

3 Transactions with related parties (cont'd)

(2) Remuneration of key management personnel

Key management personnel are those persons holding positions with authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the Group's directors and supervisors. Remuneration for key management personnel of the Group is as follows:

The Group

Item	項目	2017 2017年	2016 2016年
Remuneration of key management personnel	關鍵管理人員報酬	<u>2,846,992</u>	<u>2,979,649</u>

The Company

Item	項目	2017 2017年	2016 2016年
Remuneration of key management personnel	關鍵管理人員報酬	<u>1,718,596</u>	<u>2,035,378</u>

For the year ended 31 December 2017 and 31 December 2016, no emoluments were paid to the directors or supervisors as an inducement to join or upon joining the Company or as compensation for loss of office. For the year ended 31 December 2017 and 31 December 2016, no fees or any other emoluments were waived by directors or supervisors.

十 關聯方及關聯交易(續)

3 關聯交易情況(續)

(2) 關鍵管理人員的薪金

關鍵管理人員是指有權力和責任直接或間接策劃、指導和控制本集團活動的人員，包括本集團的董事及監事。對關鍵管理人員的報酬如下：

本集團

	2017 2017年	2016 2016年
	<u>2,846,992</u>	<u>2,979,649</u>

本公司

	2017 2017年	2016 2016年
	<u>1,718,596</u>	<u>2,035,378</u>

截至2017年12月31日及2016年12月31日止年度，本集團及本公司並未向董事及監事支付任何酬金以作為吸引其加入本公司的獎勵或離職補償。截至2017年12月31日及2016年12月31日止年度，董事或監事概無放棄袍金或其他酬金。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

X Related parties and related party transactions (cont'd)

十 關聯方及關聯交易(續)

4 Receivables from and payables to related parties

4 關聯方應收應付款項

		The Group 本集團		The Company 本公司	
		31 December 2017 2017年 12月31日	31 December 2016 2016年 12月31日	31 December 2017 2017年 12月31日	31 December 2016 2016年 12月31日
Accounts receivable	應收賬款	6,159,381	8,935,126	18,473,453	10,912,221
Dividends receivable	應收股利	-	-	53,699,658	60,572,440
Other receivables	其他應收款	801,363	5,324	205,891,635	333,736,008
Accounts payable	應付賬款	3,091,850	4,073,137	10,584,774	214,589,027
Other payables	其他應付款	-	-	207,379,085	101,204,013

5 Guarantee

(1) The Company as a guarantor

5 關聯擔保

(1) 本公司作為擔保方

	2017 2017年		2016 2016年	
	Amount of guaranty	Guaranty completed (Y/N) 擔保是否 已經履行完畢	Amount of guaranty	Guaranty completed (Y/N) 擔保是否 已經履行完畢
Name of guarantor 被擔保方				
Andre Juice Co., Ltd. 安德利果汁有限公司	-	N/A 不適用	50,000,000	Y 是
Total 合計	-		50,000,000	

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

X Related parties and related party transactions (cont'd)

十 關聯方及關聯交易(續)

5 Guarantee (cont'd)

(2) The Group as a guaranteee

5 關聯擔保(續)

(2) 本集團作為被擔保方

Name of guarantor 擔保方	2017 2017年		2016 2016年	
	Amount of guaranty 擔保金額	Guaranty completed (Y/N) 擔保是否已經履行完畢	Amount of guaranty 擔保金額	Guaranty completed (Y/N) 擔保是否已經履行完畢
Shandong Andre Group Co., Ltd. 山東安德利集團有限公司	70,000,000	N 否	210,000,000	N 否
Shandong Andre Group Co., Ltd. 山東安德利集團有限公司	210,000,000	Y 是	339,500,000	Y 是
Total 合計	<u>280,000,000</u>		<u>549,500,000</u>	

(3) The Company as a guaranteee

(3) 本公司作為被擔保方

Name of guarantor 擔保方	2017 2017年		2016 2016年	
	Amount of guaranty 擔保金額	Guaranty completed (Y/N) 擔保是否已經履行完畢	Amount of guaranty 擔保金額	Guaranty completed (Y/N) 擔保是否已經履行完畢
Shandong Andre Group Co., Ltd. 山東安德利集團有限公司	70,000,000	N 否	210,000,000	N 否
Shandong Andre Group Co., Ltd. 山東安德利集團有限公司	210,000,000	Y 是	339,500,000	Y 是
Total 合計	<u>280,000,000</u>		<u>549,500,000</u>	

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XI Capital management

The Group's primary objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group defines "capital" as including all components of equity plus any loans from related parties with no fixed terms of repayment, less unaccrued proposed dividends. The balances of related party transactions are not regarded by the Group as capital.

The Group's capital structure is regularly reviewed and managed to achieve an optimal structure and return for shareholders. Factors for the Group's consideration include: its future funding requirements, capital efficiency, actual and expected profitability, expected cash flows, and expected capital expenditure. Adjustments are made to the capital structure in light of changes in economic conditions affecting the Group.

The Group's capital structure is monitored on the basis of an adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as total debt (which includes short-term loans and long-term payables) plus unaccrued proposed dividends, less related-party loans with no fixed repayment terms and cash and cash equivalents.

During 2017, the Group's strategy, which was unchanged from 2016, was to maintain an adjusted net debt-to-capital ratio of no more than 30%. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, request new loans, issue new shares, or sell assets to reduce debt.

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

十一 資本管理

本集團資本管理的主要目標是保障本集團的持續經營，能夠通過制定與風險水平相當的產品和服務價格並確保以合理融資成本獲得融資的方式，持續為股東提供回報。

本集團對資本的定義為股東權益加上沒有固定還款期限的關聯方借款並扣除未確認的已提議分配的股利。本集團的資本不包括與關聯方之間的業務往來餘額。

本集團定期覆核和管理自身的資本結構，力求達到最理想的資本結構和股東回報。本集團考慮的因素包括：本集團未來的資金需求、資本效率、現實的及預期的盈利能力、預期的現金流、預期資本支出等。如果經濟狀況發生改變並影響本集團，本集團將會調整資本結構。

本集團通過經調整的淨債務資本率來監管集團的資本結構。經調整的淨債務為總債務(包括短期借款及長期應付款)，加上未確認的已提議分配的股利，扣除沒有固定還款期限的關聯方借款以及現金和現金等價物。

本集團2017年的資本管理戰略與2016年度一致，維持經調整的淨債務資本率不超過30%。為了維持或調整該比例，本集團可能會調整支付給股東的股利金額，增加新的借款，發行新股，或出售資產以減少負債。

本公司或本公司的子公司均無需遵循的外部強制性資本要求。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XII Commitments and Contingencies

1 Significant commitments

(1) Capital commitments

Item	項目	2017 2017年	2016 2016年
Signed contracts for acquisition of fixed assets being or to be executed	已簽訂的正在或準備履行的固定資產採購合同	<u>120,000</u>	<u>1,155,350</u>

(2) Operating lease commitments

As at 31 December 2017 and 31 December 2016, the Group and the Company had no non-cancellable operating leases.

2 Contingent liabilities arising from outstanding litigations and arbitration and related financial impact

As at 31 December 2017 and 31 December 2016, the Group did not have contingent liabilities arising from outstanding litigations and arbitration.

3 Contingent liabilities arising from guarantees provided for other entities and related financial impact

As at 31 December 2017 and 31 December 2016, the Group did not provide guarantees in respect of the bank loans of other company.

十二 承諾及或有事項

1 重要承諾事項

(1) 資本承擔

2017 2017年	2016 2016年
<u>120,000</u>	<u>1,155,350</u>

(2) 經營租賃承擔

於2017年12月31日及2016年12月31日，本集團及本公司沒有不可撤銷的經營租賃協議。

2 未決訴訟仲裁形成的或有負債及其財務影響

於2017年12月31日及2016年12月31日，本集團沒有未決訴訟仲裁形成的或有負債。

3 為其他單位提供債務擔保形成的或有負債及其財務影響

於2017年12月31日及2016年12月31日，本集團沒有為其他單位提供債務擔保。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XIII Subsequent events

十三 資產負債表日後事項

Profit appropriation after the balance sheet date

資產負債表日後利潤分配情況說明

Item	項目	2017 2017年	2016 2016年
Dividends proposed	擬分配的股利	35,800,000	18,400,000
Dividends approved and declared	經審議批准宣告發放的股利	35,800,000	18,400,000

On 28 March 2018, the Board of Directors proposed the appropriation of a cash dividend of RMB0.10 per share to the Company's shareholders for 2017. The proposal is subject to approval by the shareholders' general meeting. Such cash dividends are not recognised as a liability at the balance sheet date.

董事會於2018年3月28日提議本公司向股東派發2017年度現金股利，每股派發股利人民幣0.10元。此項提議尚待股東大會批准。於資產負債表日後批准派發的現金股利並未在資產負債表日確認為負債。

On 15 March 2017, the Board of Directors proposed the appropriation of a cash dividend of RMB0.05 per share to the Company's shareholders for 2016. The proposal was approved by the shareholder's general meeting on 25 May 2017.

董事會於2017年3月15日提議本公司向股東派發2016年度現金股利，每股派發股利人民幣0.05元。此項提議於2017年5月25日經股東大會批准。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XIV Other significant items

Segment reporting

The Group is principally operating in a single reportable segment, which is engaged in manufacture and sales of condensed fruit juice and related products, and provision of juice processing services, therefore the Group has not disclose any further information with respect to reportable segment.

The geographical location of the Group's operating income from external customers is set out as follows:

Geographical location	地區	2017 2017年	2016 2016年
China	中國	211,892,298	211,713,682
North America	北美洲	291,847,730	222,438,324
Asia (excluding China)	亞洲(中國以外)	150,091,833	145,334,640
Europe	歐洲	125,585,508	178,883,380
Oceania	大洋洲	32,936,028	73,311,219
Africa	非洲	88,573,670	43,515,867
South America	南美洲	114,103	—
Total	合計	901,041,170	875,197,112

As at 31 December 2017, the carrying amount of non-current assets located overseas is RMB291,871 (31 December 2016: RMB304,689).

十四 其他重要事項

分部報告

本集團主要在單一經營分部內經營，即生產銷售濃縮果汁及相關產品，以及提供果汁加工服務，所以本集團沒有披露經營分部信息。

以下是本集團按客戶地區列示的營業收入：

於2017年12月31日，本集團在海外擁有的非流動資產總額為人民幣291,871元(2016年：人民幣304,689元)。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XIV Other significant items (cont'd)

Segment reporting (cont'd)

For the year ended 31 December 2017, the Group has no customer (2016: 1 customer, the operating income from this customer represents approximately 16% of the Group's total operating income), the operating income from which is over 10% of the Group's total operating income. The income amount of this customer is set out as follows:

十四 其他重要事項(續)

分部報告(續)

截至2017年12月31日止年度，在本集團客戶中，本集團無來源於單一客戶收入佔本集團總收入10%或以上的客戶(2016年：1個；約佔本集團總收入16%)。來自該等客戶的收入金額列示如下：

	2017 2017年		2016 2016年	
	Geographical location 地區	Amount 金額	Geographical location 地區	Amount 金額
Customers 客戶				
Customer 1	Europe	Less than 10% of the Group's total operating income	Europe	136,489,250
客戶1	歐洲	低於集團 收入的10%	歐洲	

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements

十五 母公司財務報表主要項目註釋

1 Cash at bank and on hand

Item	項目	2017	2016
		2017年	2016年
Cash on hand	現金	77,410	92,860
Deposits with banks	銀行存款	57,455,813	84,375,346
Total	合計	57,533,223	84,468,206

As at 31 December 2017 and 31 December 2016, there are no cash at bank and on hand with restrictions placed on the Company's ownership.

於2017年12月31日及2016年12月31日，本公司無所有權受到限制的貨幣資金。

2 Accounts receivable

(1) Accounts receivable by customer type are as follows:

Customer type	客戶類別	2017	2016
		2017年	2016年
Subsidiaries	子公司	17,888,149	10,605,691
Other related parties	其他關聯公司	585,304	306,530
Third parties	第三方	108,189,309	126,422,690
Sub-total	小計	126,662,762	137,334,911
Less: Provision for bad and doubtful debts	減：壞賬準備	5,066,262	2,553,740
Total	合計	121,596,500	134,781,171

2 應收賬款

(1) 應收賬款按客戶類別分析如下：

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

2 Accounts receivable (cont'd)

(2) The ageing analysis of accounts receivable is as follows:

Ageing	賬齡	2017 2017年	2016 2016年
Within 6 months (inclusive)	6個月以內(含6個月)	111,254,289	122,036,787
After 6 months but within 1 year (inclusive)	6個月至1年(含1年)	15,405,410	15,121,747
After 1 year but within 2 years (inclusive)	1年至2年(含2年)	3,063	176,377
Sub-total	小計	126,662,762	137,334,911
Less: Provision for bad and doubtful debts	減：壞賬準備	5,066,262	2,553,740
Total	合計	121,596,500	134,781,171

The ageing is counted starting from the date when accounts receivable are recognised.

賬齡自應收賬款確認日起開始計算。

(3) Addition, reversal or written-off of provision for bad and doubtful debts during the year:

(3) 本年計提、轉回或核銷的壞賬準備情況：

		2017 2017年	2016 2016年
Balance at the beginning of the year	年初餘額	2,553,740	—
Additions during the year	本年計提	1,536,215	3,422,029
Written-off during the year	本年核銷	—	(868,289)
Reversals during the year which had been written-off in previous years	以前年度核銷本年轉回	976,307	—
Balance at the end of the year	年末餘額	5,066,262	2,553,740

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

3 Prepayments

(1) Prepayments by type are as follows:

Type	類別	2017 2017年	2016 2016年
Third parties	第三方	594,527	503,997
Less: Provision for bad and doubtful debts	減：壞賬準備	-	-
Total	合計	594,527	503,997

(2) The ageing analysis of prepayments is as follows:

Ageing	賬齡	2017 2017年		2016 2016年	
		Amount 金額	Percentage (%) 比例(%)	Amount 金額	Percentage (%) 比例(%)
Within 1 year (inclusive)	1年以內(含1年)	594,527	100%	503,997	100%

The ageing is counted starting from the date when prepayments are recognised.

3 預付款項

(1) 預付款項按類別列示如下：

	2017 2017年	2016 2016年
Third parties	594,527	503,997
Less: Provision for bad and doubtful debts	-	-
Total	594,527	503,997

(2) 預付款項按賬齡列示如下：

	2017 2017年		2016 2016年	
	Amount 金額	Percentage (%) 比例(%)	Amount 金額	Percentage (%) 比例(%)
Within 1 year (inclusive)	594,527	100%	503,997	100%

賬齡自預付款項確認日起開始計算。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

4 Other receivables

(1) Other receivables analysis by type are as follows:

Type	類別	2017 2017年	2016 2016年
Subsidiaries	子公司	205,106,730	333,730,684
Related parties	關聯方	784,905	5,324
Third parties	第三方	19,361,699	4,172,891
Sub-total	小計	225,253,334	337,908,899
Less: Provision for bad and doubtful debts	減：壞賬準備	-	3,987,685
Total	合計	225,253,334	333,921,214

(2) The ageing analysis of other receivables is as follows:

Ageing	賬齡	2017 2017年	2016 2016年
Within 1 year (inclusive)	1年以內(含1年)	225,153,334	339,921,214
After 1 year but within 2 years (inclusive)	1年至2年(含2年)	100,000	-
Over 3 years	3年以上	-	3,987,685
Sub-total	小計	225,253,334	337,908,899
Less: Provision for bad and doubtful debts	減：壞賬準備	-	3,987,685
Total	合計	225,253,334	333,921,214

The ageing is counted starting from the date when other receivables are recognised.

賬齡自其他應收款確認日起開始計算。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

4 Other receivables (cont'd)

(3) As at 31 December 2017 and 31 December 2016, the Company did not hold any other receivables which were denominated in foreign currency.

5 Inventories

(1) Inventories by category are as follows:

Item	存貨種類	2017 2017年			2016 2016年		
		Book value 賬面餘額	Provision for impairment of inventories 跌價準備	Carrying amount 賬面價值	Book value 賬面餘額	Provision for impairment of inventories 跌價準備	Carrying amount 賬面價值
Raw materials and packaging materials	原材料及包裝物	6,497,977	-	6,497,977	7,425,786	-	7,425,786
Finished goods	產成品	127,456,603	(2,038,055)	125,418,548	122,823,452	-	122,823,452
Total	合計	133,954,580	(2,038,055)	131,916,525	130,249,238	-	130,249,238

As at 31 December 2017 and 31 December 2016, no inventories were pledged as security by the Company.

十五 母公司財務報表主要項目註釋 (續)

4 其他應收款(續)

(3) 於2017年12月31日及2016年12月31日，本公司無外幣其他應收款。

5 存貨

(1) 存貨分類

於2017年12月31日及2016年12月31日，本公司沒有用於擔保的存貨。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

5 Inventories (cont'd)

(2) An analysis of the movements of inventories for the year is as follows:

5 存貨(續)

(2) 本公司存貨變動情況分析如下：

2017

Item	存貨種類	Balance at the beginning of the year 年初餘額	Additions during the year 本年增加額	Reductions during the year 本年減少額	Balance at the end of the year 年末餘額
Raw materials and packaging materials	原材料及包裝物	7,425,786	69,610,007	70,537,816	6,497,977
Finished goods	產成品	122,823,452	490,838,580	486,205,429	127,456,603
Sub-total	小計	130,249,238	560,448,587	556,743,245	133,954,580
Less: Provision for impairment of inventories	減：存貨跌價準備	-	2,038,055	-	2,038,055
Total	合計	130,249,238	558,410,532	556,743,245	131,916,525

2017年

2016

Item	存貨種類	Balance at the beginning of the year 年初餘額	Additions during the year 本年增加額	Reductions during the year 本年減少額	Balance at the end of the year 年末餘額
Raw materials and packaging materials	原材料及包裝物	6,700,285	68,729,700	68,004,199	7,425,786
Finished goods	產成品	90,258,397	639,461,265	606,896,210	122,823,452
Sub-total	小計	96,958,682	708,190,965	674,900,409	130,249,238
Less: Provision for impairment of inventories	減：存貨跌價準備	-	-	-	-
Total	合計	96,958,682	708,190,965	674,900,409	130,249,238

2016年

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

6 Other current assets

6 其他流動資產

Item	種類	2017 2017年	2016 2016年
Input VAT recoverable	待抵扣增值稅進項稅	41,289,336	47,398,723
Available-for-sale financial assets at fair value at the end of the period:	期末按公允價值計量的可供出售金融資產		
– Beixinruifeng No.008 specific asset management scheme	– 北信瑞豐008號專項資產管理計劃	–	20,827,321
– Bank wealth management products	– 銀行理財產品	–	5,300,000
Total	合計	41,289,336	73,526,044

7 Available-for-sale financial assets

7 可供出售金融資產

Available-for-sale financial assets at fair value at the end of the year:

年末按公允價值計量的可供出售金融資產：

Item	項目	2017 2017年	2016 2016年
Merger and acquisition fund collective trust scheme of Guojin Quantum	國金量子併購基金集合資金信託計劃	–	10,872,251
EBI Harvest Yunfan No.1 private equity investment fund	久奕嘉實雲帆1號股權投資私募基金	–	10,442,192
Total	合計	–	21,314,443

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

8 Long-term equity investments

(1) Long-term equity investments by category are as follows:

Item	種類	2017 2017年	2016 2016年
Investments in subsidiaries	對子公司的投資	465,462,159	573,355,647
Less: Provision for impairment	減：減值準備	30,554,482	2,952,947
Total	合計	434,907,677	570,402,700

As at 31 December 2017 and 31 December 2016, The Company recognised impairment provisions of RMB30,554,482 and RMB2,952,947, respectively for the long-term equity investment in Anyue Andre Lemon Industry Technology Co., Ltd.

十五 母公司財務報表主要項目註釋 (續)

8 長期股權投資

(1) 長期股權投資分類如下：

於2017年12月31日及2016年12月31日，本公司對子公司安岳安德利檸檬產業科技有限公司的長期股權投資計提資產減值準備30,554,482元及2,952,947元。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

8 Long-term equity investments (cont'd)

(2) Movements of long-term equity investments for the year are as follows:

2017

8 長期股權投資(續)

(2) 長期股權投資本年變動情況分析如下：

2017年

Investee	被投資單位	Book value of long-term equity investment 長期股權投資賬面價值						Balance of provision for impairment at the end of the year 減值準備 年末餘額	Shareholding percentage (%) 在被投資單位持股 比例(%)	Voting rights percentage (%) 在被投資單位表決權 比例(%)	Cash dividend for the year 本年現金紅利
		Investment cost 投資成本	At 1 January 1月1日	Increase/Decrease 增減變動	At 31 December 12月31日	Provision for impairment 本年計提 減值準備	減值準備				
Cost method-subsiaries 成本法-子公司											
Baishui Andre Juice Co., Ltd.	白水安德利果蔬汁有限公司	110,630,130	110,630,130	-	110,630,130	-	-	75%	75%	-	
Yantai Longkou Andre Juice Co., Ltd.	烟台龍口安德利果汁飲料有限公司	80,622,696	80,622,696	-	80,622,696	-	-	75%	75%	-	
Xuzhou Andre Juice Co., Ltd.	徐州安德利果蔬汁有限公司	58,645,418	58,645,418	-	58,645,418	-	-	75%	75%	-	
Andre Juice Co., Ltd.	安德利果汁有限公司	8	8	-	8	-	-	100%	100%	-	
Dalian Andre Juice Co., Ltd.	大連安德利果蔬汁有限公司	56,000,000	56,000,000	-	56,000,000	-	-	70%	70%	84,000,000	
Binzhou Andre Juice Co., Ltd.	濱州安德利果汁飲料有限公司	107,893,488	107,893,488	(107,893,488)	-	-	-	-	-	-	
Yantai Andre Juice Co., Ltd.	烟台安德利果汁飲料有限公司	30,000,000	30,000,000	-	30,000,000	-	-	75%	75%	-	
Yongji Andre Juice Co., Ltd.	永濟安德利果蔬汁有限公司	77,443,907	77,443,907	-	77,443,907	-	-	75%	75%	-	
Anyue Andre Lemon Industry Technology Co., Ltd.	安岳安德利檸檬產業科技有限公司	52,120,000	52,120,000	-	52,120,000	(27,601,535)	(30,554,482)	100%	100%	-	
Total	合計	573,355,647	573,355,647	(107,893,488)	465,462,159	(27,601,535)	(30,554,482)			84,000,000	

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

8 Long-term equity investments (cont'd)

(2) Movements of long-term equity investments for the year are as follows: (cont'd)

2016

Investee	被投資單位	Book value of long-term equity investment 長期股權投資賬面價值					Balance of provision for impairment at the end of the year 減值準備 年末餘額	Shareholding percentage (%) 在被投資單位持股 比例(%)	Voting rights percentage (%) 在被投資單位表決權 比例(%)	Cash dividend for the year 本年現金紅利
		Investment cost 投資成本	At 1 January 1月1日	Increase/Decrease 增減變動	At 31 December 12月31日	Provision for impairment 本年計提 減值準備				
Cost method-subsiaries 成本法-子公司										
Baishui Andre Juice Co., Ltd.	白水安德利果蔬汁有限公司	110,630,130	110,630,130	-	110,630,130	-	75%	75%	-	
Yantai Longkou Andre Juice Co., Ltd.	烟台龍口安德利果汁飲料有限公司	80,622,696	80,622,696	-	80,622,696	-	75%	75%	-	
Xuzhou Andre Juice Co., Ltd.	徐州安德利果蔬汁有限公司	58,645,418	58,645,418	-	58,645,418	-	75%	75%	3,750,000	
Andre Juice Co., Ltd.	安德利果汁有限公司	8	8	-	8	-	100%	100%	-	
Dalian Andre Juice Co., Ltd.	大連安德利果蔬汁有限公司	56,000,000	56,000,000	-	56,000,000	-	70%	70%	-	
Binzhou Andre Juice Co., Ltd.	濱州安德利果汁飲料有限公司	107,893,488	107,893,488	-	107,893,488	-	75%	75%	-	
Yantai Andre Juice Co., Ltd.	烟台安德利果汁飲料有限公司	30,000,000	30,000,000	-	30,000,000	-	75%	75%	-	
Yongji Andre Juice Co., Ltd.	永濟安德利果蔬汁有限公司	77,443,907	77,443,907	-	77,443,907	-	75%	75%	-	
Anyue Andre Lemon Industry Technology Co., Ltd.	安岳安德利檸檬產業科技有限公司	52,120,000	52,120,000	-	52,120,000	(2,952,947)	100%	100%	-	
Total	合計	573,355,647	573,355,647	-	573,355,647	(2,952,947)			3,750,000	

The detail of the Company's subsidiaries is set out in note VII.1.

8 長期股權投資(續)

(2) 長期股權投資本年變動情況分析如下:(續)

2016年

本公司子公司的相關信息參見附註七、1。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

9 Fixed assets

(1) Details of fixed assets

9 固定資產

(1) 固定資產情況

Item	項目	Plant & buildings 廠房及建築物	Machinery & equipment 機器設備	Office & other equipment 辦公設備及其他設備	Motor vehicles 運輸工具	Total 合計
Cost	原值					
At 1 January 2016	2016年1月1日	102,786,797	124,997,373	7,314,800	3,334,168	238,433,138
Additions during the year	本年增加					
- Purchases	- 購置	24,520,427	9,673,056	233,810	157,463	34,584,756
Reductions during the year	本年減少					
- Disposals	- 處置	(1,638,815)	(2,701,054)	(1,554,435)	(313,399)	(6,207,703)
Reclassification	資產類別調整	(4,310,793)	4,310,793	-	-	-
At 31 December 2016	2016年12月31日	121,357,616	136,280,168	5,994,175	3,178,232	266,810,191
At 1 January 2017	2017年1月1日	121,357,616	136,280,168	5,994,175	3,178,232	266,810,191
Additions during the year	本年增加					
- Purchases	- 購置	-	3,985,235	93,010	-	4,078,245
- Transfers from construction in progress	- 在建工程轉入	3,537,478	-	-	-	3,537,478
- Internal transfer	- 內部調撥	-	53,104,614	537,520	-	53,642,134
Reductions during the year	本年減少					
- Disposals	- 處置	-	(75,000)	(97,220)	(209,773)	(381,993)
Offset government grants against the book value	政府補助沖減原值	-	(525,000)	-	-	(525,000)
At 31 December 2017	2017年12月31日	124,895,094	192,770,017	6,527,485	2,968,459	327,161,055
Accumulated depreciation	累計折舊					
At 1 January 2016	2016年1月1日	(32,138,422)	(68,903,803)	(6,314,258)	(2,997,934)	(110,354,417)
Additions during the year	本年增加					
- Charge for the year	- 本年計提	(3,839,841)	(4,506,665)	(27,712)	(24,458)	(8,398,676)
Reductions during the year	本年減少					
- Disposals	- 處置	1,245,902	2,357,451	1,452,448	252,059	5,307,860
Reclassification	資產類別調整	290,979	(290,979)	-	-	-
At 31 December 2016	2016年12月31日	(34,441,382)	(71,343,996)	(4,889,522)	(2,770,333)	(113,445,233)
At 1 January 2017	2017年1月1日	(34,441,382)	(71,343,996)	(4,889,522)	(2,770,333)	(113,445,233)
Additions during the year	本年增加					
- Charge for the year	- 本年計提	(2,482,124)	(5,169,393)	(154,136)	(23,714)	(7,829,367)
- Internal transfer	- 內部調撥	-	(38,500,119)	(423,741)	-	(38,923,860)
Reductions during the year	本年減少					
- Disposals	- 處置	-	67,500	87,592	188,796	343,888
At 31 December 2017	2017年12月31日	(36,923,506)	(114,946,008)	(5,379,807)	(2,605,251)	(159,854,572)
Provision for impairment	減值準備					
At 1 January 2017	2017年1月1日	-	(480,787)	-	-	(480,787)
At 31 December 2017	2017年12月31日	-	(480,787)	-	-	(480,787)
Carrying amounts	賬面價值					
At 31 December 2017	2017年12月31日	87,971,588	77,343,222	1,147,678	363,208	166,825,696
At 31 December 2016	2016年12月31日	86,916,234	64,455,385	1,104,653	407,899	152,884,171

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XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

9 Fixed assets (cont'd)

(1) Details of fixed assets (cont'd)

As at 31 December 2017 and 31 December 2016, no fixed assets were with restrictions placed on the Company's ownership.

(2) Temporarily idle fixed assets

As at 31 December 2017 and 31 December 2016, the Company's temporarily idle fixed assets are as follows:

Item	項目	Cost 賬面原值	Accumulated depreciation 累計折舊	Provision for impairment 減值準備	Carrying amount 賬面價值
Preserved fruit production line	果脯生產線	1,249,834	(644,064)	(480,787)	124,983

(3) Fixed assets acquired under finance leases

As at 31 December 2017 and 31 December 2016, no fixed assets were acquired under finance leases.

(4) Fixed assets leased out under operating leases

As at 31 December 2017 and 31 December 2016, no significant fixed assets were leased out under operating leases.

(5) Fixed assets with pending certificates of ownership

As at 31 December 2017 and 31 December 2016, no fixed assets were with pending certificates of ownership.

9 固定資產(續)

(1) 固定資產情況(續)

於2017年12月31日及2016年12月31日，本公司無所有權受到限制的固定資產。

(2) 暫時閒置的固定資產情況

於2017年12月31日及2016年12月31日，本公司以下固定資產暫時閒置。

(3) 通過融資租賃租入的固定資產情況

於2017年12月31日及2016年12月31日，本公司無融資租賃租入的固定資產。

(4) 通過經營租賃租出的固定資產

於2017年12月31日及2016年12月31日，本公司無重大經營租賃租出的固定資產。

(5) 未辦妥產權證書的固定資產情況

於2017年12月31日及2016年12月31日，本公司無未辦妥產權證書的固定資產情況。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

10 Intangible assets

10 無形資產

Item	項目	Land use rights 土地使用權
Cost	賬面原值	
At 1 January 2016	2016年1月1日	35,554,982
Additions during the year	本年增加	
– Purchase	– 購置	<u>5,342,250</u>
At 31 December 2016	2016年12月31日	<u>40,897,232</u>
At 1 January 2017 and 31 December 2017	2017年1月1日及 2017年12月31日	<u>40,897,232</u>
Accumulated amortization	累計攤銷	
At 1 January 2016	2016年1月1日	(7,650,978)
Charge for the year	本年計提	<u>(977,803)</u>
At 31 December 2016	2016年12月31日	<u>(8,628,781)</u>
At 1 January 2017	2017年1月1日	(8,628,781)
Charge for the year	本年計提	<u>(994,284)</u>
At 31 December 2017	2017年12月31日	<u>(9,623,065)</u>
Carrying amounts	賬面價值	
At 31 December 2017	2017年12月31日	<u>31,274,167</u>
At 31 December 2016	2016年12月31日	<u><u>32,268,451</u></u>

As at 31 December 2017 and 31 December 2016, all of the Company's land use rights are held on medium-term lease.

於2017年12月31日及2016年12月31日，本公司所有土地使用權為中期租約。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

10 Intangible assets (cont'd)

As at 31 December 2017 and 31 December 2016, the Company did not use any intangible assets as mortgage for bank loans.

As at 31 December 2017 and 31 December 2016, no land use rights with pending certificates of ownership were placed on the Company's ownership.

11 Deferred tax assets

(1) Details of unrecognised deferred tax assets

Item	項目	2017 2017年	2016 2016年
Deductible tax losses	可抵扣虧損	<u>45,951,514</u>	<u>—</u>

(2) In accordance with the accounting policy set out in Note III.23, the Company has not recognised deferred tax assets in respect of cumulative tax losses of RMB45,951,514 (2016: Nil) as it is not probable that future taxable profits against which the losses can be utilised will be available in the Company. The deductible tax losses can be deducted from future taxable income within 5 years from the year when such losses were incurred under current tax law.

(3) Expiration of deductible tax losses for unrecognized deferred tax assets

Year	年份	2017 2017年	2016 2016年
2022	2022年	<u>45,951,514</u>	<u>—</u>

十五 母公司財務報表主要項目註釋 (續)

10 無形資產(續)

於2017年12月31日及2016年12月31日，本公司沒有抵押的無形資產。

於2017年12月31日及2016年12月31日，本公司無未辦妥產權證書的土地使用權情況。

11 遞延所得稅資產

(1) 未確認遞延所得稅資產明細

(2) 按照附註三、23所載的會計政策，由於本公司不是很可能獲得可用於抵扣有關虧損的未來應稅利潤，因此本公司尚未就人民幣45,951,514元(2016年：人民幣0元)的累積可抵扣虧損確認遞延所得稅資產。根據現行稅法，這些可抵扣虧損自發生年度起，可以在不超過5年的期間內抵扣未來應稅利潤。

(3) 未確認遞延所得稅資產的可抵扣虧損的到期情況

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

12 Short-term loans

12 短期借款

Item	項目	2017	2016
		2017年	2016年
Credit loans	信用借款	100,000,000	130,000,000
Guaranteed loans	保證借款	70,000,000	210,000,000
Total	合計	170,000,000	340,000,000

As at 31 December 2017 and 31 December 2016, the Company did not have short-term loans past due.

於2017年12月31日及2016年12月31日，本公司無已到期未償還的借款。

13 Accounts payable

Details of accounts payable are as follows:

13 應付賬款

應付賬款情況如下：

Supplier type	供應商類別	2017	2016
		2017年	2016年
Subsidiaries	應付子公司	9,380,053	213,142,190
Related parties	應付其他關聯公司	1,204,721	1,446,837
Third parties	應付第三方	25,003,392	9,991,951
Total	合計	35,588,166	224,580,978

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

14 Employee benefits payable

(1) Employee benefits payable:

14 應付職工薪酬

(1) 應付職工薪酬列示：

		Balance at 1 January 2017 2017年 1月1日餘額	Accrued during the year 本年增加	Decreased during the year 本年減少	Balance at 31 December 2017 2017年 12月31日餘額
Short-term employee benefits	短期薪酬	2,927,239	13,518,875	13,771,405	2,674,709
Post-employment benefits	離職後福利				
– defined contribution plans	– 設定提存計劃	–	1,408,930	1,408,930	–
Total	合計	<u>2,927,239</u>	<u>14,927,805</u>	<u>15,180,335</u>	<u>2,674,709</u>
		Balance at 1 January 2016 2016年 1月1日餘額	Accrued during the year 本年增加	Decreased during the year 本年減少	Balance at 31 December 2016 2016年 12月31日餘額
Short-term employee benefits	短期薪酬	2,137,422	16,182,919	15,393,102	2,927,239
Post-employment benefits	離職後福利				
– defined contribution plans	– 設定提存計劃	–	1,248,073	1,248,073	–
Total	合計	<u>2,137,422</u>	<u>17,430,992</u>	<u>16,641,175</u>	<u>2,927,239</u>

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

14 Employee benefits payable (cont'd)

(2) Short-term employee benefits

14 應付職工薪酬(續)

(2) 短期薪酬

		Balance at 1 January 2017 2017年 1月1日餘額	Accrued during the year 本年增加	Decreased during the year 本年減少	Balance at 31 December 2017 2017年 12月31日餘額
Salaries, bonuses, allowances	工資、獎金、津貼 和補貼	2,167,101	12,399,822	12,602,407	1,964,516
Staff bonus and welfare fund	職工獎勵及福利基金	760,138	-	49,945	710,193
Social insurance	社會保險費				
Medical insurance	醫療保險費	-	527,407	527,407	-
Work-related injury insurance	工傷保險費	-	81,371	81,371	-
Maternity insurance	生育保險費	-	37,671	37,671	-
Housing fund	住房公積金	-	249,709	249,709	-
Labour union fee, staff and workers' education fee	工會經費和職工 教育經費	-	222,895	222,895	-
Total	合計	2,927,239	13,518,875	13,771,405	2,674,709
		Balance at 1 January 2016 2016年 1月1日餘額	Accrued during the year 本年增加	Decreased during the year 本年減少	Balance at 31 December 2016 2016年 12月31日餘額
Salaries, bonuses, allowances	工資、獎金、津貼 和補貼	1,377,284	15,224,666	14,434,849	2,167,101
Staff bonus and welfare fund	職工獎勵及福利基金	760,138	-	-	760,138
Social insurance	社會保險費				
Medical insurance	醫療保險費	-	459,817	459,817	-
Work-related injury insurance	工傷保險費	-	70,943	70,943	-
Maternity insurance	生育保險費	-	32,844	32,844	-
Housing fund	住房公積金	-	215,334	215,334	-
Labour union fee, staff and workers' education fee	工會經費和職工 教育經費	-	179,315	179,315	-
Total	合計	2,137,422	16,182,919	15,393,102	2,927,239

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

14 Employee benefits payable (cont'd)

(3) Post-employment benefits – defined contribution plans

14 應付職工薪酬(續)

(3) 離職後福利—設定提存計劃

		Balance at 1 January 2017 2017年 1月1日餘額	Accrued during the year 本年增加	Decreased during the year 本年減少	Balance at 31 December 2017 2017年 12月31日餘額
Basic pension insurance	基本養老保險	-	1,356,189	1,356,189	-
Unemployment insurance	失業保險費	-	52,741	52,741	-
Total	合計	-	1,408,930	1,408,930	-
		Balance at 1 January 2016 2016年 1月1日餘額	Accrued during the year 本年增加	Decreased during the year 本年減少	Balance at 31 December 2016 2016年 12月31日餘額
Basic pension insurance	基本養老保險	-	1,182,385	1,182,385	-
Unemployment insurance	失業保險費	-	65,688	65,688	-
Total	合計	-	1,248,073	1,248,073	-

As at 31 December 2017 and 31 December 2016, there were no payment in arrears included in the balance of employee benefits payable.

於2017年12月31日及2016年12月31日，本公司應付職工薪酬中無拖欠性質的款項。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

15 Other payables

15 其他應付款

		2017	2016
		2017年	2016年
Customer type	客戶類別		
Subsidiaries	子公司	207,379,085	101,204,013
Third parties	第三方	3,735,750	30,284,164
Total	合計	211,114,835	131,488,177

16 Capital reserve 2017

16 資本公積 2017年

Item	項目	Balance at the beginning of the year 年初餘額	Additions during the year 本年增加	Reductions during the year 本年減少	Balance at the end of the year 年末餘額
Share premiums	股本溢價	73,268,527	-	29,744,040	43,524,487
Foreign currency translation	外幣股本折算差額	9,926	-	-	9,926
Total	合計	73,278,453	-	29,744,040	43,534,413

2016

2016年

Item	項目	Balance at the beginning of the year 年初餘額	Additions during the year 本年增加	Reductions during the year 本年減少	Balance at the end of the year 年末餘額
Share premiums	股本溢價	101,333,047	-	28,064,520	73,268,527
Foreign currency translation	外幣股本折算差額	9,926	-	-	9,926
Total	合計	101,342,973	-	28,064,520	73,278,453

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

17 Surplus reserve 2017

17 盈餘公積 2017年

Item	項目	Balance at the beginning of the year 年初餘額	Additions during the year 本年增加	Balance at the end of the year 年末餘額
Statutory surplus reserve	法定盈餘公積	<u>105,794,859</u>	<u>1,316,273</u>	<u>107,111,132</u>

2016

2016年

Item	項目	Balance at the beginning of the year 年初餘額	Additions during the year 本年增加	Balance at the end of the year 年末餘額
Statutory surplus reserve	法定盈餘公積	<u>105,794,859</u>	<u>-</u>	<u>105,794,859</u>

18 Operating income and operating costs

18 營業收入、營業成本

Item	項目	2017 2017年		2016 2016年	
		Income 收入	Cost 成本	Income 收入	Cost 成本
Principal businesses	主營業務	<u>565,060,158</u>	<u>494,614,203</u>	662,023,433	616,603,693
Other businesses	其他業務	<u>11,643,918</u>	<u>9,127,733</u>	<u>6,882,633</u>	<u>5,655,648</u>
Total	合計	<u>576,704,076</u>	<u>503,741,936</u>	<u>668,906,066</u>	<u>622,259,341</u>

Operating income generated from principal businesses represents primarily the sales of condensed juice and related products. Operating income generated from other businesses represents primarily the sales of packaging materials, rental income and others.

主營業務收入系指本公司的濃縮果汁及相關產品的銷售收入。其他業務收入主要指銷售包裝物等材料收入及租金收入等。

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(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

19 Financial expenses

19 財務費用

Item	項目	2017 2017年	2016 2016年
Interest expenses arising from borrowings	貸款的利息支出	7,487,681	14,318,040
Interest income from deposits	存款的利息收入	(401,328)	(1,242,813)
Net exchange loss/(gains)	淨匯兌損失/(收益)	10,896,056	(12,201,153)
Other financial expenses	其他財務費用	285,009	202,102
Total	合計	18,267,418	1,076,176

20 Investment income

20 投資收益

Item	項目	2017 2017年	2016 2016年
Income from long-term equity investments accounted for using cost method	成本法核算的長期股權投資收益	84,000,000	3,750,000
Investment income from disposal of long-term equity investments	處置長期股權投資產生的收益	(44,293,488)	-
Investment income from holding available-for-sale financial assets	可供出售金融資產在持有期間的投資收益	-	423,455
Investment income from disposal of available-for-sale financial assets	處置可供出售金融資產取得的投資收益	3,354,496	2,833,503
Including: Transfer from other comprehensive income	其中：其他綜合收益轉入	2,041,764	178,356
Total	合計	43,061,008	7,006,958

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

十五 母公司財務報表主要項目註釋 (續)

21 Income tax expenses

Reconciliation between income tax expenses and accounting profit/(loss) is as follows:

Item	項目	2017 2017年	2016 2016年
Profit/(Loss) before taxation	稅前利潤／(虧損)	13,162,722	(265,170)
Expected income tax expenses at tax rate of 25%	按稅率25%計算的預期所得稅	3,290,680	(66,292)
Effect of non-taxable income	免稅所得	-	(1,553,360)
Effect of non-deductible costs, expenses and losses	不可抵扣的成本、費用和損失的影響	(14,778,559)	1,619,652
Effect of unrecognised deferred tax asset for deductible losses	本年未確認遞延所得稅資產的可抵扣虧損的影響	11,487,879	-
Income tax expenses	本年所得稅費用	-	-

21 所得稅費用

所得稅費用與會計利潤／(虧損)的關係如下：

22 Supplement to cash flow statement

(1) Reconciliation of net profit/(loss) to cash flows from operating activities:

Item	項目	2017 2017年	2016 2016年
Net profit/(loss)	淨利潤／(虧損)	13,162,722	(265,170)
Add: Depreciation of fixed assets	加：固定資產折舊	7,829,367	8,398,676
Amortisation of intangible assets	無形資產攤銷	994,284	977,803
Impairment loss for assets	資產減值損失	31,196,465	6,374,976
Financial expenses	財務費用	12,265,285	9,383,544
Investment income	投資收益	(43,061,008)	(7,006,958)
Increase in gross inventories	存貨的增加	(3,705,342)	(33,290,556)
Decrease/(increase) in operating receivables	經營性應收項目的減少／(增加)	13,340,112	(49,699,951)
(Decrease)/increase in operating payables	經營性應付項目的(減少)／增加	(95,626,774)	42,094,442
Net cash outflow from operating activities	經營活動產生的現金流量淨額	(63,604,889)	(23,033,194)

22 現金流量表補充資料

(1) 將淨利潤／(虧損)調節為經營活動現金流量：

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated)

(除特別註明外，金額單位為人民幣元)

XV Notes to major items in the parent company's financial statements (cont'd)

22 Supplement to cash flow statement (cont'd)

(2) Change in cash and cash equivalents:

Item	項目	2017 2017年	2016 2016年
Cash and cash equivalents at the end of the year	現金及現金等價物的年末餘額	57,533,223	84,468,206
Less: Cash and cash equivalents at the beginning of the year	減：現金及現金等價物的年初餘額	84,468,206	44,849,439
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物淨(減少)/增加額	(26,934,983)	39,618,767

(3) Details of cash and cash equivalents:

Item	項目	2017 2017年	2016 2016年
Cash at bank and on hand	現金	57,533,223	84,468,206
Including: Cash on hand	其中：庫存現金	77,410	92,860
Bank deposits available on demand	可隨時用於支付的 銀行存款	57,455,813	84,375,346
Closing balance of cash and cash equivalents	年末現金及現金等價物餘額	57,533,223	84,468,206

XVI COMPARATIVE FIGURE

The comparative figures of 2017 represent figures for the twelve months period from 1 January 2016 to 31 December 2016. Certain items in these comparative figures have been reclassified to conform to the current year's presentation to facilitate comparison in 2017.

十五 母公司財務報表主要項目註釋 (續)

22 現金流量表補充資料(續)

(2) 現金及現金等價物淨變動情況：

2017 2017年	2016 2016年
57,533,223	84,468,206
84,468,206	44,849,439
(26,934,983)	39,618,767

(3) 現金和現金等價物的構成：

2017 2017年	2016 2016年
57,533,223	84,468,206
77,410	92,860
57,455,813	84,375,346
57,533,223	84,468,206

十六 上年比較數字

2017年比較數字是自2016年1月1日至2016年12月31日止十二個月期間的數字。為方便做出相應的比較，本集團對財務報表中2017年的比較數字的某些項目進行了重新分類。

