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Corporate Profile
公司簡介



Corporate Profile 公司簡介

Vedan International (Holdings) Limited has been listed on the Main Board of the Stock Exchange of Hong Kong since 2003. The Group is the leading producer of fermentation-based amino acids, food additive products and cassava starch-based industrial products in Asia. Our products are sold to food distributors, international trading companies, and manufacturers of food, paper, textile, and chemical products in Vietnam and other ASEAN countries, the PRC, Japan, Taiwan and several European countries. Most of our products are marketed under the VEDAN brand name.

Since the 1970s, our products have been marketed in Vietnam, the PRC, and other ASEAN countries. To accelerate market expansion, the Group established Vietnam Vedan in 1991 as our major production base. Since then, the Group's production has been undergoing continuous expansion due to strong growing demand. The Group is currently the largest MSG producer in the Southeast Asian region, and the largest supplier of lysine and cassava starch-based industrial products in Vietnam. In 1995, Vedan acquired a factory in Xiamen to focus on developing the PRC market. In 2004, the Group further acquired the assets and MSG business of Shanghai Vedan Foods Company Limited, which will be developed into its business operations center in the PRC, signifying its determination and commitment to become a major player in the PRC market. To ensure the Group has a stable supply of starch and a strong production platform for starch related products, Vedan Vietnam acquired Ve-Thai Tapioca-Starch Co. Ltd. in November 2005.

Leveraging on our production facilities located in Vietnam and the PRC, steady upstream supply of raw materials, our possessing of advanced fermentation production technology and other biochemical processing technology, coupled with the experienced management team, the Group boasts strong competitiveness over its peers.

味丹國際(控股)有限公司於二零零三年在香港聯交所主板上市。本集團是亞洲區域內以醱酵技術生產氨基酸產品、食品添加劑及澱粉工業產品的領先生產製造商。味丹國際的產品銷售予越南、其他東盟國家、中國、日本、台灣以及一些歐洲國家的食品分銷商、國際貿易公司，以及食品、紙類加工、紡織和化學產品生產商，本集團大部份產品均以「味丹」品牌銷售。

自七十年代起，我們的味精產品即銷售到越南、中國及其他東盟國家。為加快開拓市場，本集團於一九九一年成立越南味丹作為主要的生產基地，之後，業務不斷發展，生產規模也持續擴大。目前，已是東南亞地區最大的味精生產廠商。在越南國內則是最大的賴氨酸和澱粉工業產品供應商。於一九九五年收購廈門茂泰廠以專注於發展中國市場。更在二零零四年收購上海味丹食品公司之資產及味精業務，作為其中國區營運中心，務求全力開發中國市場。二零零五年十一月味丹越南完成收購味泰木薯澱粉有限公司，將為本集團提供穩定之澱粉供應，並加強澱粉產品的生產基礎。

憑藉我們位於越南和中國的生產設施、上游原材料的穩定供給，所擁有高級醱酵工藝技術以及其他高級生化加工技術，加上管理層團隊所擁有的豐富經驗和知識，本集團對所從事的行業享有優勢競爭力。

Corporate Information

公司資料

BOARD OF DIRECTORS 董事會

Executive Directors 執行董事

YANG, Tou-Hsiung	楊頭雄 (Chairman 主席)
YANG, Cheng	楊正
YANG, Kun-Hsiang	楊坤祥 (Chief Executive Officer 行政總裁)
YANG, Chen-Wen	楊辰文
YANG, Kun-Chou	楊坤洲

Non-executive Directors 非執行董事

HUANG, Ching-Jung	黃景榮
CHOU, Szu-Cheng	周賜程

Independent Non-executive Directors 獨立非執行董事

CHAO, Pei-Hong	趙培宏
KO, Jim-Chen	柯俊禎
CHEN, Joen-Ray	陳忠瑞
HUANG, Chung-Fong	黃鐘鋒

AUTHORISED REPRESENTATIVES 法定代表

YANG, Tou-Hsiung	楊頭雄
YANG, Kun-Hsiang	楊坤祥

COMPANY SECRETARY 公司秘書

WONG, Wai Yee, Ella	黃慧兒
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AUDITOR 核數師

PricewaterhouseCoopers
羅兵咸永道會計師事務所
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REGISTERED OFFICE 註冊辦事處

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Willow House, Cricket Square
Grand Cayman KY1-1001
Cayman Islands

CAYMAN ISLANDS SHARE REGISTRAR 開曼群島股份過戶登記處

Tricor Services (Cayman Islands) Limited
P.O. Box 10008
Willow House, Cricket Square
Grand Cayman KY1-1001
Cayman Islands

BRANCH SHARE REGISTRAR 股份過戶登記分處

Tricor Tengis Limited
卓佳登捷時有限公司
Level 22, Hopewell Centre,
183 Queen's Road East, Hong Kong
香港皇后大道東183號合和中心22樓

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STOCK CODE 股份代號

The Stock Exchange of Hong Kong Limited
香港聯合交易所: 02317
Bloomberg 彭博: 2317 HK
Reuters 路透: 2317.HK

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隆城縣福泰社
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合和中心54樓
電話: (852) 2980-1888
傳真: (852) 2861-0285

Financial Highlights

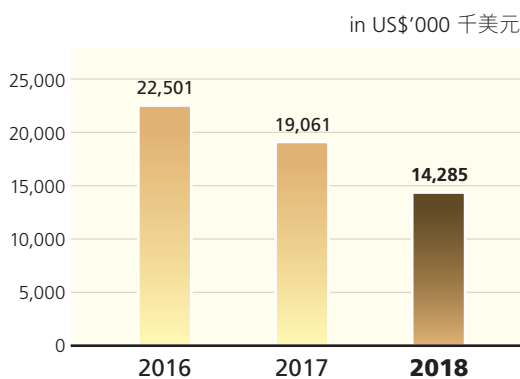
財務摘要

截至十二月三十一日止年度
For the year ended 31 December

		2018 US\$'000 千美元	2017 US\$'000 千美元	Difference 差異
Revenue	收益	356,772	322,805	10.5%
Gross profit	毛利	67,498	68,137	(0.9%)
Profit for the year	本年度溢利	17,394	18,738	(7.2%)
Profit attributable to owners	擁有人應佔溢利	14,285	19,061	(25.1%)
Basic earnings per share	每股基本盈利	0.94 US cents美仙	1.25 US cents美仙	
Diluted earnings per share	每股攤薄盈利	0.94 US cents美仙	1.25 US cents美仙	
Final dividend proposed per share	擬派每股末期股息	0.265 US cents美仙	0.443 US cents美仙	
Total dividends paid and proposed per share	已付及擬派每股股息總額	0.563 US cents美仙	0.750 US cents美仙	

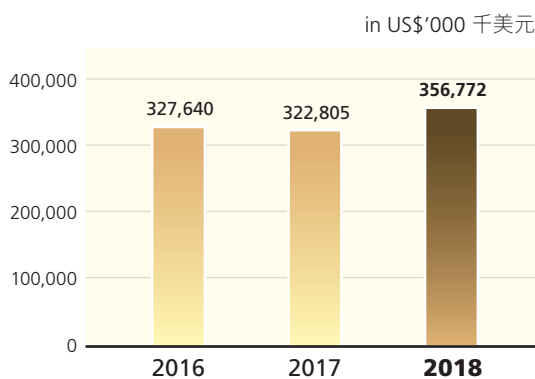
PROFIT ATTRIBUTABLE TO OWNERS

擁有人應佔溢利



REVENUE

收益

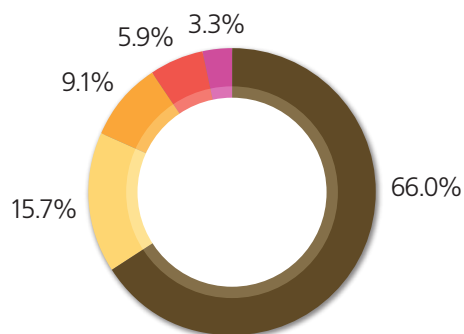


REVENUE BY PRODUCTS

按產品分類之收益

12 months ended 31 Dec 2018

截至二零一八年十二月三十一日止十二個月



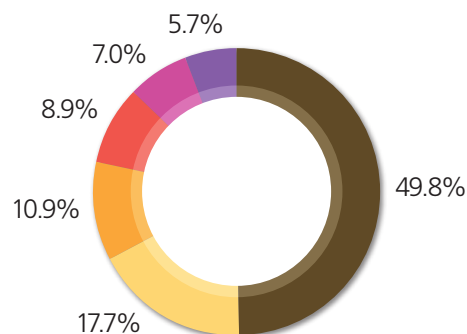
- MSG and seasonings
味精+調味料
- Modified starch & native starch & maltose
變性澱粉+天然澱粉+麥芽糖
- Specialty chemicals
特化產品
- Fertilisers and feed products
肥料與飼料
- Others
其他

REVENUE BY GEOGRAPHIC LOCATION

按地區分類之收益

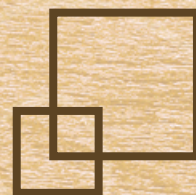
12 months ended 31 Dec 2018

截至二零一八年十二月三十一日止十二個月



- Vietnam
越南
- The PRC
中國
- Japan
日本
- ASEAN member counties
東盟成員國
- Others
其他
- US
美國

Great Vision
高瞻遠矚



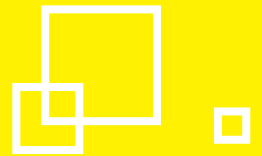


Chairman's Statement 主席報告書

Armed with modern technology and sound management, we have successfully created a number of quality products to cater to the consumers' tastes and demands.

憑著現代科技設備與管理，我們開創多種優質產品，以迎合消費者的口味和要求。

Yang, Tou-Hsiung 楊頭雄
Chairman 主席



In 2018, the global economic growth has slowed down compared with 2017. In the first quarter of 2018, the worldwide economy continued to maintain expansion comparable to that of 2017. However, starting from the second quarter, the US-Sino trade war escalated, the exchange rate between the US Dollar and other currencies fluctuated and the status of conflicts in the Middle East and South Asia remained intense with tensions. Coupled with the impact of extreme weather events caused by climate change, these factors combined to add more uncertainties to the global economy. Persistently high international oil prices and highly volatile foreign currency exchange and interest rates in different countries also raised the risk of inflation. The economies of emerging markets continued to grow faster than those of developed countries. In Vietnam, economic sentiment continued to improve in 2018, as demonstrated by GDP growth of 7.08% with foreign investment increasing steadily, and the consumer price index remaining steady. Import and export trading volume surged to new highs and a trade surplus was recorded for three consecutive years. The exchange rate of the Vietnam Dong against the US Dollar (USD) depreciated slightly by 1.8% last year, meaning the local currency stayed relatively stable. Vietnam achieved an overall stable economic growth in the first half-year, and that presented the Group with the opportunity to enhance its results.

2018年全球經濟趨勢已較2017年稍為放緩，雖然第一季維持2017年的增長趨勢，但自第二季起，隨著美、中貿易摩擦加劇，各國貨幣兌美元匯率波動，中東、南亞緊張局勢升溫，加上氣候變化所帶來的影響，使全球經濟再次增添不明朗的變數。國際原油價格續強，以及各國匯率與利率波動起伏，亦為通貨膨脹帶來攀升的風險。新興國家市場的經濟增長仍高於發達國家。2018年，越南經濟景氣持續升溫，GDP增長率達7.08%，外國投資持續穩定增加，物價指數保持穩定，進出口貿易額創歷史新高，持續3年維持順差狀態，越南盾兌美元匯率較去年微跌1.8%，仍相對穩定。越南上半年的整體經濟呈現穩定增長，有助集團正面提升其業績發展。

Chairman's Statement

主席報告書

Regarding our operations in 2018, revenue from the Group's core products including MSG, modified starch, soda, fertiliser and feed products increased, due to the improving market sentiment that boosted demand. However, rising prices of coal and raw materials such as cassava and industrial salt pushed up production costs. Also, for some of the Group's products, their selling prices continued to stay in a low level due to the keen market competition, thus their profits were squeezed. The Group therefore continued to put major efforts into stabilising costs, actively expanding its business, boosting sales and developing new products as well as new markets during the year, with an aim to raise its profit margin.

As for the business operations and revenue during the year, the Group's revenue amounted to approximately US\$356,772,000, a solid increase of US\$33,967,000, or around 10.5%, when compared with the previous year. The increase was mainly due to the stronger demand for its different products stimulating a rise in sales volume as well as selling prices and, in turn, boosting the Group's total sales revenue. While prices of sugar sources tapered a bit, energy cost and the prices of certain raw materials increased, hence overall production costs also climbed. Gross profit for the year was approximately US\$67,498,000 and gross profit margin dropped by 0.9% year-on-year to 18.9%. Net profit was US\$17,394,000, approximately US\$1,344,000 less year-on-year, and net profit margin was 4.9%.

Regarding major geographic markets and segment performance, the demand for products and level of competition varied from market to market. In Vietnam, overall economic sentiment steadily picked up and the performance of various products including MSG, seasonings, modified starch, maltose, soda, fertiliser and feed products improved alongside the increasing market demand. Only the sales volume and selling price and thus the revenue of the specialty chemical hydrochloric acid, dropped because more of the product was used internally by the Group for production and also because of price competition in the market during the year. Because of the positive factors cited above, the Group was able to boost sales and overall revenue from Vietnam rose by 9.1% year-on-year also aided by stable quality products, strong brand influence and the support of well-established sales channels with a thorough grasp of market demand. In the PRC market, major products such as MSG and seasonings, which were still affected by price competition, also recorded moderate growth from the previous year. Despite this, overall revenue from the PRC market grew by about 34.2% year-on-year with starch and trade products managing notable revenue growth during the year. In Japan, as a result of the slower upturn of economic sentiment and the continued price competition faced by various products, selling prices of key products including MSG and fertilisers slightly dropped. As such, the Group's sales volume

集團於本年度(2018年)營運多項主要產品,其中包括味精、變性澱粉、蘇打與肥飼料等,因市場氣氛升溫而需求提升,致使集團營收增加。然而由於煤炭價格、木薯與工業鹽等原料價格上漲,導致生產成本提高,其中部份產品亦因市場競爭仍然激烈,售價保持低水平,故在生產成本提高的前提下,獲利仍受壓縮。有鑑於此,集團本年度的主要營運重點仍致力於穩定成本,積極拓展業務與加強銷售力度,開發新產品及拓展新市場,以擴增利潤空間。

綜觀集團於本年度的營運與獲利,營業額約3億5仟7佰萬美元,較去年增加約3,397萬美元,增幅約10.5%。增長主要因為多項產品需求增加,使銷售量與售價均見上升,推升整體營業額。另外,雖然糖源價格略跌,但由於能源成本與部份原料價格上漲,使整體生產成本上升,本年度毛利額約6,750萬美元,毛利率為18.9%,較去年下跌0.9%;淨利為1,739萬美元,較去年減少約134萬美元,淨利率為4.9%。

就集團各主要市場與業務經營而言,各地市場對不同產品的需求與競爭均有個別表現。在越南市場,因整體經濟發展穩定,味精、調味料、變性澱粉、麥芽糖、蘇打與肥飼料等業績表現亦隨著市場需求增加而提升,其中只有特化產品鹽酸,因期內集團內部生產使用量增加及市場低價競爭,以致該產品售價、量價俱跌,收益因而有所下降。總體而言,集團在越南市場藉由穩定的品質、品牌知名度與銷售通路,配合市場需求推升業績增長,使越南整體區域內業績較去年提升9.1%。至於集團在中國區的營運,主要產品味精與調味料產品仍受到市場價格競爭影響,業績與去年比較約略提升。同時,澱粉與貿易品項之營收均較去年有大幅增長,以致中國區整體營收較去年增長約34.2%。另外,日本市場方面,因經濟景氣恢復速度較慢,且多項產品的市場價格仍競爭激烈,該市場的主要銷售產品如味精與肥料產品的售價因而略有下降,使集團的銷售量下滑,業績亦較去年下滑約1.8%。東盟市場方面,雖然受惠於年內肥飼料及變性澱粉的需求提升而營收增加,但味精與麥芽糖因市場競爭而令銷售量降低,使本年此等地區的業績與去年比較約略持平。除此之外,美國市場整體營運因味精與

Chairman's Statement 主席報告書

in this market also fell and revenue was down by about 1.8% when compared with the previous year. With respect to the ASEAN market, while strong demand fuelled revenue from fertiliser and feed products and modified starch, competition restricted the sales volume of MSG and maltose, therefore results of the market were about the same when compared with last year. In the US, with the sales of MSG and maltose products rising, overall performance of this market moderately rebounded, while in Europe, increasing demand bolstered the performance of MSG, modified starch and fertiliser and feed products.

By product, revenue from the Group's major products, MSG and seasonings, with market competition easing, grew by about 5.2% when compared with the previous year. As for starch products, another key segment of the Group, with price of the raw material cassava and demand for products surging during the year, the Group sold more modified starch and cassava starch at higher selling prices, and as a result revenue from the segment swelled. Maltose was another key starch product that also benefited from the higher price of cassava and recorded higher sales volume, selling prices as well as revenue during the year. Therefore, revenue from starch products and maltose for the year saw a notable increase of approximately 27.0% against the last corresponding period. Seeing the market potential and bright development prospects of these products, the Group is striving to develop and explore as well as extend its reach to different products, so that it may offer a greater diversity to customers while developing products of higher value. Regarding the specialty chemicals segment, basic chemicals like hydrochloric acid and soda have been in steady demand in Vietnam as the economy there has continued to improve. Hydrochloric acid, however, saw a drop in sales volume and selling price due to the internal use in production and market competition during the year. Soda, on the other hand, recorded notable growth in revenue, and hence the entire specialty chemicals segment saw a 12.2% increase in revenue against last year. As for the fertiliser and feed products, they were in higher demand in Vietnam, ASEAN countries, Taiwan and Europe, hence both their selling prices and sales performance increased. In particular, the Group secured new feed products customers in Vietnam, hence achieving relatively better sales of the products. In all, the sales volume of fertiliser and feed products grew by approximately 14.9% year-on-year.

麥芽糖產品銷售回溫，業績也略有提升，而在歐洲，味精、變性澱粉與肥飼料等亦因需求提升而使業績均有所上升。

以產品個別分析，集團主要的味精與調味料產品，由於競爭趨緩影響，整體營收較去年增長約5.2%。集團另一項重要的澱粉產品，於年內因木薯原料價格飆升，需求急增，使集團的變性澱粉與木薯澱粉銷售量均有所增加，售價亦調漲，營收也隨之增加。集團於澱粉產品中另一項重要品項－麥芽糖產品同樣於年內受到原料木薯價格調漲影響，使銷售量增加，售價調漲，營收亦增加。因此，澱粉產品與麥芽糖之營業額較去年明顯增加約27.0%。集團目前相當重視此類產品於市場的潛力與發展，並致力開發此類產品與延伸產品，以發展多元化產品與開創更高產品價值。另外，在特化產品中的鹽酸與蘇打產品，因越南景氣持續提升，對基礎化學品有穩定需求，雖然鹽酸產品因期內生產使用量增加與市場競爭而使價量俱跌，但蘇打之業績卻有顯著增長，故整體特化產品的營收相較去年提升12.2%。而集團的肥飼料產品，因越南、東盟、台灣與歐洲市場的需求提升，售價提升，業績增加，其中飼料產品於越南本地成功開發新客戶，銷售較佳，故肥飼料產品之銷售額較去年增加約14.9%。

Chairman's Statement 主席報告書

During the year, with a number of products facing price competition and bearing higher production costs, the Group has focused on strengthening its businesses and improving cost control, and at the same time developing new products and new markets. Towards that end, the Group has adopted a more flexible approach to procurement of raw materials and continued to improve production technologies during the year to help stabilise costs, as well as maintain competitiveness in its production. In terms of marketing strategy, the Group has set up a subsidiary in Cambodia during the year in order to promote a local sales network and look for new business opportunities. On boosting sales, other than growing the Vietnam market, the Group also put effort into developing emerging markets with promising growth potential. It has also strengthened its distribution channels and, for the relatively mature sales channels, the Group adjusted its sales and marketing strategy, to enhance and realise the full potential of its sales network. Furthermore, it has stepped up research and development of new products, which will be introduced to the market with the objective of substantially boosting its brand influence. Within the PRC operation, the Group has continued to strengthen its business development team, strived to expand markets in different regions and introduced new high gross profit products.

集團於年內主要應付市場多項產品的低價競爭與生產成本的提升，故專注於強化業務與改善成本，同時致力於開拓新產品與擴展新市場。集團於年內除採取靈活多元的原料採購模式與持續提升生產技術，以穩定成本及維持生產競爭力外，在行銷策略方面，集團已於年內設立柬埔寨子公司，以佈局並強化當地銷售與尋求新商機。同時，在行銷業務方面，除精耕越南本地市場，集團亦著力發展具潛力之新興市場，強化通路架構，對於較為成熟的通路，將再整合集團的行銷策略，深耕銷售網絡，以發揮通路價值；同時，積極強化研發新產品與規劃引進相關新產品之銷售，延伸品牌的加乘效果。而在中國區的營運，集團將持續強化業務團隊，努力於區域市場精耕與開發高毛利新產品。

Chairman's Statement 主席報告書

Looking into 2019, we are aware that the Group will still be operating in a fast-changing environment. The prices of some raw materials may rise and the market will continue to be competitive. However, the expected sustained growth of Vietnam economy presents huge business opportunities. Therefore, the Group will make more forceful strides into new markets and in developing new products to enhance its brand influence, by more effectively using its channel resources, as it aims to raise the flexibility and capability action of its operations. Relevant strategies will be formulated to help the Group to capture opportunities and cope with the rapidly evolving operating environment. At the same time, the Group will continue to strive to stabilise production costs, hasten development of new products and the pace of strategic alliances. In doing so, we shall be able to strengthen and effectively execute our sales strategies in Vietnam as the country opens its market and its economy steadily grows. We shall also have opportunities to further expand our different businesses and markets. Building on its existing solid business foundation, the Group believes its businesses will march in a positive direction towards growth. The management team are well aware of the opportunities in the changing operating environment and their responsibilities, thus they will pragmatically execute the operational strategies set with open mind and proactive attitude, and thereby help the Group develop and achieve breakthroughs in its operations and its results.

By Order of the Board
Yang Tou-Hsiung
Chairman

26 March 2019

展望2019年，我們體會到集團在營運上仍面臨經營環境的快速變化，包括部份原料上漲的可能性，市場持續競爭的態勢，但是越南經濟持續增長，同時也帶來深具潛力的商機。集團將更大腳步投入新產品及新市場發展，藉此擴大品牌效益，善用通路資源，提升經營彈性與機動性，擬訂相關策略，以掌握時機及回應快速變化的經營環境。同時，集團將持續努力穩定生產成本，加快新產品發展或策略聯盟的腳步，才能在越南開放的市場與經濟穩定成長下，強化並發揮業務銷售策略，同時也將有機會於各事業領域與市場進行更進一步的拓展。集團相信，在目前的經營基礎之下，經營將持續朝向正面與成長的方向發展。而集團的管理層，亦深切體會到處於多變的經營環境中，集團的契機與所肩負之責任，將會以開放的眼光與積極的態度，務實並謹慎地執行集團擬訂之各項營運策略，以期對集團的業績與經營帶來更大的突破與發展。

承董事會命
主席
楊頭雄

2019年3月26日



Standing out in
a Specialised Industry



□ 投注於專門
產業中的佼佼者



As a successful long-term player in a market with significant entry barriers, Vedan International has distinct competitive advantages that add real value to its products. With advanced expertise in large-scale fermentation technology, starch processing conversion technology and chemical and electro-chemical technology, Vedan International is developing new products which represent the latest breakthroughs in industrial science and look set to be major profit drivers in the future.

味丹國際所從事的產業入行屏障高，而集團能長期屹立其中，是因為本身獨特的競爭優勢能附加真正的價值於產品中。擁有大規模之醱酵、澱粉加工轉換、化學和電解化學等先進技術，味丹國際不斷發展突破產業科學的新產品，為未來盈利創造強勁的動力。



Management Discussion and Analysis

管理層討論及分析

I. BUSINESS OVERVIEW

Global economic growth in 2018 slowed down when compared to 2017 as the year-on-year global GDP growth was roughly flat. Different countries showed a mixed performance in terms of economic growth, with the emerging economies generally outperforming the developed countries. Apart from a few products, the price of bulk commodities and various raw materials had generally declined. However, the unemployment rate was relatively low around the world as a whole. According to statistics released by the International Monetary Fund (IMF), among the major economies, in terms of GDP, only the US saw an upward trend, while the Eurozone and Japan faced a downslide. In the emerging markets, aside from very few countries such as India and Vietnam, other economies slowed down to varying degrees. Economic analysis reports mentioned that, despite the international financial crisis showing signs of easing, there are still risks of uncertainty. In particular, since the second quarter of 2019, the Sino-US trade conflict has added uncertainties to the global economy, trading and exchange rates. Hence, how to maintain steady progress in the path of recovery and making adjustment to maintain stable growth has become the top agenda item on the economic policy of many countries.

The GDP of Vietnam in 2018 reached 7.08%, the highest in the past decade, exceeding the pre-set growth target of 6.7%. The GDP growth in both the first and fourth quarters was above 7%, mainly attributable to the steady growth of the manufacturing industry and personal consumption, strong export and the inflow of foreign direct investment (FDI). The average consumer price index (CPI) was 3.54%, higher than that of last year. Total import and export trading value set a new historical high of approximately US\$482.2 billion. Total exports rose by 13.8% year-on-year while total imports increased by 11.5%, resulting in a trade surplus for the third consecutive year. Meanwhile, the inflow of FDI amounted to US\$19.1 billion, climbing to a new high for the third consecutive year and representing a year-on-year growth of 9.1%. The total capital arising from registration of new enterprises with foreign investors, the increase in capital injection and the acquisition of equity interest by foreign investors together was approximately 99% of that in 2017. Foreign exchange reserves also jumped to a new high. Vietnam's stock market outperformed other Asian countries, reaching the highest investment by foreign capital of the past three years. The interest rate and exchange rate still remained within a stable range. The exchange rate of the Vietnam Dong against the US dollar depreciated only slightly by 1.8% during the year. The economic growth in Vietnam in 2018 continued to contribute to the outstanding performance, making the country one of the most attractive investment destinations in the Asia Pacific region.

一、業務總覽

2018年世界經濟增長較2017年出現放緩跡象，世界GDP增長率與2017年大約持平，各國表現不一，當中新興經濟體優於已開發國家。大宗商品與各種原物料除少數產品外，價格普遍回落，然而，失業率在全球總體上處於相對較低的時期。國際貨幣基金組織(IMF)的數據顯示，主要經濟區域只有美國GDP出現上升趨勢，歐元區和日本等均出現下滑現象，新興市場除了印度、越南等極少數國家外，其他經濟體亦有不同程度的回落。多篇經濟分析報告均提到雖然國際金融危機已有所緩和，但仍存在一些不確定風險，尤其在第二季起，中美貿易磨擦使全球經濟、貿易與匯率增添更多變數。故如何在維持復甦步伐進中求穩，調整應變以穩定增長，成為各國經濟政策的首要任務。

越南2018年GDP增長率達7.08%，創近10年高位，超過預定增長目標6.7%，其中，第一季度與第四季度的GDP增長率超過7%，主要受惠於製造業與私人消費的穩定增長、強勁出口及國際直接投資(FDI)流入。平均消費物價指數(CPI)較2017年上漲3.54%，進出口貿易總額創下歷史新高，約達4,822億美元，出口總額同比增長13.8%，進口總額增長11.5%，連續第三年實現貿易順差。同時FDI資金到位率連續三年創下新紀錄，為191億美元，同比增長9.1%，而外商投資的新增企業註冊，增加注資及收購股權等資金總額約為2017年的99%。外匯存款亦創新高，另外，越南股市在亞洲國家中一枝獨秀，外資創下近三年來最大幅度超買，而利率與匯率仍維持穩定，越南盾兌美元全年僅微貶1.8%。故越南2018年經濟增長持續締造亮眼表現，成為亞太地區最具吸引力的投資地區之一。

Management Discussion and Analysis

管理層討論及分析

I. BUSINESS OVERVIEW (continued)

While the growth of the global economy slowed down, various economic indicators in Vietnam showed an outstanding performance. This was also accompanied by more intense competition and the rise in raw material and energy prices. The Group saw both growth and decline in its main products. For instance, the growth in market demand for specialty chemicals, fertilisers and feed products pushed up revenue and gross profit, while the rising costs of energy and main raw materials led to a drop in gross profit of MSG, modified starch and maltose products despite the Group recorded an increase in revenue in these products. In 2018, the Group's revenue increased by 10.5% or US\$33,967,000 year-on-year to US\$356,772,000, gross profit decreased by 0.9% or US\$639,000 year-on-year to US\$67,498,000, while the overall gross profit margin was down from 21.1% in 2017 to 18.9%. The Group's net profit declined by 7.2% or US\$1,344,000 year-on-year to US\$17,394,000, with net profit margin down from 5.8% to 4.9% year-on-year. To cope with market competition, the cost increased could not be fully reflected in the selling prices. Hence, cost climbing higher than the increase in product prices led to a slight decrease in the Group's profit despite the growth in revenue recorded during the year.

It is generally forecast that the global economy will continue to show a sluggish growth trend in 2019 and will still face uncertainties caused by the policies of major nations. Apart from the changes to the Sino-US trade friction, the political tension arising from Brexit and populism, the effects of extreme weather and the conflicts in the Middle East and South Asia, the economic factors such as the possible continued interest rate hikes in the US, the implementation of supply-side structural reform in the PRC as well as the rising energy prices will also add uncertainties which may affect economic growth. On the contrary, in Vietnam, the government has actively participated in the consolidation of the regional economy. It has benefitted from the introduction of FDI facilitated by, for example, the Comprehensive and Progressive Agreement for Trans-Pacific Partnership (CPTPP) and the European Union's free trade agreements (FTA). Vietnam has also benefitted from the shift of investment from foreign investors to the country to avoid the trade tensions. However, it still has to face the risks caused by the Sino-US trade disputes and non-tariff barriers for export products. Amid such changes, the Group will remain prudent and will formulate and execute flexible action plans to respond to the challenges of the business environment. It will endeavour to expand to new businesses, develop new products and new markets, control production costs and review its strategic alliance, in a bid to achieve further breakthroughs and development.

一、業務總覽（續）

雖然世界經濟出現增長趨緩的情況，但越南各項經濟指標表現優異，惟同時也帶來更多競爭，部分原物料與能源價格的上漲。綜觀集團主要產品互有漲跌，如特化產品、肥飼料因市場需求上升，帶動營收與毛利增加；味精、變性澱粉與麥芽糖等因能源與主要原料成本上漲，營收雖然增加但毛利反而減少。2018年年內集團營業額達356,772,000美元，較去年增加10.5%或金額33,967,000美元；毛利達67,498,000美元，較去年減少0.9%或金額639,000美元。集團總體毛利率由2017年的21.1%降至18.9%；集團溢利為17,394,000美元，較去年減少7.2%或金額1,344,000美元；淨利率則由同期5.8%降至4.9%。由於市場競爭因素，無法完全將上漲之成本反映於售價上。由於成本較價格上漲之幅度高，集團於本年之營收需錄得增長，但利潤稍為下降。

全球經濟總體預測在2019年仍出現增長趨緩的態勢，及普遍存在政策的不確定性。除中美貿易磨擦的變化，英國脫歐及民粹主義崛起政治緊張局勢，極端氣候、中東與南亞的衝突等問題外，經濟上如美國可能持續升息，中國推動供給側結構性改革，及能源價格上漲等因素，都將對經濟增長產生更多的變數。但反觀越南，政府積極參與區域經濟整合，如跨太平洋夥伴全面進步協定(CPTPP)、歐盟自由貿易協定(FTA)等有助於引進FDI而獲益，加上外商為避免貿易緊張局勢而轉進該國投資而從中受惠，但仍受到中美貿易爭端，出口產品遭遇非關稅壁壘的風險。對這些經濟環境的變化，集團將保持謹慎的態度，靈活調整策略來面對經營環境的挑戰，致力於拓展新業務，開發新產品及新市場，控制生產成本，以及檢討策略聯盟，令集團有更進一步的突破與發展。

Management Discussion and Analysis

管理層討論及分析

II. BUSINESS ANALYSIS

(1) Sales Analysis by Market

二、營業分析

(一) 市場銷售分析

Unit: US\$'000

單位：千美元

Country	國家	2018		2017		Difference	
		Amount	%	Amount	%	Amount	%
		二零一八年		二零一七年		差異	
		金額	%	金額	%	金額	%
Vietnam	越南	177,753	49.8%	162,986	50.5%	14,767	9.1%
Japan	日本	63,015	17.7%	64,199	19.9%	(1,184)	(1.8%)
PRC	中國	39,004	10.9%	29,056	9.0%	9,948	34.2%
ASEAN	東盟國家	31,593	8.9%	31,792	9.8%	(199)	(0.6%)
US	美國	20,327	5.7%	16,761	5.2%	3,566	21.3%
Others	其他	25,080	7.0%	18,011	5.6%	7,069	39.2%
Total	合計	356,772	100.0%	322,805	100.0%	33,967	10.5%

1. Vietnam

Vietnam is the largest market of the Group. In 2018, due to the steady growth in the economic sentiment in Vietnam, the market consumption power there increased. As such, the Group's revenue from the market rose by 9.1% or US\$14,767,000 year-on-year to approximately US\$177,753,000. The increase in revenue was mainly attributable to the Group's mounting of vigorous sales promotions and other business activities for MSG and seasonings to boost sales volume. The sales and selling prices of soda, modified starch and maltose increased due to the growth in market demand, which resulting in the rise in revenue. At the same time, selling price of fertilisers and feed products was adjusted upward. The revenue rose despite a drop in overall sales volume. The Group also actively developed new special fertiliser products. As revenue from other markets increased, the share of the revenue from the Vietnam market decreased slightly to 49.8% of the Group's total revenue from 50.5% in 2017.

1. 越南市場

越南為本集團第一大市場，主因越南於2018年經濟景氣穩定增長，市場消費能力增加，故集團於此市場之營收約177,753,000美元，較2017年增加9.1%或金額14,767,000美元。主要由於強化味精與調味料促銷與業務活動，推動銷量而提升營收。蘇打、變性澱粉與麥芽糖均因市場需求增加，提高銷量與售價，令營業額亦隨之增加。肥飼料調增售價，整體銷量雖然下滑，但營收增長，集團也積極布局新專用肥料產品。由於其他市場業績增加，故越南市場營收佔比由2017年50.5%微降至49.8%。

Management Discussion and Analysis

管理層討論及分析

II. BUSINESS ANALYSIS (continued)

(1) Sales Analysis by Market (continued)

2. Japan

Japan is the second largest market of the Group. The performance of the market declined during the year, mainly due to the slower-than-expected recovery of the Japanese economy and the competition in the MSG product market. Thus, to maintain a stable performance in this long standing market, the Group has adopted a more flexible sales strategy which led to a drop in revenue. Revenue from modified starch and fertiliser and feed products rose due to the increase in the selling prices of these products to maintain a reasonable profit. In Japan, apart from MSG, the Group's active efforts to develop and expand the modified starch segment also made a noteworthy contribution to the performance during the year. Revenue from the market amounted to US\$63,015,000 during the year, representing a decrease of 1.8% or US\$1,184,000 from 2017. The share of revenue generated from Japan accounted for 17.7% of the Group's total revenue, slightly lower than the 19.9% recorded in 2017.

3. The PRC

Revenue from the PRC market increased by 34.2% or US\$9,948,000 to US\$39,004,000 during the year. Its share of the Group's total revenue climbed from 9.0% in 2017 to 10.9%. The changes in the sales volume and selling price of the MSG market during the year resulted in the rise of sales volume and selling price of MSG. The demand for modified starch, fertiliser and feed products increased, which led to a year-on-year growth in sales volume and revenue. Moreover, the trading of the distribution products in the PRC market developed by the Group in recent years saw a gradual growth during the year, which drove the increase in revenue. Consequently, the sales of the PRC market jumped significantly when compared with last year.

二、營業分析(續)

(一) 市場銷售分析(續)

2. 日本市場

日本為本集團第二大市場，本年業績有所下滑，主要由於日本經濟復甦不如預期，同時味精產品亦面臨市場競爭，故集團為穩定此長期經營之市場，集團採取較彈性的銷售策略，致使營業額減少。變性澱粉與肥飼料為維持合理利潤而增加售價，營業額隨之增加。日本市場除味精外，集團亦積極投入變性澱粉之開發與拓展，對本年業績也有明顯的貢獻。年內於本區域營業額達63,015,000美元，較2017年減少1.8%或金額1,184,000美元，日本市場期內營收佔比為17.7%，稍低於2017年之19.9%。

3. 中國市場

本年中國市場營收為39,004,000美元，較2017年增加34.2%或金額9,948,000美元，營收佔比由2017年9.0%增至10.9%。年內因味精市場量價出現變化，使味精銷售量與價格均有所提升。同時，變性澱粉及肥飼料因需求增加，銷售量與營收均較去年同期提升。另外，中國區於近年所積極投入之貿易代理品項，於本年也有逐步展現增長，帶動營收之增長。使中國市場之銷售較上期有顯著提升。

II. BUSINESS ANALYSIS (continued)

(1) Sales Analysis by Market (continued)

4. ASEAN member countries

During the year, revenue from ASEAN member countries, excluding Vietnam, modestly decreased by 0.6% or US\$199,000 year-on-year to US\$31,593,000. Its contribution to the Group's total revenue was down from 9.8% to 8.9%. The decrease was mainly because the revenue growth of MSG in the ASEAN market was below expectation. Sales volume of its customers dropped due to the continued price competition of MSG, leading to the decrease of revenue. However, the revenue of modified starch, fertiliser and feed grew due to the greater demand for these products. The ASEAN market is a major long-term development focus of the Group. A subsidiary was thus set up in Cambodia by the Group in the second half of 2018, which will, in the initial stage, focus on developing the market and deploying related networks, and will put more effort to develop the market by strengthening sales and promotion of different products. The subsidiary is positioned as a base for further development, and is expected to facilitate a breakthrough in the growth in ASEAN market.

5. The US

Revenue from the US market reached US\$20,327,000 during the year, representing a rise of 21.3% or US\$3,566,000 from 2017. The proportion of its revenue from the market increased to 5.7% from 5.2% in 2017. The improvement was mainly attributable to the increase in sales volume of MSG. Also, driven by a higher shipment of maltose in the second half of the year to cater to the demand, sales performance of this product was better than the same period last year. Besides, the Group is actively developing new markets and new clientele for organic maltose and modified starch.

二、營業分析(續)

(一) 市場銷售分析(續)

4. 東盟市場

本年東盟市場，除越南之外，營收為31,593,000美元，較2017年稍減0.6%或金額199,000美元，佔集團總營收由9.8%降至8.9%。主要由於味精在東盟市場未如預期增長，因味精價格持續低價競爭，導致客戶銷量下滑，影響營業額，但澱粉與肥料因需求增加而帶動營收增長。東盟市場為集團主要持續開拓之重點市場，已於2018下半年於柬埔寨成立子公司，初期將著重開拓市場與網路佈局，並將更積極投入與強化該市場各項產品之銷售推廣，期望日後以此為前進基地，對東盟各市場應有較具突破性之增長。

5. 美國市場

美國市場年內營收20,327,000美元較2017年增加21.3%或金額3,566,000美元，營收佔比由2017年5.2%增至5.7%。業績上升主要由於味精銷售量的增加，同時麥芽糖於下半年因應需求而出貨量增加，使銷售表現優於去年，另外集團正積極拓銷有機糖漿與變性澱粉之新市場與新客戶群。

Management Discussion and Analysis

管理層討論及分析

II. BUSINESS ANALYSIS (continued)

(1) Sales Analysis by Market (continued)

6. Other regions

Other regions mainly include Taiwan, Korea and the European Union ("EU"). Total revenue rose by 39.2% or US\$7,069,000 during the year amounting to US\$25,080,000. The growth in revenue was mainly driven by higher sales of MSG and modified starch. The share of the revenue from other regions increased to 7.0% of the Group's total revenue from 5.6%.

(2) Sales Analysis by Product

二、營業分析(續)

(一) 市場銷售分析(續)

6. 其他市場

其他主要為台灣、韓國及歐盟市場，本年合計營收達25,080,000美元，此等營收增加主要由於味精與變性澱粉之增長所致。較2017年增加39.2%或金額7,069,000美元，佔集團總營收由5.6%增至7.0%。

(二) 產品銷售分析

Unit: US\$'000

單位：千美元

Item	項目	2018 二零一八年		2017 二零一七年		Difference 差異	
		Amount 金額	%	Amount 金額	%	Amount 金額	%
MSG and seasonings	味精+調味料	235,331	66.0%	223,612	69.3%	11,719	5.2%
Modified starch & native starch & maltose	變性澱粉+天然澱粉+麥芽糖	56,128	15.7%	44,182	13.7%	11,946	27.0%
Specialty chemicals	特化產品	32,552	9.1%	29,012	9.0%	3,540	12.2%
Fertilisers and feed products	肥料與飼料	21,165	5.9%	18,425	5.7%	2,740	14.9%
Others	其他	11,596	3.3%	7,574	2.3%	4,022	53.1%
Total	合計	356,772	100.0%	322,805	100.0%	33,967	10.5%

1. MSG and seasonings

During the year, revenue from MSG and seasonings-related products amounted to US\$235,331,000, representing a year-on-year increase of 5.2%, or US\$11,719,000. The revenue growth of MSG was mainly owed to the rising of sales volume caused by the strengthening of promotion and business activities in Vietnam and the easing of import competition between the PRC and Vietnam. Beside revenue of MSG from Taiwan, the US and Europe also increased. Notwithstanding the revenue from Japan and ASEAN dropped in varying degrees, the Group's revenue from MSG achieved a modest growth. Generally speaking, the revenue growth of MSG and seasonings-related products was less than that of other products of the Group. The contribution of these products decreased to 66% of the Group's total revenue from 69.3% in 2017.

1. 味精與調味料

年內味精和調味料相關產品營收235,331,000美元，較2017年增加5.2%或金額11,719,000美元。味精營收增加主要由於越南市場加強促銷及業務活動，另中國與越南進口競爭較為趨緩而提升銷售量。而在台灣、美國與歐洲之味精營收亦有增長，但在日本與東盟市場卻仍有不同幅度之減少，導致集團味精表現於年內僅小幅增加。整體而言，味精和調味料相關產品較集團內其他產品增長幅度小，故佔集團總營收由2017年69.3%降至66%。

II. BUSINESS ANALYSIS (continued)

(2) Sales Analysis by Product (continued)

2. *Modified starch/Native starch/Maltose*

During the year, cassava, the raw material for producing modified and native starch and maltose products, was in serious supply shortage due to a plague of pests on its plantations. The price of cassava starch surged as a result of the jump in market demand, leading also to the rise in both the selling price and sales volume of the Group's cassava products. However, the growth in revenue was not able to offset the growth in costs. During the year, revenue from modified and native starch and maltose products climbed 27.0% year-on-year, or US\$11,946,000, to US\$56,128,000. Sales of modified starch showed higher growth in Vietnam, the ASEAN market, the PRC and Europe. The sales volume and selling price of maltose also improved due to a continuous increase in demand. At present, the Group is actively developing and expanding new products with higher added values, including organic syrup and starch products as well as new markets. Growth is expected in this segment in the future.
3. *Specialty chemicals/Fertilisers and feed products*

Specialty chemicals including hydrochloric acid, soda and bleach are sold in the Vietnam market. During the year, the Vietnam economy continued to grow steadily resulting in the increasing demand for basic industrial chemicals. Revenue from specialty chemicals was up by 12.2%, or US\$3,540,000, year-on-year from US\$32,552,000 during the year. Its proportion of the Group's total revenue increased from 9.0% to 9.1%. At the same time, global demand for soda products increased but supply was reduced. This translated into a higher sales volume and selling price and thus higher revenue for the Group. As for hydrochloric acid, the relatively large proportion of output used internally by the Group during the year, together with the price competition with imported products and local manufacturers combined to cause the drop of selling price and sales performance. The Group has carried out the expansion plan for specialty chemicals production facilities to boost the growth of this product.

二、營業分析(續)

(二) 產品銷售分析(續)

2. *變性澱粉/天然澱粉/麥芽糖*

年內變性澱粉、天然澱粉與麥芽糖產品，因於年內，原料木薯產區受病蟲害影響導致大量短缺，木薯澱粉市場需求突增，價格飆升，使集團售價與銷量皆上漲，但營收之增加不及成本之增加。集團年內變性澱粉、天然澱粉與麥芽糖產品營收達56,128,000美元，較2017年增加27%或金額11,946,000美元。變性澱粉的銷售在越南、東盟市場、中國及歐洲均有較大幅度之增長。麥芽糖因需求持續增加，銷量與售價亦隨之上升，目前集團積極研發附加價值較高的有機糖漿與澱粉的新產品與開發新市場，未來增長之機會應可期待。
3. *特化產品與肥飼料*

特化產品包括鹽酸、蘇打、漂白水均於越南銷售。年內因越南經濟穩定增長，對此基礎工業產品需求增加，特化產品營收年內合計達32,552,000美元，較2017年增加12.2%或金額3,540,000美元，佔集團總營收由9%增至9.1%。同時，蘇打產品因國際市場需求增加，但供應卻減少，使集團銷量與售價皆上漲，致使營收增加。但鹽酸產品因年內自用量增加，另外亦受到進口與本地廠商之低價競爭，調降售價，致使業績下滑。集團已執行酸鹼廠擴廠計畫，以擴充此項產品的增長。

II. BUSINESS ANALYSIS (continued)

(2) Sales Analysis by Product (continued)

3. Specialty chemicals/Fertilisers and feed products (continued)

During the year, the price of fertilisers and feed products were adjusted according to market conditions and a growth and drop in selling prices and sales volume were seen. Overall, revenue of this segment climbed resulting partly from the stronger demand from the PRC market which drove up selling price, and partly from the Group's efforts to promote and develop new special fertilisers and feed products and engage new agents in key development zones and conducting a trial run on farms. The Group's revenue from fertilisers and feed products increased by 14.9%, or US\$2,740,000, year-on-year to US\$21,165,000 and its contribution to the Group's total revenue rose from 5.7% to 5.9%.

4. Other products

Other products mainly include new products and agent products that the Group distributes and sells in Vietnam and the PRC. Revenue reached US\$11,596,000, up 53.1% or US\$4,022,000 year-on-year, making up 3.3% of the Group's total revenue, up from 2.3% in the past year. The growth in revenue was attributable to the Group's strategy to promote new trade product, to form a special sales unit and to strengthen the building of sales channels. The substantial growth in sales volume of products distributed in the PRC including coffee beans, frozen food and wines was another reason for the improvement in revenue.

二、營業分析(續)

(二) 產品銷售分析(續)

3. 特化產品與肥飼料(續)

至於肥飼料，年內各產品依市況調整價格，售價與銷量互有漲跌。整體而言，主要由於中國市場需求增加，推動售價之提升，致使營業額增長，另一方面集團積極布局新專用肥飼料產品，並選定重點發展區域新代理及農場試驗，有助於推動營收增長。集團肥飼料產品營收達21,165,000美元，較2017年增加14.9%或金額2,740,000美元，佔集團總營收由5.7%增至5.9%。

4. 其他產品

其他產品主要為集團於越南與中國區所經營之新產品與代理品，營收達11,596,000美元，較2017年增加53.1%或金額4,022,000美元，佔集團總營收由2.3%增至3.3%。主要為集團推廣之新貿易產品銷售，成立專責銷售單位，加強建立銷售管道之策略奏效，尤其中國區所代理之咖啡豆、冷凍食品與酒等銷售產品銷量大增，營業額亦隨之增加。

III. MAJOR RAW MATERIALS/ENERGY OVERVIEW

1. Cassava

The area of cassava plantations were reduced in Vietnam, Thailand and Cambodia during the 2017/2018 harvest period. This, plus the pest attack on the crops at this time resulted in an ongoing cassava supply shortage, substantially pushed up the price of raw materials of cassava and starch. Due to the change in farmers' plantation habits, effects of climate change and market competition, it is expected that the supply of new material cassava will continue to be affected in 2019. As a result, the production of the Group's cassava starch-related products will face challenge. Hence, in addition to relying on information links to secure raw material supply sources, the Group will also strive to implement its procurement strategy effectively and form strategic alliances with supply channels to ensure the access to stable raw material supplies.

2. Molasses

The global sugar market experienced a supply shortage in 2016/2017. Sugar production reached a new high in the 2017/2018 harvest period while demand fell. Hence, the price of molasses stabilised in 2018. According to the report issued by the International Sugar Organisation, the excess global supply of sugar would compensate for a reduction in production volume of 2,000,000 tonnes by key sugar producing countries in 2018/2019. In 2019, as Brazil continues to use more sugar cane to produce ethanol, India remains vulnerable to adverse climate conditions and pest attacks, the EU is reducing the sugar plantation area, Thailand continues to implement a biomass energy business plan, as well as the food and beverage producers are reducing sugar content in their products to meet the rising health awareness of consumers, therefore production and export volume of sugar may continue to drop. As for molasses, the Group needs to monitor various factors that are expected to slightly push up the price of molasses including plantation area, climate change and biomass energy policy.

三、主要原料／能源概況

(一) 木薯

於2017/2018年的產季，越南、泰國及柬埔寨之木薯種植面積都減少，加上2017/2018年產季發生木薯病蟲害，使得木薯供應量持續不足，引致木薯與澱粉原料價格大幅攀升。同時，隨著農民的種植習慣、氣候變化與市場競爭，預期2019年木薯原料供應仍將受到影響，此將使集團木薯澱粉相關產品之生產面臨挑戰。故集團除透過資訊連結來掌握原料供應來源外，將更致力於運用採購策略與建立策略聯盟供應管道，以掌握原料的穩定供應。

(二) 糖蜜

世界糖市於2016/2017年供不應求，但進入2017/2018年產季，糖生產量創新高紀錄，糖需求市場反而減少，故糖蜜價格於2018年回穩。根據國際糖業組織(International Sugar Organization)報告，全球供應量過剩，足以填補2018/2019年主要產糖國200萬噸的減產量。集團預計2019年受到巴西持續將更多甘蔗用於生產乙醇、印度天氣與蟲害之憂慮、歐盟種植面積減少、泰國仍持續其生質能源產業計劃等影響，加上由於消費者越來越注重健康，食品和飲料生產商可能繼續減少產品的含糖量，預估糖產量與出口量將可能下降。而糖蜜部分，仍需觀察種植面積、氣候變化及生質能源政策等影響因素，預估應稍微推升糖蜜價格。

Management Discussion and Analysis

管理層討論及分析

III. MAJOR RAW MATERIALS/ENERGY OVERVIEW (continued)

3. Energy

The global energy landscape has changed drastically in 2018. Among the oil producing countries, the US shale oil industry experienced rapid growth and increased crude oil production in 2018. Greater fluctuations in petroleum prices made renewable energy more competitive. The coal market has also recovered from the in-depth global adjustments conducted in preceding years. In 2018, except for countries in Europe and the US, all other major coal producing countries maintained their growth in coal production volume. A report issued by the International Energy Agency (IEA) stated that although developed countries are reducing the use of coal, emerging economies represented by India, Indonesia and Vietnam still have huge demand for coal as a means to quickly enhance power generation. Thus, coal price is expected to remain at a high level.

With regard to electricity price, the Vietnam Government continued to implement policy to stabilise related prices in 2018 which is essential for supporting steady economic growth and a stable inflation rate. However, as Vietnam has already achieved the goal of controlling its inflation rate at below 4% in 2018, the country has decided to adjust the electricity price in the second quarter of 2019.

IV. FINANCIAL REVIEW

(1) Liquidity and Financial Resources

The Group had cash and cash equivalent, short-term bank deposits, and structured bank deposits of US\$58,445,000, US\$11,200,000 or about 16.1% less than that at the end of 2017. Short-term bank borrowings increased year-on-year by US\$1,590,000 or about 21.0% to US\$9,173,000. The decrease in bank deposits and rise in short-term bank borrowings were mainly due to the increase in procurement of agricultural products to ensure stable raw material sources and prices. Long-term bank borrowings declined by US\$821,000 or around 3.0% to US\$26,993,000. Total bank borrowings amounted to US\$36,166,000, US\$769,000 or around 2.2% more than that at the end of 2017. All of the borrowings were denominated in US dollars. The proportions of short-term and long-term bank borrowings were 25.4% and 74.6% respectively. During the period, net finance income of US\$97,000 was recorded in 2018 while US\$49,000 was recorded in 2017.

三、主要原料／能源概況（續）

（三）能源

世界能源形勢在2018年產生較大變化，產油國中的美國頁岩油田年內快速增長使得2018年原油產量增加，致使石油價格出現大幅波動，再生能源更具競爭力。煤炭市場在經歷了前幾年的全球性深度調整之後已經出現復甦，2018年除歐美國家外，世界其餘主要產煤國家煤炭產量都保持增長態勢。國際能源署(IEA)報告中指出，近年已發達國家正減少對煤炭的使用，然而印度、印尼、越南為代表的新興經濟體卻迅速提高發電量，對煤炭的需求大幅提升，所以預估煤炭價格可能維持在高檔區。

在電價方面，越南政府於2018年為維持穩定的經濟成長與通貨膨脹率，維持穩定電價政策。但由於越南在2018年通脹率達到4%以下的目標，故此決定在2019年第二季調整電費。

四、財務回顧

（一）流動資金與財政資源

集團現金及現金等價物，銀行短期存款和結構性銀行存款為58,445,000美元，較2017年底減少11,200,000美元，約16.1%。短期借款為9,173,000美元，較2017年底增加1,590,000美元，約21%。存款減少與短期借款增加，主要因為增加購買農產品原料，以穩定原料來源與價格；長期借款為26,993,000美元，減少821,000美元，約3.0%。借款總額為36,166,000美元，較2017年底增加769,000美元或增加約2.2%，全為美元借款；短期和長期借款比率為25.4%比74.6%。期內淨財政收入由2017年49,000美元增至2018年97,000美元。

IV. FINANCIAL REVIEW (continued)

(1) Liquidity and Financial Resources (continued)

Trade receivables were US\$33,151,000, representing an increase of US\$1,500,000 or around 4.7% when compared with that in the end of 2017. Around 63.5% of the trade receivables were aged within 30 days. As at 31 December 2018, total inventory was US\$91,102,000, up by US\$8,234,000 or around 9.9% when compared with that in the end of 2017. The increase in inventory was mainly attributable to the growth in the Group's finished products and raw materials for production in January 2019.

As a result of the slight increase in both bank borrowings and equity ratio, the Group's gearing ratio (total borrowings to total equity ratio) was 12.6%, nearly the same as the 12.5% recorded at the end of 2017. With cash on hand exceeding borrowings, net gearing ratio (total borrowings less cash and deposits to total equity ratio) was negative in both 2017 and 2018.

Current liabilities for the period increased at the increase of short-term borrowings and payables, the Group's current ratio slightly decreased from 3.8 in the end of 2017 to 3.3 in 2018, while the quick ratio declined from 2.2 in the end of 2017 to 1.8 due to the increase in inventory. Although both the current ratio and the quick ratio dropped, the financial position of the Group remained sound.

(2) Capital expenditure

During the period, capital expenditure amounted to approximately US\$25,520,000, US\$4,981,000 higher than the capital expenditure of US\$20,539,000 recorded in 2017.

四、財務回顧(續)

(一) 流動資金與財政資源(續)

應收貿易帳款為33,151,000美元，較2017年底增加1,500,000美元，約4.7%，30天期內應收帳款佔約63.5%。存貨總額於2018年12月31日為91,102,000美元，較2017年底增加8,234,000美元，約9.9%。存貨增加主要是期內集團成品增加與為2019年1月生產所需之原材料增加所致。

因借款及股東權益都稍為增加，資本負債比（總借款比股東權益）為12.6%，接近2017年底的12.5%；由於現金高於借款，淨資本負債比（總借款扣除現金和存款比股東權益）於2017年與2018年皆為負數。

期內，短期借款與應付款項增加導致流動負債增加，流動比率2018年底為3.3，稍低於2017年底之3.8，速動比率因庫存增加，由2017年底之2.2降為1.8，雖然流動比率與速動比率均下降，但集團財務結構仍是穩健。

(二) 資本支出

期內資本支出共約25,520,000美元，較2017年資本支出的20,539,000美元增加4,981,000美元。

IV. FINANCIAL REVIEW (continued)

(3) Exchange rate

In 2018, Vietnam achieved the highest economic growth in the current decade with a record high import and export trading volume, foreign exchange reserves and foreign direct investment capital adequacy ratio. All these factors were favourable to stabilising the exchange rate of the Vietnam Dong. The State Bank of Vietnam announced that the Vietnam Dong depreciated by 1.78% in 2018, from 22,425 Vietnam Dong/US dollar in the end of 2017 down to 22,825 Vietnam Dong/US dollar in the end of 2018. But the depreciation of the Vietnam Dong was still far lower than other currencies. In 2018, affected by the escalation of the Sino-US trade dispute, the exchange rate of the RMB continued to fall which also caused the Vietnam Dong to depreciate. The bank rate in December was more than 23,100 Vietnam Dong to US\$1. However, experts believe the depreciation pressure on exchange rates will be lessened as the PRC and US will continue to negotiate over trade issues in 2019 and which seems to have taken a favourable turn. That plus the inflation rate in Vietnam being under control in the past few years have led to a general expectation that the depreciation of the Vietnam Dong will only be mild.

The Group's subsidiaries in the PRC are mainly responsible for local sales with transactions denominated in RMB. The RMB exchange rate appreciated by 6% against the US dollar in 2017. The trend of the RMB exchange rate in 2018 was basically stabilized, followed by depreciating. In mid-to-late April, the exchange rate between the RMB and the US dollar fell due to the escalation of Sino-US trade friction, the strong rebound of US dollar indices, quicker depreciation of the currencies of the emerging markets, continuous fermentation of global disputes and the slowdown in PRC economic growth. The RMB and the US dollar fell by a total of 4.9% in 2018. The PRC could face greater impact if the Sino-US trade war lasts longer. Therefore the Group will keep a constant watch on changes in the exchange rates of the RMB.

(4) Earnings per share and dividends

Basic earnings per share were 0.94 US cents for the period. The Board has resolved to declare payment of final dividend of 0.265 US cents per share. The dividend payout ratio was 60%.

四、財務回顧(續)

(三) 匯率

越南2018年經濟增長為近10年最高，進出口貿易總額與外匯存底創歷年新高，外國人直接投資資金到位率創新紀錄，這些因素均有利於穩定匯率。越南國家銀行公佈的2018年中心匯率貶值1.78%，由2017年底的22,425越南盾／美元，貶值至2018年底的22,825越南盾／美元，而越幣貶值幅度仍遠低於其他貨幣。2018年受到中美貿易爭端加劇影響，人民幣匯率一路下滑，亦帶動越南盾貶值，於12月份，銀行美元匯兌越南盾已超過23,100越南盾換一美元。不過專家認為，2019年中美將進行貿易談判，談判前景似有轉機，匯率貶值壓力將會減少，而且越南通貨膨脹率在這幾年來都得到控制，故一般預期，越南盾貶值幅度將不致於過大。

集團中國區子公司主要以中國國內銷售為主，交易以人民幣計算。2017年人民幣兌美元總計升值6%，2018年人民幣匯率走勢總體呈現先穩後貶，自4月中下旬，隨著中美貿易摩擦升級，美元指數強勢反彈，新興市場貨幣加速貶值，加上全球貿易摩擦不斷發酵，國內經濟增長持續承壓等多重因素影響，人民幣兌美元匯率持續承壓下挫，2018年合計貶值4.9%。中美貿易摩擦持續時間越長，對中國的影響便越大，故此集團仍需密切觀察人民幣的變化。

(四) 每股盈利及股息

本期每股基本盈利為0.94美仙。董事會決定派發末期股息每股0.265美仙。派息率為60%。

Management Discussion and Analysis

管理層討論及分析

V. PROSPECTS

Looking ahead to 2019, though facing a changing global backdrop and shifting economic trends such as the uncertainties associated with the development of the Sino-US trade issues and conflicts in certain regions, the Group remains optimistic about the global economic trend. To address the uncertainties and risks arising from the unstable supply and prices of raw materials, excess production of a number of products in the market and rapid change in industry operation and competition, the Group will continue to strengthen its development, cooperation with partners and innovation and adopt effective measures to fuel market development and achieve higher growth.

The Group has reinforced its business foundation in recent years, striving diligently in various aspects including utilising resources to lower costs, enhancing product quality and production efficiency, maintaining long term and close relationships with customers, expanding domestic and overseas markets and developing new products, new markets and new customers. These efforts have started to bear fruit. Looking ahead, despite facing considerable operational uncertainties, the Group will continue to adhere to and forcefully implement its set development strategies to align its goals, mission and strategies, in order to realise long-term development and operational efficiency. These strategies include:

- Restructure the product lines to focus on core products, with an aim to raise the proportion of high value-added products and reduce the number of low gross profit items to maintain overall profit of products at a reasonable level.
- Actively develop new products and boost business in new markets to enhance market positioning and brand competitiveness; adjust its business structure, increase the number of new agents, secure new customers and at the same time enhance the existing distribution channels and sustain and apply its brand influence, with the objective of empowering overall business performance and expansion.
- Explore procurement channels for raw material diversification and strengthen its access to critical raw material sources to provide flexibility.
- Continue to improve production technologies thereby bolstering production efficiency, and also increase capital expenditure in order to expand production of high-potential products so as to maintain its industry leadership and continue to promote the implementation of energy-saving projects.

五、展望

展望2019年之發展，面對全球性景氣與經濟形勢的變化，如中美貿易摩擦的演變與某些區域衝突等所牽動的不確定因素等，集團對於全球經濟趨勢仍持審慎的態度。面對原料供應與價格不穩定、市場上多項產品產能過剩及產業經營競爭變化迅速等不確定因素與風險，集團將持續加強開發、合作與創新，採取各種有效措施以增強市場發展，進一步取得成長。

近年來，集團紮實執行各項基礎工作，充分利用資源來降低成本、提高產品品質與生產效率，深耕客戶關係以維持長期的緊密關係，強化拓展海內外市場，開發新產品新區域新客戶群，並已取得初步改善成效。展望未來，集團雖仍面臨經營環境的不確定性，但仍將聚焦於執行組織既定的發展策略，落實策略的行動方案，以達願景、使命與策略的緊密結合，追求長遠發展與經營成效，其中包含：

- 透過產品線的重新組合，把焦點放在核心產品上，以提升高附加價值產品的比重，減少低毛利品項，維持產品的合理利潤。
- 積極投入新產品開發，以提升新市場業務，強化在市場中的定位，並提升品牌競爭優勢；透過業務組織的調整，增加新代理、新客戶的拓展，同時再深耕目前既有市場的通路，並延續與發揮品牌價值，以強化集團整體業績表現與業務拓展。
- 增加原料多元化之採購管道與通路，以增強並靈活掌握關鍵大宗原料之穩定來源。
- 持續改善生產技術及提高生產效率，同時再增加資本支出的投入，擴充潛力產品的生產規模，以維持產業領先地位，並持續推動節能省電專案。

Management Discussion and Analysis

管理層討論及分析

V. PROSPECTS (continued)

- Draw on the Group's own resources and innovations breakthroughs from the execution of its strategies, combine the strengths of industry peers and players in other industries and strengthen the communications with strategic partners; work closely with customers and gear up for developing customised products so as to boost its new product portfolio and expand the third party product business to diversify product channels and marketing strategies in order to meet the needs of customers in niche markets.
- Adopt the co-opetition strategy and use its production base in Vietnam to actively develop ASEAN and Free Trade Agreement (FTA) covered markets. The Comprehensive and Progressive Agreement for Trans-Pacific Partnership (CPTPP) that will take effect soon will also be conducive to the development of relevant new high-value businesses.
- Consider extending its foothold in ASEAN countries and continuing its development in these countries, expand into other business segments with its core products, extend its business and distribution network, create new market opportunities, broaden its brand influence and eventually expand its business presence.
- Promote diversified marketing and business management models to provide greater convenience and flexibility in product distribution and information exchange, as well as strengthen network marketing activities, marketing data analysis and customer relations management.
- Use financial management to devise strategies aiming to enhance operations efficiency and also lower operations costs and optimise asset utilisation rate, thus maximising shareholder value. Steps will also be taken to carry out effective capital management to mitigate the risk of foreign exchange and interest rate fluctuations amidst increased turbulence in financial markets.

Operating in a rapidly changing environment, the Group will maintain flexibility in conducting its business and adjust its strategic approach in order to maintain its competitiveness and cooperative relations. Apart from tackling fundamental operational tasks, the Group will also devote greater efforts to implement strategies and target new business environments. While the current situation presents many challenges, the Group also sees many development opportunities. The management is confident that by implementing strategies based on its existing operational foundation as well as reviewing and implementing various strategies in a prudent and proactive manner, the Group will be able to seize more development opportunities in the industry and realise operational efficiency to achieve breakthroughs and advancement in its operations.

五、展望(續)

- 有效運用集團資源及行動策略的創新突破，並結合同業異業，持續加強策略聯盟之溝通；緊密結合客戶關係，朝向客製化生產發展，以提升新產品規模；並擴充代理產品業務，加強產品通路行銷策略，以滿足分眾市場客戶需求。
- 以競合策略為基礎，利用越南生產基地，積極發展東盟市場與有簽訂自由貿易協定(FTA)的合作市場，另外跨太平洋夥伴全面進步協定(CPTPP)即將生效，有助於拓展相關具價值優勢的新事業。
- 思考持續前進東盟國家設立營運據點，以核心產品帶領拓展其他業務，並延伸業務與行銷網路，開創新市場商機，延伸品牌的營銷力度，以擴增集團的事業版圖。
- 推動多元行銷與業務管理方式，提高產品流通與訊息交換的便利與機動彈性，並加強網路行銷工具，分析行銷數據與管理客戶關係。
- 運用財務管理，在提升效益的同時，致力下降營運成本與提高資產使用效率，創造股東價值最大化，並於金融市場震盪幅度增大之際，做好營運資金管理，降低匯率及利率的風險。

隨著經營環境快速的變化，管理層將彈性靈活執行各項行動方案，不斷轉變思維來維持競爭與合作，除實行經營基本工作外，面對新經濟環境變化亦會落實相應的策略，展望目前局勢，雖有挑戰但仍存在發展機會。管理層相信憑著運用既有的經營基礎，並以更謹慎積極的態度，檢視及推動各項策略，掌握更多產業發展機會，發揮集團營運綜效，以期有更進一步的突破與發展。



High Quality
High-demand Products
高品質高需求產品



At the heart of Vedan International's business success is a group of core products with widespread applications and strong brand recognition, one of the Group's most important and well-guarded assets. Its renowned "Vedan" brand MSG, for example, is considered essential throughout the food processing industries across Asia for its role in enhancing the flavours of a range of foodstuffs, and enjoys a huge and constantly growing market throughout Vietnam, the PRC, ASEAN countries, Japan and the United States.

味丹國際的成功有賴於一組應用廣泛和品牌知名度高的產品，是集團高度重視的資產之一。例如馳名的「味丹」味精，能夠加強食物的鮮味，普遍地用於各類食品調味，更在亞洲各地，被食品加工業視為不可或缺的烹調材料，而在越南、中國、東盟國家、日本以及美國等市場亦錄得強勁的銷售增長。



Profile of Directors, Senior Management and Company Secretary 董事、高級管理層及公司秘書簡介

EXECUTIVE DIRECTORS

Mr. YANG, Tou-Hsiung, 76, the Chairman and an Executive Director of the Company, as well as the Chairman of the Nomination Committee. Mr. YANG, Tou-Hsiung graduated from Taichung Min Der Commercial Vocational High School. Mr. YANG, Tou-Hsiung has approximately 56 years' working experience in the MSG industry and is one of the founders of the Taiwan Vedan Group. Mr. YANG, Tou-Hsiung is responsible for formulating our overall corporate strategy. Mr. YANG, Tou-Hsiung is also a director of Vedan Vietnam, Taiwan Vedan, Billion Power Limited and King International Limited. Mr. YANG, Tou-Hsiung is also an executive director of Taiwan Amino Acid Manufacturers Association.

Mr. YANG, Cheng, 64, an Executive Director of the Company. Mr. YANG, Cheng had approximately 43 years' working experience in the MSG industry. Mr. YANG, Cheng is responsible for formulating our business development strategy. Mr. YANG, Cheng is also a director of Taiwan Vedan, Billion Power Limited and King International Limited. Mr. YANG, Cheng is presently the Chairman of Vedan Culture and Education Foundation, the commissioner of Industrial Development and Investment Promotion Committee of Taichung City, the Executive Director of New Taiyuan Urban Development Association and the supervisor of Taichung Culture & Education Foundation. Mr. YANG, Cheng obtained an EMBA Degree from Xiamen University in the PRC in 2004.

Mr. YANG, Kun-Hsiang, 61, the Chief Executive Officer of the Company. Mr. YANG, Kun-Hsiang is responsible for overseeing the Group's operations and strategic management. Mr. YANG, Kun-Hsiang obtained a master degree in agricultural chemistry from Meiji University, Japan. Mr. YANG, Kun-Hsiang has been involved in the development of the business operations of Vedan Vietnam since 1991. Mr. YANG, Kun-Hsiang is currently a director and President of Vedan Vietnam and also a director of Taiwan Vedan, Billion Power Limited and Concord Worldwide Holdings Ltd. Mr. YANG, Kun-Hsiang is also an executive director of Taiwan Amino Acid Manufacturers Association and Mr. YANG, Kun-Hsiang has 32 years' working experience in the MSG industry.

Mr. YANG, Chen-Wen, 55, an Executive Director and a director of Vedan Vietnam, Taiwan Vedan, Billion Power Limited, High Capital Investments Limited. Mr. YANG, Chen-Wen has approximately 25 years' working experience in the MSG industry. Mr. YANG, Chen-Wen is responsible for coordinating our purchase activities. Mr. YANG, Chen-Wen obtained a bachelor degree in mechanics in 1993 from Waseda University, Japan.

Mr. YANG, Kun-Chou, 59, an Executive Director. Mr. YANG, Kun-Chou had approximately 37 years' working experience in the food, beverage and consumer products industry. Mr. YANG, Kun-Chou is a director and Vice President of Taiwan Vedan and is also a director of Vedan Vietnam, Shanghai Vedan, Xiamen Vedan (formerly known as Xiamen Maotai) and Concord Worldwide Holdings Ltd. Mr. YANG, Kun-Chou also holds directorship in Ve Wong Corporation (a company listed on the Taiwan Stock Exchange Corporation) since 28 June 2006.

執行董事

楊頭雄先生，76歲，本公司主席兼執行董事、提名委員會主席。楊頭雄先生畢業於台中明德高職，彼在味精行業積累約56年工作經驗，是台灣味丹集團創辦人之一。楊頭雄先生負責制訂集團之整體企業策略。楊頭雄先生亦是味丹越南、台灣味丹、Billion Power Limited及King International Limited之董事。楊頭雄先生現任台灣胺基酸工業同業公會常務理事。

楊正先生，64歲，本公司執行董事。楊正先生在味精行業積累約43年工作經驗。楊正先生負責制訂本集團之業務發展策略。楊正先生亦是台灣味丹、Billion Power Limited及King International Limited之董事。此外，楊正先生現任味丹文教基金會董事長、台中市工商發展投資策進會委員、台中市新太原都市發展促進會常務理事及台中市文教基金會監事。楊正先生於二零零四年取得中國廈門大學EMBA學位。

楊坤祥先生，61歲，本公司之行政總裁，負責監督本集團之業務運作及策略管理。楊坤祥先生畢業於日本明治大學，取得農業化學碩士學位。楊坤祥先生自一九九一年起參與味丹越南之發展及管理，現任味丹越南董事兼總經理，亦是台灣味丹、Billion Power Limited及Concord Worldwide Holdings Ltd之董事。此外，楊坤祥先生目前也擔任台灣胺基酸工業同業公會常務理事。楊坤祥先生在味精行業積累逾32年工作經驗。

楊辰文先生，55歲，執行董事及味丹越南、台灣味丹、Billion Power Limited及High Capital Investments Limited之董事。楊辰文先生在味精行業積累約25年工作經驗。楊辰文先生負責統籌本集團之採購活動。楊辰文先生於一九九三年在日本早稻田大學取得機械學士學位。

楊坤洲先生，59歲，執行董事。楊坤洲先生在食品、飲料及消費產品行業中擁有約37年工作經驗。楊坤洲先生為台灣味丹之董事兼副總裁，亦為味丹越南、上海味丹、廈門味丹（前稱廈門茂泰）及Concord Worldwide Holdings Ltd之董事。楊坤洲先生亦於二零零六年六月二十八日起出任味王股份有限公司（台灣證券交易所上市公司）之董事。

Profile of Directors, Senior Management and Company Secretary

董事、高級管理層及公司秘書簡介

NON-EXECUTIVE DIRECTORS

Mr. HUANG, Ching-Jung, 65, a Non-executive Director, member of the Remuneration Committee and Chairman of Shanghai Vedan and Xiamen Vedan (formerly known as Xiamen Maotai). Mr. HUANG is also the Vice President of Taiwan Vedan. Mr. HUANG graduated from the department of accounting and statistics of the National Taichung Commercial College, Taiwan in 1974. Mr. HUANG has approximately 41 years' experience in administration and finance.

Mr. CHOU, Szu-Cheng, 58, a Non-executive Director. Mr. CHOU is the Supervisor of Taiwan Vedan and an Independent Non-executive Director of Shin-Kuen Plastics Co., Ltd. (a publicly-traded company on the Taiwan Stock Exchange Corporation). Mr. CHOU was the founder member of Legalway Law Firm, the director and legal consultant of Wincome Incorporation and a supervisor of Shih-Kuen Plastics Co., Ltd. (a publicly-traded company on the Taiwan Stock Exchange Corporation). He has over 26 years of experience in the legal industry. Mr. CHOU obtained his Bachelor of Law degree from Soochow University, Master of Law degree from East China University of Political Science and Law and Doctorate of Law degree from Peking University.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAO, Pei-Hong, 57, an Independent Non-executive Director and the Chairman of the Audit Committee member of the Nomination Committee and Remuneration Committee. Mr. CHAO obtained a bachelor degree in law in 1984 and a master degree in law from Soochow University, Taiwan in 1986 and a master degree in law from the University of Houston in 1992. Mr. CHAO is an executive partner of Jurist Law Offices, a law firm in Taiwan. Mr. CHAO is also a director of Hua Yu Lien Development Co., Ltd (a company listed on the Taiwan Stock Exchange Corporation, formerly known as Fui Industrial Co., Ltd. and was renamed on 19 June 2013) and the Independent Non-executive Director of Force-MOS Technology Co., Ltd (an emerging-stock company on the Taiwan Stock Exchange Corporation). Mr. CHAO has approximately 29 years' experience in his practice.

Mr. KO, Jim-Chen, 58, an Independent Non-executive Director, a member of the Audit Committee and Nomination Committee, as well as the Chairman of the Remuneration Committee. Mr. KO graduated with a Bachelor of Business Degree from Feng Chia University, Taiwan, and subsequently obtained a Master of Science Degree in Accounting from the University of Delaware, USA. Mr. KO has been the executive partner of Weyong International CPAs & Co., Certified Public Accountants in Taiwan since 2000. Mr. KO is also the Independent Non-executive Director and a member of the Remuneration Committee of Kunyue Development Co., Ltd. (a publicly-traded company on the Taiwan Stock Exchange Corporation). Mr. KO is currently a director of Taichung Season Arts Education Foundation, Taiwan.

非執行董事

黃景榮先生，65歲，非執行董事，薪酬委員會成員兼上海味丹與廈門味丹（前稱廈門茂泰）董事長。黃先生亦是台灣味丹之副總裁。黃先生在一九七四年畢業於台灣國立台中商學院之會計及統計系。黃先生在行政及財務方面累積約41年經驗。

周賜程先生，58歲，非執行董事。周先生為台灣味丹之監察人，亦是世堃塑膠股份有限公司（台灣證券交易所上櫃公司）之獨立董事。周先生曾為理維國際法律事務所創辦人之一、懷康科技股份有限公司之董事及法律顧問及世堃塑膠股份有限公司（台灣證券交易所上櫃公司）之監察人，於法律界擁有逾26年經驗，周先生獲得東吳大學法學學士學位、華東政法學院法學碩士學位及北京大學法學博士學位。

獨立非執行董事

趙培宏先生，57歲，獨立非執行董事兼審計委員會主席、提名委員會及薪酬委員會成員。趙先生分別於一九八四年及一九八六年獲台灣東吳大學頒授法律學士及法律碩士學位，及於一九九二年獲休斯頓大學頒授法律碩士學位。趙先生是台灣一家律師事務所—法學法律事務所之執行合夥人，亦是華友聯開發股份有限公司（台灣證券交易所上市公司，原名：福益實業股份有限公司，於二零一三年六月十九日被重新命名）之董事及力士科技股份有限公司（台灣證券交易所上櫃公司）之獨立非執行董事。趙先生約有29年執業經驗。

柯俊禎先生，58歲，獨立非執行董事兼審計委員會、提名委員會成員及薪酬委員會主席。柯先生畢業於台灣逢甲大學並獲頒授商業學士學位，並於美國德拉瓦大學獲授會計學理學碩士學位。柯先生自二零零零年起為台灣註冊會計師維揚聯合會計師事務所之執行合夥人。柯先生亦是坤悅開發股份有限公司（台灣證券交易所上櫃公司）之獨立非執行董事及薪酬委員。柯先生目前也擔任台灣臺中市四季藝術教育基金會之董事。

Profile of Directors, Senior Management and Company Secretary

董事、高級管理層及公司秘書簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Mr. CHEN, Joen-Ray, 59, an Independent Non-executive Director and a member of the Audit Committee, Nomination Committee and Remuneration Committee. Mr. CHEN, holds a Master of Business Administration Degree from the Eastern Illinois State University, and a Bachelor Degree from the National Taiwan University. Mr. CHEN is presently the Chairman of Ray Wing Research and Investment Corporation and also a supervisor of Forcecon Tech. Co., Ltd., the Independent Non-executive Director of Kayee International Group Co., Ltd. (a publicly-traded company on the Taiwan Stock Exchange Corporation) and Vectorite Biomedical Inc. (an emerging-stock company on the Taiwan Stock Exchange Corporation). Mr. Chen has more than 31 years of experience in securities business in Taiwan and was the Vice Chairman and General Manager of Yuanta Securities Investment Consulting Co., Ltd., the Chairman of Concord Capital Management Corp. and the Senior Vice President of Concord Securities Co., Ltd.

Mr. Huang, Chung-Fong, aged 63, an Independent Non-executive Director and a member of the Audit Committee. Mr. Huang holds a bachelor's degree in electrophysics and a master's degree in management science from National Chiao Tung University in Taiwan. Mr. Huang is currently a technical expert in the rank of adjunct associate professor at the department of transportation & logistics management of National Chiao Tung University in Taiwan. He is also the president of Citpo Technologies Inc.

Mr. Huang was the founder secretary general of Chinese Professional Management Association of Hsinchu, Taiwan from 1994 to 1995 and was the first president of Weblink International Inc. responsible for its establishment from 1996 to 2000. Mr. Huang was the chairman of Provision International Inc. from 1999 to 2000. Mr. Huang was the first president of Lottery Technology Service Corporation from 2001 to 2007 and was the vice president of Quality Assurance, ITGO, Acer Inc. from 2008 to 2009. Mr. Huang then served a second term as president of Weblink International Inc., assisting in developing new businesses from 2010 to 2011. He was the chairman of Ecom Software Inc. from 2010 to 2013 and an adjunct assistant professor in the Department of Industrial Engineering and Management of National Chiao Tung University in Taiwan from 2011 to 2013. He was the president of Taiwan Regional Operations of Acer Inc. from 2014 to 2016.

The relationships of the following directors are as follows:

- Mr. YANG, Tou-Hsiung and Mr. YANG, Cheng are brothers.
- Mr. YANG, Kun-Hsiang and Mr. YANG, Kun-Chou are brothers.
- Mr. YANG, Tou-Hsiung and Mr. YANG, Cheng are cousins of Mr. YANG, Kun-Hsiang, Mr. YANG, Kun-Chou, as well as Mr. YANG, Chen-Wen.

獨立非執行董事 (續)

陳忠瑞先生，59歲，獨立非執行董事兼審計委員會、提名委員會及薪酬委員會成員。陳先生持有 Eastern Illinois State University 之工商管理碩士學位，以及國立台灣大學之學士學位。陳先生目前為瑞展產經研究股份有限公司之董事長，亦是力致科技股份有限公司（台灣證券交易所上櫃公司）之監察人、凱羿國際集團股份有限公司（台灣證券交易所上櫃公司）及鑫品生醫科技股份有限公司（台灣證券交易所上櫃公司）之獨立非執行董事。陳先生於台灣之證券業務擁有逾31年工作經驗，曾擔任元大證券投資顧問股份有限公司副主席兼總經理、康和證券投資顧問股份有限公司主席及康和綜合證券股份有限公司高級副總裁。

黃鐘鋒先生，63歲，獨立非執行董事兼審計委員會委員，持有台灣國立交通大學電子物理學學士學位及管理科學碩士學位。黃先生目前為台灣國立交通大學運輸與物流管理學系副教授級專業技術人員。彼亦為奇博科技股份有限公司董事長。

黃先生於一九九四年至一九九五年擔任台灣新竹市企業經理協進會創會秘書長，並於一九九六年至二零零零年創辦展國際股份有限公司並擔任其首任總經理。黃先生於一九九九年至二零零零年擔任展大國際股份有限公司董事長。黃先生於二零零一年至二零零七年擔任樂彩股份有限公司首任總經理，並於二零零八年至二零零九年擔任宏股份有限公司品質暨全球服務支援總處副總經理。其後，黃先生於二零一零年至二零一一年再次擔任展國際股份有限公司總經理，協助開拓新事業。彼於二零一零年至二零一三年擔任怡康軟體股份有限公司董事長，並於二零一一年至二零一三年兼任台灣國立交通大學工業工程與管理學系副教授。彼於二零一四年至二零一六年擔任宏科技股份有限公司台灣區營運總部總經理。

以下董事間的親屬關係如下：

- 楊頭雄先生與楊正先生為親兄弟。
- 楊坤祥先生與楊坤洲先生為親兄弟。
- 楊頭雄先生和楊正先生與楊坤祥先生和楊坤洲先生及與楊辰文先生為堂兄弟。

Profile of Directors, Senior Management and Company Secretary

董事、高級管理層及公司秘書簡介

SENIOR MANAGEMENT

Mr. NI, Chih-Hao, 53, the Group's Chief Financial Officer and the Executive Vice President of Vedan Vietnam and Financial Vice President, is responsible for the finance functions of the Group. Mr. NI graduated from University of Oregon, major in finance and marketing, and holds a master degree in business administration from Tunghai University, Taiwan. Mr. NI joined Vedan Group in 1993, and was the senior manager of financial department, vice manager of business and foreign trade department of Vedan Vietnam, special assistant to the chairman, project manager of finance department of Taiwan Vedan as well as the manager of the Group's Taiwan branch. Mr. NI has full qualification in finance, marketing and executive administration, and has accumulated approximately 26 years of working experience.

Mr. HSIEH, Jau-Hwang, 68, Chief Strategy Officer of Vedan Vietnam. Mr. HSIEH graduated from the National Cheng Kung University, major in accounting and finance. Mr. HSIEH is responsible for the strategic development and functions of the Group. Mr. HSIEH has approximately 39 years of finance management and banking experience. Mr. HSIEH was financial vice president of Vedan Vietnam and worked for several financial institutions in Taiwan and Vietnam including International Bank of Singapore and ABN AMRO Bank. Mr. HSIEH was also a general manager of ChinFon Bank, Ho Chi Minh City Branch. Prior to joining us, Mr. HSIEH worked as the President in Gia Hen International Co., Ltd.

Mr. CHAO, Wen-Jui, 55, general plant manager of the production management department of Vedan Vietnam, is responsible for managing and overseeing all production departments of the company. Mr. CHAO graduated from National Tsing Hua University with a master degree in chemistry. Mr. CHAO joined Taiwan Vedan in 1987, and was the vice plant manager of a recycle plant and the manager of a MSG plant. He joined Vedan Vietnam in 2009 as the vice general plant manager of the production management department. Mr. CHAO has over 29 years of working experience in the MSG and food additive industry.

Mr. HUANG, Chih-Yuan, 68, Vice President of food and amino acid business department of Vedan Vietnam, is responsible for the marketing and management functions of the company's amino acid product business. Mr. HUANG graduated from National Tainan Commercial Vocational Senior High School. Mr. HUANG joined Taiwan Vedan in 1988 as business supervisor, and joined Vedan Vietnam in 1993 as the senior manager of food and amino acid business department. Mr. HUANG also served as the head of business department of Ve Wong Corporation, and has over 31 years of sales management experience in the food industry.

高級管理層

倪志豪先生，53歲，本集團之財務總監及味丹越南執行副總經理兼財務副總經理，負責本集團之財務事宜。倪先生畢業於美國俄勒岡大學，主修財務及行銷，並取得台灣東海大學企業管理碩士學位。倪先生於一九九三年加入味丹企業集團，曾任味丹越南業務部與外貿部副理、董事長特助、財務部協理、台灣味丹財務部專案經理及本集團台灣分公司經理。倪先生在財務、行銷及行政管理各方面擁有完整資歷，累積近26年工作經驗。

謝朝煌先生，68歲，味丹越南總經理室之策略長。謝先生畢業於台灣國立成功大學，主修會計及財經。謝先生負責本集團之策略發展事宜。謝先生於財務管理及銀行方面積累約39年經驗。謝先生曾任味丹越南之財務副總經理，並曾於台灣及越南多家財務機構任職，包括新加坡國際銀行及荷蘭銀行。謝先生亦曾任慶豐商業銀行胡志明市分行總經理。於加盟本集團之前，謝先生為 Gia Hen International Co., Ltd.之總經理。

趙文瑞先生，55歲，味丹越南生產管理部之總廠長，負責該公司各生產部門的管理與督導。趙先生畢業於國立清華大學，取得化工碩士學位。趙先生於一九八七年加入台灣味丹，曾任回收廠副廠長及味精廠經理。二零零九年加入味丹越南，擔任生產管理部副總廠長。趙先生在味精及食品添加劑行業累積逾29年工作經驗。

黃志遠先生，68歲，味丹越南食品胺基酸事業部副總經理，負責該公司胺基酸產品業務行銷及管理工作。黃先生畢業於國立台南高級商業職業學校。黃先生於一九八八年加入台灣味丹，擔任業務督導，一九九三年加入味丹越南，擔任食品胺基酸事業部協理。黃先生亦曾任味王股份有限公司業務主管，黃先生在食品行銷管理方面累積逾31年工作經驗。

Profile of Directors, Senior Management and Company Secretary

董事、高級管理層及公司秘書簡介

SENIOR MANAGEMENT (continued)

Mr. YANG, Tzu-Chang, 57, Vice President of specialty chemicals business department of Vedan Vietnam, is responsible for the marketing planning and sales management of the company's specialty chemicals products. Mr. YANG, Tzu-Chang graduated from National Taiwan University, major in economics. Mr. YANG, Tzu-Chang joined Taiwan Vedan in 1991 as the assistant manager of international trading department. Mr. YANG, Tzu-Chang joined Vedan Vietnam in 1996, and was the manager of amino acid business division and marketing planning division. Mr. YANG, Tzu-Chang has over 28 years of sales management experience in the food production industry.

Mr. KO, Chung-Chih, 56, Vice President of Vedan Vietnam, is responsible for planning the overall management system and overseeing the administration of the company. Mr. KO holds a master degree in management from National University of Kaohsiung. Mr. KO joined Taiwan Vedan in 1988, and had served as the supervisor of the finance department. He joined Vedan Vietnam in 1991 as the assistant manager of the finance department, and was subsequently promoted to senior manager of the General Manager Office, Corporate Administration Management Division. Mr. KO has 30 years of working experience in finance and administration.

Mr. ZHUANG, Kuixing, 51, General Manager of the Group in Chinese mainland region. Mr. ZHUANG graduated from Zhi-Ren School of General Education. He joined Vedan Taiwan in 1997 and had acted as Manager of the Consumer Goods Division and Assistant Vice President to the Agent Products Division successively. Mr. ZHUANG has rich agency sales experience in international brands such as Kinmen Kaoliang Liquor, SPEY Whiskey, Gekkeikan Sake, and Cha Cha Spiced Sunflower Seeds. Mr. ZHUANG has over 23 years' profound sales, operational, and management experience in the food industry.

高級管理層 (續)

楊梓正先生，57歲，味丹越南企業特化事業部副總經理，負責該公司特化產品行銷企劃及銷售管理。楊梓正先生畢業於國立台灣大學，主修經濟。楊梓正先生於一九九一年加入台灣味丹，擔任國際貿易部副理。一九九六年加入味丹越南，曾任氨基酸事業處、行銷企劃處經理。楊梓正先生在食品製造業從事行銷管理工作逾28年。

柯宗志先生，56歲，味丹越南企業副總經理，負責該公司各項管理制度的規劃與行政工作的督導。柯先生畢業於國立高雄大學，取得管理碩士學位。柯先生於一九八八年加入台灣味丹，曾任財務部主任。一九九一年加入味丹越南，擔任財務部副理，期間逐步調升至總經理室與行政管理部協理。柯先生在財務及行政管理方面累積30年工作經驗。

莊奎星先生，51歲，本集團（中國大陸）區總經理。莊先生畢業於志仁高級中學。自一九九七年加入台灣味丹，擔任消費品事業部經理及代理品事業部助理副總裁等職務，莊先生對於代理金門高粱酒、SPEY威士忌、月桂冠清酒及洽洽香瓜子等國際知名品牌擁有豐富的行銷經驗。莊先生在食品業之行銷業務及經營管理各方面擁有完整的資歷，累積逾23年工作經驗。

Profile of Directors, Senior Management and Company Secretary 董事、高級管理層及公司秘書簡介

SENIOR MANAGEMENT (continued)

Mr. YANG, Meng-Ta, 45, senior manager of the Group's Taiwan Branch, is responsible for overseeing various aspects of the finance, business and administrative function of the company. Mr. YANG, Meng-Ta graduated from National Taiwan University with a bachelor degree in civil engineering, and holds a master degree in civil engineering from Pennsylvania State University. Mr. YANG, Meng-Ta is also the director of Vedan Vietnam, Shanghai Vedan and Xiamen Maotai. Mr. YANG, Meng-Ta joined Taiwan Vedan in 2001, and was the supervisor of consumer product business department, international trade department and finance department. He was subsequently promoted to the senior manager of Taiwan branch. Mr. YANG, Meng-Ta has accumulated extensive experience during his service in various departments in the food production industry, and has 18 years of management experience.

COMPANY SECRETARY

Ms. WONG, Wai Yee, Ella, 43, is a Director, Corporate Services of Tricor Services Limited ("Tricor"), a global professional services provider specializing in integrated Business, Corporate and Investor Services. Ms. WONG has over 20 years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. WONG is a Chartered Secretary and a Fellow of both The Hong Kong Institute of Chartered Secretaries ("HKICS") and The Institute of Chartered Secretaries and Administrators ("ICSA") in the United Kingdom. Ms. Wong is a holder of the Practitioner's Endorsement from HKICS. (Note: The Company has engaged Tricor Services Limited as external service provider and appointed Ms. WONG as the Company's company secretary since 1 April 2012.)

高級管理層 (續)

楊孟達先生，45歲，本集團台灣分公司協理，負責該公司財務、業務及行政管理各方面之督導。楊孟達先生畢業於國立台灣大學，取得土木工程系學士學位，並於美國賓州州立大學獲得土木工程碩士學位。楊孟達先生亦為味丹越南、上海味丹及廈門茂泰之董事。楊孟達先生於二零零一年加入台灣味丹，曾任消費品事業部、國際貿易部及財務部主管，期間逐步調升為本集團台灣分公司協理。楊孟達先生在食品製造業各部門歷練完整，擁有18年管理經驗。

公司秘書

黃慧兒女士，43歲，現為卓佳專業商務有限公司（「卓佳」）企業服務部董事。卓佳是全球性的專業服務公司，為客戶提供商務、企業及投資者綜合服務。黃女士於企業服務範疇擁有逾二十年經驗，一直為香港上市公司，以及跨國公司、私人公司及離岸公司提供專業的企業服務。黃女士為特許秘書，以及香港特許秘書公會（「HKICS」）及英國特許秘書及行政人員公會（「ICSA」）的資深會士。黃女士亦持有由香港特許秘書公會發出的執業者認可證明。（註：本公司聘用卓佳為外聘服務機構及自二零一二年四月一日起委任黃女士為本公司的公司秘書。）

Corporate Governance Report

企業管治報告

The Group always believes that high-level corporate governance standards and a sound and efficient board of directors are the crucial foundation for the assurance of the Company's effective operation and sustainable development. In addition to mitigating operational risks, pursuing performance excellence and enhancement of the shareholders' interests by making significant efforts through continuous improvement of the corporate governance and internal monitoring system, we also fulfill the environmental and social responsibility of the Group in the ordinary course of business, which has become a power for the advancement of society.

CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are disclosed based on the principles as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). The Group commits to maintaining and ensuring a high level of corporate governance standards and continuously reviews and improves our corporate governance and internal controls practices, and the Board endeavors to take the necessary actions to ensure the compliance with the provisions of the CG Code introduced by the Hong Kong Stock Exchange.

DISTINCTIVE ROLE OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER ("CEO")

The positions of Chairman of the Board and CEO are held by Mr. YANG, Tou-Hsiung and Mr. YANG, Kun-Hsiang respectively. The Chairman of the Board is responsible for leading the Board in establishing and monitoring the implementation of strategies and plans to create values for shareholders.

The CEO is responsible for managing the operation of the Group's businesses, proposing strategies to the Board and the effective implementation of the strategies and policies adopted by the Board.

THE BOARD

As of 31 December 2018, there were 11 members on the Board, which are the Chairman, the CEO, 3 other Executive Directors, 2 Non-executive Directors ("NED") and 4 Independent Non-executive Directors ("INEDs").

本集團一直相信高水平的企業管治標準及健全有效率的董事會，是確保公司有效營運、邁向持續發展的重要基礎。我們透過持續改善企業管治及內部監控系統，努力降低營運風險、追求集團最佳經營績效並提升股東權益之外，也承擔企業對環境與社會的責任，並落實於日常營運中，成為社會向上提升的助力。

企業管治常規

本公司企業管治常規乃依據香港聯合交易所有限公司（「香港聯交所」）證券上市規則（「上市規則」）附錄十四所載《企業管治守則》之原則進行披露。本集團一直致力確保企業管治標準維持於高水平，並持續檢討及改善企業管治及內部監控常規，而董事會將竭力採取所需措施，以確保遵守香港聯交所頒佈之《企業管治守則》條文。

主席及行政總裁的分工

董事會主席及行政總裁分別由楊頭雄先生及楊坤祥先生擔任。董事會主席負責領導董事會制訂及監控業務策略與計劃的推行，務求為股東締造更高的企業價值。

行政總裁負責管理集團業務運作、向董事會提呈策略方針，以及落實推行獲董事會採納的策略及政策。

董事會

於二零一八年十二月三十一日，董事會由十一位成員組成，分別為主席、行政總裁、其他三位執行董事、兩位非執行董事及四位獨立非執行董事。

Corporate Governance Report

企業管治報告

The INEDs are considered by the Board to be independent of the management and free of any relationship that could materially interfere with the exercise of their independent judgments. The Board considered that each of the INEDs brings his own relevant expertise to the Board and its deliberations. During the year ended 31 December 2018, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three INEDs with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise and at most of the time met the requirement of having sufficient number of INEDs representing one-third of the Board. None of the INEDs has any business or financial interests with the Group nor has any relationship with other directors and confirmed their independence to the Group.

The relationships between some members of the Board are disclosed under "Profile of Directors, Senior Management and Company Secretary" on page 30.

The Board met regularly during the year. The Board's primary function is to set and review the overall strategic development of the Group and to oversee the achievement of the plans to enhance shareholders' value. Daily operational decisions are delegated to the Executive Directors. The Board met four times during the year. The NED and INEDs may take independent professional advice at the Group's expense in carrying out their functions.

RESPONSIBILITIES OF THE BOARD

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including non-executive Director and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgment on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances for discharging their duties to the Company.

董事會認為，各獨立非執行董事均為與管理層並無關係的獨立人士，其獨立判斷不會受到重大影響。此外，董事會認為，各獨立非執行董事均為董事會事務及其決策貢獻本身的相關經驗。截至二零一八年十二月三十一日止年度，董事會一直遵守上市規則有關委任至少三名獨立非執行董事之規定，並且其中一名成員具備適當專業資格，或具備會計或財務管理相關專業知識，以及在大部份時間符合所委任的獨立非執行董事必須佔董事會成員人數至少三分之一之要求。獨立非執行董事並無涉及本集團的任何業務及財務利益，且與其他董事亦並無任何關係，並已向本集團確認彼等為獨立人士。

部分董事會成員間之關係披露於第30頁之「董事、高級管理層及公司秘書簡介」。

年內，董事會定期舉行會議。董事會的主要功能為制訂及檢討本集團的整體策略發展，以及監督業務計劃成效以提升股東價值。日常營運決策乃授予執行董事。年內，董事會舉行了四次會議。非執行董事及獨立非執行董事在執行彼等的職務時，可諮詢獨立專業人士的意見，費用概由本集團承擔。

董事會職責

董事會負責領導及控制本公司；及集體負責指導及監管本公司的事務。

董事會直接及間接透過其委員會帶領及指導管理層（包括制定戰略及監察管理層推行戰略）、監督本集團營運及財務表現，以及確保設有良好的內部監控和風險管理制度。

全體董事（包括非執行董事及獨立非執行董事）均為董事會帶來多種領域的寶貴業務經驗、知識及專長，使其高效及有效地運作。

獨立非執行董事負責確保本公司具有高標準的合規報告，並起平衡作用，使董事會在企業行動及運營方面能夠作出有效的獨立判斷。

全體董事均可全面並及時獲得本公司所有資料，並可於要求時在適當情況下尋求獨立專業意見，以向本公司履行其職責。

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The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

AUDIT COMMITTEE

The Group has established an Audit Committee with written terms of reference as suggested under the former Code on Corporate Governance Practices as set out in Appendix 14 to the then Listing Rules. The relevant terms of reference was revised on 25 December 2018 to comply with the existing Listing Rule. The Audit Committee comprises Mr. CHAO, Pei-Hong, Mr. KO, Jim-Chen, Mr. CHEN, Joen-Ray and Mr. Huang, Chung-Fong, all Independent Non-executive Directors. The chairman of the Audit Committee is Mr. CHAO, Pei-Hong. Each member brings to the Committee his valuable experience in reviewing financial statements and evaluating significant control and financial issues of the Group who among themselves possess a wealth of management experience in the accounting profession, commercial and legal sectors.

The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, internal control procedures and risk management system, audit plan and relationship with external auditors, and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Audit Committee held two meetings to review interim and annual financial results and reports in respect of the year ended 31 December 2018 and significant issues on the financial reporting and compliance procedures, internal control and risk management systems, scope of work and appointment of external auditors, connected transactions and arrangements for employees to raise, in confidence, concerns about possible improprieties.

董事須向本公司披露彼等擔任的其他職務的詳情。

董事會負責決定所有重要事宜，當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易（特別是或會涉及利益衝突者）、財務資料、委任董事及本公司其他重大營運事宜。有關執行董事會決策、指導及協調本公司日常營運及管理的職責轉授予管理層。

審計委員會

本集團已成立審計委員會，並按照當時上市規則附錄十四所載的前企業管治常規守則的建議以書面釐定其職權。有關之職權已於2018年12月25日作出修改以符合現時之上市規則。審計委員會成員包括所有獨立非執行董事，包括趙培宏先生、柯俊禎先生、陳忠瑞先生及黃鐘鋒先生。審計委員會的主席為趙培宏先生。每位成員為委員會貢獻其寶貴的經驗，審核財務報表及評估本集團重大控制及財務事宜。彼等均於會計專業、商界和法律界擁有豐富的管理經驗。

審計委員會的主要職責為協助董事會審閱財務資料及申報程序、內部監控程序及風險管理制度、審核計劃及與外聘核數師的關係，以及檢討安排，使本公司僱員可以隱密方式關注本公司財務申報、內部監控或其他方面的可能不當行為。

審計委員會共舉行了兩次會議，以審閱中期及截至二零一八年十二月三十一日止年度的年度財務業績及報告，以及有關財務申報及合規程序、內部監控及風險管理制度、外聘核數師的工作範圍及委聘、關連交易的重大事宜，以及可使僱員以隱密方式關注可能不當行為的安排。

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REMUNERATION COMMITTEE

The Remuneration Committee comprises Mr. KO, Jim-Chen, Mr. CHAO Pei-Hong, Mr. CHEN, Joen-Ray, the Independent Non-executive Directors, and Mr. HUANG, Ching-Jung, the Non-executive Director. The Chairman of the Remuneration Committee is Mr. KO, Jim-Chen.

The primary functions of the Remuneration Committee include determining/reviewing and making recommendations to the Board on the remuneration packages of individual Executive Directors and senior management, the remuneration policy and structure for all directors and senior management; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his/her associates will participate in deciding his/her own remuneration.

The Remuneration Committee met once to review and make recommendation to the Board on the remuneration policy and structure of the Company, and the remuneration packages of the Executive Directors and senior management and other related matters.

Senior Management remuneration by band are set out in Note 30 to the accounts.

NOMINATION COMMITTEE

The Nomination Committee comprises Mr. YANG, Tou-Hsiung, Executive Director, Mr. CHAO, Pei-Hong, Mr. KO, Jim-Chen and Mr. CHEN, Joen-Ray, the Independent Non-executive Directors. The Chairman of the Nomination Committee is Mr. YANG, Tou-Hsiung.

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of directors, making recommendations to the Board on the appointment and succession planning of directors, and assessing the independence of the Independent Non-executive Directors.

The Board adopted the board diversity policy ("Board Diversity Policy") in accordance with the requirement set out in the CG Code. Such policy aims to set out the approach towards achieving diversity on the Board.

In assessing the Board composition and recommending candidates of directors to the Board, the Nomination Committee would consider a number of perspectives as set out in the Board Diversity Policy, including but not limited to skills, regional and professional experience, cultural and educational background, ethnicity, gender and other characteristics.

薪酬委員會

薪酬委員會成員包括獨立非執行董事柯俊禎先生、趙培宏先生、陳忠瑞先生及非執行董事黃景榮先生。薪酬委員會的主席為柯俊禎先生。

薪酬委員會的主要職責包括釐定／檢討個別執行董事及高級管理人員的薪酬待遇、全體董事及高級管理人員的薪酬政策及架構並就此向董事會提供推薦意見；及設立透明程序以制定薪酬政策及架構，從而確保概無董事或任何彼等的聯繫人士可參與釐定其本身的薪酬。

薪酬委員會已舉行一次會議，以審閱本公司薪酬政策及架構，以及執行董事及高級管理人員的薪酬待遇及其他相關事宜，並就此向董事會提供推薦意見。

按範圍劃分之高級管理人員酬金載於賬目附註30。

提名委員會

提名委員會成員包括執行董事楊頭雄先生、獨立非執行董事趙培宏先生、柯俊禎先生及陳忠瑞先生。提名委員會的主席為楊頭雄先生。

提名委員會的主要職責包括檢討董事會的組成、制定及擬定提名及委任董事的相關程序、就董事委任及繼任計劃向董事會提供推薦意見，以及評估獨立非執行董事的獨立性。

董事會已按《企業管治守則》之要求採納董事會成員多元化政策。有關政策旨在列明達致董事會多元化的方法。

於檢討董事會的組成及就董事候選人提供建議予董事會的時候，提名委員會將考慮多個列明於董事會成員多元化政策的因素，包括（但不限於）技能、地區、專業經驗、文化與教育背景、族裔、性別及其他特質。

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The Nomination Committee met once to review the structure, size and composition of the Board and the independence of the Independent Non-executive Directors, and to consider the qualifications of the retiring directors standing for election at the Annual General Meeting.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code. The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance with the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") and Written Employee Guidelines, and the Company's compliance with the CG Code and disclosure in the Environmental, Social and Governance Report.

RISK MANAGEMENT AND INTERNAL CONTROLS

The principal businesses of the Group are manufacturing, R&D and sales, of which the Group has not engaged in any high-risk and high-leveraged investment. The members of the Board and the senior management have not engaged in any conduct of business which is beyond the risk acceptance level of the Company.

The Board of the Group oversees the Company to establish an appropriate and effective risk management mechanism and internal control system. The Audit Committee of the Board assists the Board to oversee the management of existing or potential risks in the Company. The management of the Company constantly supervises risks and the implementation of the internal control system to guarantee its effectiveness.

According to the characteristics of the industry in which the Group operates, a designated internal audit department and personnel are set up and appointed in each operating region with an operating cycle of control customised for the regions to carry out regular audit based on an annual plan and professional division of labour. Analysis on the seriousness and deficiency rate of each operational risk will be made, the results of which will be promptly reported to the management of the Company and subsequent improvements will be followed up. In addition to the monthly submission of audit reports to the Audit Committee for review, the audit department also presents major audit findings to the Board for examinations by the members of the Board in order to effectively mitigate the operational risks of the Group.

提名委員會已舉行一次會議，以檢討董事會的架構、規模及組成以及獨立非執行董事的獨立性，以及考慮於股東周年大會上候選的退任董事的資格。

企業管治職能

董事會負責履行《企業管治守則》的守則條文D.3.1條所載的職能。董事會檢討本公司的企業管治政策及常規、董事及高級管理人員的培訓及持續專業發展、本公司在遵守法律及監管規定、遵守《上市發行人董事進行證券交易的標準守則》（「《標準守則》」）及《僱員明文指引》以及遵守《企業管治守則》及環境、社會及管治報告的披露規定方面的政策及常規。

風險管理與內部監控

本集團以製造、研發及銷售為本業，並無從事任何高風險、高槓桿之投資，董事會成員及高階管理層也並未從事逾越公司風險接受程度之商業行為。

本集團董事會監督公司建立合適且有效的風險管理機制及內部監控系統；董事會下轄之審計委員會協助董事會監督公司存在或潛在之風險管理；公司管理層持續監察風險及內部監控系統的落實，以確保其有效性。

依集團產業特性，各營運區域均設有專責之內部稽核部門與人員，並訂定適地之循環控制作業，按年度計劃及專業分工定期稽核，分析各項營運風險之嚴重性及缺失頻率，即時送交公司管理層並追蹤後續改善情況。稽核部門除按月將稽核報告呈交予審計委員審核之外，同時也針對稽核重大發現於董事會中提報董事會成員檢討，以有效降低集團營運風險。

Corporate Governance Report 企業管治報告

The major scopes of work of the risk management and internal controls of the Group are summarised as follows:

- Financial and financing cycle management – Alleviate risks through stringent internal controls and legitimate taxation planning applicable locally, credit risk management and control, evaluation and prediction of factors attributing to financial crisis; regularly assess capital position in markets, changes in exchange rates and bank interest rates, and prudently manage the fund allocation of the Company.
 - Sales and payment collection cycle management – Oversee the due execution of the procedures in the sales business, including orders, credit provision, delivery, payment collection or refund and customer complaints so as to minimise the risks in relation to operating revenue.
 - Procurement and payment cycle management – Perform internal controls on operating procedures in relation to supplier management, purchase requisition, price negotiation, contracting, quality check for purchased products or product returns, verification on payment or purchase discounts in order to ensure the openness, fairness and incorruptibility of the procurement system.
 - Investment cycle management – The Group has established the “Investment Review Board” to rigorously evaluate mid-to-long-term investment or the subject matters of strategic alliance and to timely deal with investment projects.
 - Information risk management – Maintain the soundness of the information management system of the Company, manage and safeguard the security of network information and swiftly provide the management with effective information on operational management.
 - Legal affairs, intellectual property rights and R&D cycle management – The legal affairs department of the Group collaborates with professional legal counsels to achieve risk mitigation, transfer or aversion and to secure law compliance by offering education, training and consultation in relation to indentures, product liabilities, legal disputes and litigation, patents, trademarks, intellectual property rights and other relevant matters.
- 本集團風險管理與內部監控主要範疇，概舉如下：
- 財務及融資循環管理－透過嚴謹的內部管控與適地適法的稅務規劃、信用風險管控及財務危機因子評估預測，以降低風險。定期評估市場資金狀況，匯率變動與銀行利率，審慎管理公司資金調度。
 - 銷售及收款循環管理－監督銷售業務自訂單、授信、運送、收款或退回及客訴等程序之妥善執行，確保營收風險降至最低。
 - 採購及付款循環管理－針對供應商管理、請購、比議價、發包、進貨品質檢驗或退貨處理、核准付款或進貨折讓等作業程序進行內控管理，確保採購系統公開公平不衍弊端。
 - 投資循環管理－集團設有「投資審議委員會」，嚴謹評估中長期投資或策略聯盟標的，適時處理投資項目。
 - 資訊風險管理－維持公司資訊管理系統健全、管控與防護網路資訊安全、提供管理階層快速且有效的營運管理資訊。
 - 法務、智權及研發循環管理－集團法務專責部門與專業法律顧問合作，對於各項契約、產品責任、法律糾紛及訴訟、專利、商標及其他智慧財產權等相關事項，提供教育訓練及諮詢，以降低、轉移或避免風險，並確實遵守法令。

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- Environmental protection management for production cycle: Implement all environmental protection stipulations and plans in accordance with the local regulatory requirements of the operating regions; and establish special units to plan, execute, supervise and track all environmental protection measures in order to assure the fulfillment of environmental protection responsibility.
- Occupational safety and hygiene management for production cycle – Conduct review and risk analysis on the detrimental level of abnormal environmental safety and hygiene incidents; and require the relevant departments of the plants to formulate improvement measures.
- 生產循環之環境保護管理：依據營運區域當地法規要求，落實各項環境保護規定與方案，並設專責單位計劃、執行、監管與追蹤各項環境保護措施，以確保對環境保護的責任。
- 生產循環之職業安全衛生管理－針對環安衛異常事故之危害程度進行檢討分析風險，並要求廠區相關部門訂定改善措施。

The main courses of study taken by finance personnel of the Group stationed in the plant site in Vietnam in 2018 are as follows:

本集團越南廠區財務人員於2018年主要進修情形如下：

Date of Course 進修時間	Name of Course 課程名稱	Hour of Study 進修時數
2018/03/24	Cashier Management Measure on Cash Receipts and Payments, Borrowings and Debt Collection 出納現金收支、借款及催款管理辦法	2
2018/06/30	Introduction to the New Requirements of Legal Provisions 介紹法律條文新規定	2
2018/08/25	Management Measure on Credit Limit for Clients 客戶授信額度管理辦法	2
2018/10/20	Update on the Relevant Requirements as Revised under the 2018 Vietnam Tax Law 更新2018年越南稅法所修改相關的規定	4
2018/11/24	Update on Cost Calculation System and Management Work 成本計算系統更新與管理作業	2

The main courses of study taken by finance personnel of the Group stationed in the plant site in the PRC in 2018 are as follows:

本集團中國廠區財務人員於2018年主要進修情形如下：

Date of Course 進修時間	Name of Course 課程名稱	Hour of Study 進修時數
2018/04/03	Explanation on the Reduction of 5.1 Value-added Tax Rate 5.1增值稅稅率降低解讀	2
2018/06/20-22	Continuous Education on Accounting in Songjiang District 松江區會計繼續教育	24
2018/06/22-29	Continuous Education on Accounting in Xiamen District 廈門區會計繼續教育	48
2018/08/31	Training on Knowledge of Taxation 稅務知識培訓	4

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企業管治報告

During the year under review, all Directors have reviewed the effectiveness of the internal control system of the Group, including the resources on accounting and financial reporting functions of the Company, the qualification and experience of staff members and the training programmes participated by the staff members and the relevant budgets. The Group will, from time to time, review its risk management and internal control system in order to optimise its effectiveness and in turn heighten the overall corporate governance standard of the Group.

於回顧年度內，全體董事已審閱本集團內部控制系統的成效，包括本公司會計及財務匯報職能方面的資源、員工資歷及經驗、以及員工所接受的培訓計劃及預算等。集團將不時檢討風險管理及內部監控系統，使其有效性更為完備，以提升集團整體企業管治水平。

MEETINGS ATTENDANCE

會議出席記錄

		Attendance/Number of Meeting 出席率/會議次數				
		Board 董事會	Audit Committee 審計委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東周年大會
Executive Directors	執行董事					
YANG, Tou-Hsiung (Chairman)	楊頭雄 (主席)	4/4	N/A不適用	N/A不適用	1/1	0/1
YANG, Cheng	楊正	2/4	N/A不適用	N/A不適用	N/A不適用	0/1
YANG, Kun-Hsiang (CEO)	楊坤祥 (行政總裁)	4/4	N/A不適用	N/A不適用	N/A不適用	1/1
YANG, Chen-Wen	楊辰文	4/4	N/A不適用	N/A不適用	N/A不適用	0/1
YANG, Kun-Chou	楊坤洲	3/4	N/A不適用	N/A不適用	N/A不適用	0/1
Non-executive Directors	非執行董事					
HUANG, Ching-Jung	黃景榮	4/4	N/A不適用	1/1	N/A不適用	1/1
CHOU, Szu-Cheng	周賜程	4/4	N/A不適用	N/A不適用	N/A不適用	0/1
Independent Non-executive Directors	獨立非執行董事					
CHAO, Pei-Hong	趙培宏	4/4	2/2	1/1	1/1	1/1
KO, Jim-Chen	柯俊禎	4/4	1/2	1/1	1/1	1/1
CHEN, Joen-Ray	陳忠瑞	4/4	2/2	0/1	0/1	0/1
HSIEH, Lung-Fa (resigned with effect from 23 July 2018)	謝龍發 (辭任於二零一八年七月二十三日生效)	2/2	0/1	N/A不適用	N/A不適用	0/1
HUANG, Chung-Fong (appointed with effect from 22 October 2018)	黃鐘鋒 (委任於二零一八年十月二十二日生效)	1/1	N/A不適用	N/A不適用	N/A不適用	N/A不適用

Notes:

Mr. YANG, Cheng authorized Mr. YANG, Tou-Hsiung to exercise the voting right on the third and fourth board meeting. Mr. YANG, Kun-Chou authorized Mr. YANG, Kun-Hsiang to exercise the voting right on the fourth board meeting.

附註：

楊正先生授權楊頭雄先生於第三及第四次董事會會議行使表決權。楊坤洲先生授權楊坤祥先生於第四次董事會會議行使表決權。

DIRECTORS' TRAINING

In respect of code provision A.6.5 of the CG Code, all Directors of the Company have developed and refreshed their knowledge and skills by reading books and articles relating to legal and regulatory updates.

All Directors have already provided the training records for the year ended 31 December 2018 to the company secretary.

董事培訓

就《企業管治守則》的守則條文A.6.5條，本公司全體董事均有透過閱讀有關法律及監管方面的更新資料的書籍及文章以發展並更新其知識及技能。

全體董事已向公司秘書提供其於截至二零一八年十二月三十一日年度內的培訓記錄。

COMPLIANCE WITH APPENDIX 14 TO LISTING RULES

During the reporting period, the Company has complied with the code provisions as set out in Appendix 14 to the Listing Rules, with the exception of code provision E.1.2.

In respect of code provision E.1.2 of the CG Code, the chairman of the board should attend the annual general meeting. Mr. YANG, Tou-Hsiung (the Chairman of the Board) was not able to attend the Annual General Meeting of the Company held on 23 May 2018 due to business commitments.

RULE 3.10A

Rule 3.10A of the Listing Rules requires an issuer to appoint independent non-executive directors representing at least one-third of the board. During the reporting period, there was some time the Company has not complied with such requirement.

From 23 July 2018, when the resignation of Mr. Hsieh, Lung-Fa as an independent non-executive director of the Company became effective, the number of independent non-executive directors of the Company fell below one-third of the Board and the Company was not in compliance with the requirement of Rule 3.10A of the Listing Rules.

From 22 October 2018, after the appointment of Mr. Huang, Chung-Fong as an independent non-executive director of the Company became effective, the Company has four independent non-executive Directors representing at least one-third of the Board and met the requirement of Rule 3.10(A) of the Listing Rules.

INDEPENDENCE CONFIRMATION

The Company has received, from each of the Independent Non-executive Directors, a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the Independent Non-executive Directors are independent.

遵守上市規則附錄14

除守則條文E.1.2條之外，於報告期間，本公司一直遵守上市規則附錄14所載之守則條文。

就《企業管治守則》之守則條文E.1.2條，董事會主席應出席股東周年大會。董事會主席楊頭雄先生因業務關係未克出席本公司於二零一八年五月二十三日舉行之股東周年大會。

上市規則第3.10A條

上市規則第3.10A條規定發行人所委任的獨立非執行董事必須佔董事會成員人數至少三分之一。於報告期內，本公司有部份時間未能符合該要求。

自二零一八年七月二十三日謝龍發先生辭任本公司獨立非執行董事生效起，本公司之獨立非執行董事人數降至低於董事會成員三分之一之數，未能符合上市規則第3.10A條的規定。

自二零一八年十月二十二日黃鐘鋒先生獲委任為本公司獨立非執行董事生效起，本公司有四名獨立非執行董事，佔董事會成員人數至少三分之一，符合上市規則第3.10(A)條之規定。

獨立確認

根據上市規則第3.13條，本公司獲得各獨立非執行董事確認其獨立性。本公司認為所有獨立非執行董事均是獨立的。

NON-EXECUTIVE DIRECTORS

Code provision A.4.1 of the CG Code stipulates that Non-executive Directors shall be appointed for a specific term, subject to re-election, whereas code provision A.4.2 states that all directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. Each of the Non-Executive Directors of the Company is appointed for a specific term of 1 year or 3 years, where Mr. HUANG, Ching-Jung and Mr. CHAO, Pei-Hong were appointed for a term of 1 year and Mr. CHOU, Szu-Cheng, Mr. KO, Jim-Chen, Mr. CHEN, Joen-Ray, Mr. HSIEH, Lung-Fa (resigned with effect from 23 July 2018) and Mr. HUANG, Chung-Fong (appointed with effect from 22 October 2018) were appointed for a term of 3 years. Each of the Non-Executive Directors of the Company is subject to retirement by rotation once every three years.

COMPLIANCE WITH MODEL CODE

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2018.

AUDITOR'S REMUNERATION

The Audit Committee of the Company is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor. During the year under review, the Group is required to pay approximately US\$345,000 and US\$4,000 to the external auditor for their audit and non-audit services, respectively.

DIRECTORS' RESPONSIBILITIES FOR ACCOUNTS

The Directors of the Company acknowledge their responsibilities for preparing the Company's accounts for the year ended 31 December 2018. The reporting responsibilities of the independent auditor of the Company on the financial statements are set out in the Independent Auditor's Report on pages 108 to 114.

COMPANY SECRETARY

Ms. WONG, Wai Yee, Ella of Tricor Services Limited, external service provider, has been engaged by the Company as its company secretary. Its primary contact person at the Company is Mr. NI, Chih-Hao, Chief Financial Officer of the Company.

Ms. WONG has taken no less than 15 hours of relevant professional training for the year ended 31 December 2018.

非執行董事

企業管治守則之守則條文A.4.1條訂明非執行董事應以特定任期委任，並須接受重選，而守則條文A.4.2條訂明，所有就填補臨時空缺已獲委任的董事須於獲委任後首個股東大會上接受股東選舉，而每名董事（包括以特定任期委任的董事）最少須每三年輪值退任一次。本公司各獨立非執行董事均以特定任期（1年或3年）委任，當中黃景榮先生及趙培宏先生的任期為一年，而周賜程先生、柯俊禎先生、陳忠瑞先生、謝龍發先生（辭任於二零一八年七月二十三日生效）及黃鐘鋒先生（委任於二零一八年十月二十二日生效）的任期為三年。本公司各非執行董事須每三年輪值退任一次。

遵守標準守則

本公司已採納上市規則附錄10所載的《標準守則》。

本公司已向所有董事作具體查詢，所有董事亦已確認，彼等於截至二零一八年十二月三十一日止整個年度一直遵守《標準守則》。

核數師薪酬

本公司審計委員會負責考慮委任外聘核數師及審核外聘核數師所進行之任何非核數之職能。於回顧年度內，本集團需就外聘核數師提供之服務（包括核數及非核數服務）向其支付分別約345,000美元和4,000美元。

董事對賬目之責任

本公司各董事承認其有編製本公司截至二零一八年十二月三十一日止年度賬目的責任。有關本公司的獨立核數師於財務報表的報告責任已載於第108至114頁的獨立核數師報告。

公司秘書

本公司已委聘卓佳專業商務有限公司（外聘服務機構）的黃慧兒女士出任公司秘書。其於本公司的主要聯絡人為本公司財務總監倪志豪先生。

於截至二零一八年十二月三十一日止年度，黃女士已完成不少於15小時的相關專業培訓。

SHAREHOLDERS' RIGHT TO CONVENE AND PUT FORWARD PROPOSALS AT EXTRAORDINARY GENERAL MEETING

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at shareholders' meetings, including the election of individual directors. All resolutions put forward at shareholders' meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Hong Kong Stock Exchange after each shareholders' meeting.

Pursuant to the Company's Articles of Association, shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

For putting forward any enquiries to the Board of the Company, shareholders may send written enquiries to the Company.

CONTACT DETAILS

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Level 54, Hopewell Centre, 183 Queen's Road East,
Hong Kong
(with attention to Ms. WONG, Wai Yee, Ella,
Company Secretary)
Fax: (852) 2528 3158
Email: vdi@vedaninternational.com

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

股東召開股東特別大會及於會上提出議案的權利

為保障股東的利益及權利，於股東大會上，每項重大事宜（包括選舉個別董事）均會以一項獨立決議案提呈。根據上市規則，所有提呈股東大會的決議案將以按股數投票方式表決，而投票表決結果將於每次股東大會後刊載於本公司及香港聯交所網站。

根據本公司組織章程細則，於遞呈要求日期時持有不少於本公司繳足股本（賦有於本公司股東大會上之表決權）十分之一的股東於任何時候均有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且有關大會應於遞呈該要求後兩個月內舉行。倘董事會未有於遞呈要求後二十一日內召開有關大會，則遞呈要求的人士可自行以同樣方式作出此舉，而遞呈要求的人士因董事會未有召開大會而合理產生的所有開支應由本公司向遞呈要求的人士作出補償。

如要向本公司董事會提出任何查詢，股東可以書面方式向本公司提出。

聯絡資料

股東可將上述查詢或要求郵寄或發送至：

地址：香港皇后大道東183號合和中心54樓
(註明交黃慧兒秘書收)
傳真：(852) 2528 3158
電郵：vdi@vedaninternational.com

為免混淆，股東必須將已妥為簽署的書面要求、通知或聲明或查詢（視情況而定）的正本送達或發送至上述地址，並提供彼等的全名、聯絡資料及身份證明，上述各項方告有效。本公司可能會按照法律規定披露股東資料。

Environmental, Social and Governance Report

環境·社會及管治報告

INTRODUCTION

At the end of 2018, the Intergovernmental Panel on Climate Change (IPCC) of the United Nations published a special report on Global Warming 1.5°C which clearly analyses the gap between global warming of 1.5°C and 2°C, and strictly emphasises that the world must take decisive actions and drastically cut carbon emissions in the next 10 years, otherwise climate change will be out of control and on the irreversible path from greenhouse effect towards Hothouse Earth – humans and all species will face severe challenges. Against such a backdrop, every resident of the global village should shoulder the responsibility of a climate leader and proactively carry out carbon reduction efforts, striving to respond to the urgent call – slow global temperature rise.

As an international corporate citizen, Vedan International Group pays constant attention to such issue relating to climate change and supports the civil notion of environmental protection, energy conservation and carbon reduction and earth preservation with practical actions. For many years, the Group has complied with the national standards and regulations applicable to all production bases and has formulated environmental policy which includes environmental protection in daily management with all-staff education in daily operation concerning energy conservation in respect of self-initiated carbon reduction and energy efficiency enhancement while participating in ecology-care activities and proactively developing green economy with significant importance attached to comprehensive development of corporate social responsibility in hope to maximise its local corporate influence and make valuable contribution to the local environmental protection.

Vedan International Group has established the “Corporate Social Responsibility Committee” which includes the operation directors of all production bases. The committee members practically promote environmental education with combination of regional production and sales strategy and the concept of environmental protection and earth preservation and implements sustainable environment plans with regular meetings to review the achievements under the respective indicators. In this report, the Group truthfully discloses the implementation of CSR. We will implement the corporate governance policy in accordance with the laws and strive to achieve the most outstanding operating efficiency of the Group with an aim to realise mutual benefit with the environment.

引言

在2018年末，聯合國政府間氣候變化專門委員會發表了《全球暖化1.5°C特別報告》，報告中明確分析全球升溫1.5°C與升溫2°C的差距，並且嚴正強調全球在今後10年內必須採取決斷行動、大幅削減碳排放，否則氣候變遷失控，溫室效應邁向熱室地球，人類和所有物種都將會面臨嚴苛的考驗。由此，我們可知地球村每一位居民都應自主擔當起氣候領袖的責任，積極展開減碳行動，為減緩全球均溫升幅的緊迫目標而努力。

味丹國際集團作為國際企業公民的一員，長期持續關注著此氣候變遷議題，且以實際行動支持環境保護、節能減碳、愛護地球的公民理念。多年來，集團遵守各生產基地適用的國家標準法規，訂定環境政策將環境保護納入常規管理，並於日常營運中推行自主減碳、提升能源效率的全員節能教育，同時也投入自然生態關懷活動、積極開發綠色經濟，極力重視企業社會責任的全面發展，期望以深耕在地的企業影響力，對在地環境保護作出具體貢獻。

味丹國際集團設立「企業社會責任委員會」，委員會成員包含各生產基地的營運主管等，委員以各區產銷策略結合環保節能愛地球的理念，具體推動環境教育，落實永續環境發展的計劃，並定期會議以檢討各項指標成效。在本報告中，集團也如實披露CSR推動現況，我們將依循法令實踐公司治理政策，在與環境共榮的目標下，創造集團最卓越的營運成效。

Environmental, Social and Governance Report

環境、社會及管治報告

To uphold the mission of sustainable operation, corporate social responsibility of the Vedan International Group entails not only environmental protection and energy conservation education, but also maintenance of sound corporate governance and risk management, provision employees with a safe and healthy working environment where they can fully exploit their potentials, and balance of the interests of employees, customers, supply chain, investors and the overall development of the community. We undertake to make our best endeavour to constantly contribute to economic development, environmental protection for the earth and society through good and solid corporate governance.

秉持永續經營的使命，企業社會責任對味丹國際集團而言，除了關注環境保護、重視節能教育之外，也涵蓋健全的公司治理與風險管控、提供員工一個安全健康且得以充份發揮潛力的工作環境，並兼顧員工、客戶、供應鏈、投資人及社區整體發展之均衡利益，我們承諾將持續透過良好嚴謹的企業管治，回饋社會的同時，發展經濟並為地球環境保護盡最大的力量。



The Vietnam Plant (Primary Production Base) Promoted Park-like Construction in Factory Areas with Colossal Tree Plantings to Conserve the Ecology
 主要生產基地 - 越南廠區推行工廠公園化，大量植樹保育自然生態

This report has been prepared in compliance with the requirements of the Environmental, Social and Governance (ESG) Reporting Guide under Appendix 27 and the principles of the CG Code under Appendix 14 to the Listing Rules on the Hong Kong Stock Exchange for the purposes of general disclosure responsibilities. The period and areas covered by this report are as follows:

本報告係依據香港聯合交易所上市規則附錄二十七所載《環境、社會及管治報告指引》及附錄十四《企業管治守則》之原則履行一般披露責任。本報告涵蓋期間及範疇如下：

Period covered 涵蓋期間	From 1 January 2018 to 31 December 2018 西元2018年1月1日至2018年12月31日
Areas covered 涵蓋範疇	The production bases in Vietnam and China and the business footholds of branches in Taiwan covered by Vedan International Group 味丹國際集團涵蓋越南、中國生產基地及台灣分公司營運據點

《ENVIRONMENT》

ENVIRONMENTAL PROTECTION

Policy: Care for Environment and Sustainable Operation

The Group upholds the concept of “care for environment and sustainable operation” and proactively carries out the efficiency management of water resources, carbon reduction management and waste management, while initiating energy management system and continuous management of power consumption, and adopting energy-saving electrical equipment to enhance the energy conservation performance in the offices, as well as promoting park-like construction in factory areas with colossal tree plantings to conserve the ecology.

In respect of environmental protection and energy conservation, the Group undertakes to carry out the following actions:

(1) Emission management – Striving to reduce discharge of wastewater, exhaust gas and waste

- Employee safety, environmental protection and resources conservation are the prime principles of all operating activities of the Group. In the ordinary course of business, the Group shall, as long as technically practicable, provide treatment for, and secure the reduction of, emission of exhaust gas, wastewater and waste, and achieve or over-achieve the provisions of the prevailing national laws of the places where its production bases are located and the requirements of internal standards.
- The Group regularly reviews the progress and effectiveness of each resources management plan every year and improves the deficiencies to ensure that there is no substantial impact on the surrounding environment in the factory areas.
- In 2018, the emission standard of each emission of the Group was in line with the requirement of environmental impact assessment for all production bases. The Vietnam plant (primary production base of the Group) reformed the concentration system in production plants in 2018 for the purpose of reducing the consumption of steam energy. In addition, the newly constructed sewage denitrification processing system is also expected to effectively reduce the volume of wastewater and sludge to be generated.

《環境》

環境保護

政策：愛護環境，永續經營

本集團秉持愛護環境、永續經營的理念，積極執行水資源使用效益管理、減碳管理及廢棄物管理，同時建立能源管理制度持續用電量管理，並且採用節能省電器材提升辦公室節能實績；另於廠區推行工廠公園化，大量植樹保育自然生態。

針對環保與節能，本集團承諾將力行以下具體作為：

(1) 排放物管理－努力減少廢水、廢氣與廢棄物之排放

- 集團一切營運活動以確保人員安全，保護環境及保育資源為首要原則。於日常營運中，於技術可行的範圍內，儘可能處理與減少廢氣、廢水及廢棄物等之排放，並符合或超越生產基地之國家現行法令規定及內部標準之要求。
- 集團每年定期稽核各項資源管理計畫之進度及效益，並就缺失進行改善，以確保廠區周遭環境負荷無顯著之影響。
- 2018年，集團各類排放物的排放標準均符合各生產基地環評規定。主要生產基地越南廠區2018年針對生產廠濃縮系統進行改造，其目的為減少蒸汽能源使用量，此外，新建之污水脫氮處理系統，也預期能有效減少廢水污泥產生量。

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Policy: Care for Environment and Sustainable Operation
(continued)

(1) Emission management – Striving to reduce discharge of wastewater, exhaust gas and waste (continued)

- According to the statistics, the types of emissions produced in the production process of the primary plants in 2018 and the relevant data are set out below:

環境保護

政策：愛護環境，永續經營（續）

(1) 排放物管理－努力減少廢水、廢氣與廢棄物之排放（續）

- 經統計，2018年主要廠區生產過程之排放物種類及數據分列如下：

Type of emissions	排放物種類	2017 二零一七年	2018 二零一八年	Difference 差異	Unit 單位
Total volume of wastewater discharged (m ³)/product output (ton)	廢水總排放量(立方米) ／產品產量(公噸)	6.35	5.06	(20.31%)	m ³ /ton 立方米／公噸
Wastewater – Chemical Oxygen Demand (COD) (kg)/product output (ton)	廢水－化學需氧量(COD)(公斤) ／產品產量(公噸)	9.07	8.23	(9.26%)	kg/ton 公斤／公噸
Air emission – Sulphur oxides (SOx) (kg)/product output (ton)	空氣排放－硫氧化物SOx(公斤) ／產品產量(公噸)	2.15	1.40	(34.88%)	kg/ton 公斤／公噸
Air emission – Nitrogen oxides (NOx) (kg)/product output (ton)	空氣排放－氮氧化物NOx(公斤) ／產品產量(公噸)	0.11	0.19	72.73%	kg/ton 公斤／公噸
Total greenhouse gas emission	溫室氣體總排放量	837,226.80	833,145.11	(0.49%)	ton CO ₂ e 公噸CO ₂ e
Total emission intensity of greenhouse gas	溫室氣體總排放量密度	1.51	1.26	(16.56%)	ton CO ₂ e/ton 公噸CO ₂ e ／公噸
Total hazardous waste	有害廢棄物總量	83,788	138,518	65.32%	kg公斤
Total non-hazardous waste	無害廢棄物總量	38,236,805	41,297,140	8.00%	kg公斤
Hazardous waste intensity (kg/ton product output)	有害廢棄物密度 (公斤／公噸產品產量)	0.15	0.21	40.00%	kg/ton 公斤／公噸
Non-hazardous waste intensity (kg/ton product output)	無害廢棄物密度 (公斤／公噸產品產量)	69.16	62.22	(10.03%)	kg/ton 公斤／公噸

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Policy: Care for Environment and Sustainable Operation
(continued)

(1) Emission management – Striving to reduce discharge of wastewater, exhaust gas and waste (continued)

Explanations on major differences in 2018 as compared to 2017:

環境保護

政策：愛護環境，永續經營（續）

(1) 排放物管理－努力減少廢水、廢氣與廢棄物之排放（續）

2018年相較2017年之主要差異說明：

Type of emissions	排放物種類	Difference 差異	Explanation on difference	差異說明
Total volume of wastewater discharged (m ³)/product output (ton)	廢水總排放量(立方米)/產品產量(公噸)	(20.31%)	Increase in output of major products: 2017: 383,374.67 TON 2018: 485,744.33 TON To improve all sewage collection systems of the Company [Note 1].	主要產品產量增加： 2017年：383,374.67 TON 2018年：485,744.33 TON 為完善全公司之污水收集系統[註1]。
Wastewater – Chemical Oxygen Demand (COD) (kg)/product output (ton)	廢水－化學需氧量(COD) (公斤)/產品產量(公噸)	(9.26%)	Increase in output of major products: 2017: 383,374.67 TON 2018: 485,744.33 TON To improve all sewage collection systems of the Company [Note 2].	主要產品產量增加： 2017年：383,374.67 TON 2018年：485,744.33 TON 為完善全公司之污水收集系統[註2]。
Air emission – Sulphur oxides (SOx) (kg)/product output (ton)	空氣排放－硫氧化物SOx (公斤)/產品產量(公噸)	(34.88%)	Increase in output of major products: (Increased product output by 16.69%), and the average measurement of SOx concentration in 2018 was slightly reduced, hence SOx emission per unit was decreased.	主要產品產量增加：(增加16.69%產品產量)，以及2018年平均量測SOx濃度有稍下降，故減少每單位SOx排放量。
Air emission – Nitrogen oxides (NOx) (kg)/product output (ton)	空氣排放－氮氧化物NOx (公斤)/產品產量(公噸)	72.73%	Increase in output of major products: (Increased product output by 16.69%), but an upward trend of NOx concentration was found in the average measurement in 2018, hence NOx emission per unit was increased.	主要產品產量增加：(增加16.69%產品產量)，但2018年平均量測NOx濃度有上升趨勢，故增加每單位NOx排放量。
Total hazardous waste	有害廢棄物總量	65.32%	During the annual maintenance in 2018, approximately 65 tons of heavy oil slag were cleared in the 600KL tank of a thermal power plant (K1). (Such heavy oil slag has only been cleaned once for nearly the past 20 years. Such hazardous waste will not be generated again in the short term.) If the 65-ton heavy oil slag generated in July 2018 is excluded, the whole year of 2018 decreased by 12.87% compared to 2017.	在2018年進行年度維修時，清理熱電廠(K1)600KL桶槽內之重油渣，約65噸。(此重油渣在近20年來，僅清理一次。短期之內不會再發生此危害廢棄物。)若不包含2018年07月產生之65噸重油渣，2018整年度較2017年減少12.87%。
Total non-hazardous waste	無害廢棄物總量	8.00%	During the annual maintenance in 2018, approximately 65 tons of heavy oil slag were cleared in the 600KL tank of a thermal power plant (K1). (Such heavy oil slag has only been cleaned once for nearly the past 20 years. Such hazardous waste will not be generated again in the short term.) If the 65-ton heavy oil slag generated in July 2018 is excluded, the whole year of 2018 decreased by 12.87% compared to 2017. 1. Major works in 2018 were cleaning of raw material tank where the sediment and coal ash accumulated at the bottom over a long time, resulting in an increase of total non-hazardous waste. 2. The clearance of the sediment at the bottom of the raw material tank is made once around every 10-15 years. 3. After completing the "non-burnt brick factory", the coal ash will be used as a raw material for the non-burnt bricks and hence resources will be reused.	在2018年進行年度維修時，清理熱電廠(K1)600KL桶槽內之重油渣，約65噸。(此重油渣在近20年來，僅清理一次。短期之內不會再發生此危害廢棄物。)若不包含2018年07月產生之65噸重油渣，2018整年度較2017年減少12.87%。 1. 主要在2018年，清理原料桶槽，其底部之長期沉澱物與煤炭灰分，造成無害廢棄物總量增加。 2. 此原料桶槽底部沉澱物約10~15年清運一次。 3. 在完成“免燒磚工廠”後，煤炭之灰分，將做為免燒磚之原料，資源再利用。

ENVIRONMENTAL PROTECTION

Policy: Care for Environment and Sustainable Operation (continued)

(1) Emission management – Striving to reduce discharge of wastewater, exhaust gas and waste (continued)

[Note 1] and [Note 2]: With the aim of achieving sound sewage collection systems of the Company, it has been re-examining the discharged water with issues since 2018 by a complete collection and return to a sewage treatment system for treatment, resulting in an increase in low-concentration sewage (large amount while low COD value). Therefore, the two indicators, namely total volume of wastewater discharged (m³)/product output (ton), and chemical oxygen demand (COD) (kg)/product output (ton), were failed to show a downward trend from the figures in 2018, among which:

- a. Discharged water from open-air wet powder storage yard: Due to rainy seasons, although the wet powder is covered with canvas, it is washed away when the rainfall is heavy and mixing with some sediments, causing such powder cannot be recycled nor directly be discharged into the environment. Therefore, the Company discharged such powder into the sewage treatment system for treatment, resulting in an increased load to the system;
- b. The shaft seal cooling water with issues in each factory: The shaft seal cooling water is used for external cooling pump, and will generally be directly discharged into the environment after cooling. However, significant portion of the current equipment of the Company are relatively outmoded. The cooling water after use is currently being collected and discharged into the sewage treatment plant for treatment so as to ensure that it will not be polluting the environment, also resulting in an increased load to the system;
- c. Cleaning water and rainwater around cement plant: Due to the working environment, the cement plant will generate a little dust, including dust of high concentration (within the factory) made by transportation equipment. The recycling equipment is now improved, but part of dust of low concentration may be washed away by rainwater, causing pollution issues when flowing into the surrounding environment of the plant. At present, sewage with issues will all be recycled to the sewage treatment plant, and the system will also be loaded;
- d. Domestic sewage of each factory, including the cleaning (shower) and sanitary (septic tank) sewage systems: In 2018, the Company made an overall statistical study of domestic wastewater from the production plant. Sewage generated by the cleaning and sanitary of the plant will all go into the sewage treatment system, causing an addition to the system.

環境保護

政策：愛護環境，永續經營（續）

(1) 排放物管理－努力減少廢水、廢氣與廢棄物之排放（續）

[註1]及[註2]: 2018年起，公司為落實、健全全公司之污水收集系統，重新普查有疑慮之排放水，將其全數收集，回歸污水處理系統處理，造成低濃度之污水（量大，COD數值低）量增加，使得廢水總排放量（立方米）／產品產量（公噸）及化學需氧量(COD)（公斤）／產品產量（公噸）兩項指標，未能在2018年之數字呈現出減量之趨勢，其中包括：

- a. 露天溼粉貯存場之排放水：因雨季問題，雖溼粉儲存有帆布遮蓋，但雨量大時之沖刷，夾雜部分泥沙，造成此部分之粉將無法回收使用，亦不可直接排入環境，因此公司將此排入污水處理系統處理，造成系統之增載；
- b. 各廠之有疑慮之軸封冷卻水：軸封冷卻水是外部冷卻泵浦使用，一般會冷卻之後直接排入環境，然因公司目前許多設備較為老舊，為確保使用後之冷卻水不致污染環境，目前進行收集，排入污水處理廠處理，亦造成系統之增載；
- c. 固肥廠周遭環境之清洗水、雨水：固肥廠因作業環境之問題，會產生少許粉塵，包括運輸設備所造成，高濃度之粉塵（於廠內），目前已完善回收設備，但部分低濃度粉塵可能因雨水沖刷，造成流入廠區周圍環境之污染疑慮，目前將此有疑慮之污水全數回收至污水處理廠，系統也會增載；
- d. 各廠之生活污水，包括完善清潔（淋浴）、衛生（化糞池）之污水系統：2018年公司全面盤點生產廠區之生活廢水部分，將廠區之清潔、衛生所產生之污水全數規劃進入污水處理系統，增加污水系統處理量。

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ENVIRONMENTAL PROTECTION

Policy: Care for Environment and Sustainable Operation
(continued)

(2) Resources usage management – Promoting energy conservation, consumption reduction, recycle and reuse of resources

- The Group advocates and implements the 3R policy (Reduce, Reuse, Recycle) and recycles and reuses its resources to achieve the goal of reducing materials consumption and waste generation.
- The Group implements green procurement policy to procure suppliers to minimise their impacts on the environment.
- By implementing ISO 50001 Energy Management System, the Group has established an energy management system in the primary production bases and formed the Energy Management Committee which is responsible for the systematic management of all equipment in daily operation in order to enhance the equipment efficiency in a continuous manner. The Group has also implemented energy saving and carbon reduction plan to rationalise energy consumption and reduce energy cost.
- In 2018, the Vietnam plant (primary production base of the Group) improved the concentration system in the production process in production plants and reduced the use of steam energy while also reducing water consumption for cooling down.
- The Group proactively implement the resources recycle policy which recycles the condensation produced in the concentration process of production and reuse the same in the production process. In 2018, 1.48KL of condensation can be recycled for every ton of products, representing approximately 23.5% of the water consumed in such production process.
- In 2018, the packaging materials used by the primary production bases of the Group in the production process of main products can be classified into FIBC bags, paper bags, carton boxes, plastic cylinders, etc. Towards the goal of recycling and reusing the packaging materials used for the finished products, the Company has recycled and reused the plastic cylinders used for containing maltose. According to the statistics in 2018, the recycling rate reached 78.2%.

環境保護

政策：愛護環境，永續經營（續）

(2) 資源使用管理－推動節能減耗，資源回收再利用

- 集團宣導與執行3R政策(Reduce, Reuse, Recycle)，資源回收再利用，以達成減少物質消耗減廢之目的。
- 利用綠色採購政策實施，促使供應商減低對環境造成之衝擊。
- 集團執行ISO 50001能源管理系統，在主要生產基地建立能源管理制度，並成立能源管理委員會，具體於日常營運有系統的管理各項設備，以持續提升設備效率，並實施節能減碳計劃，促使耗能合理化、降低能源成本等。
- 2018年集團主要生產基地越南廠針對生產廠的製程濃縮系統進行改善，降低蒸汽能源使用，同時可減少冷卻水使用量。
- 集團積極進行資源回收再利用之政策，將生產濃縮過程中所產生之冷凝水，回收回製程再使用，2018年每噸的產品可回收再使用1.48KL之冷凝水，約佔該製程使用水之23.5%。
- 2018年集團主要廠區於生產主產品過程所使用包裝材料可分為太空包、紙袋、紙箱、塑膠桶等。公司朝向製成品所用之包材回收再利用的方向，目前已先進行將盛裝麥芽糖漿之塑膠桶進行回收再利用，2018年統計之回收率已達78.2%。

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Policy: Care for Environment and Sustainable Operation
(continued)

(2) Resources usage management – Promoting energy conservation, consumption reduction, recycle and reuse of resources (continued)

- The total consumption of energy used in the primary production bases in 2018 is as follows:

環境保護

政策：愛護環境，永續經營（續）

(2) 資源使用管理－推動節能減耗，資源回收再利用（續）

- 2018年主要生產基地資源使用總耗量統計如下：

Types of usage	使用種類	2017 二零一七年	2018 二零一八年	Difference 差異	Unit 單位
Indirect energy – Unit consumption of electricity (total electricity consumption (kWh)/production output (ton))	間接能源－電力單位用量 (電力總用量(千瓦小時)/ 產品產量(公噸))	808.63	699.73	(13.47%)	kWh/ton 千瓦小時/ 公噸
Indirect energy – Unit consumption of biofuel (total biofuel consumption (kg)/production output (ton))	間接能源－生質燃料單位用量 (生質燃料總用量(公斤)/ 產品產量(公噸))	85.97	76.47	(11.05%)	kg/ton 公斤/公噸
Direct energy – Unit consumption of coal (total coal consumption (kg)/production output (ton))	直接能源－煤炭單位用量 (煤炭總用量(公斤)/ 產品產量(公噸))	461.49	418.32	(9.35%)	kg/ton 公斤/公噸
Total water consumption	總耗水量	7,598,055	8,205,465	7.99%	m ³ 立方米
Water consumption intensity (total water consumption (m ³)/production output (ton))	耗水密度 (總耗水量(立方米)/ 產品產量(公噸))	13.74	12.36	(10.04%)	m ³ /ton 立方米/公噸
Total packaging materials used – FIBC bags	使用的包裝物料總量－太空包	55,722	54,146	(2.83%)	kg 公斤
Total packaging materials used – Paper bags	使用的包裝物料總量－紙袋	387,799	436,027	12.44%	kg 公斤
Total packaging materials used – Carton boxes	使用的包裝物料總量－紙箱	3,938,692	4,099,035	4.07%	kg 公斤
Total packaging materials used – Plastic cylinders	使用的包裝物料總量－塑膠桶	507,944	577,887	13.77%	kg 公斤
Intensity of packaging materials used – FIBC bags	使用的包裝物料密度－太空包	5.23	5.06	(3.25%)	kg/ton 公斤/公噸
Intensity of packaging materials used – Paper bags	使用的包裝物料密度－紙袋	9.29	10.25	10.33%	kg/ton 公斤/公噸
Intensity of packaging materials used – Carton boxes	使用的包裝物料密度－紙箱	70.30	70.34	0.06%	kg/ton 公斤/公噸
Intensity of packaging materials used – Plastic cylinders	使用的包裝物料密度－塑膠桶	40.68	40.64	(0.10%)	kg/ton 公斤/公噸

ENVIRONMENTAL PROTECTION

Policy: Care for Environment and Sustainable Operation
(continued)

(2) Resources usage management – Promoting energy conservation, consumption reduction, recycle and reuse of resources (continued)

Explanations on major differences in 2018 as compared to 2017:

環境保護

政策：愛護環境，永續經營（續）

(2) 資源使用管理－推動節能減耗，資源回收再利用（續）

2018年相較2017年之主要差異說明：

Types of usage	使用種類	Difference 差異	Explanation on difference	差異說明
Indirect energy – unit consumption of electricity (total electricity consumption (kWh)/production output (ton))	間接能源－電力單位用量 (電力總用量(千瓦小時) /產品產量(公噸))	(13.47%)	1. Increase in output of major products: (Increased by 16.69% for product output, whereas increased by 4.64% for total electricity consumption). 2. The reasonableness of energy unit consumption is reviewed on a monthly basis and the energy baseline for each product is formulated in accordance with ISO 50001.	1. 主要產品產量增加：(增加16.69%產品產量；增加4.64%電量總用量)。 2. 每月探討能源單位耗用量之合理性，並依照ISO 50001制定每項產品之能源基線。
Indirect energy – unit consumption of biofuel (total biofuel consumption (kg)/production output (ton))	間接能源－生質燃料單位用量 (生質燃料總用量(公斤) /產品產量(公噸))	(11.05%)	1. Increase in output of major products: (Increased by 16.69% for product output, whereas decreased by 3.13% for total biofuel consumption) to reduce unit consumption of biofuel. 2. The reasonableness of energy unit consumption is reviewed on a monthly basis and the energy baseline for each product is formulated in accordance with ISO 50001.	1. 主要產品產量增加：(增加16.69%產品產量；減少3.13%生質燃料總用量)，使降低每生質燃料單位用量。 2. 每月探討能源單位耗用量之合理性，並依照ISO 50001制定每項產品之能源基線。
Direct energy – unit consumption of coal (total coal consumption (kg)/production output (ton))	直接能源－煤炭單位用量 (煤炭總用量(公斤) /產品產量(公噸))	(9.35%)	1. Increase in output of major products: (Increased by 16.69% for product output, whereas increased by 8.8% for total coal consumption). 2. The reasonableness of energy unit consumption is reviewed on a monthly basis and the energy baseline for each product is formulated in accordance with ISO 50001.	1. 主要產品產量增加：(增加16.69%產品產量；增加8.8%煤炭總用量)。 2. 每月探討能源單位耗用量之合理性，並依照ISO 50001制定每項產品之能源基線。
Total water consumption	總耗水量	7.99%	1. Due to an increase in product output (16.69%), the total water consumption increased. The raw water consumption in 2017 & 2018 are as follows: 2017: 7,598,055 M ³ 2018: 8,205,465 M ³ 2. A water balance map is prepared on a monthly basis to analyse the reasonableness of water consumption/ sewage discharge/recycled water volume in order to ensure no abnormal events would occur.	1. 因產品產量增加(16.69%)，造成總耗水量增加，下列為2017&2018年原水耗水量： 2017年：7,598,055 M ³ 2018年：8,205,465 M ³ 2. 每月制定水平衡圖，並分析耗水量/廢水排放量/回收水量等合理性，以確保無異常事件發生。

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ENVIRONMENTAL PROTECTION

Policy: Care for Environment and Sustainable Operation
(continued)

(3) Environment and natural resources management – Enhancing efficiency of energy consumption, caring for environment and protecting natural ecosystem

- In order to combat the global warming and devote our efforts against the climate change, the Vietnam plant (primary production base of the Group) obtained the ISO 50001 energy management system certificate in October 2016. We established an impeccable equipment maintenance and examination system through a high-standard certification inspection. The usage of energy consuming equipment has been gradually optimised, which facilitated reasonableness and efficiency of energy consuming equipment and reduced energy costs.
- Based on the differences of soil and changes in climate among different business footholds globally, the Group adopts environmentally friendly designs for its plants and grows a variety of appropriate and diversified plants and trees in the surroundings and at the same time promotes park-like construction in factory areas. Various animals are commonly seen in the landscaping wildlife ponds at certain business footholds. The Group aims to bring land greening, carbon reduction, biodiversity and ecosystem and environmental protection into its daily operation.
- With reference to the international environmental education regulations, the Group merges the national environmental protection concept into the employee concept through daily trainings and enhances the knowledge, skills, attitude and values of the employees in respect of environmental protection while promoting environmental protection, safety and hygiene propaganda and continuously universalising civic environmental protection education.
- Since 2017, the Vietnam plant (primary production base of the Group) has planned to use non-burnt bricks equipment which recycled coal ash in electrical boilers into non-burnt bricks and building backfill materials. Being in line with the national development policy, it reused and recycled waste and used such equipment and technical skills to enhance reuse of resources, which conserved energy and reduced consumption and brought significant meanings to earth preservation. This equipment will commence operation at the end of 2019.

環境保護

政策：愛護環境，永續經營（續）

(3) 環境及天然資源管理－提升能源使用效 率，愛護環境保護自然生態

- 為減緩全球暖化、對改善氣候變遷盡一份心力，集團主要生產基地越南廠區已於2016年10月取得ISO 50001能源管理系統之認證，透過高標準的認證稽核，建立完善的設備保養與診斷制度，逐步改善耗能設備之使用，促使設備耗能合理效率提升，降低能源成本。
- 依全球營運據點土壤及氣候變化之不同，集團廠區採友善環境設計，於廠辦周遭栽植大量合適的、多樣的植物與樹木，推行工廠公園化，部份營運據點設置之造景生態池亦常見各種生物，集團朝增加綠地減碳、生物多樣性及生態環境保護於日常中。
- 參考國際環境教育法規，集團將國民環境保護之概念融入員工觀念的日常培訓，增進員工對環境保護的知識技能、態度及價值觀，並推展各項環安衛宣導活動，持續普及公民環保教育。
- 集團主要生產基地越南廠區於2017年起規劃免燒磚設備，將煤炭鍋爐之煤炭灰分再製為免燒磚及建築回填物料。依照當地國家發展政策，落實廢棄物再利用，利用該設備及工藝技術增加資源化再利用，節能降耗，保護土地都具有重大的意義。此設備將於2019年底正式運作。

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環境、社會及管治報告

ENVIRONMENTAL PROTECTION

Policy: Care for Environment and Sustainable Operation
(continued)

(3) Environment and natural resources management – Enhancing efficiency of energy consumption, caring for environment and protecting natural ecosystem (continued)

- In 2018, the primary production bases of the Group organised a total of 75 training courses in relation to environmental safety and hygiene with 4,629 participants and the average training hours were 8.36 hours per person every year. The contents of the courses are summarised as follows:

No. 項次	Course Name 課程名稱
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1	Groups 1 ~ 6 Training Targets about Labour Safety under National Requirements 國家要求之勞安第1~6組訓練對象
2	Industrial Safety Management and Practice for Foreign Workers 外籍幹部工業安全管理與實務
3	Learning ISO/OHSAS Environmental Management System, Occupational Safety and Hygiene Management System/Internal Inspector ISO/OHSAS環境管理系統、職業安與衛生管理系統認識／內部稽核員
4	Chemical Drugs Safety Course 化學藥品安全課程
5	Waste Management and Resources Recycle Course 廢棄物管理、資源回收課程
6	Safety of Gas Welder and Electric Welder 氣焊、電焊安全
7	Operation Safety of Loading Equipment and Stacking Machine 吊卸設備、堆高機運行安全
8	Electricity Safety 用電安全
9	Operation in Dust Area 粉塵區域作業
10	Safety Training for Operation in Limited Space and Overhead Operation 安全訓練在局限空間作業及高空作業
11	Stacker Driving License Training 堆高機駕駛執照訓練

Total 合計	Total training hours for the year 全年總訓練時數	Total participation 總參與人次	Average training hours of employees 員工平均受訓時數
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	39,718 (hours) 39,718(小時)	4,629 (persons) 4,629(人)	8.36 (hours/year) 8.36(小時／年)
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Note: In 2018, the average training hours on courses in relation to environmental safety and hygiene for each employee increased by nearly 13% as compared to 2017, mainly attributable to an increase in labour and industrial safety management, stacker driving training and other courses.

環境保護

政策：愛護環境，永續經營（續）

(3) 環境及天然資源管理－提升能源使用效率，愛護環境保護自然生態（續）

- 2018年集團主要廠區共舉辦環境安全衛生相關教育訓練課程總計75場次參加人次為4,629人，平均每人上課時數為8.36小時／年，其課程內容概列如下：

備註：2018年每位員工平均接受環安衛教育訓練時數相較2017年提升近13%，主要在於增加勞動與工業安全管理、堆高機駕駛訓練等課程。

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ENVIRONMENTAL PROTECTION

Policy: Care for Environment and Sustainable Operation
(continued)

(4) Internal inspection enhancement and cycle improvement

- The Vietnam plant (primary production base of the Group) implements the Environmental Management System (ISO 14001), Occupation Health Safety Management System (OHSAS 18001) and Energy Management System (ISO 50001) every year, and regularly reviews the progress and effectiveness of all plans and proactively improves the deficiencies in order to continuously improve and govern with high-standard international regulations and conduct self-reflection.
- In 2018, in respect of all laws related to environmental protection as well as the air monitoring, discharge of sewage and waste disposal, the Group met the national standard of all the places where its production bases are located.
- In 2018, the external inspection and environmental examination in respect of environmental safety and hygiene and energy in the primary production bases are as follows:

No. 項次	Name 名稱	Result 結果
1	First Quarter Environmental Examination 第一季環境檢測	Qualified 合格
2	Annual External Inspection (ISO 14001&OHSAS 18001) 年度外部稽核(ISO 14001&OHSAS 18001)	Pass 通過
3	Second Quarter Environmental Examination 第二季環境檢測	Qualified 合格
4	Third Quarter Environmental Examination 第三季環境檢測	Qualified 合格
5	Annual External Inspection (ISO 50001) 年度外部稽核(ISO 50001)	Pass 通過
6	Fourth Quarter Environmental Examination 第四季環境檢測	Qualified 合格

Note: The Group's production bases in China and business footholds in Taiwan are principally engaged in sales and light industry trade. The primary production base of the Group is the Vietnam plant and therefore the environmental emission and energy data disclosed in this report mainly concern the Vietnam plant.

環境保護

政策：愛護環境，永續經營（續）

(4) 加強內部稽核與循環改善

- 集團主要生產基地越南廠區每年實施執行環境管理系統(ISO 14001)、職業安全衛生管理系統(OHSAS 18001)與能源管理系統(ISO 50001)，定期稽核各項計畫進度及執行成效，並積極改善缺失，持續改進以高標準國際規章管治並自我檢視。
- 2018年集團所有環保相關法律及檢測空氣、放流水、廢棄物等，皆符合各生產基地之國家標準。
- 2018年主要生產基地環境安全衛生及能源外部稽核與環境檢測統計如下：

備註：集團中國廠區與台灣營運據點之活動主要以銷售及輕貿易為主，集團之主要生產基地為越南廠，故本報告所披露之環境排放與能源數據以越南廠區之統計為主。

《SOCIETY》

EMPLOYEE PRACTICE AND BENEFIT

Policy: Building Corporate Harmony and Enhancing Employees' Benefits

To gain trust from the employees, the Group maintains sincere communication, proactively cares for the employees and values employees' benefits and opinions. The Group supports the international labour and human right standards and achieves the goal of "building corporate harmony and enhancing employees' benefits" through three measures, namely "full compliance with the labour laws, continuous optimisation of the safety and healthiness of the working environment and proactive implementation of employees' training and communication", which help build a sound labour-employer interrelationship and maximise the benefits of the Group and society.

The Group undertakes to earnestly implement the following employee relations policies:

(1) Employment principles – Fair employment conditions, compliant and reasonable remuneration

- The Group considers its employees to be its most important cooperative partners. The employment of an employee is based on the ability-oriented and fair employment principles. There is no discrimination in each division and department in terms of recruitment, employment, promotion, training and reward. Upon employment, the remuneration of an employee shall be based on an equal pay for equal work principle and there shall be no bias or discrimination against different identities such as race, religion, nationality, gender or disability in terms of appointment and promotion.
- The Group has long been complying the national labour laws of the places where its production bases are located to systematise the remuneration and report to the competent authorities of the places where the enterprises are located.

《社會》

員工常規與福利

政策：建立企業和諧、增進員工福利

本集團真誠溝通、主動關懷員工、重視員工權益與意見回應等，以獲得員工信賴，本集團支持國際勞工及人權標準，並從「確實遵守勞動法令、持續提升安全健康的工作環境、積極落實員工培訓與溝通」三方面來達成「企業和諧與增進員工福利」之目標，建立良好的勞資互動關係，為集團及社會整體創造最大的利益。

本集團承諾將力行以下員工關係政策：

(1) 僱傭原則－公平之聘僱條件與合規合理之報酬

- 集團視員工為最重要的合作夥伴，聘任員工以能力取向、平等任用為原則，於招募、雇用、晉升、培訓及獎勵等，各職類科別均無歧視。員工聘任後，薪酬計以同工同酬，不因其種族、宗教、國籍、性別或殘疾等身分地位之不同，而在任用與升遷上有所偏頗或歧視。
- 集團長期遵守各生產基地之國家勞動法令，確實履行薪酬制度化，並依法向企業所在地之主管機關進行申報。

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EMPLOYEE PRACTICE AND BENEFIT

Policy: Building Corporate Harmony and Enhancing Employees' Benefits (continued)

(1) Employment principles – Fair employment conditions, compliant and reasonable remuneration (continued)

- In 2018, the Group had 3,845 employees in aggregate. The statistics of employee turnover rate by gender and geographic region is set out below:

The Group's primary base 集團主要基地	Male in each region 各區男員工	Female in each region 各區女員工	Total number of employees in each region 各區員工總數
The Vietnam plant 越南廠區	3,007	639	3,646
The China plant 中國廠區	118	66	184
Foothold in Taiwan 台灣據點	8	7	15

The Group's primary base 集團主要基地	Total average resignation rate of male staff per month 男員工月離職率總平均	Total average resignation rate of female staff per month 女員工月離職率總平均	Total average resignation rate per month of each district 各區月離職率總平均
The Vietnam plant 越南廠區	1.37%	0.33%	1.7%
The China plant 中國廠區	1.46%	1.25%	2.71%
Foothold in Taiwan 台灣據點	0.92%	0.00%	0.92%

(2) Employees' benefits – Enhancing benefits and good working conditions

- The Group attaches importance to gender equality at work and has included such into the standards of the Company. It complies with the local governmental regulations. Provisions such as maternity system management measure, paternity leave and menstrual leave are clearly stipulated.
- The Group has formulated relevant regulations which provide workers based at the primary production bases in Vietnam and China with benefits, such as free food, clothing, housing, transportation, education, entertainment and training.

員工常規與福利

政策：建立企業和諧、增進員工福利（續）

(1) 僱傭原則－公平之聘僱條件與合規合理之報酬（續）

- 2018年集團員工總數共3,845位，以下按其性別、地區劃分人數，並統計其僱員流失比率：

(2) 員工福利－提升福利與良好的工作條件

- 集團重視兩性工作平等並納入公司規範，遵守當地政府法規，明訂懷孕制度管理辦法、男性陪產假、女性生理假等規定。
- 集團制定相關規範，主要生產基地越南及中國廠區，針對長駐幹部提供免費食衣住行育樂及培訓的福利。

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EMPLOYEE PRACTICE AND BENEFIT

Policy: Building Corporate Harmony and Enhancing Employees' Benefits (continued)

(2) Employees' benefits – Enhancing benefits and good working conditions (continued)

- Employees' benefits and working hour management systems have been established for all operating areas of the Group in compliance with the local labour laws, including minimum wage, annual leave and other statutory benefits. All are implemented in accordance with local laws and regulations of each operating location.
- In 2018, in addition to the fixed monthly salary, the Group's employees can receive appropriate year-end and performance bonuses based on the department or individual performance. The Vietnam plant, the primary production base, conducts promotion assessment twice a year in order to encourage the talents to excel themselves with a friendly management approach. In addition, the overall salaries of all staff were raised in 2018 as in line with the basic wage adjustments in Vietnam.

(3) Labour communication – Strengthening communication channels and valuing human rights

- The Group provides diversified channels for internal communication and opinion expressing which allows it to persistently understand employees' real opinions and recommendations on each aspect of the Company through diversified means such as the proposal system, suggestion boxes and employee satisfactory survey, and to make improvements based on the problems raised by the employees upon discussion.
- The Group respects the right of employees to form associations and organise unions upon their own free will in accordance with the laws, and regularly convenes labour conferences to share opinions with the labour representatives and directly respond to the queries raised by the employees. Meanwhile, it regularly organises "Employee Forum" with the labour unions which allows the labour unions to promptly reflect each problem raised by the employees and constantly follow up the execution progress of each discussion topic.

員工常規與福利

政策：建立企業和諧·增進員工福利（續）

(2) 員工福利－提升福利與良好的工作條件（續）

- 集團所有營運區域均建立合乎當地勞動法規的員工待遇及工時管理機制，包括最低工資、特休假及法令規定的福利，均依各營運據點之當地法令執行。
- 2018年集團員工除固定月薪外，尚可按部門或個人績效獲得適當年終及績效獎金，主要生產基地越南廠區每年固定實施2次晉升評核，透過友善管理方式鼓勵人才表現，並且，於2018年度配合越南國家調動基本工資而全面調升全體員工薪資。

(3) 勞資溝通－加強溝通管道、重視人權

- 集團提供多元的內部溝通與反映管道，持續透過提案制度、意見箱、員工滿意度調查等多元方式，了解員工對於公司各面向的真實意見與建議，並針對員工反應的問題進行討論，做為改善的依據。
- 集團尊重員工依法自由結社及組織工會的權利，每年定期召開勞動大會，與勞動代表進行意見交流，並直接答覆員工之提問。同時定期與工會共同舉辦「職場座談會議」，讓工會代表能夠即時反應員工之各項問題，並持續追蹤各項議題之執行進度。

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EMPLOYEE PRACTICE AND BENEFIT

Policy: Building Corporate Harmony and Enhancing Employees' Benefits (continued)

(3) Labour communication – Strengthening communication channels and valuing human rights (continued)

- The Group has reported its internal regulations to the competent authorities in the countries where its production bases are located. Furthermore, it has established the “Incentive and Disciplinary Committee” comprising labour unions, legal personnel and relevant competent units to deal with the matters of the reward and punishment on the internal staff of the Company in a transparent and open manner.
- The Group attaches importance to labour interests. The Vietnam plant (primary production base of the Group) has coordinated with international or local review institutions to regularly carry out audits and collect employees' opinions on labour management and relevant issues in order to protect the relevant interests of the employees.

(4) Establishment of safe and healthy working environment – Ensuring Company's safety to maintain employees' healthiness

- Adhering to the concept of “ensuring Company's safety to maintain employees' healthiness”, the Group places significant importance on the promotion of occupational safety and hygiene. All of its policies, which are in compliance with the relevant laws applicable to the local operating area, have formed a safe working environment to its employees, clients, underwriters and relevant personnel.
- The Group offers labour insurance and health insurance applicable to the local operating area to each employee and arranges regular health check for the employees in an endeavour to look after the physical and mental health of all employees. Moreover, the Group cooperates with professional medical institutions to find out whether an employee suffers from an occupational disease based on the differences of each business division in order to safeguard the healthiness of the employees.

員工常規與福利

政策：建立企業和諧、增進員工福利（續）

(3) 勞資溝通－加強溝通管道、重視人權（續）

- 集團對生產基地國家權責機關申報公司內規，同時以工會、法務人員與相關單位主管為基本成員設立「獎懲委員會」，以透明公開方式處理公司內部員工之獎懲事宜。
- 集團重視勞工權益，主要生產基地越南廠區配合國際或當地之審查單位，定期實施稽查，訪查員工對勞動管理相關之意見，保障員工之相關權益。

(4) 建構安全與健康的工作環境－公司安全，全員健康

- 集團本著「公司安全，全員健康」的理念，對於職業安全衛生宣導特別重視，所有政策均符合營運區域當地適用的相關法令，為員工、客戶、承包商及相關人員營造安全的工作環境。
- 集團為每位員工參保符合營運區域當地適用的勞工保險或健康保險，為照顧全體員工身心健康，並定期辦理員工身體健康檢查。同時，集團也依各功能事業單位之區別，與專業衛生機構合作，調查追蹤員工有無職業病例，為員工健康把關。

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EMPLOYEE PRACTICE AND BENEFIT

Policy: Building Corporate Harmony and Enhancing Employees' Benefits (continued)

(4) Establishment of safe and healthy working environment – Ensuring Company's safety to maintain employees' healthiness (continued)

- In order to carry out the propaganda of the concept of environmental protection, safety and hygiene, in addition to organising environmental safety education programmes for the management level and the employees from time to time, the Group has also merged the concept of environmental safety and hygiene into major corporate events (for example, participation in tree planting activities organised by environmental protection units under local governments, and reception of government agencies or academic groups for visits of the sewage treatment system of the Company, etc.) in order to create an impact by combining environmental safety education with operating activities.
- The Group regularly inspects the progress and outcome of every environmental protection, safety and hygiene plan and continuously improves those plans in accordance with the requirements. The department in charge of environmental management implements and supervises various safety and hygiene drills in the factory areas targeting at the harm of special or major equipment in the factory areas, and performs precaution inspections, such as fire safety equipment, use of chemicals and safety inspections on electrical equipment to avoid risks of potential disaster.
- In 2018, there were 13 cases of work injury in the Group's primary production bases, which resulted in a total of 4,699 lost working hours due to work injury. Among which, a total of 888 hours of traffic accidents were happened outside the factory area (accounting for 19%), whereas a total of 3,811 hours of work-related accidents occurred within the factory area (accounting for 81%). The Group will continuously minimise the occurrence of work safety accident within the factory area every year through rigorous safety education, management system and equipment.
- The Vietnam plant (primary production base of the Group) has comprehensively acquired various management system certifications including ISO 14001, OHSAS 18001, ISO 50001, FSSC 22000, HACCP, ISO 9001 and so on. Meanwhile, it adheres to the standards of the management systems and frequently carries out inspections and guidance with continuous improvements.

員工常規與福利

政策：建立企業和諧、增進員工福利（續）

(4) 建構安全與健康的工作環境－公司安全，全員健康（續）

- 為落實環保、安全及衛生觀念之宣導，集團除不時舉辦對管理階層及員工之環境安全教育課程之外，另外也將企業重大活動結合環安衛理念，例如參加地方政府環保單位主辦之植樹活動，接待政府機關或學術團體參訪公司污水處理系統等等，以收環境安全教育與營運活動結合之效。
- 集團每年定期檢測環安衛各項計劃進度及執行成效，持續改善符合規定；並由環境管理專責單位於廠區實施與督導各類環安衛演習活動，尤其針對廠區特殊或重要設備之危害，也實施預知專項查核，例如消防設備、化學品使用及電氣安全查核等，防範風險於未然。
- 2018年集團主要生產基地因工作關係而受傷的件數有13件，統計因此工傷而損失的工作時數共4,699小時。其中在廠區外發生之交通事故共888小時，佔19%，在廠區內發生之工傷事故共3,811小時，佔81%。集團將透過嚴謹的安全教育、管理制度和設備等，每年持續降低廠區內工安事故發生率。
- 集體主要生產基地越南廠區，已經全面取得各項管理系統認證，包括ISO 14001、OHSAS 18001、ISO 50001、FSSC 22000、HACCP、ISO 9001等等。同時依循管理系統準則，經常執行稽查與督導，持續改進。

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EMPLOYEE PRACTICE AND BENEFIT

Policy: Building Corporate Harmony and Enhancing Employees' Benefits (continued)

(5) Development and training – Talent cultivation and establishment of learning and growing environment which employees can follow

- The Group believes that talents are, above all, the greatest assets of the Company. The nurture and development of talents are valued and each employee is provided with comprehensive educational training and promotion system to satisfy their needs from different countries and regions, which allows all employees to deploy their skills and unearth their potentials.
- The Group regularly convenes meetings of the education and training committee while proactively organising professional courses and language courses based on the job requirements of each department and regularly conducting language and computer skill assessments to improve occupational skills of the employees.
- The Group formulates the “Annual Plan for Education and Training” every year. To enhance the diversification of learning, in addition to assigning employees to training institutions to participate in various education and trainings, the Group also engages professional lecturers to hold a variety of seminars in the factories from time to time and nurture its employees based on their aptitudes so as to boost their potentials and enhance their work passions and at the same time raise their sense of belonging to the Company.
- Based on the global operating strategy of the Group, it continues to cultivate talents for its future senior management and strategically nurtures employees possessing high potentials with emphasis on specific trainings to heighten the professionalism and regularly updates on their promotion and development to ensure the instantaneity and integrity of its talent reserve in a bid to satisfy the needs for the long-term business growth of the Group and enhance the core competitiveness of the organisation.

員工常規與福利

政策：建立企業和諧、增進員工福利（續）

(5) 發展與培訓－人才培育，建立員工可遵循的學習成長環境

- 集團深信人才是公司最大的資產，重視人才的培育與發展，依年度計劃提供完整的教育訓練及晉升制度給每位員工，以滿足不同國家及地區員工之各種需求，使每位員工得以充分發揮所長並開發潛力。
- 集團定期召開教育訓練委員會議，同時主動依據各單位工作需求，開辦專業課程及語文課程，並定期舉辦語文檢定及電腦技能檢定，以提升員工職場技能。
- 集團每年設定「教育訓練年度計劃」，為強化多元學習，除員工外派至訓練機構接受各項教育訓練外，集團也定期外聘專業講師不定期進廠舉辦各類專題講座，因材施教培訓員工，激發其潛力，使員工對工作更加熱忱，也增進員工對公司的認同感。
- 因應集團全球營運策略，持續培育未來高階管理人才，集團有計劃地養成高潛力員工，注重其個別學習培訓、提升其專業素質，並定期追蹤其晉升與發展，確保人才儲備即時且完整，以符合集團未來長期事業成長需要，提升組織核心競爭力。

EMPLOYEE PRACTICE AND BENEFIT

Policy: Building Corporate Harmony and Enhancing Employees' Benefits (continued)

(5) Development and training – Talent cultivation and establishment of learning and growing environment which employees can follow (continued)

- In 2018, there were a total of 64,833 hours of education and training courses organised by the main production bases of the Group with an average training hours of approximately 18 hours per person every year, representing a rise by 24% in training hours per person as compared to 2017. In 2018, total hours of middle and high management personnel of the Group taking occupational training courses were 12,736 hours (middle management officers) and 6,579 hours (senior management officers), respectively, soared by 43% in training hours taken by middle management officers and spiked by 72% in training hours by senior management officers as compared to 2017.

(6) Labour standards – Ensuring compliance with labour and safety laws

- The Group strives to comply with all labour laws applicable to the operating areas and achieve the goal of “establishing a safe and healthy working environment” by three aspects, namely “ensuring the compliance with labour laws, constantly reviewing the development plans and prohibiting the violation of human rights”.
- The Group adheres to the principle of employment freedom and refuses to hire forced labour and child labour. All employment shall be based on the employees' own free will and imposition of mandatory measures on employees in violation of laws or human rights of employees is prohibited.
- The Group accepts inspections on its labour safety and hygiene system carried out by government authorities or external independent inspection units to ensure all operating activities are in compliance with the local government decree and international standards.
- The Group has an internal legal affairs department which is not only responsible for revising the internal regulations and systems of the Company in accordance with the decrees issued by the government, but also for educating the employees to understand and comply with the labour laws through its education and training system.

員工常規與福利

政策：建立企業和諧·增進員工福利（續）

(5) 發展與培訓－人才培育，建立員工可遵循的學習成長環境（續）

- 2018年，集團主要生產基地舉辦的教育訓練課程人時總數64,833小時，平均每人每年受訓時數約18小時，相較於2017年每人受訓時數提升24%。2018年集團中、高階管理層接受在職培訓課程的人時總數分別為12,736小時及6,579小時，相較於2017年中階主管受訓時數提升43%，高階主管受訓時數則提升72%。

(6) 勞工準則－確實遵守勞動與安全法令

- 集團致力遵守所有營運區域當地適用的勞動法令，透過「確實遵守勞動法令、持續檢討發展方案、嚴禁管理違反人權」之三個面向來達成「建構安全健康之工作環境」的目標。
- 集團遵守就業自由，拒絕雇用被迫的員工及童工，所有工作應當是出自於員工自願，並禁止對於員工實施不合法令或違反員工人權之強制措施。
- 集團接受政府單位或外部獨立審查單位，進行勞動安全衛生制度之稽查，以使各項經營活動均能符合當地政府法令及國際標準。
- 集團內部設立法務專責單位，除依據政府公告之法令修正公司內部規章制度外，更透過教育訓練系統，教育員工了解並遵守勞動法令。

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EMPLOYEE PRACTICE AND BENEFIT

Policy: Building Corporate Harmony and Enhancing Employees' Benefits (continued)

(6) Labour standards – Ensuring compliance with labour and safety laws (continued)

- Implementation of an annual external audit on human resources recruitment agencies which cooperate with the major production bases of the Group so as to ensure such external agencies do comply with labour and safety laws and regulations.

(7) Continuous review on development plans in pursuit of a better safety and health management system

- The fundamental obligation of the Group is to provide its employees a safe and healthy working environment. A specialised department for the management of environmental safety and hygiene has been established within the Group which is responsible for supervising the management system for environmental protection, safety and hygiene, formulating all safety and hygiene management regulations, regularly reviewing the improvement recommendations put forward by all units, examining the abnormal incidents on environment, safety and hygiene and analysing the causes thereof, and suggesting feasible improvement proposals or refined engineering designs to the Group in an endeavour to assist the Group to continuously heighten the management standards.
- Annual targets of management on environment, safety and hygiene have been set in each factory area of the Group in accordance with local regulations. The occurrences of abnormal incidents on environment, safety and hygiene have been effectively reduced through an implementation of environment, safety and hygiene inspections, education and trainings and regular inspections on working environment in order to maximise the working efficiency of the employees in a safe and healthy environment.
- In addition to self-initiated inspections on environment, safety and hygiene by each unit of the Group, the internal inspection department also regularly reviews all operating control on environment, safety and hygiene in the factory area and the relevant operating environment to ensure the implementation management systems such as ISO 14001, OHSAS 18001, ISO 50001, FSSC 22000, HACCP, ISO 9001, etc.

員工常規與福利

政策：建立企業和諧、增進員工福利（續）

(6) 勞工準則－確實遵守勞動與安全法令（續）

- 針對與集團主要生產基地合作之人力資源招聘供應商，實施每年一次之外部稽查工作，確保外部供應商確實遵守各項勞動與安全法令。

(7) 持續檢討發展方案，追求更完善之安全與健康管理制

- 集團營運最基本的義務是提供員工安全健康的工作環境，集團內部設有環境安全衛生專責管理部門，負責環安衛管理系統之督導並建立各項安全衛生管理規範，同時定期審查各單位提出之改善建議，針對環安衛異常事故進行檢討、分析原因，並提出集團可行之改善方案或工程改良設計，協助集團持續提升管理水平。
- 集團各廠區依據當地法規訂定環安衛管理年度目標，各單位透過環安衛查核、教育訓練及定期作業環境檢查等實際作為，有效降低環安衛異常事故發生率，讓員工在安全健康的環境中，發揮最大的工作效率。
- 除集團各單位自主環安衛檢查之外，內部稽核單位也定期對廠區之各項環安衛作業管制及有關作業環境進行稽核，以確保ISO 14001、OHSAS 18001、ISO 50001、FSSC 22000、HACCP、ISO 9001等等管理系統的落實執行。

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SUPPLY CHAIN MANAGEMENT

Policy: Strengthening Green Procurement and Maintaining Mutual Growth with Suppliers

Under the primary condition of stable quality and honesty in the process of determining the suppliers, the Group selects its suppliers across the globe as if deciding a long-term cooperation partner. Under the gradual surge of green energy awareness across the globe, the Group also wishes to promote the relevant environmental protection concepts or practices to the upstream suppliers through its supply chain management strategy of green products and encourage the suppliers to actively cooperate and participate in the environmental protection movement with its influence as a local enterprise in hope to establish a green supply chain in the food industry with its suppliers and improve the performance of the Group and its suppliers in terms of social and environmental responsibility.

The raw material suppliers of the Group include manufacturers and distributors. Engineering constructions are undertaken by engineering contractors of construction and machinery. The Group adopts standardised procurement model which not only includes comparison of quality, cost, service, technology and delivery, but also includes linked management for the information of suppliers to ensure the integrity of the long-term information storage and flexibly updates the changes in procurement demands so as to reduce procurement risks.

The cooperation agreements between the Group and its suppliers or contractors firstly requires the suppliers to faithfully carry out every transaction in accordance with the contracts and not to damage the interests and image of the Group. No suppliers shall engage in transfer of personal benefits or involve in loans, leases and investments for any non-business purposes with employees of the Group or their families, relatives and friends. Meanwhile, the Group also takes into account of appeals lodged by the suppliers against the employees of the Group who may have breached the procurement rules, and carries out investigations to safeguard the interests of the suppliers in a bid to build a harmonious trading relationship between both parties and establish an open, fair and just procurement management mechanism.

供應鏈管理

政策：強化綠色採購，持續與供應商共同成長

本集團以選擇長期合作夥伴的角度檢視全球各地供應商，品質穩定與誠信正直是我們擇定供應商的主要條件。而在全球綠能意識逐漸高漲下，集團也希望透過綠色產品供應鍊的管理策略，將相關的環保觀念或作法推廣至上游供應商，以在地企業影響力，鼓勵供應商主動配合參與環保作為，集團期盼未來與供應商共同建立食品產業綠色供應鍊，提升集團與供應商在社會和環境責任上的表現。

本集團的原物料供應商有生產製造商及代理經銷商等，工程建造則由營建、機械等工程承攬商負責。集團採行標準化之採購交易模式，除針對品質、成本、服務、技術及交貨狀況進行評比之外，也將供應商資訊作串聯管理，確保長期備料完善、採購需求異動靈活更新，以降低採購風險。

本集團與供應商或承攬商的合作協議，首先要要求供應商必須依合約忠實地執行各項買賣交易行為，不得損害本集團之利益與形象。供應商不得對本集團員工個人或親友進行私人的利益輸送，或是任何非依公務上指定之借貸、租賃及投資等；同時，本集團也接受供應商申訴違反採購紀律的集團員工，並確實調查案情，以使供應商之權益獲得保障，建構雙方和諧之買賣關係，達成公開、公平、公正之採購管理機制。

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SUPPLY CHAIN MANAGEMENT

Policy: Strengthening Green Procurement and Maintaining Mutual Growth with Suppliers (continued)

We undertake to implement the following supply chain management policies with considerable efforts:

(1) Regular supplier assessment mechanism for purpose of improving management system of both parties

- The Group has established a system for inspection upon delivery, regular inspection and assessment, and explicitly has required the suppliers to cooperate with the Group's investigation in the factories based on the "Suppliers' Annual External Assessment Programme". The top priority is to guide the supplier to improve the deficiencies found in the inspection and assessment. After notifying suppliers the items which require improvement, regular investigation shall be continued and gradings will be given in order to improve the management system of both parties and ensure its business relationships with quality suppliers. In 2018, the Group fully completed the annual supplier assessment as planned.
- The procurements of new raw materials or newly added suppliers of the Group are all subject to the examination and qualification judgement based on the "Assessment Form for New Supplier" in order to ensure the standards of the Group's procurement management.

(2) Continuous promotion and encouragement to suppliers for implementation of their own management systems

- In order to carry out safety management for contractors and prevent constructional safety incidents, the Group not only continuously reminds and informs the contractors of the relevant safety management requirements, but also conducts on-site supervision over the operation safety of the manufacturers and procures them to implement their own management to prevent safety hazard to workers or damage to the environment arising from improper operation.
- The Group also requires engineering contractors to comply with and undertake to abide by all requirements under the "Management Measures for Safety and Hygiene of Contractors" and the policies and requirements under ISO 14001 and OHSAS 18001 of the Group and concurrently requires contractors to assign safety management personnel and engineering supervisors to the construction sites to confirm the safety before, during and after the construction in order to ensure the operation safety and environmental hygiene.

供應鏈管理

政策：強化綠色採購，持續與供應商共同成長（續）

我們承諾將力行以下供應鏈管理政策：

(1) 定期進行供應商評核機制，以提升雙方管理制度

- 集團建立交貨驗收、定期稽核及評價制度，依據「年度供應商外部評核計劃」確實要求供應商配合集團的進廠訪查，稽查評核之缺失項目以輔導供應商改善為第一優先，通知供應商改善項目，並持續定期訪查，評列等級，以提升雙方管理制度，並確保與優良供應商往來。2018年集團已依計劃確實完成供應商年度評核。
- 集團對於新的原物料採購或新增的供應商，均需依據「新供應商評估表」據以審查、判定合格後才得以進行採購作業，確保符合集團採購管理規範。

(2) 持續宣導及鼓勵供應商落實自主管理制度

- 為落實承攬商安全管理事宜，防止施工安全事故的發生，集團除持續提醒及告知承攬商相關安全管理規定外，並於現場督導廠商作業安全，促其落實自主管理，避免因作業不當而產生人員安全或環境的危害。
- 集團並規定工程承包廠商必須遵守及切結「承包商安全衛生管理辦法」之各項規範，遵守集團ISO 14001及OHSAS 18001之政策規定，同時要求於施工區域派遣安全管理人員及工程監工人員，進行施工前、中、後之安全確認，以確保工作安全及環境衛生。

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SUPPLY CHAIN MANAGEMENT

Policy: Strengthening Green Procurement and Maintaining Mutual Growth with Suppliers (continued)

(3) Continuously maintain the proportion of green procurement

- In principle, if the suppliers in the country of the Group's business footholds or the neighbouring countries share the advantages in delivery time with the same favourable conditions in terms of quality, service and price, priority would be given to the local raw material suppliers and contractors in order to reduce the carbon emission in the process of transportation and jointly achieve green efficiency.
- In addition to continuously facilitating the replacement of old and high-consumption equipment with new models through plans on manufacturing process improvement or special projects, the Group also participates in various exhibitions of innovative technology and new energy conservation equipment from time to time in hope to continue to manufacture with relatively high-efficiency equipment, reduce energy consumption per unit, reduce the cost of electricity used for operation, thereby implement energy management and enhance the competitiveness of the Group in the industry.
- The Group advocates green procurement policy and gradually carry out the environmental protection concept of "low pollution, recyclability and resources conservation". We support ecologically friendly products and green energy, and give priority to recyclable, degradable, reusable and recoverable products in response to the international environmental protection standards. In compliance with the local environmental protection regulations, we encourage suppliers to actively develop green products so as to minimise the damage to the environment. All in all, we make a contribution to take the eco-friendly pledge for all mankind.
- In 2018, the Group's primary production bases maintained a green procurement policy to achieve a carbon emission control. Specific accomplishments include: (a) continuous efforts in procurement at local production places; (b) maintain the use of biomass energy and production use unit demand purchase; (c) completion of 100% procurement target for electrical appliances with energy-saving labels.

供應鏈管理

政策：強化綠色採購，持續與供應商共同成長（續）

(3) 持續維持綠色採購比重

- 原則上，集團營運據點所在地或鄰國之供應商具有交期優勢，在品質、服務及價格合宜的相同條件下，我們優先選擇當地原物料採購及承包商，以減少貨物運輸過程的碳排量，共同達成綠色效益。
- 集團除持續透過製程改善或專案計劃，促進老舊之高耗能設備汰舊換新外，不定期參與各項創新技術、節能新設備展覽會，以期持續以相對高效能設備進行生產，降低單位產品能耗，節約營運電力成本落實能源管理，也提升集團產業競爭力。
- 集團提倡綠色採購政策，逐步落實「低污染、可回收、省資源」之環保理念，我們支持具備親善環境的產品及綠色能源，優先選擇易回收、易拆解、再生使用率及回收利用率高的產品，響應各國環保標章；在符合當地環保法規的情形下，鼓勵供應商積極開發綠色產品，減輕對地球環境的破壞，為人類環保事業盡一份心力。
- 2018年集團主要生產基地維持綠色採購政策，以達成碳排量控制，具體做為有：(a)持續努力往在地產地採購執行(b)持續維持使用生質能源及生產使用單位需求採購(c)完成電器節能標章產品100%採購目標。

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PRODUCT RESPONSIBILITY

Policy: Comprehensive Quality Management to Live Up to Customers' Satisfaction

High quality is an important core capability which the Group has always maintained. In order to give customers full confidence in the quality of the products, the Group continues to improve quality control and achieve customers' expectations through high standards of quality control to create quality products and live up to customers' satisfaction.

We undertake to implement the following product responsibility policies with considerable efforts:

(1) In compliance with national quality and safety regulations

- In order to maintain the core competitiveness of the product quality, the Group continues to maintain various food safety management systems, including GMP+Feed Safety Assurance, ISO 17025, HACCP, ISO 9001 and FSSC 22000, and to enforce them on relevant production aspects so as to enhance its competitiveness and satisfy customers' requirements on quality and the requirements of food safety standards. In addition, a total of 28 new agreements on relevant foods announced by the government were made during 2018, and internal education training was implemented to ensure that the new agreements were fully carried out.
- The Group ensures the quality of every product it produced is in compliance with all requirements of relevant local laws applicable to the operating areas.
- In 2018, the Group has fully implemented the monthly review of the validity period of various intellectual property rights in a bid to ensure the due completion of registration procedure for renewal before expiration.
- The shipment of each batch of the products is subject to a random inspection conducted by the Group. The fail rate of the Group's product in the random inspection was approximately 0.03% in 2018, an improvement shown as compared to the fail rate of 0.15% last year, and it was maintained to enhance the system for the traceability of source management.
- The Group performed a product recall drill in 2018 for every main product (MSG, flavour seasoning, modified starch, maltose syrup, rice protein, animal and plant liquid and solid feed, and Cha Cha Spiced Sunflower Seeds), enabling it to face potential circumstances with ample experience.

產品責任

政策：全員品管，顧客滿意

高品質為本集團始終極力維護的重要核心能力。為了讓客戶對商品品質有十足的信心，集團不斷地增進品質管制，並藉由高標準的品質控管來達成客戶期望，藉此創造高品質的產品及顧客滿意度。

我們承諾將力行以下產品責任政策：

(1) 符合國家品質與安全規範

- 為了維持核心競爭力之產品品質，集團持續維護GMP+Feed Safety Assurance、ISO 17025、HACCP、ISO 9001、FSSC 22000食品安全管理系統，並實施於各相關製造的範圍，以提高競爭能力，達到客戶的品質及食品安全標準要求。除此之外，在2018年期間已確實進行發佈國家所公告的相關食品共28項新議定，並且執行內部教育訓練以確保達到新議定確實執行。
- 集團確認所生產之各項產品品質，均符合所有營運區域適用的當地相關法令規定。
- 集團於2018年確實達成每月定期檢討各項智慧財產權效期，以確保於到期前確實完成更新登記作業。
- 集團針對每批次產品進行抽檢，達標方可出貨，2018年集團產品抽檢不合格率約0.03%，與去年之不合格率0.15%相較有提升，並維持強化源頭管理可溯性的制度。
- 集團於2018年對主要產品（味精、風味調味料、變性澱粉、麥芽糖漿、米蛋白、動植物液態與固態飼料、洽洽瓜子），各進行一次產品回收程序標準演習，集團可有充足的經驗來面對可能發生的狀況。

PRODUCT RESPONSIBILITY

Policy: Comprehensive Quality Management to Live Up to Customers' Satisfaction (continued)

(2) Preservation of customers' interests and consolidation of customer relations

- As the Group weighs its customer relation management system, it has established feasible and effective customer communication channels to understand the needs and questions of customers. The Group has established the "operating procedures for toll-free customer service hotline". Through the toll-free customer hotline, the Group ascertains the procedures and scope of customer service operation and matters which require customers' cooperation in order to ensure customers' interests as well as to safeguard the interests of the distributors and agents.
- Addressing customers' opinions and feedback and the quality issues, each business unit has formulated standard operating procedures in compliance with the local laws, according to which it promptly provides proper responses, makes reports and puts forward solutions through the communication channels specified in the official website of the Group and sales personnel to achieve the goal of customer satisfaction.
- In order to grasp the customers' satisfaction with the products operated by the Group, and to investigate whether the products meet the expectations of customers and market, the customers' satisfaction survey is conducted every year for various items managed by the Group, in which the surveys on MSG and seasonings will be made twice a year, hence the Group can fully obtain feedback to adjust the market strategies.
- In 2018, the Group received 6 customer feedback in total. The general management office has appointed a designated person to arrange the response to customers' feedback and the response rate was 100%.

產品責任

政策：全員品管，顧客滿意（續）

(2) 保障客戶權益，鞏固客戶關係

- 集團重視客戶關係管理系統，已建立可行、有效的客戶溝通管道，了解客戶的需求及問題。集團設立「客戶免付費專線服務作業流程」，通過客戶免付費專線，確認服務客戶作業流程範圍及相關客戶需配合事項，以確保客戶權益，也包含經銷商及代理商之權益保障。
- 針對客戶的意見回饋或品質問題，各事業單位也依據當地法令訂定標準作業流程，透過集團官網指定的連絡管道以及業務人員，即時給予妥善的回應並按流程通報與處理，達到客戶滿意的目標。
- 為了掌握顧客對於集團所經營的產品滿意度，以調查產品是否符合顧客及市場的期待，每年會針對集團所經營的各類品項執行顧客滿意度調查，其中味精及調味品每年將執行2次調查，以讓集團可充分取得回饋資訊來進行市場策略的調整。
- 2018年集團共接獲6件顧客意見反應，由總經理室責成專人統籌回覆顧客意見，並且達成100%回覆率。

Environmental, Social and Governance Report

環境、社會及管治報告

PRODUCT RESPONSIBILITY

Policy: Comprehensive Quality Management to Live Up to Customers' Satisfaction (continued)

(2) Preservation of customers' interests and consolidation of customer relations (continued)

- Addressing customers' data protection and privacy management, the Group carried out 6 internal inspections in 2018 (one inspection in every two months) to ensure that the management measures are duly implemented by every department.
- The distribution partners around the world are important market vanguards of the Group which help the Group to deliver its brand value to the potential customers at every corner of the world. The Group organises distribution partner meetings or product launching events from time to time to share the analysis on the overall market trend and its marketing strategies in order to assure customers' satisfaction and establish a long-term and stable market operating foundation for the Group.

NTI-CORRUPTION AND PREVENTIVE MEASURES

Policy: Upholding Integrity and Formulating Standards

The Group highly values operation in good faith. It has established a designated inspection unit, in addition to the establishment of a transparent and open communication platform. The Group requires its employees to comply with the regulations of integrity and also reinforces the propaganda on a regular basis to prevent corruption and fraud.

The Group requires all employees to abide by the prevailing government regulations in each operating area and the internal regulations of the Company in an endeavour to procure employees to safeguard the Group's reputation with the highest moral standard. For the implementation of the Group's anti-corruption policy, penalty shall be imposed on inappropriate conducts in accordance with the relevant regulations of the Company, while local legal proceedings shall be instituted on a serious breach.

產品責任

政策：全員品管，顧客滿意（續）

(2) 保障客戶權益，鞏固客戶關係（續）

- 針對消費者資料保障及隱私管理，集團於2018年完成6次內部稽查（每2個月進行乙次稽查），確保管理辦法確實為各部門所執行。
- 遍佈全球的經銷通路夥伴是集團重要的市場先鋒，協助集團將企業品牌價值傳達給世界各角落的潛在客戶。集團不時舉辦經銷通路夥伴會面活動或產品發佈會，分享整體市場趨勢與行銷策略，以確保顧客滿意，建立集團長期穩健的市場經營基礎。

反貪污防治

政策：落實誠信行為與規範

本集團重視誠信經營，除建立透明公開的溝通平台外，集團內部並設立專責之稽查單位查核，平時也加強宣導與要求員工落實誠信之規範，以防貪污與舞弊。

集團要求所有員工遵守各營運區域當地現行有效之政府法規和公司內規，期許員工以最高道德標準共同維護集團聲譽，如查有不當行為，除依公司相關規定予以懲處外，重大情節並依當地法律程序處理，以落實集團期望之反貪政策。

NTI-CORRUPTION AND PREVENTIVE MEASURES

**Policy: Upholding Integrity and Formulating Standards
(continued)**

The Group shall implement the following policies with considerable efforts to enforce the regulations of integrity on employees:

(1) Continuous propaganda of integrity

The Group requires every employee internally, and reminds all customers, suppliers and all third parties involved in business transactions externally not to obtain commercial benefits directly or indirectly through malfeasance or bribery. It has also established standard operation procedure systems for business, procurement and finance departments to prevent employees from abusing their power for personal gains which would result in conflict of interests.

(2) Establishment of transparent and open communication platform

Integrity is a major criterion of the Group's assessment on its employees and employees who reported corrupt conducts shall not result in any implication to their salaries and promotion prospects or be subject to other unfavourable penalties. There is a feedback channel which allows all employees to report corrupt conducts to the management directly through diversified means, where the whistle blower shall be protected by the Group's system. No employee in the Group was subject to legal proceedings regarding corrupt conduct in 2018.

反貪污防治

政策：落實誠信行為與規範（續）

集團對員工之誠信規範將力行以下政策：

(1) 持續宣導誠信行為

集團對內要求每位員工、對外提示所有客戶、供應商及所有涉及商業行為之第三方，集團禁止以直接或間接之任何貪瀆或賄賂方式獲取商業利益，並且在業務、採購、財務部門內建立標準作業流程系統，以避免員工利用職務之便，導致任何利益衝突之情事。

(2) 建立透明公開溝通平台

集團對於員工之誠信列為重要考核項目，且不因員工舉報貪污行為而影響員工之待遇、升遷或受到其他不利之處分。集團設有意見反映管道，所有員工均可直接透過多元的管道，向管理階層舉報貪污案件，檢舉人並受到集團制度之保護。2018年集團並無僱員貪污訴訟案件。

Environmental, Social and Governance Report

環境、社會及管治報告

COMMUNITY DEVELOPMENT AND PUBLIC WELFARE

Policy: Facilitating Social Development and Willing to be Corporate Volunteer

The Group provides special care to the relatively underprivileged minority in society and gives long-term and appropriate support and positive encouragement. With a thankful heart, the Group is willing to be a cheerful corporate volunteer and communicate with the community benevolently so as to requite the public for the support to the Company.

Through internal coordination and planning of the public relations department, the Group has been devoting itself to public welfare activities, such as providing international medical support, taking care of the impoverished families, promoting environmental protection and energy conservation education and sponsoring outstanding poor students for a long period of time in hope for encouraging more enthusiasts to carry out charitable work and radiating warmth to every corner in need through our modest contribution and increased participation. Vietnam Red Cross awarded the “Red Cross Outstanding Contribution of Business Enterprise Award” to a Vietnamese company under the Group for multiple times, indicating that the Company’s active participation in the public welfare has obtained recognition by international charity and aid organisation.

The followings set forth a summary of the Group’s community development and participation in public welfare:

(1) Continuous international medical support

Given that international human care has always been the benevolent activity which the Group pays attention to, other than sponsoring the “Agent Orange Victim Fund” and the “Child Protection Fund”, the Vietnam plant (primary production base of the Group) has been cooperating with the Government of Dong Nai Province, Taichung Veterans General Hospital, Taiwan and Huei-Kong Social Welfare Foundation for seven consecutive years to carry out international medical support activities which benefitted over ten thousand people.

社區經營與慈善公益

政策：促進社會發展、樂為企業志工

本集團對於社會結構中相對弱勢的族群特別關懷，長期給予適當的扶助與正向的鼓勵。集團抱持感恩的心，樂於做一員快樂的企業志工，用愛心與社會各界溝通，回饋大眾對公司的支持。

集團透過內部專責公共關係部門的統籌與規劃，長期以來持續投入國際醫療援助、關懷貧戶、推廣環境能源教育及協助清寒優秀學子等公益活動，我們希望以自己棉薄的奉獻，擴大社會參與，號召更多愛心人士攜手行善，將溫情傳送至社會需要的角落。越南紅十字會也多次頒發「紅十字會事業傑出成績貢獻獎」予集團越南公司，顯見公司積極參與慈善活動已獲得國際慈善救援組織的肯定。

以下分享集團於社區經營與慈善公益的概況：

(1) 持續進行國際醫療援助活動

國際人道關懷一直是本集團關注的愛心活動，除贊助「橙黃劑受害者基金會」和「兒童保護基金會」之外，主要生產基地越南廠區已連續七年與同奈省政府、台灣台中榮民總醫院及惠康基金會合作國際慈善醫療活動，義診服務受惠民眾已逾萬人。

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

COMMUNITY DEVELOPMENT AND PUBLIC WELFARE

Policy: Facilitating Social Development and Willing to be Corporate Volunteer (continued)

(2) Encouragement to employees to participate in social welfare activities

The Group always encourages its employees to participate in all kinds of public welfare activities and several directors of the Group and their families have set an example by working as long-term volunteers of medical institutions and hospice centres in an endeavour to motivate more employees to unite their power through personal actions and serve the public with contribution to society.

(3) Continuous charity and public welfare activities

To demonstrate the spirit of fraternity and help impoverished families, the Group adheres to the concept of gaining healthy lives through flavourful and delicious food and organises various activities such as “Spreading Warmth at the End of the Year”, “Gratitude Fund”, “Building Warm-Hearted House” and “Poverty Fund” every year to provide the most appropriate support to the needy.

(4) Facilitation of environmental protection and energy conservation education

In order to enhance the awareness of the importance of energy and climate change issues among all people, the Group cooperated with the local government and international organisations every year to promote the concept of forest conservation by organising different activities such as “Green Sunday”, “Tree Planting”, “Environmental Protection Drawing Competition” and “Classification of Household Waste”, and sponsor a variety of environmental protection funds in an endeavour to facilitate environmental protection, forest conservation, forest expansion and improve the ecological environment.

社區經營與慈善公益

政策：促進社會發展·樂為企業志工（續）

(2) 鼓勵員工參與社會公益活動

集團向來鼓勵員工自主參與各類公益活動，集團多位董事及其家人更是躬身力行，長期擔任醫療機構、安寧照護機構的志工，期望由己身做起，帶動更多員工力量集結，服務人群回饋社會。

(3) 持續進行慈善公益活動

為了發揮相親相愛精神、協助環境困難的家庭，本著濃郁美味食品帶來健康生活的理念，集團每年舉辦「歲末送溫暖」、「知恩圖報基金」、「建設溫情屋」、「為貧窮基金」等多項活動，為弱勢民眾提供最適當的協助。

(4) 推動環境能源教育

為提高民眾體認能源及氣候變遷議題的重要，集團每年配合當地政府單位及國際組織宣導愛林護林的意識，舉辦各種「綠色週日」、「植樹」、「環保畫圖比賽」、「生活垃圾分類」活動，並且贊助各類環保基金，為綠化促進、愛林護林擴大森林資源及改善生態環境而努力。



Building Warm-Hearted House
建設溫情屋



Tree Planting
植樹活動



International Medical Support
國際醫療援助活動

Environmental, Social and Governance Report

環境、社會及管治報告

COMMUNITY DEVELOPMENT AND PUBLIC WELFARE

Policy: Facilitating Social Development and Willing to be Corporate Volunteer (continued)

(5) Continuous promotion of study encouragement

In order to incentivise impoverished students, the Group not only entered into the "Industry-University Collaboration Memorandum" with numerous higher education institutions, but also regularly carried out study encouragement in accordance with the local government policies and gave scholarships and donations for construction of schools in a bid to provide better education to outstanding students in order to encourage students to study hard.



Spreading Warmth at the end of the Year
歲末送溫暖

社區經營與慈善公益

政策：促進社會發展、樂為企業志工（續）

(5) 持續推展勸學活動

為獎勵清寒學子，集團除與多所高等教育學校簽定「產學合作備忘錄」之外，也定期配合當地政府政策進行勸學教育，頒發獎助學金及捐資興學，以協助優秀學子接受更良好的教育，鼓勵學子持續奮發向學。



Donations for Construction of Schools and Encouragement to Students
捐資興學鼓勵學子

(6) Generation of a centripetal force towards society by culture education

The cultivation strategy of the Group is to rapidly and fully integrate into local culture where it operates. As such, the Group provides various recreational activities and supports the relevant activities of local governments, such as celebrating local festivals, participating in the International Women's Day, tug-of-war competitions for employees, commending senior employees, establishing party organisations and organising activities in a bid to enhance a sense of belonging of the employees to the local culture and earn recognition of the Company from communities.

(6) 以文化教育凝聚社會向心力

深耕在地是集團的發展策略，為使集團更快速地完全融入營運區域當地文化，集團提供各種文娛活動以及配合當地政府的相關活動，例如：在地文化日慶典、三八婦女節活動、員工拔河比賽、資深員工表揚活動、成立黨組織、黨部活動等，加強全球員工對在地文化的歸屬感，同時也凝聚社區對公司的認同感。

Environmental, Social and Governance Report

環境、社會及管治報告

PROSPECTS

“Care for environment and sustainable operation” is the operational mission of the Group and also a commitment and fundamental responsibility of us as an international corporate citizen to the environment and society. In process of the preparation of the disclosure in this report, we have reviewed the actual actions taken by the Group in a new perspective for implementing the three sustainability measures, namely sustainable environment, public welfare, and sound corporate governance. The Group will continue to improve and formulate the most complete development solutions which integrate operating procedures, and will continuously strive for corporate excellence, facilitating social development and creating a better environment.

With reference to the relevant regulations and international standards, the Group will continue to review the hindrances and risks to be involved in the future corporate governance, social development and environmental protection. It will also formulate mid-to-long-term improvement strategies and action plans as soon as possible with effective communication with the stakeholders of the Group, including employees, customers, suppliers, investors and the community, that enable them to understand and support every practical action taken by the Group for the environmental, social and governance in order to face the trend of the macro-environment and challenges together in a prudent manner and seek the best way for coexistence and mutual prosperity.

The Group believes that the fulfilment of social responsibility is the critical driving force for the sustainable growth of enterprises in the 21st century. In the future, we will continue to integrate the core competence of biotechnology with social responsibility and develop green economy. The Group expects not only to continue to grow and develop in the food industry, but also to have a significant influence – It will also focus on climate change, including issues such as carbon reduction in an endeavour to contribute to the sustainable development of the environment of the earth and create a better home together.

展望

「愛護環境、永續經營」是本集團的經營使命，也是身為世界企業公民對環境與社會的承諾和基本責任。我們透過披露本報告書的過程，重新檢視集團對於實踐永續環境、維護社會公益及健全企業管治三個永續面的實際作為，並將持續改善、建立最完備且結合營運流程的發展方案，努力持續追求企業卓越經營、促進社會發展並創造環境的共好。

本集團將參考相關法規及國際標準，持續檢討集團未來在企業治理、社會發展與環境保護所將面臨的難題與風險，儘早規劃中長期改善策略及行動方案，並有效溝通於集團之利害關係人包括員工、客戶、供應商、投資人及社區，使之了解並支持集團在環境、社會及管治的各項作為，共同謹慎面對大環境的趨勢與挑戰，尋求共存共榮的最佳模式。

集團相信善盡社會責任，將是企業在廿一世紀永續成長的關鍵助力。未來，我們將持續運用生物技術核心能力與社會責任結合，發展綠色經濟，集團期望不僅在食品產業得以持續發展壯大，擁有重要的影響力，更將投入氣候變化包括減碳等議題的關注，共同為地球環境永續發展盡力，開創美好家園。

Notes to the Environmental, Social and Governance Report

環境、社會及管治報告附註

The Group's compliance of General Disclosures and KPIs:

集團遵守一般披露及關鍵績效指標之履行情形：

CROSS-REFERENCE SHEET OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE 與《環境、社會及管治報告指引》之對照表

Subject Areas, Aspects, General Disclosures and KPIs

主要範疇、層面、一般披露及關鍵績效指標

	"Comply or explain" Provisions 「不遵守就解釋」	Compliance as disclosed in this report 本報告書披露之履行情形
A. Environmental 環境		
A1 Emissions: 排放物：	General Disclosure (effective from 2016.1.1) 一般披露 (2016.1.1生效)	
	<p>Information on: 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：</p> <p>(a) the policies; and (a) 政策；及</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料。</p> <p>relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.</p> <p>Note: (1) Air emissions include NOx, SOx, and other pollutants regulated under national laws and regulations. 註：(1)廢氣排放包括氮氧化物、硫氧化物及其他受國家法律及規例規管的污染物。</p> <p>Note: (2) Greenhouse gases include carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride. 註：(2)溫室氣體包括二氧化碳、甲烷、氧化亞氮、氫氟碳化合物、全氟化碳及六氟化硫。</p> <p>Note: (3) Hazardous wastes are those defined by national regulations. 註：(3)有害廢棄物指國家規例所界定者。</p>	<p>As stated in the section headed "Environmental Protection (1) Emission management" in this report 如報告書「環境保護的(1)排放物管理」章節敘述</p>

Notes to the Environmental, Social and Governance Report

環境、社會及管治報告附註

CROSS-REFERENCE SHEET OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE (continued) 與《環境、社會及管治報告指引》之對照表 (續)

Subject Areas, Aspects, General Disclosures and KPIs

主要範疇、層面、一般披露及關鍵績效指標

	“Comply or explain” Provisions 「不遵守就解釋」	Compliance as disclosed in this report 本報告書披露之履行情形
	KPI (effective from 2017.1.1) 關鍵績效指標 (2017.1.1生效)	
	<p>KPI A1.1: The types of emissions and respective emissions data. 關鍵績效指標A1.1：排放物種類及相關排放數據。</p> <p>KPI A1.2: Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 關鍵績效指標A1.2：溫室氣體總排放量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。</p> <p>KPI A1.3: Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 關鍵績效指標A1.3：所產生有害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。</p> <p>KPI A1.4: Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 關鍵績效指標A1.4：所產生無害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。</p>	<p>As stated in the section headed “Environmental Protection (1) Emission management” in this report 如報告書「環境保護(1)排放物管理」章節敘述</p> <p>As stated in the section headed “Environmental Protection (1) Emission management” in this report 如報告書「環境保護(1)排放物管理」章節敘述</p> <p>As stated in the section headed “Environmental Protection (1) Emission management” in this report 如報告書「環境保護(1)排放物管理」章節敘述</p> <p>As stated in the section headed “Environmental Protection (1) Emission management” in this report 如報告書「環境保護(1)排放物管理」章節敘述</p>

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Subject Areas, Aspects, General Disclosures and KPIs

主要範疇、層面、一般披露及關鍵績效指標

	“Comply or explain” Provisions 「不遵守就解釋」	Compliance as disclosed in this report 本報告書披露之履行情形
	<p>KPI A1.5: Description of measures to mitigate emissions and results achieved. 關鍵績效指標A1.5：描述減低排放量的措施及所得成果。</p> <p>KPI A1.6: Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 關鍵績效指標A1.6：描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。</p>	<p>As stated in the section headed “Environmental Protection (1) Emission management” in this report 如報告書「環境保護(1)排放物管理」章節敘述</p> <p>As stated in the section headed “Environmental Protection (1) Emission management” in this report 如報告書「環境保護(1)排放物管理」章節敘述</p>
A2 Use of Resources: 資源使用：	General Disclosure (effective from 2016.1.1) 一般披露 (2016.1.1生效)	
	<p>Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源 (包括能源、水及其他原材料) 的政策。</p> <p>Note: Resources may be used in production, in storage, transportation, in buildings, electronic equipment, etc. 註：資源可用於生產、儲存、運輸、樓宇、電子設備等。</p>	<p>As stated in the section headed “Environmental Protection (2) Resources usage management” in this report 如報告書「環境保護(2)資源使用管理」章節敘述</p>

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	“Comply or explain” Provisions 「不遵守就解釋」	Compliance as disclosed in this report 本報告書披露之履行情形
	KPI (effective from 2017.1.1) 關鍵績效指標 (2017.1.1生效)	
	<p>KPI A2.1: Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 關鍵績效指標A2.1：按類型劃分的直接及／或間接能源（如電、氣或油）總耗量（以千個千瓦時計算）及密度（如以每產量單位、每項設施計算）。</p> <p>KPI A2.2: Water consumption in total and intensity (e.g. per unit of production volume, per facility). 關鍵績效指標A2.2：總耗水量及密度（如以每產量單位、每項設施計算）。</p> <p>KPI A2.3: Description of energy use efficiency initiatives and results achieved. 關鍵績效指標A2.3：描述能源使用效益計劃及所得成果。</p> <p>KPI A2.4: Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 關鍵績效指標A2.4：描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。</p> <p>KPI A2.5: Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 關鍵績效指標A2.5：製成品所用包裝材料的總量（以噸計算）及（如適用）每生產單位估量。</p>	<p>As stated in the section headed “Environmental Protection (2) Resources usage management” in this report 如報告書「環境保護(2)資源使用管理」章節敘述</p> <p>As stated in the section headed “Environmental Protection (2) Resources usage management” in this report 如報告書「環境保護(2)資源使用管理」章節敘述</p> <p>As stated in the section headed “Environmental Protection (2) Resources usage management” in this report 如報告書「環境保護(2)資源使用管理」章節敘述</p> <p>As stated in the section headed “Environmental Protection (2) Resources usage management” in this report 如報告書「環境保護(2)資源使用管理」章節敘述</p> <p>As stated in the section headed “Environmental Protection (2) Resources usage management” in this report 如報告書「環境保護(2)資源使用管理」章節敘述</p>

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Subject Areas, Aspects, General Disclosures and KPIs

主要範疇、層面、一般披露及關鍵績效指標

	“Comply or explain” Provisions 「不遵守就解釋」	Compliance as disclosed in this report 本報告書披露之履行情形
A3 Environment and Natural Resources: 環境及天然資源：	General Disclosure (effective from 2016.1.1) 一般披露 (2016.1.1.生效)	
	Policies on minimising the issuer’s significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	As stated in the section headed “Environmental Protection (3) Environment and natural resources management” in this report 如報告書「環境保護(3)環境及天然資源管理」章節敘述
	KPI (effective from 2017.1.1) 關鍵績效指標 (2017.1.1生效)	
	KPI A3.1: Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 關鍵績效指標A3.1：描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	As stated in the section headed “Environmental Protection (3) Environment and natural resources management” in this report 如報告書「環境保護(3)環境及天然資源管理」章節敘述

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	"Comply or explain" Provisions 「不遵守就解釋」	Recommended Disclosures 建議披露		Compliance as disclosed in this report 本報告書披露之 履行情形
B. Social 社會				
I. Employment and Labour Practices 一、僱傭及勞工常規				
B1 Employment: 僱傭：				
	General Disclosure (effective from 2016.1.1) 一般披露 (2016.1.1.生效)			
	Information on: 有關薪酬及解僱、招聘及晉升、 工作時數、假期、平等機會、多元 化、反歧視以及其他待遇及福利的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的 相關法律及規例的資料。 relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.			As stated in the section headed "Employee Practice and Benefit (1) Employment principles" in this report 如報告書「員工常規與 福利(1)僱傭原則」章節 敘述

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Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標

	“Comply or explain” Provisions 「不遵守就解釋」	Recommended Disclosures 建議披露	Compliance as disclosed in this report 本報告書披露之履行情形
		Recommended Disclosures – KPI 建議披露 – 關鍵績效指標	
		<p>KPI B1.1 關鍵績效指標B1.1</p> <p>Total work force by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。</p> <p>KPI B1.2 關鍵績效指標B1.2</p> <p>Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。</p>	<p>As stated in the section headed “Employee Practice and Benefit (1) Employment principles” in this report 如報告書「員工常規與福利(1)僱傭原則」章節敘述</p> <p>As stated in the section headed “Employee Practice and Benefit (1) Employment principles” in this report 如報告書「員工常規與福利(1)僱傭原則」章節敘述</p>
B2 Health and Safety: 健康與安全：	General Disclosure (effective from 2016.1.1) 一般披露 (2016.1.1生效)		
	<p>Information on: 有關提供安全工作環境及保障僱員避免職業性危害的：</p> <p>(a) the policies; and (a) 政策；及</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料。</p> <p>relating to providing a safe working environment and protecting employees from occupational hazards.</p>		<p>As stated in the section headed “Employee Practice and Benefit (4) Establishment of safe and healthy working environment” in this report 如報告書「員工常規與福利(4)建構安全與健康的工作環境」章節敘述</p>

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Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標

	"Comply or explain" Provisions 「不遵守就解釋」	Recommended Disclosures 建議披露		Compliance as disclosed in this report 本報告書披露之履行情形
		Recommended Disclosures – KPI 建議披露 – 關鍵績效指標		
		KPI B2.1 關鍵績效指標B2.1	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	As stated in the section headed "Employee Practice and Benefit (4) Establishment of safe and healthy working environment" in this report 如報告書「員工常規與福利(4)建構安全與健康的工作環境」章節敘述
		KPI B2.2 關鍵績效指標B2.2	Lost days due to work injury. 因工傷損失工作日數。	As stated in the section headed "Employee Practice and Benefit (4) Establishment of safe and healthy working environment" in this report 如報告書「員工常規與福利(4)建構安全與健康的工作環境」章節敘述
		KPI B2.3 關鍵績效指標B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	As stated in the section headed "Employee Practice and Benefit (4) Establishment of safe and healthy working environment" in this report 如報告書「員工常規與福利(4)建構安全與健康的工作環境」章節敘述

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	“Comply or explain” Provisions 「不遵守就解釋」	Recommended Disclosures 建議披露		Compliance as disclosed in this report 本報告書披露之履行情形
B3 Development and Training: 發展及培訓：	General Disclosure (effective from 2016.1.1) 一般披露 (2016.1.1.生效)			
	<p>Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。</p> <p>Note: Training refers to vocational training. It may include internal and external courses paid by the employer. 註：培訓指職業培訓，可包括由僱主付費的內外部課程。</p>			As stated in the section headed “Employee Practice and Benefit (5) Development and training” in this report 如報告書「員工常規與福利(5)發展與培訓」章節敘述
		Recommended Disclosures – KPI 建議披露 – 關鍵績效指標		
		KPI B3.1 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別 (如高級管理層、中級管理層等) 劃分的受訓僱員百分比。	As stated in the section headed “Employee Practice and Benefit (5) Development and training” in this report 如報告書「員工常規與福利(5)發展與培訓」章節敘述
		KPI B3.2 關鍵績效指標B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	As stated in the section headed “Employee Practice and Benefit (5) Development and training” in this report 如報告書「員工常規與福利(5)發展與培訓」章節敘述

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	"Comply or explain" Provisions 「不遵守就解釋」	Recommended Disclosures 建議披露		Compliance as disclosed in this report 本報告書披露之履行情形
B4 Labour: 勞工準則：	Standards: General Disclosure (effective from 2016.1.1) 一般披露 (2016.1.1.生效)			
	Information on: 有關防止童工或強制勞工的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料。 relating to preventing child and forced labour.			As stated in the section headed "Employee Practice and Benefit (6) Labour standards" in this report 如報告書「員工常規與福利(6)勞工準則」章節敘述
		Recommended Disclosures – KPI 建議披露 – 關鍵績效指標		
		KPI B4.1 關鍵績效指標B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	As stated in the section headed "Employee Practice and Benefit (6) Labour standards" in this report 如報告書「員工常規與福利(6)勞工準則」章節敘述
		KPI B4.2 關鍵績效指標B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	As stated in the section headed "Employee Practice and Benefit (6) Labour standards" in this report 如報告書「員工常規與福利(6)勞工準則」章節敘述

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	“Comply or explain” Provisions 「不遵守就解釋」	Recommended Disclosures 建議披露		Compliance as disclosed in this report 本報告書披露之 履行情形
II. Operating Practices 二、營運慣例				
B5 Supply Chain Management: 供應鏈管理：	General Disclosure (effective from 2016.1.1) 一般披露 (2016.1.1.生效)			
	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。			As stated in the section headed “Supply Chain Management” in this report 如報告書「供應鏈管理」章節敘述
		Recommended Disclosures – KPI 建議披露 – 關鍵績效指標		
		KPI B5.1 關鍵績效指標B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	
		KPI B5.2 關鍵績效指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及有關慣例的執行及監察方法。	As stated in the section headed “Supply Chain Management (1), (2) and (3)” in this report 如報告書「供應鏈管理(1)、(2)及(3)」章節敘述

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	"Comply or explain" Provisions 「不遵守就解釋」	Recommended Disclosures 建議披露		Compliance as disclosed in this report 本報告書披露之履行情形
B6 Product Responsibility: 產品責任：	General Disclosure (effective from 2016.1.1) 一般披露 (2016.1.1.生效)			
	<p>Information on: 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：</p> <p>(a) the policies; and (a) 政策；及</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料。</p> <p>relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.</p>			As stated in the section headed "Product Responsibility" in this report 如報告書「產品責任」章節敘述

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	"Comply or explain" Provisions 「不遵守就解釋」	Recommended Disclosures 建議披露	Compliance as disclosed in this report 本報告書披露之履行情形
		Recommended Disclosures – KPI 建議披露 – 關鍵績效指標	
		KPI B6.1 關鍵績效指標B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。
		KPI B6.2 關鍵績效指標B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。
		KPI B6.3 關鍵績效指標B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。
		KPI B6.4 關鍵績效指標B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。
		KPI B6.5 關鍵績效指標B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。
			As stated in the section headed "Product Responsibility (1)" in this report 如報告書「產品責任(1)」章節敘述
			As stated in the section headed "Product Responsibility (2)" in this report 如報告書「產品責任(2)」章節敘述
			As stated in the section headed "Product Responsibility (1)" in this report 如報告書「產品責任(1)」章節敘述
			As stated in the section headed "Product Responsibility (1)" in this report 如報告書「產品責任(1)」章節敘述
			As stated in the section headed "Product Responsibility (1)" in this report 如報告書「產品責任(1)」章節敘述

Notes to the Environmental, Social and Governance Report

環境、社會及管治報告附註

CROSS-REFERENCE SHEET OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE 與《環境、社會及管治報告指引》之對照表 (續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標				
	"Comply or explain" Provisions 「不遵守就解釋」	Recommended Disclosures 建議披露		Compliance as disclosed in this report 本報告書披露之履行情形
B7 Anti-corruption: 反貪污：	General Disclosure (effective from 2016.1.1) 一般披露 (2016.1.1.生效)			
	Information on: 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料。 relating to bribery, extortion, fraud and money laundering.			As stated in the section headed "Anti-corruption and Preventive Measures" in this report 如報告書「反貪污防治」章節敘述
		Recommended Disclosures – KPI 建議披露－關鍵績效指標		
		KPI B7.1 關鍵績效指標B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	As stated in the section headed "Anti-corruption and Preventive Measures (1)" in this report 如報告書「反貪污防治(1)」章節敘述
		KPI B7.2 關鍵績效指標B7.2	Description of preventive measures and whistleblowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	As stated in the section headed "Anti-corruption and Preventive Measures (2)" in this report 如報告書「反貪污防治(2)」章節敘述

Notes to the Environmental, Social and Governance Report

環境、社會及管治報告附註

CROSS-REFERENCE SHEET OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE 與《環境、社會及管治報告指引》之對照表 (續)

Subject Areas, Aspects, General Disclosures and KPIs

主要範疇、層面、一般披露及關鍵績效指標

	“Comply or explain” Provisions 「不遵守就解釋」	Recommended Disclosures 建議披露		Compliance as disclosed in this report 本報告書披露之履行情形
III. Community 三、社區				
B8 Community Investment: 社區投資：	General Disclosure (effective from 2016.1.1) 一般披露 (2016.1.1.生效)			
	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities’ interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。			As stated in the section headed “Community Development and Public Welfare” in this report 如報告書「社區經營與慈善公益」章節敘述
		Recommended Disclosures – KPI 建議披露 – 關鍵績效指標		
		KPI B8.1 關鍵績效指標B8.1	Focus are as of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇 (如教育、環境事宜、勞工需求、健康、文化、體育)。	As stated in the section headed “Community Development and Public Welfare (1)-(6)” in this report 如報告書「社區經營與慈善公益(1)-(6)」章節敘述
		KPI B8.2 關鍵績效指標B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源 (如金錢或時間)。	As stated in the section headed “Community Development and Public Welfare” in this report 如報告書「社區經營與慈善公益」章節敘述

Report of Directors

董事會報告

The directors of the Company (“Directors”) present their report and the audited accounts for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Its subsidiaries are principally engaged in the production of fermentation-based amino acids, food additive products and cassava starch based industrial products. Details of the principal activities of its subsidiaries are set out in Note 10 to the accounts.

There have been no significant changes in the nature of these activities during the year under review.

BUSINESS REVIEW

Preface

For fair review of the Group’s business, the description about major risks and uncertainties and business prospects, please refer to “Chairman’s Statement” and “Management Discussion and Analysis” in this Report.

Subsequent events after year end date

No major event that influences business operation of the Group has occurred since 31 December 2018 (the balance sheet date of the financial year under review) until the date of this report.

Analysis of key financial performance indicators

For detailed key financial performance indicators that reflect business performance of the Group, refer to “Financial Highlights” on page 5 in this Annual Report.

Corporate environmental policy and performance

Environmental protection has always been a key target that the Group is concerned and works hard on. The Group has worked out an environmental policy and included environmental protection in daily management in accordance with related environmental protection laws and regulations applicable to the production base. The Group has also helped every employee cultivate their environmental protection awareness, strengthen the environmental protection concept, prevent environmental pollution, and cherish the earth’s natural resources, so as to conserve energy, reduce carbon footprint, and jointly build a sustainable green enterprise.

本公司董事（「董事」）謹此呈報截至二零一八年十二月三十一日止年度的董事會報告及經審核賬目。

主要業務

本公司為投資控股公司，其附屬公司主要從事以醱酵技術生產氨基酸產品、食品添加劑及木薯澱粉工業產品。其附屬公司主要業務的詳情載列於賬目附註10。

該等業務於回顧年度並無重大轉變。

業務回顧

緒言

有關本集團業務的中肯審視、面對主要風險和不明朗因素的描述及業務展望，請參閱本報告之「主席報告書」及「管理層討論及分析」兩節。

年結日後事項

自二零一八年十二月三十一日（回顧財政年度結算日）起至本報告日，並無影響本集團營運的重大事件發生。

主要財務表現指標的分析

有關反映本集團業務表現的主要財務表現指標詳情，請參閱本年報第5頁「財務摘要」。

公司環境政策及表現

環境保護一直是本集團關注及努力的重要目標，集團已遵守生產基地適用的相關環保法規訂定環境政策，將環境保護納入常規管理，讓集團每位員工都有自主環保的認知，時時提高愛護環境的觀念，防止環境污染，並珍惜地球天然資源，確實做到節能減碳，共同建構永續之綠色企業。

Report of Directors 董事會報告

In line with the national policy for production base, the Group regularly holds all kinds of environmental safety drills and review meetings to enhance the disaster response capability of employees, creates a safe industrial environment for all the employees, and actively strives to become a model enterprise in labour safety and health.

The Group will continuously promote its environmental protection policy to meet the following requirements:

1. Comply with or surpass provisions of the related laws and internal standards.
2. Carry out corporate activities in light of the principles of paying attention to personal safety, environmental protection and resources conservation.
3. Minimize the emission of waste gas, waste water and waste material as far as technically feasible.
4. Advocate recycling of resources to achieve the objective of reducing material consumption and waste.
5. Include the concept of environmental protection, safety and health in employee training and carry out all kinds of environmental safety and health activities.
6. Check the progress and implementation effect of each plan on an annual basis and improve deficiencies to achieve the purpose of continuous improvement.

Compliance with laws and regulations

The Group constantly updates related laws and regulations applicable to the production base (in Vietnam and China) and ensures compliance with them. The Group's assets are located in Vietnam and China respectively, while its income mainly comes from operations of the Vietnam plant. During the year under review, the Group observed the applicable laws and regulations of the country where the production base is in all the aspects of significant influences.

本集團遵守生產基地之國家政策，定期舉辦各類環安演習及檢討會，提升集團員工之災害應變能力，營造全員工業安全環境，積極爭取成為勞動安全衛生的企業典範。

本集團將會持續推動之環境保護政策：

1. 符合或超越相關法令及內部標準之要求。
2. 企業活動以注意人員安全，保護環境及保育資源之原則進行。
3. 在技術可行之範圍內，儘可能減少廢氣，廢水，及廢棄物等污染之排放。
4. 提倡資源之回收再利用，以達成減少物質消耗減廢之目的。
5. 將環保、安全及衛生之觀念融入員工之訓練，並推展各項環安衛活動。
6. 每年定期稽核各項計劃進度及執行成效，並就缺失進行改善，以達持續改善之目的。

遵守法律及法規

本集團不斷更新生產基地（越南及中國）適用的相關法規，確保已經遵從。本集團資產分別位於越南及中國，而本集團收益主要來自於越南廠區營運。回顧年度，本集團在所有重大影響方面均已遵守生產基地國家適用的相關法規。

Report of Directors 董事會報告

Major relationships with employees, customers and suppliers

The Group energetically cultivates local talents of the production base to become major officers, and provides outside training or internal training specific to expertise of employees so as to enhance professional functions of all employees. The Group promotes park-like construction of plants, offers an elegant working environment and employee dormitories, sets up books, recreation, balls and other facilities, and organizes comprehensive and attractive welfare and recreational activities for employees. The Group has been implementing its corporate citizenship concept and recruiting outstanding talents to support its sustainable operations. Neither strike nor major occupational hazard cases ever occurred during the year under review.

The Group has established sound interactive relationships with suppliers to realize efficient cooperation and jointly meet the business requirements of all the customers. The purchase department of the Group regularly reviews the supply quality with suppliers, and examines all the production processes of the supply plant on site to ensure stable and high purchase quality of the Group. Prior to each purchase project, the Group has clarified the Group's regulations and standards to the supplier; all purchase processes comply with the principles of openness, fairness and justice, and agreements are signed to ensure rights and interests of both parties.

The Group highly values the opinions and views of all customers, learns the consumption demand trends of customers by using different methods and pipelines, analyzes customer feedback regularly, and adjusts the production and marketing plan flexibly to meet requirements of all the customers and enhance the Group's performance gradually. The Group carries out strict control and inspection of product quality in accordance with international food regulations so as to provide customers with products and services of the best quality. The Group signs sales agreements with all the major customers and distributors and maintains good cooperation relationships with them by observing the standard sales procedures of the Group.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2018 are set out in the consolidated income statement on page 117.

The Board recommended the payment of a final dividend of 0.265 US cents per share, totalling US\$4,042,000 (2017: US\$6,750,000) for the year ended 31 December 2018. Subject to shareholders' approval at the forthcoming annual general meeting of the Company, the final dividend will be paid in cash on 11 June 2019 to the shareholders whose names appear on the register of members of the Company on 29 May 2019.

與僱員、客戶及供應商的主要關係

本集團積極培養生產基地之本土人才成為主要幹部，針對僱員之個別專長提供派外受訓或內部培訓，提升所有僱員之專業職能。本集團推行廠區公園化，提供優雅的工作環境及員工宿舍，並設置圖書、育樂、球類等設施，為僱員提供全面優厚的福利與育樂活動，本集團長期實踐企業公民理念，以延攬優秀人才為集團永續經營共同努力。於回顧年內，概無出現罷工或重大職災個案。

本集團與供應商建立良好的互動關係，有效地合作共同達成所有客戶的業務需求。本集團採購部門與供應商定期檢討供貨品質，並實地勘察供貨廠區各生產環節，確保集團採購品質穩定良好。本集團於採購各項目展開前均已向供應商清楚說明本集團的規定及標準，所有採購過程一律遵從公開、公平及公正之原則，並簽訂協議確保雙方權益。

本集團對所有客戶的意見及觀點均高度重視，並通過不同方法及管道瞭解客戶消費需求趨勢，定期分析客戶反饋，靈活調整生產與營銷計劃，以滿足所有客戶需要為目標，也創造集團業績逐步上升。本集團遵守國際食品法規，對產品品質嚴格管控及檢驗，以確保向客戶提供最優質的產品及服務。本集團與主要客戶及經銷商均訂定銷售協議，遵守本集團的標準銷售程序，保持雙方良好的合作關係。

業績及分派

本集團截至二零一八年十二月三十一日止年度的業績載於第117頁的綜合收益表。

董事會建議宣派截至二零一八年十二月三十一日止年度末期股息每股0.265美仙，合共4,042,000美元（二零一七年：6,750,000美元）。待股東於本公司應屆股東周年大會上批准後，末期股息將於二零一九年六月十一日或前後以現金方式支付予於二零一九年五月二十九日名列本公司股東名冊的股東。

Report of Directors

董事會報告

DONATIONS

Donations made by the Group during the year ended 31 December 2018 amounting to US\$197,000.

DISTRIBUTABLE RESERVES

As at 31 December 2018, the Company's share premium reserve (subject to the Cayman Companies Law and the articles of association of the Company) and retained earnings available for distribution to the Company's shareholders are set out in Note 17 to the accounts.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's shares during the year ended 31 December 2018.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2018, the Group purchased less than 35% of its goods and services from its 5 largest suppliers and sold less than 30% of its goods and services to its 5 largest customers. None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in these major suppliers or customers.

EMPLOYEE COMPENSATION AND TRAINING

As at 31 December 2018, the Group had a total of 3,845 employees, 3,646 of whom were employed by subsidiaries in Vietnam, 184 by subsidiaries in the PRC and 15 by the Taiwan Branch. The Group's employees are remunerated in accordance with prevailing industry practices, and with reference to the financial performance of the Group and performance of individual employees. Other fringe benefits such as accommodations, meals, insurance, medical coverage and provident fund are provided to employees to ensure staff loyalty and the Group's competitiveness. To enhance the quality of human resources, bolster the professional skills and management abilities of employees and build localised workforces, the Group provides job rotation as well as internal and external training courses and seminars on professional skills, languages, etc.

捐款

於截至二零一八年十二月三十一日止年度，本集團已作出捐款197,000美元。

可供分派儲備

本公司於二零一八年十二月三十一日可供分派予本公司股東的股份溢價儲備（根據開曼群島公司法及本公司組織章程細則計算）及保留盈利載於賬目附註17。

購買、出售或贖回證券

本公司或其任何附屬公司概無於截至二零一八年十二月三十一日止年度內購買、贖回或出售本公司的股份。

主要客戶及供應商

截至二零一八年十二月三十一日止年度，本集團從其五大供應商購入之貨品及服務少於35%，且向其五大客戶出售之貨品及服務少於30%。概無董事、董事之聯繫人士或據董事所知擁有本公司5%以上股本之股東，於該等主要供應商或客戶中擁有權益。

雇員薪酬及培訓資料

截至二零一八年十二月三十一日，本集團僱有員工合共3,845名，包括受僱於味丹越南附屬公司的3,646名雇員、味丹中國各附屬公司的184名雇員及台灣分公司的15名雇員。本集團根據一般行業慣例，以本集團財務表現及個別員工表現釐定雇員薪酬。雇員獲提供其他員工福利，包括住宿、膳食、保險、醫療及退休金等，以確保員工之忠誠度及本集團的競爭力。為增進員工專業素質、強化專業技能及管理能力，落實本地化政策，本集團亦為員工提供職務輪調，並積極規劃及舉行有關專業技能及語言等內外部培訓課程及研討會。

Report of Directors

董事會報告

DIRECTORS

The Directors during the year under review and up to the date of this report are:

Executive Directors

YANG, Tou-Hsiung
YANG, Cheng
YANG, Kun-Hsiang
YANG, Chen-Wen
YANG, Kun-Chou

Non-executive Directors

HUANG, Ching-Jung
CHOU, Szu-Cheng

Independent Non-executive Directors

CHAO, Pei-Hong
KO, Jim-Chen
CHEN, Joen-Ray
HSIEH, Lung-Fa (resignation effected on 23 Jul 2018)
HUANG, Chung-Fong (appointment effected on 22 October 2018)

According to Article 87(1) of the Company's articles of association, Mr. YANG, Tou-Hsiung, Mr. YANG, Kun-Hsiang, Mr. CHOU, Szu-Cheng and Mr. KO, Jim-Chen will retire by rotation at the forthcoming annual general meeting of the Company. According to Article 86(3) of the Company's articles of association, Mr. HUANG, Chung-Fong will retire by rotation at the forthcoming annual general meeting of the Company. All such Directors being eligible, offer themselves for re-election.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of the Directors and senior management are set out on pages 30 to 35.

董事

於回顧年度及截至本報告日期在任的董事如下：

執行董事

楊頭雄
楊正
楊坤祥
楊辰文
楊坤洲

非執行董事

黃景榮
周賜程

獨立非執行董事

趙培宏
柯俊禎
陳忠瑞
謝龍發 (辭任於二零一八年七月二十三日生效)
黃鐘鋒 (委任於二零一八年十月二十二日生效)

根據本公司之組織章程細則第87(1)條，楊頭雄先生、楊坤祥先生、周賜程先生及柯俊禎先生將於本公司應屆股東周年大會上輪席退任。根據本公司之組織章程細則第86(3)條，黃鐘鋒先生將於本公司應屆股東周年大會上輪席退任。所有該等董事符合資格及願意重選連任。

董事及高級管理層履歷

董事及高級管理層的簡歷詳載於第30至35頁。

Report of Directors

董事會報告

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

(a) As at 31 December 2018, the interests of Directors of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), were as follows:-

Name 姓名	Capacity 身份	Interests in shares 於股份中之權益	
		Number of ordinary shares (Long Position) 普通股數目 (好倉)	Percentage of issued shares of the Company 佔本公司已發行股份百分比
Mr. YANG, Tou-Hsiung 楊頭雄先生	Interest of company controlled by him 於其控制之企業之權益	169,730,196 (Notes 1 and 3) (附註1及3)	11.15%
Mr. YANG, Cheng 楊正先生	Interest of company controlled by him 於其控制之企業之權益	169,730,196 (Notes 2 and 3) (附註2及3)	11.15%
Mr. HUANG, Ching-Jung 黃景榮先生	Beneficial owner 實益擁有人	200,000	0.01%
Mr. CHAO, Pei-Hong 趙培宏先生	Beneficial owner 實益擁有人	500,000	0.03%

Notes:

- Mr. YANG, Tou-Hsiung was entitled to exercise or control the exercise of more than one-third of the voting power of King International Limited ("King International"). Mr. YANG, Tou-Hsiung was therefore deemed to have interest in the 169,730,196 shares of the Company as held by King International.
- Mr. YANG, Cheng was entitled to exercise or control the exercise of more than one-third of the voting power of King International. Mr. YANG, Cheng was therefore deemed to have interest in the 169,730,196 shares of the Company as held by King International.
- The interests that Mr. YANG, Tou-Hsiung and Mr. YANG, Cheng had in the 169,730,196 shares were of the same block of shares.

董事於股份、相關股份及債權證之權益或淡倉

(a) 於二零一八年十二月三十一日，本公司董事於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中擁有之權益如下：—

Name 姓名	Capacity 身份	Interests in shares 於股份中之權益	
		Number of ordinary shares (Long Position) 普通股數目 (好倉)	Percentage of issued shares of the Company 佔本公司已發行股份百分比
Mr. YANG, Tou-Hsiung 楊頭雄先生	Interest of company controlled by him 於其控制之企業之權益	169,730,196 (Notes 1 and 3) (附註1及3)	11.15%
Mr. YANG, Cheng 楊正先生	Interest of company controlled by him 於其控制之企業之權益	169,730,196 (Notes 2 and 3) (附註2及3)	11.15%
Mr. HUANG, Ching-Jung 黃景榮先生	Beneficial owner 實益擁有人	200,000	0.01%
Mr. CHAO, Pei-Hong 趙培宏先生	Beneficial owner 實益擁有人	500,000	0.03%

附註：

- 楊頭雄先生有權行使或控制行使 King International Limited (「King International」) 超過三分之一的表決權。楊頭雄先生因而被視為於 King International 持有之 169,730,196 股本公司股份中擁有權益。
- 楊正先生有權行使或控制行使 King International 超過三分之一的表決權。楊正先生因而被視為於 King International 持有之 169,730,196 股本公司股份中擁有權益。
- 楊頭雄先生及楊正先生所擁有之 169,730,196 股股份權益乃關於同一批股份。

Report of Directors 董事會報告

Save as disclosed above, as at 31 December 2018, none of the Directors or chief executives of the Company had or was deemed to have any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Appendix 10 of the Listing Rules, to be notified to the Company and the Hong Kong Stock Exchange; nor had they been granted such rights.

DISCLOSURE OF CHANGE OF DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes and updates in Directors' information during the year ended 31 December 2018 are as follows:

Mr. YANG, Cheng no longer serves as the adviser to the Taichung City Government from 15 December 2018, the executive director of Chunghwa Real Property Research Association from 31 December 2018.

Mr. YANG, Kun-Hsiang has been re-designated from Chairman to executive director of Taiwan Amino Acid Manufacturers Association from 7 August 2018.

Mr. CHEN, Joen-Ray was appointed as an Independent Non-executive Director of Kayee International Group Co., Ltd. (a publicly-traded company on the Taiwan Stock Exchange Corporation) from 11 June 2018. Mr. Chen was also appointed a supervisor of Forcecon Tech. Co., Ltd from 13 June 2018.

Saved as disclosed above, the Directors are not aware of any other change in the Directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the date of the 2017 annual report of the Company.

除上文所披露者外，於二零一八年十二月三十一日，概無本公司董事或最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有或被視為擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯交所之任何權益或淡倉；或(b)根據證券及期貨條例第352條須列入該條所述之登記冊內之任何權益或淡倉；或(c)根據上市規則附錄10所載之標準守則須知會本公司及香港聯交所之任何權益或淡倉；彼等亦無獲授予上述權利。

董事資料變動披露

根據上市規則第13.51B(1)條，於截至二零一八年十二月三十一日止年度董事資料之變動及更新如下：

楊正先生自二零一八年十二月十五日起不再擔任台中市政府市政顧問，自二零一八年十二月三十一日起不再擔任中華不動產研究發展協會常務理事。

楊坤祥先生自二零一八年八月七日起從台灣胺基酸工業同業公會主席調任為常務理事。

陳忠瑞先生自二零一八年六月十一日起獲委任為凱羿國際集團股份有限公司（台灣證券交易所上櫃公司）之獨立非執行董事。陳先生自二零一八年六月十三日起獲委任為力致科技股份有限公司（台灣證券交易所上櫃公司）之監察人。

除上文所披露者外，董事並不知悉自本公司二零一七年年報刊發日期以來董事資料之任何其他變動須根據上市規則第13.51B(1)條予以披露。

Report of Directors 董事會報告

DIRECTORS' SERVICE CONTRACTS

Each of Mr. YANG, Tou-Hsiung, Mr. YANG, Cheng, Mr. YANG, Kun-Hsiang and Mr. YANG, Chen-Wen has entered into a service agreement with the Company for an initial period of three years commencing on 27 June 2003. Such service agreements may continue thereafter from year to year until terminated by not less than three months' notice in writing served by either party to the other following the expiration of the end of the initial term or at any time thereafter.

Mr. YANG, Kun-Chou has entered into a service agreement with the Company for a fixed period of three years commencing on 8 March 2018.

Each of Mr. HUANG, Ching-Jung and Mr. CHAO, Pei-Hong has entered into a service agreement with the Company for an initial term of one year commencing on 27 June 2003. Such service agreements may continue thereafter from year to year until terminated by one month's notice in writing served by either party to the other following the expiration of the end of the initial term or at any time thereafter.

Mr. CHOU, Szu-Cheng has entered into a service agreement with the Company for a term of three year commencing on 1 April 2018. Mr. Chou and the Company may, upon or before the expiration of the original term or any renewed term (as the case may be) thereof, agree in writing to extend the term of the service agreement for another year. If the Company and Mr. Chou do not agree to extend, the service contract shall lapse upon the expiration of the original term or any renewed term (as the case may be) of the service agreement. During the renewed term, Mr. Chou's appointment may be terminated by the giving of one month's notice in writing by either party to the other.

董事服務合約

楊頭雄先生、楊正先生、楊坤祥先生及楊辰文先生已分別與本公司訂立於二零零三年六月二十七日生效，初步為期三年之服務協議，該等服務協議可於其後繼續逐年生效，除非其中一方於初步年期屆滿後或於其後任何時間向另一方發出不少於三個月書面通知終止服務協議。

楊坤洲先生已與本公司訂立服務協議，由二零一八年三月八日起固定年期為三年。

黃景榮先生及趙培宏先生已分別與本公司訂立於二零零三年六月二十七日生效，初步為期一年之服務協議，該等服務協議可於其後繼續逐年生效，直至其中一方於初步年期屆滿後或於其後任何時間向另一方發出不少於一個月書面通知終止服務協議。

周賜程先生已與本公司訂立為期三年之服務協議，由二零一八年四月一日起生效，為期三年。周先生與本公司可於原有任期或其任何獲延長任期（視情況而定）屆滿時或以前以書面協定，將服務協議之年期延長一年。倘本公司及周先生並不同意延長任期，則服務協議將於服務協議之原有任期或任何獲延長任期（視情況而定）屆滿後終止。於獲延長任期內，周先生之委任可藉由其中一方向對方發出一個月書面通知予以終止。

Report of Directors 董事會報告

Mr. KO, Jim-Chen has entered into a service agreement with the Company for a term of three year commencing on 1 April 2018. Mr. Ko and the Company may, upon or before the expiration of the original term or any renewed term (as the case may be) thereof, agree in writing to extend the term of the service agreement for another year. If the Company and Mr. Ko do not agree to extend, the service contract shall lapse upon the expiration of the original term or any renewed term (as the case may be) of the service agreement. During the renewed term, Mr. Ko's appointment may be terminated by the giving of one month's notice in writing by either party to the other.

Mr. CHEN, Joen-Ray has entered into a service agreement with the Company for a term of three year commencing on 1 April 2018. Mr. Chen and the Company may, upon or before the expiration of the original term or any renewed term (as the case may be) thereof, agree in writing to extend the term of the service agreement for another year. If the Company and Mr. Chen do not agree to extend, the service contract shall lapse upon the expiration of the original term or any renewed term (as the case may be) of the service agreement. During the renewed term, Mr. Chen's appointment may be terminated by the giving of one month's notice in writing by either party to the other.

Mr. HSIEH, Lung-Fa has entered into a service contract with the Company for a fixed term of three year commencing on 1 April 2018. Mr. HSIEH has resigned and effected on 23 July 2018.

No director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

Except for the service contracts detailed above and continuing connected transactions detailed below, no director had a material interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

柯俊禎先生已與本公司訂立服務協議，由二零一八年四月一日起生效，為期三年。柯先生與本公司可於原有任期或其任何獲延長任期（視情況而定）屆滿時或以前以書面協定，將服務協議之年期延長一年。倘本公司及柯先生並不同意延長任期，則服務協議將於服務協議之原有任期或任何獲延長任期（視情況而定）屆滿後終止。於獲延長任期內，柯先生之委任可藉由其中一方對對方發出一個月書面通知予以終止。

陳忠瑞先生已與本公司訂立服務協議，由二零一八年四月一日起生效，為期三年。陳先生與本公司可於原有任期或其任何獲延長任期（視情況而定）屆滿時或之前以書面協定，將服務協議之年期延長一年。倘本公司及陳先生並不同意延長任期，則服務協議將於服務協議之原有任期或任何獲延長任期（視情況而定）屆滿後終止。於獲延長任期內，陳先生之委任可藉由其中一方對對方發出一個月書面通知予以終止。

謝龍發先生已與本公司訂立於二零一八年四月一日起生效、固定為期三年之服務合約。謝先生已辭任並於二零一八年七月二十三日生效。

在應屆股東周年大會上擬重選之董事並無與本公司訂立本公司在一年內不作賠償（法定賠償除外）則不可撤銷之服務合約。

董事所擁有之合約權益

除上文所詳述之服務合約及下文所詳述之持續關連交易外，並無董事在本公司或其任何附屬公司於年內所訂立而對本集團業務屬重大之合約中擁有重大權益。

Report of Directors

董事會報告

PERMITTED INDEMNITY

The Articles of Association provides that the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty; provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the Directors.

MANAGEMENT CONTRACTS

Other than the service contracts of the Directors, the Company has not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Company during the year.

CONTINUING CONNECTED TRANSACTIONS

Transactions with Vedan Enterprise Corporation (“Taiwan Vedan”)

For the year ended 31 December 2018, the Company entered into the following transactions with its substantial shareholder, Taiwan Vedan, a connected person of the Company, which constituted continuing connected transactions of the Company and were subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules:

		Note 附註	US\$'000 千美元
A.	Sale of goods to Taiwan Vedan	A. 向台灣味丹銷售貨品	(i) 8,687
B.	Technological support fee paid to Taiwan Vedan	B. 向台灣味丹支付技術支援費	(ii) 2,180

Notes:

- (i) The Group has been selling certain GA (acronym as “glutamic acid”), MSG (acronym as “monosodium glutamate”) and cassava starch based industrial products to Taiwan Vedan and its subsidiaries (other than members of the Group) (“Taiwan Vedan Group”) for use in Taiwan. On 21 December 2017, the Company and Taiwan Vedan entered into an agreement in respect of the sales of such products by the Group to the Taiwan Vedan Group for a term of three years from 1 January 2018 to 31 December 2020 (“Taiwan Sales Agreement”). At the relevant time, the Company estimated that the annual total aggregate amount of sales of the products to the Taiwan Vedan Group will not exceed the maximum cap of US\$7,000,000 for each of the three financial years ended 31 December 2020. The Directors believe that the sale of goods to the Taiwan Vedan Group pursuant to the Taiwan Sales Agreement will generate additional income to the Group.

許可彌償保證

組織章程細則規定董事均可從本公司的資產及利潤獲得彌償，該等人士就各自的職務執行其職責時因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，可獲確保免就此受任何損害；惟本彌償保證不延伸至任何與董事欺詐或不誠實有關的事宜。

管理合約

除與董事訂立的服務合約外，本公司於年內並無與任何個別人士、公司或法人團體訂立任何合約管理或管轄本公司任何業務的整體部分或任何重要部分。

持續關連交易

與味丹企業股份有限公司（「台灣味丹」）之交易

截至二零一八年十二月三十一日止年度，本公司與其主要股東及關連人士台灣味丹進行下列交易，而該等交易屬於須遵守上市規則第14A章申報及公告規定之持續關連交易，本公司亦已按上市規則第14A章的要求作出有關披露：

	Note 附註	US\$'000 千美元
A.	(i)	8,687
B.	(ii)	2,180

附註：

- (i) 本集團素來向台灣味丹及其附屬公司（本集團成員公司除外）（「台灣味丹集團」）出售若干谷氨酸、味精及木薯澱粉工業產品，以供其於台灣使用。於二零一七年十二月三十一日，本公司與台灣味丹就本集團向台灣味丹集團銷售該等產品訂立協議，由二零一八年一月一日起至二零二零年十二月三十一日止，為期三年（「台灣銷售協議」）。於相關時間，本公司估計銷售產品予台灣味丹集團之年度總額將不會超過截至二零二零年十二月三十一日止三個財政年度各年之最高上限7,000,000美元。董事相信根據台灣銷售協議向台灣味丹集團銷售產品，將為本集團帶來額外收入。

Report of Directors 董事會報告

On 12 April 2018, the Company and Taiwan Vedan entered into the supplemental agreement on substantially the same terms as the Taiwan Sales Agreement, so as to revise the annual cap for the continuing connected transactions under the Taiwan Sales Agreement for each of the three financial years ending 31 December 2020 from US\$7,000,000 to US\$30,000,000.

US\$8,687,000 represents the annual total aggregate amount of sales of the products by the Group to the Taiwan Vedan Group for the financial year ended 31 December 2018, which has not exceeded the relevant maximum cap of US\$30,000,000 as disclosed in the previous announcement dated 12 April 2018.

- (ii) The Taiwan Vedan Group has been providing certain technological support services to the Group. On 21 December 2017, the Company and Taiwan Vedan entered into an agreement in respect of the provision of such services by the Taiwan Vedan Group to the Group for a term of three years from 1 January 2018 to 31 December 2020 (“Technology Support Agreement”). At the relevant time, the Company estimated that the annual total aggregate amount of service fee payable pursuant to the Technology Support Agreement will not exceed the maximum cap of US\$2,500,000 for each of the three financial years ending 31 December 2020. The Directors believe that the technology support from Taiwan Vedan Group will benefit the Group’s future business developments.

US\$2,180,000 represents the annual total aggregate amount of service fee payable by the Group to the Taiwan Vedan Group for the financial year ended 31 December 2018, which has not exceeded the relevant maximum cap of US\$2,500,000 as disclosed in the previous announcement dated 21 December 2017.

- (iii) The prices of goods and services provided to connected persons of the Company are determined within the normal commercial price range and the price quotation of the product is determined after taking into account the production cost and the local market price of the product with an aim to maintain the overall gross profit margin within a reasonable range. The management of the Company has reviewed the prices of transactions with connected persons and those with other independent customers on a quarterly basis to ensure that the pricing and terms with connected persons are fair and reasonable, and has reported the relevant information at least once every six months to the Board for review.

於二零一八年四月十二日，本公司與台灣味丹已按台灣銷售協議大致相同之條款訂立補充協議，以將截至二零二零年十二月三十一日止三個財政年度各年於台灣銷售協議項下之持續關連交易之年度上限由7,000,000美元修訂為30,000,000美元。

於截至二零一八年十二月三十一日止財政年度，本集團向台灣味丹集團銷售產品之年度總額為8,687,000美元，並未超過於日期為二零一八年四月十二日之過往公告所披露之相關最高上限30,000,000美元。

- (ii) 台灣味丹集團素來向本集團提供若干技術支援服務。於二零一七年十二月三十一日，本公司與台灣味丹就台灣味丹集團向本集團提供該等服務訂立協議，由二零一八年一月一日至二零二零年十二月三十一日止，為期三年（「技術支援協議」）。於相關時間，本公司估計根據技術支援協議應付之服務費總額將不會超過截至二零二零年十二月三十一日止三個財政年度各年之最高上限2,500,000美元。董事相信從台灣味丹集團獲得技術支援，將對本集團之未來業務發展有利。

於截至二零一八年十二月三十一日止財政年度，本集團應付台灣味丹集團之服務費總額為2,180,000美元，並未超過於日期為二零一七年十二月三十一日之過往公告所披露之相關最高上限2,500,000美元。

- (iii) 本公司對關連人士之貨品與服務價格均以一般商業正常價格範圍擬訂，且價格報價均考量該產品之生產成本及當地市場價格後決定產品售價，同時以將整體毛利率維持在合理的獲利範圍為目標。本公司管理層按季就關連人士之交易價格及其他獨立客戶之交易價格進行檢討，以確定關連人士之定價及條款公平合理，且最少每六個月提報相關資訊供董事會審閱。

Report of Directors

董事會報告

Confirmations

The aforesaid continuing connected transactions for the year ended 31 December 2018 have been reviewed by Independent Non-executive Directors of the Company. The Independent Non-executive Directors confirmed that the aforesaid connected transactions were entered into (a) in the ordinary and usual course of business of the Group; (b) on normal commercial terms or better; and (c) according to the agreement governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

The Company's auditor was 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. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group on pages 102 to 103 of the annual report in accordance with paragraph 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to Hong Kong Stock Exchange.

RELATED PARTY TRANSACTIONS

Details of the related party transactions entered into by the Group during the year ended 31 December 2018 are set out in Note 34 to the accounts. Save for the continuing connected transactions disclosed above, none of these related party transactions constitutes a connected transaction as defined under the Listing Rules which requires to be disclosed.

Save for the continuing connected transactions disclosed above and certain other continuing connected transactions/connected transactions which is exempted from reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules, during the reporting year, there were no other transactions which constituted connected transaction or continuing connected transactions that were subject to the reporting requirements under the Listing Rules.

The Company has complied with the requirements for connected transactions in Chapter 14A of the Listing Rules.

確認

本公司獨立非執行董事已審閱上述截至二零一八年十二月三十一日止年度的持續關連交易。獨立非執行董事確認上述關連交易乃(a)在本集團的日常業務中訂立；(b)按照一般商務條款或更佳條款進行；及(c)根據有關交易的協議進行，條款公平合理，並且符合本公司股東的整體利益。

本公司核數師已獲聘根據香港會計師公會頒佈的香港核證工作準則第3000號「審核或審閱歷史財務資料以外的核證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團的持續關連交易作出報告。核數師已根據上市規則第14A.56段發出無保留意見函件，當中載有核數師對本集團於年報第102至103頁所披露的持續關連交易的發現及結論。本公司已將核數師函件副本送呈香港聯交所。

有關連人士交易

本集團於截至二零一八年十二月三十一日止年度的有關連人士交易詳情載於賬目附註34。除上文所披露之持續關連交易外，此等有關連人士交易均不構成上市規則所界定須予披露的關連交易。

除上文所披露之持續關連交易及獲豁免遵守《上市規則》第14A章項下之報告、年度審閱、公佈及獨立股東批准規定之若干其他關連交易及持續關連交易外，於報告年度內，概無須遵守《上市規則》項下報告規定的構成關連交易或持續關連交易的其他交易。

本公司已遵守《上市規則》第14A章關於關連交易之要求。

Report of Directors

董事會報告

PRE-EMPTIVE RIGHTS

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

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the group for the last five financial years is set out on page 218 of the annual report.

SUBSTANTIAL SHAREHOLDERS' INTERESTS OR SHORT POSITIONS IN SHARES

So far as known to the Company, as at 31 December 2018, other than the interests of the Directors or chief executives of the Company as disclosed above, the following persons had interests in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

優先購買權

本公司組織章程細則或開曼群島法例並無優先購買權規定，要求本公司按比例向現有股東發售新股份。

五年財務概要

本集團於過往五個財政年度的業績及資產和負債的概要載於本年報第218頁。

主要股東於股份之權益或淡倉

據本公司所知，於二零一八年十二月三十一日，除上文所披露本公司董事或最高行政人員的權益外，以下人士於本公司股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露的權益，或列入本公司根據證券及期貨條例第336條所存置之登記冊的權益：

Name 名稱	Capacity 身份	Number of ordinary shares (Long Position) 普通股數目 (好倉)	Percentage of issued shares of the Company 佔本公司已 發行股份百分比
Billion Power Limited ("Billion Power")	Beneficial owner 實益擁有人	512,082,512 (Note 1) (附註1)	33.62%
Vedan Enterprise Corporation ("Taiwan Vedan") 味丹企業股份有限公司(「台灣味丹」)	Interest held by its controlled corporation 於其控制之企業之權益	512,082,512 (Note 1) (附註1)	33.62%
King International	Beneficial owner 實益擁有人	169,730,196	11.15%
Concord Worldwide Holdings Limited	Beneficial owner 實益擁有人	127,297,646	8.36%
High Capital Investments Limited	Beneficial owner 實益擁有人	127,297,646	8.36%
丹澤企業股份有限公司	Beneficial owner 實益擁有人	83,348,000	5.47%

Notes:

1. Billion Power was a wholly-owned subsidiary of Taiwan Vedan. Taiwan Vedan was therefore deemed to be interested in these 512,082,512 shares held by Billion Power.

附註：

1. Billion Power為台灣味丹的全資附屬公司，故台灣味丹被視為擁有該等由Billion Power所持有之512,082,512股股份之權益。

Report of Directors 董事會報告

Save as disclosed above, so far as is known to the Company, as at 31 December 2018, no other person (not being a Director or chief executives of the Company) had any interests or short positions in shares or underlying shares of the Company which would fall to be disclosed to the Company and the Hong Kong Stock Exchange, under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this Annual Report, the Company has maintained a sufficient public float.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Five Directors of the Company, namely, Messrs. YANG, Tou-Hsiung, YANG, Cheng, YANG, Kun-Hsiang, YANG, Chen-Wen and YANG, Kun-Chou were also directors of the Group's controlling shareholder, Taiwan Vedan. In addition, Messrs. YANG, Tou-Hsiung, YANG, Cheng, YANG, Kun-Hsiang, YANG, Chen-Wen and YANG, Kun-Chou indirectly held approximately 19.77 percent., 9.89 percent., 6.18 percent., 8.24 percent, and 6.18 percent. interest in Taiwan Vedan, respectively and they were therefore considered as having an interest in Taiwan Vedan under Rule 8.10 of the Listing Rules.

The Taiwan Vedan Group is principally engaged in, inter alia, the production of food additive products, including MSG products, and beverages in Taiwan, which may compete with the Group's business operations in respect of the product portfolio of the Group ("Product Portfolio").

Since Messrs. YANG, Tou-Hsiung and YANG, Cheng are both responsible only for the overall strategic planning and the business development of the Taiwan Vedan Group and the Group and the daily operations of the Group are managed by Messrs. YANG, Kun-Hsiang and YANG, Chen-Wen together with an independent management team. In Taiwan Vedan, Mr. YANG, Kun-Chou is mainly responsible for the sales of the products of the Company and products of other companies which the Company acts as an agent within Taiwan. In the Group, he provides guidance and assistance for selling the Group's products in Vietnam and the PRC markets. Taiwan Vedan and the Group are operated by separate sales teams which are independent of each other, while market segmentation shall comply with the details of the territorial delineation agreement signed by the Group and Taiwan Vedan. The Directors are of the view that the management and the operational functions of the Group are independent of and separate from those of other members of the Taiwan Vedan Group.

除上文所披露者外，據本公司所知，於二零一八年十二月三十一日，概無其他人士（並非本公司董事或最高行政人員）於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司及香港聯交所披露之任何權益或淡倉，或須列入本公司根據證券及期貨條例第336條所存置之登記冊之任何權益或淡倉。

充足的公眾持股量

根據本公司公開可得資料及於本年報日期就董事所知，本公司一直維持充足的公眾持股量。

董事於競爭業務之權益

本公司五名董事楊頭雄先生、楊正先生、楊坤祥先生、楊辰文先生及楊坤洲先生亦為本集團控股股東台灣味丹之董事。此外，楊頭雄先生、楊正先生、楊坤祥先生、楊辰文先生及楊坤洲先生分別間接持有台灣味丹約19.77%、9.89%、6.18%、8.24%及6.18%權益，因此，根據上市規則第8.10條，彼等被視為擁有台灣味丹之權益。

台灣味丹集團主要在台灣從事（其中包括）食品添加劑產品（包括味精產品）及飲料生產業務，可能對本集團之產品系列業務（「產品系列」）構成競爭。

由於楊頭雄先生及楊正先生均僅負責台灣味丹集團及本集團之整體策略規劃及業務發展，而本集團日常業務則由楊坤祥先生及楊辰文先生以及一個獨立管理團隊管理。楊坤洲先生於台灣味丹主要負責該公司產品及代理其他公司產品於台灣市場之銷售工作，於本集團則為輔導協助本集團產品於越南以及中國市場之銷售工作，兩邊分別由獨立銷售團隊各自運作，互不統屬，市場區隔則遵守本集團與台灣味丹簽訂之區域劃分協議內容來進行。故董事認為，本集團之管理及營運功能乃獨立於台灣味丹集團之其他成員公司。

Report of Directors 董事會報告

For safeguarding the interests of the Group, the Independent Non-executive Directors and the Audit Committee of the Company would on a regular basis review the business and operational results of the Group to ensure, inter alia, that the Group's business operations in respect of the Product Portfolio is and continues to be run on the basis that it is independent of, and at arm's length from, that of Taiwan Vedan.

AUDITOR

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

By Order of the Board

YANG, Kun-Hsiang

Director and Chief Executive Officer

26 March 2019

為保障本集團利益，本公司獨立非執行董事及審計委員會定期檢討本集團之業務及經營業績，以確保（其中包括）本集團之產品系列業務乃獨立於台灣味丹公平營運，並將繼續如此。

核數師

本賬目已經由羅兵咸永道會計師事務所審核，該核數師任滿告退，惟表示願意應聘連任。

承董事會命

楊坤祥

董事兼行政總裁

二零一九年三月二十六日

Independent Auditor's Report

獨立核數師報告



羅兵咸永道

**TO THE SHAREHOLDERS OF
VEDAN INTERNATIONAL (HOLDINGS) LIMITED**
(incorporated in the Cayman Islands with limited liability)

致味丹國際(控股)有限公司股東
(於開曼群島註冊成立的有限公司)

Opinion

What we have audited

The consolidated financial statements of Vedan International (Holdings) Limited (the "Company") and its subsidiaries (the "Group") set out on pages 115 to 217, which comprise:

- the consolidated balance sheet as at 31 December 2018;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

意見

我們已審計之內容

列載於第115至217頁的味丹國際(控股)有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表,當中包括:

- 於二零一八年十二月三十一日的綜合資產負債表;
- 截至該日止年度的綜合收益表;
- 截至該日止年度的綜合全面收益表;
- 截至該日止年度的綜合權益變動表;
- 截至該日止年度的綜合現金流量表;及
- 綜合財務報表附註,當中包括主要會計政策概要。

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Independent Auditor's Report

獨立核數師報告

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

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

Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

Key Audit Matters

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

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）真實而中肯地反映 貴集團於二零一八年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》之披露規定妥為擬備。

意見基礎

我們已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審計。我們在該等準則下的責任於我們的報告中的核數師就審計綜合財務報表須承擔的責任章節內詳述。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的意見提供基礎。

獨立性

根據香港會計師公會的《職業會計師道德守則》（「守則」），我們獨立於 貴集團，並已根據守則履行其他職業道德責任。

關鍵審計事項

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

Independent Auditor's Report

獨立核數師報告

Key audit matter identified in our audit is related to impairment of goodwill. 我們在審計中識別的關鍵審計事項與商譽減值有關

Key Audit Matter 關鍵審計事項

How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項

Impairment of goodwill 商譽減值

Refer to note 9 to the consolidated financial statements.
請參閱綜合財務報表附註9。

As at 31 December 2018, goodwill amounting to US\$7.4 million related to the PRC MSG related business. As described in the Note 2.8 to the consolidated financial statements, goodwill impairment assessments are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value-in-use and the fair value less costs to sell.

於二零一八年十二月三十一日，與中國味精相關業務有關的商譽的金額為7.4百萬美元。誠如綜合財務報表附註2.8所述，商譽每年進行減值評估，亦會於有事件出現或情況改變顯示可能出現減值時，作出更頻密評估。商譽賬面值與可收回金額（即使用價值與公平值減銷售成本之較高者）作比較。

Management tests annually whether goodwill suffered any impairment. The carrying value of goodwill is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets prepared by management covering a five-year period. Cash flows of the related CGU beyond the five-year period are extrapolated using the estimated growth rates.

不論商譽是否出現任何減值，管理層均會每年進行測試。商譽的賬面值按照使用價值計算方法而釐定。使用價值計算乃以管理層編製之五年期財務預算為基準採用除稅前現金流量預測。超出五年期的相關賺取現金單位的現金流使用估計增長率推算。

We focus on this area because these calculations and valuations require the use of significant judgements and estimates. These estimations are also subjected to uncertainty.

由於該等計算方法及估值需要作出重大的判斷及估計，我們因此專注在此範圍。該等估計亦受不明朗因素影響。

We evaluated the appropriateness and consistency of assumptions and estimates applied in financial budget prepared by management covering a five-year period such as sales growth rate, gross margin and discount rate by comparing with relevant market rates, current year and historical trends of the business and the industry and management's development plans.

我們已透過比較相關市價、業務及行業之本年度及歷史趨勢以及管理層之發展計劃，評估應用於管理層編製之五年期財務預算中的假設及估計（如銷售增長率、毛利率及折現率等）的適合性及一致性。

We involved our internal valuation specialist to assess the valuation methodology, discount rate adopted and the numerical accuracy of the calculations prepared by management.

我們的內部估值專家已參與評估管理層的估值方法、採用的折現率及進行計算的數目的準確性。

We evaluated management's sensitivity analysis which considers the effect of reasonably possible changes of major assumptions including sales growth rate, gross margin and discount rate to the recoverable amount of goodwill.

我們已評價管理層的敏感度分析，當中慮及主要假設可能出現的合理變化的影響，包括銷售增長率、毛利率及商譽可收回金額的折現率。

Based on the procedures described, we considered the methodology used and key assumptions applied in the impairment assessment of goodwill is supportable.

根據所述程序，我們認為於商譽減值評估中所使用的方法及所應用的主要假設為有根據。

Independent Auditor's Report

獨立核數師報告

Other Information

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report, except for the Environmental, Social and Governance Report, other than the consolidated financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the Environmental, Social and Governance Report, which is expected to be made available to us after that date.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Environmental, Social and Governance Report, if we conclude that there is material misstatement therein, we are required to communicate the matter to the Audit Committee and take appropriate action considering our legal rights and obligations.

Responsibilities of Directors and the Audit Committee for the Consolidated Financial Statements

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料負責。其他資料包括年報內的所有資料（環境、社會及管治報告除外），但不包括綜合財務報表及我們的核數師報告。我們於本核數師報告日期前取得上述的其他資料，及我們預期將於本核數師報告日期後取得環境、社會及管治報告。

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

就我們對綜合財務報表的審計而言，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或似乎存在重大錯誤陳述的情況。

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

當我們閱讀環境、社會及管治報告時，如我們得出結論為當中存在重大錯誤陳述，我們需要向審計委員會傳達該事宜，並經考慮我們的法律權利及義務後採取適當行動。

董事及審計委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定編製真實而中肯的綜合財務報表，並對其認為以使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審計委員會須負責監督 貴集團的財務報告過程。

Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目的是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計於一項重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或合計可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計於有關情況下屬適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們的結論為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於截至核數師報告日期所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足適當審計憑證，以對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

我們與審計委員會討論（其中包括）審計的計劃範圍、時間安排、重大審計發現等，當中包括我們在審計中識別出的內部控制的任何重大缺陷。

Independent Auditor's Report 獨立核數師報告

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Chiu Kong, Edmond.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 26 March 2019

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

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

出具本獨立核數師報告的審計項目合夥人為陳朝光。

羅兵咸永道會計師事務所
執業會計師

香港，二零一九年三月二十六日

Consolidated Balance Sheet

綜合資產負債表

		As at 31 December 於十二月三十一日	
		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
ASSETS	資產	Note 附註	
Non-current assets	非流動資產		
Land use rights	土地使用權	6	2,042
Property, plant and equipment	物業、廠房及設備	7	145,612
Intangible assets	無形資產	9	9,070
Long-term other receivables	長期其他應收款項	14	1,307
Investment in an associate	於聯營公司之投資	11	3,555
Total non-current assets	非流動資產總值		161,586
Current assets	流動資產		
Inventories	存貨	13	82,868
Trade receivables	應收貿易賬款	14	31,651
Short-term loan to an associate	給予聯營公司之 短期貸款	11, 34(d)	120
Prepayments and other receivables	預付款項及 其他應收款項	14	9,351
Amount due from a related party	應收有關連人士款項	34(d)	242
Current income tax recoverable	當期可退回所得稅		2,872
Structured bank deposits	結構性銀行存款	15	3,903
Short-term bank deposits	短期銀行存款	15	16,063
Cash and cash equivalents	現金及現金等價物	15	49,679
Total current assets	流動資產總值		196,749
Non-current assets held for sale	持作出售之非流動資產	8	366
Total assets	資產總值		358,701
EQUITY	權益		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	16	15,228
Reserves	儲備	17	270,182
			285,410
Non-controlling interest	非控股權益		(2,827)
Total equity	權益總額		282,583

Consolidated Balance Sheet

綜合資產負債表

		As at 31 December 於十二月三十一日	
		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
	Note 附註		
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Bank borrowings	銀行借貸 19	15,697	19,491
Deferred income tax liabilities	遞延所得稅負債 20	3,238	3,263
Retirement benefit obligations	退休福利責任 29	1,478	1,447
Long-term environmental provision	長期環境撥備 18	387	233
Total non-current liabilities	非流動負債總額	20,800	24,434
Current liabilities	流動負債		
Trade payables	應付貿易賬款 18	20,875	15,772
Accruals and other payables	應計費用及其他應付款項 18	16,874	17,509
Amounts due to related parties	應付有關連人士款項 34(d)	1,391	1,660
Bank borrowings	銀行借貸 19	20,469	15,906
Current income tax liabilities	即期所得稅負債	714	837
Total current liabilities	流動負債總額	60,323	51,684
Total liabilities	負債總額	81,123	76,118
Total equity and liabilities	權益及負債總額	367,805	358,701

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

上述綜合資產負債表應連同相關附註一併閱讀。

The consolidated financial statements on pages 115 to 217 were approved by the Board of Directors on 26 March 2019 and were signed on its behalf.

載於第115至217頁之綜合財務報表已於二零一九年三月二十六日獲董事會審批並由下列人士代表簽署。

Yang, Tou-Hsiung
楊頭雄
Director
董事

Yang, Kun-Hsiang
楊坤祥
Director
董事

Consolidated Income Statement

綜合收益表

		Year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年	2017 二零一七年
		US\$'000 千美元	US\$'000 千美元
	Note 附註		
Revenue	5, 21	356,772	322,805
Cost of sales	23	(289,274)	(254,668)
Gross profit		67,498	68,137
Other gains – net	22	459	935
Selling and distribution expenses	23	(23,117)	(21,746)
Administrative expenses	23	(22,974)	(24,272)
Operating profit		21,866	23,054
Finance income		929	853
Finance costs		(832)	(804)
Finance income – net	24	97	49
Share of post-tax profit of an associate	11	44	205
Profit before income tax		22,007	23,308
Income tax expense	25	(4,613)	(4,570)
Profit for the year		17,394	18,738
Profit attributable to:	以下各方應佔溢利：		
Owners of the Company	本公司擁有人	14,285	19,061
Non-controlling interest	非控股權益	3,109	(323)
		17,394	18,738
Earnings per share for profit attributable to the owners of the Company during the year (expressed in US cents per share)	本公司擁有人應佔年內溢利之每股盈利 (以每股美仙列示)		
Basic earnings per share	每股基本盈利	0.94	1.25
Diluted earnings per share	每股攤薄盈利	0.94	1.25

The above consolidated income statement should be read in conjunction with the accompanying notes.

上述綜合收益表應連同相關附註一併閱讀。

Consolidated Statement of Comprehensive Income

綜合全面收益表

		Year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Profit for the year	本年度溢利	17,394	18,738
Other comprehensive (loss)/income:	其他全面(虧損)/收入:		
Item that may be reclassified to profit or loss	可重新分類至損益之項目		
Currency translation differences	匯兌差額	(2,013)	2,054
Other comprehensive (loss)/income for the year, net of tax	本年度除稅後其他全面(虧損)/收入	(2,013)	2,054
Total comprehensive income for the year	本年度全面收入總額	15,381	20,792
Total comprehensive income/(loss) for the year attributable to:	以下各方應佔本年度全面收入/(虧損)總額:		
– Owners of the Company	– 本公司擁有人	12,228	21,290
– Non-controlling interest	– 非控股權益	3,153	(498)
Total comprehensive income for the year	本年度全面收入總額	15,381	20,792

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述綜合全面收益表應連同相關附註一併閱讀。

Consolidated Statement of Changes in Equity

綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling interest		Total equity
		Share capital	Share premium	Exchange reserve	Merger reserve	Statutory reserve	Retained earnings	Total	Non-controlling interest	Total equity
		股本	股份溢價	匯兌儲備	合併儲備	法定儲備	保留盈利	總計	非控股權益	權益總額
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
Balance at 1 January 2017	於二零一七年一月一日之結餘	15,228	47,358	10,885	79,994	783	127,287	281,535	(2,329)	279,206
Comprehensive income	全面收入									
Profit for the year	本年度溢利	-	-	-	-	-	19,061	19,061	(323)	18,738
Other comprehensive income/(loss)	其他全面收入/(虧損)									
Currency translation differences	匯兌差額	-	-	2,229	-	-	-	2,229	(175)	2,054
Total comprehensive income/(loss)	全面收入/(虧損)總額	-	-	2,229	-	-	19,061	21,290	(498)	20,792
Total transactions with owners	與擁有人之總交易額									
Dividends (Note 26)	股息(附註26)	-	-	-	-	-	(17,415)	(17,415)	-	(17,415)
Balance at 31 December 2017	於二零一七年十二月三十一日之結餘	15,228	47,358	13,114	79,994	783	128,933	285,410	(2,827)	282,583
Balance at 1 January 2018	於二零一八年一月一日之結餘	15,228	47,358	13,114	79,994	783	128,933	285,410	(2,827)	282,583
Comprehensive income	全面收入									
Profit for the year	本年度溢利	-	-	-	-	-	14,285	14,285	3,109	17,394
Other comprehensive (loss)/income	其他全面(虧損)/收入									
Currency translation differences	匯兌差額	-	-	(2,057)	-	-	-	(2,057)	44	(2,013)
Total comprehensive (loss)/income	全面(虧損)/收入總額	-	-	(2,057)	-	-	14,285	12,228	3,153	15,381
Total transactions with owners	與擁有人之總交易額									
Dividends (Note 26)	股息(附註26)	-	-	-	-	-	(11,282)	(11,282)	-	(11,282)
Reallocation of statutory reserve	重新配置法定儲備	-	-	-	-	45	(45)	-	-	-
Balance at 31 December 2018	於二零一八年十二月三十一日之結餘	15,228	47,358	11,057	79,994	828	131,891	286,356	326	286,682

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述綜合權益變動表應連同相關附註一併閱讀。

Consolidated Statement of Cash Flows

綜合現金流量表

		Year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
	Note 附註		
Cash flows from operating activities	經營業務之現金流量		
Cash generated from operations	業務產生之現金	29,456	21,721
Interest paid	已付利息	(1,106)	(812)
Income taxes paid	已付所得稅	(3,116)	(7,893)
Net cash generated from operating activities	經營業務產生之現金淨額	25,234	13,016
Cash flows from investing activities	投資活動之現金流量		
Purchases of property, plant and equipment	購買物業、廠房及設備	(23,636)	(16,193)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	86	149
Proceeds from disposal of assets held-for-sale	出售持作出售之資產之所得款項	411	1,360
Purchases of intangible assets	購買無形資產	-	(77)
Decrease in short-term bank deposits	短期銀行存款減少	721	17,224
Increase in structured bank deposits	結構性銀行存款增加	(4,985)	(3,903)
Interest received	已收利息	888	790
Investment in an associate	於聯營公司之投資	(2,520)	-
Net cash used in investing activities	投資活動所用之現金淨額	(29,035)	(650)
Cash flows from financing activities	融資活動之現金流量		
Dividends paid	已付股息	(11,282)	(17,415)
Proceeds from bank borrowings	銀行借貸所得款項	48,045	27,987
Repayment of bank borrowings	償還銀行借貸	(47,269)	(29,400)
Net cash used in financing activities	融資活動所用之現金淨額	(10,506)	(18,828)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(14,307)	(6,462)
Cash and cash equivalents at beginning of year	於年初之現金及現金等價物	49,679	55,210
Exchange (losses)/gains on cash and cash equivalents	現金及現金等價物之匯兌(虧損)/收益	(1,157)	931
Cash and cash equivalents at end of year	於年末之現金及現金等價物	34,215	49,679

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes. 上述綜合現金流量表應連同相關附註一併閱讀。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

Vedan International (Holdings) Limited (“the Company”) and its subsidiaries (together the “Group”) manufacture and sell fermentation-based food additives, biochemical products and cassava starch-based industrial products including modified starch, glucose syrup, Monosodium Glutamate (“MSG”), soda and glutamic acid (“GA”). The products are sold to food distributors, international trading companies, and manufacturers of food, paper, textiles, and chemical products in Vietnam, other ASEAN member countries, the People’s Republic of China (the “PRC”), Japan, Taiwan, and several European countries.

The Company is a limited liability company incorporated in the Cayman Islands. The address of its registered office is P.O. Box 10008, Willow House, Cricket Square, Grand Cayman KY1-1001, Cayman Islands.

The Company is listed on The Stock Exchange of Hong Kong Limited.

These financial statements are presented in United States dollars (“US\$’000”), unless otherwise stated.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRS”). The consolidated financial statements have been prepared under the historical cost convention.

The preparation of consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

1 一般資料

味丹國際(控股)有限公司(「本公司」)及其附屬公司(統稱「本集團」)生產及銷售各種發酵食品添加劑、生化產品及木薯澱粉工業產品,包括變性澱粉、葡萄糖漿、味精(「味精」)、蘇打及谷氨酸(「谷氨酸」)。產品乃銷售往越南、其他東盟成員國家、中華人民共和國(「中國」)、日本、台灣及多個歐洲國家的食品分銷商、國際貿易公司,以及食品、紙品、紡織及化工產品生產商。

本公司為於開曼群島註冊成立之有限公司,註冊辦事處地址為P.O. Box 10008, Willow House, Cricket Square, Grand Cayman KY1-1001, Cayman Islands。

本公司於香港聯合交易所有限公司上市。

除另有列明外,此等財務報表以美元(「千美元」)列值。

2 編製基準及主要會計政策概要

編製此等綜合財務報表採用之主要會計政策載列如下。除另有列明外,此等政策已貫徹應用於所有呈報年度。

2.1 編製基準

本集團的綜合財務報表乃根據所有適用的香港財務報告準則(「香港財務報告準則」)而編製。綜合財務報表乃根據歷史成本慣例而編製。

編製符合香港財務報告準則的綜合財務報表需要運用若干重要的會計估計,而管理層在應用本集團之會計政策過程中亦需要作出判斷。涉及高度判斷或複雜性之範疇,或假設及估計對綜合財務報表而言屬重大之範疇於附註4內披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(a) *New standards, amendments to standards and interpretation adopted by the Group*

The Group has applied the following new standards, interpretations and amendments to standards are mandatory for the Company for the first time for the financial year beginning on 1 January 2018:

Annual Improvements Project	Annual Improvements 2014 – 2016 Cycle
HKAS 28 (Amendment)	Investments in Associates and Joint Ventures
HKAS 40 (Amendment)	Transfers of Investment Property
HKFRS 1 (Amendment)	First time adoption of HKFRS
HKFRS 2 (Amendment)	Classification and Measurement of Share-based Payment Transactions
HKFRS 4 (Amendment)	Insurance Contracts
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
HK (IFRIC) 22	Foreign Currency Transactions and Advance Consideration

Impact on the adoption of HKFRS 9 and HKFRS 15 are set out in Note 2.2. The adoption of other new and amended standards and interpretation did not have any material impact on the current period or any prior periods.

2 編製基準及主要會計政策概要 (續)

2.1 編製基準 (續)

(a) *本集團採納之新準則、準則之修訂本及詮釋*

本集團於二零一八年一月一日開始之財政年度首次採納以下本公司須強制採納之新準則、詮釋及準則之修訂本：

年度改進項目	二零一四年至二零一六年週期之年度改進
香港會計準則第28號 (修訂本)	於聯營公司及合營企業的投資
香港會計準則第40號 (修訂本)	轉讓投資物業
香港財務報告準則第1號 (修訂本)	首次採納香港財務報告準則
香港財務報告準則第2號 (修訂本)	以股份為基礎付款之分類及計量
香港財務報告準則第4號 (修訂本)	保險合約
香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約之收益
香港 (國際財務報告詮釋委員會) 第22號	外幣交易及預付代價

採納香港財務報告準則第9號及香港財務報告準則第15號之影響載於附註2.2。採納其他新訂及經修訂準則及詮釋並無對本期間或任何先前期間造成任何重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) The following new standards, interpretations and amendments to standards have been issued, but are not effective for the financial year beginning on 1 January 2018 and have not been early adopted.

2 編製基準及主要會計政策概要(續)

2.1 編製基準(續)

(b) 以下為已頒佈但並非於二零一八年一月一日開始之財政年度生效，且亦無提前採納之新準則、詮釋及準則之修訂。

		Effective for annual periods beginning on or after 於下列日期或之後開始之年度期間生效
Annual Improvements Project 2017 二零一七年之年度改進項目	Annual Improvements 2015-2017 Cycle 二零一五年至二零一七年週期之年度改進	1 January 2019 二零一九年一月一日
HKAS 1 and HKAS 8 (Amendments) 香港會計準則第1號及香港會計準則第8號(修訂本)	Definition of Material 重大的定義	1 January 2020 二零二零年一月一日
HKAS 19 (Amendment) 香港會計準則第19號(修訂本)	Plan Amendment, Curtailment or Settlement 計劃修訂、縮減或結清	1 January 2019 二零一九年一月一日
HKAS 28 (Amendment) 香港會計準則第28號(修訂本)	Long-term Interests in Associates and Joint Ventures 在聯營公司及合營企業的長期權益	1 January 2019 二零一九年一月一日
HKFRS 9 (Amendment) 香港財務報告準則第9號(修訂本)	Prepayment Features with Negative Compensation 具有負補償的提早還款特性	1 January 2019 二零一九年一月一日
HKFRS 3 (Amendments) 香港財務報告準則第3號(修訂本)	Definition of Business 業務的定義	1 January 2020 二零二零年一月一日
HKFRS 16 香港財務報告準則第16號	Leases 租賃	1 January 2019 二零一九年一月一日
HKFRS 17 香港財務報告準則第17號	Insurance Contract 保險合約	1 January 2022 二零二二年一月一日
HK (IFRIC) 23 香港(國際財務報告詮釋委員會)第23號	Uncertainty over Income Tax Treatments 所得稅處理之不確定性	1 January 2019 二零一九年一月一日
HKFRS 10 and HKAS 28 (Amendments) 香港財務報告準則第10號及香港會計準則第28號(修訂本)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營企業之間的資產出售或注資	To be determined 待釐定
Conceptual Framework for Financial Reporting 2018 二零一八年財務報告概念框架	Revised Conceptual Framework for Financial Reporting 修訂財務報告概念框架	1 January 2020 二零二零年一月一日

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) The following new standards, interpretations and amendments to standards have been issued, but are not effective for the financial year beginning on 1 January 2018 and have not been early adopted. (continued)

The directors of the Company has assessed the financial impact on the Group of the adoption of the above new standards, amendments and interpretations. Except for HKFRS 16, there are no other standards that are not yet effective and that would be expected to have a material impact on the Group in the futures reporting periods and on foreseeable future transactions. The Group intends to adopt the above new standards, amendments and interpretation to existing standards when they become effective.

HKFRS 16, "Leases"

Nature of change

HKFRS 16 was issued in January 2016. It will result in almost all leases being recognised on the consolidated balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

HKFRS 16 will primarily affect the accounting for the Group's operating leases. As at 31 December 2018, the Group had non-cancellable operating lease commitments of US\$2,871,000, see Note 32. The Group estimates those related to payments for short-term and low value lease which will be recognised on straight line basis as an expense in profit or loss are insignificant.

2 編製基準及主要會計政策概要 (續)

2.1 編製基準 (續)

(b) 以下為已頒佈但並非於二零一八年一月一日開始之財政年度生效，且亦無提前採納之新準則、詮釋及準則之修訂。(續)

本公司董事已評估採納上述新準則、修訂本及詮釋對本集團之財務影響。除香港財務報告準則第16號外，概無其他尚未生效及預期將於未來報告期間對本集團以及可見未來交易造成重大影響之準則。本集團擬於上述新準則以及現有準則之修訂本及詮釋生效時予以採納。

香港財務報告準則第16號，
「租賃」

變動性質

香港財務報告準則第16號於二零一六年一月頒佈。其將致使絕大部分租賃於綜合資產負債表確認，此乃由於經營租賃與融資租賃之間的區別被移除。根據新訂準則，資產（使用租賃項目的權利）及支付租金的金融負債須予確認。唯一的例外情況為短期及低價值租賃。

香港財務報告準則第16號將主要影響本集團經營租賃的會計處理。於二零一八年十二月三十一日，本集團的不可撤銷經營租賃承擔為2,871,000美元（見附註32）。本集團估計，與將以直線法於損益確認為開支的短期及低價值租賃付款有關的該等金額並不重大。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

- (b) The following new standards, interpretations and amendments to standards have been issued, but are not effective for the financial year beginning on 1 January 2018 and have not been early adopted.
(continued)

HKFRS 16, "Leases" (continued)

Nature of change (continued)

The Group has not yet assessed what other adjustments, if any, are necessary, for example, the change in the definition of the lease term, the different treatment of variable lease payments and the extension or termination options. It is therefore not yet possible to estimate the amount of right-of-use assets and lease liabilities that will have to be recognised on adoption of the new standard and how this may affect the Group's profit or loss and classification of cash flows going forward.

The directors of the Company expect that the impact on the Group's financial positions regarding the adoption of HKFRS 16 as compared with the current accounting policy would not be material. However, some additional disclosures will be required from next year.

Date of adoption by the Group

The Group will apply the standard from its mandatory adoption date of 1 January 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption. Right-of-use assets for property leases will be measured on transition as if the new rules had always been applied. All other right-of-use assets will be measured at the amount of the lease liability on adoption (adjusted for any prepaid or accrued lease expenses).

2 編製基準及主要會計政策概要(續)

2.1 編製基準(續)

- (b) 以下為已頒佈但並非於二零一八年一月一日開始之財政年度生效，且亦無提前採納之新準則、詮釋及準則之修訂。
(續)

香港財務報告準則第16號，
「租賃」(續)

變動性質(續)

本集團尚未評估須作出何種其他調整(如有)，例如，租賃期的釋義變動以及可變租賃付款與續租及終止選擇權的不同處理。因此，尚未能估計於採納新訂準則時必須確認的使用權資產及租賃負債金額以及其將可能如何影響本集團的損益與未來現金流量分類。

本公司董事預期與當期會計政策相比，採納香港財務報告準則第16號對本集團之財務狀況將不會造成重大影響。然而，自下年起將須作出若干額外披露。

本集團之採納日期

本集團將自準則之強制採納日期(二零一九年一月一日)採納該準則。本集團擬應用簡化過渡法，且將不會重列首次採納前一年之比較金額。物業租賃之使用權資產將於過渡時計量，猶如新規則一直獲應用。所有其他使用權資產將按於採納時之租賃負債金額計量(按任何預付或應計租賃開支調整)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Changes in accounting policies

This note explains the impact of the adoption of HKFRS 9 and HKFRS 15 on the consolidated financial statements.

(a) Impact on the financial statements

The following explains the impact of the adoption of HKFRS 9 and HKFRS 15 on the Group's financial statements.

The Group elected to adopt HKFRS 9 and HKFRS 15 without restating comparatives. The reclassifications and the adjustments are therefore not reflected in the consolidated balance sheet as at 31 December 2017, but are recognised in the opening balance sheet on 1 January 2018.

There is no impact on the consolidated financial statements as at 1 January 2018, except for the reclassifications of receipt in advance to contract liabilities in Note 18.

(b) HKFRS 9 "Financial Instruments"

HKFRS 9 replaces the provisions of HKAS 39 "Financial Instruments: Recognition and Measurement" that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

The adoption of HKFRS 9 from 1 January 2018 resulted in changes in accounting policies. In accordance with the transitional provisions in HKFRS 9(7.2.15) and (7.2.26), comparative figures have not been restated.

There is no impact on the Group's retained earnings as at 1 January 2018.

2 編製基準及主要會計政策概要 (續)

2.2 會計政策變動

本附註闡釋採納香港財務報告準則第9號及香港財務報告準則第15號對綜合財務報表之影響。

(a) 對財務報表之影響

下文闡釋採納香港財務報告準則第9號及香港財務報告準則第15號對本集團財務報表之影響。

本集團選擇採納香港財務報告準則第9號及香港財務報告準則第15號而不重述比較數字。因此，重新分類及調整並無於二零一七年十二月三十一日之綜合資產負債表內反映，惟於二零一八年一月一日之期初資產負債表中確認。

除於附註18之預收款項重新分類至合約負債外，對二零一八年一月一日之綜合財務報表概無影響。

(b) 香港財務報告準則第9號「金融工具」

香港財務報告準則第9號取代香港會計準則第39號「金融工具：確認及計量」有關確認、分類及計量金融資產及金融負債、終止確認金融工具、金融資產減值及對沖會計之條文。

自二零一八年一月一日起採納香港財務報告準則第9號導致會計政策變動。根據香港財務報告準則第9號之過渡條文(7.2.15)及(7.2.26)，比較數字並沒有被重列。

對本集團於二零一八年一月一日之保留盈利概無影響。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Changes in accounting policies (continued)

(b) HKFRS 9 “Financial Instruments” (continued)

- (i) Classification and measurement
On 1 January 2018 (the date of initial application of HKFRS 9), the Group’s management has assessed which business models apply to the financial assets held by the Group and has classified its financial instruments into the appropriate HKFRS 9 categories. On the date of initial application, 1 January 2018, the financial instruments of the Group were measured at amortised cost, with no reclassification noted.
- (ii) Impairment of financial assets
The Group was required to revise its impairment methodology under HKFRS 9 for each of these classes of assets. There is no impact of the change in impairment methodology on the Group’s retained earnings and equity. For details, please refer to Note 3.1(b)(ii).

2 編製基準及主要會計政策概要(續)

2.2 會計政策變動(續)

(b) 香港財務報告準則第9號「金融工具」(續)

- (i) 分類及計量
於二零一八年一月一日(香港財務報告準則第9號之首次應用日期)，本集團之管理層已評估適用於本集團所持金融資產之業務模式及已將其金融工具分類至香港財務報告準則第9號之適當類別。於首次應用日期(二零一八年一月一日)，本集團之金融工具按攤銷成本計量，並無重新分類。
- (ii) 金融資產減值
本集團須根據香港財務報告準則第9號修訂該等各類資產之減值方法。減值方法變動對本集團之保留盈利及權益概無影響。有關詳情，請參閱附註3.1(b)(ii)。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Changes in accounting policies (continued)

(c) HKFRS 15 "Revenue from Contracts with Customer" (continued)

Presentation of assets and liabilities related to contracts with customers

The Group has voluntarily changed the presentation of certain amounts in the note to the financial statements to reflect the terminology of HKFRS 15 and HKFRS 9:

- Contract liabilities in relation to receipts in advance from customers for sales of goods not yet delivered to customers, were previously presented as receipts in advance in trade and other payables (US\$1,296,000 as at 1 January 2018).

2.3 Subsidiaries

2.3.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

2 編製基準及主要會計政策概要(續)

2.2 會計政策變動(續)

(c) 香港財務報告準則第15號「來自客戶合約之收益」(續)

呈列有關客戶合約之資產及負債

本集團已自願將財務報表附註內之若干金額的呈列作出更改，以反映香港財務報告準則第15號及香港財務報告準則第9號之專門術語：

- 有關貨品尚未交付予客戶之銷售的預收客戶款項之合約負債先前呈列於應付貿易賬款及其他應付款項中的預收款項(於二零一八年一月一日為1,296,000美元)。

2.3 附屬公司

2.3.1 綜合

附屬公司為本集團對其存有控制權的實體(包括結構性實體)。倘本集團須承擔或享有參與實體之可變回報風險及權力，以及可運用其對該實體之權力以影響有關回報時，則對實體存有控制權。附屬公司自其控制權轉讓予本集團當日起綜合入賬，並於控制權終止當日停止綜合入賬。

(a) 業務合併

本集團採用收購法計算業務合併。收購附屬公司的轉讓代價為所轉讓資產、被收購方前擁有人所產生負債及本集團所發行股本權益的公平值。所轉讓代價包括或然代價安排產生的任何資產或負債的公平值。於業務合併時所收購的可識別資產及所承擔的負債及或然負債，初步按收購日的公平值計量。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Subsidiaries (continued)

2.3.1 Consolidation (continued)

(a) Business combinations (continued)

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

2 編製基準及主要會計政策概要 (續)

2.3 附屬公司 (續)

2.3.1 綜合 (續)

(a) 業務合併 (續)

本集團按逐項收購基準確認於被收購方之任何非控股權益。於被收購方之非控股權益如為現時擁有權，且賦予持有人權力可於清盤時獲按比例分派資產淨值，乃以公平值或現時擁有權於被收購方可識別資產淨值已確認金額按比例分佔之部份計算。除非香港財務報告準則規定使用其他計量基準，否則所有其他非控股權益部分均以彼等於收購日期之公平值計量。

收購相關成本在產生時支銷。

倘業務合併乃分階段進行，則收購方過往所持之被收購方權益於收購日之賬面值，會重新計量至其於收購日期之公平值；任何由有關重新計量產生之收益或虧損於損益確認。

本集團所轉讓之任何或然代價按其於收購當日之公平值確認。被視為一項資產或負債之或然代價於其後出現之公平值變動，將按照香港會計準則第39號之規定，於損益中確認或確認為其他全面收益之變動。分類為權益之或然代價毋須重新計量，而其後結算會於權益入賬。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Subsidiaries (continued)

2.3.1 Consolidation (continued)

- (a) Business combinations (continued)
The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired, in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

- (b) Changes in ownership interests in subsidiaries without change of control
Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

2 編製基準及主要會計政策概要(續)

2.3 附屬公司(續)

2.3.1 綜合(續)

- (a) 業務合併(續)
轉讓代價、被收購方任何非控股權益金額及過往所持被收購方權益於收購日期之公平值超出所購入可識別淨資產公平值之部分作為商譽入賬。倘轉讓代價、已確認之非控股權益及已計量之過往所持權益之總和低於議價收購中所收購附屬公司資產淨值之公平值，有關差額直接在綜合收益表中確認。

集團內公司間交易、結餘及集團內公司間交易之未變現收益均予對銷。除非有關交易提供已轉讓資產出現減值之證據，否則未變現虧損亦會對銷。如有需要，附屬公司呈報之金額已作出調整，以與本集團之會計政策一致。

- (b) 並無導致控制權變動之附屬公司擁有權權益變動與非控股權益進行而不會導致失去控制權之交易入賬列作權益交易，即擁有人以擁有人身份進行之交易。任何已付代價之公平值與於附屬公司資產淨值賬面值所取得之相關份額之差額於權益入賬。向非控股權益出售之盈虧亦列於權益入賬。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Subsidiaries (continued)

2.3.1 Consolidation (continued)

- (c) Disposal of subsidiaries
When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate (Note 2.4), or financial asset (Note 2.11). In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

2.3.2 Separate financial statements of the Company

Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2 編製基準及主要會計政策概要 (續)

2.3 附屬公司 (續)

2.3.1 綜合 (續)

- (c) 出售附屬公司
倘本集團不再擁有控制權，其於該實體之任何保留權益將於失去控制權當日按其公平值重新計量，而賬面值變動則於損益中確認。就其後入賬列作聯營公司（附註2.4）或財務資產（附註2.11）之保留權益而言，公平值指初始賬面值。此外，先前於其他全面收入內確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。這可能意味著先前在其他全面收入內確認之金額重新分類至損益。

2.3.2 本公司之獨立財務報表

於附屬公司之投資按成本減減值列賬。成本會作出調整，以反映因或然代價修訂而產生之代價變動。成本亦包括直接應佔之投資成本。附屬公司之業績由本公司按股息及應收款項基準入賬。

倘股息超過附屬公司在宣派股息期間之全面收入總額，或倘獨立財務報表內投資之賬面值超過被投資方之淨資產（包括商譽）於綜合財務報表之賬面值，則須於自於附屬公司之投資收取股息時對有關投資進行減值測試。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

2 編製基準及主要會計政策概要(續)

2.4 聯營公司

聯營公司指所有本集團對其有重大影響力但無控制權之實體，所持股權通常有20%至50%之投票權。於聯營公司之投資以權益會計法入賬。根據權益法，投資初步按成本確認，並透過增加或減少賬面值確認投資方於收購日期後所分佔之被投資方損益。本集團於聯營公司之投資包括於收購時識別之商譽。

倘於聯營公司之所有權權益減少，而亦具有重大影響力，則只將先前於其他全面收入內確認之金額之應佔比例部分重新分類至損益（如適用）。

本集團應佔收購後損益於綜合收益表內確認，而其應佔收購後其他全面收入之變動則於其他全面收入內確認，並對投資賬面值作出相應調整。如本集團應佔聯營公司之虧損等於或超過其於該聯營公司之權益，包括任何其他無抵押應收款項，本集團不會確認進一步虧損，除非其已代聯營公司承擔法律或推定責任或作出付款。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Associates (continued)

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of post-tax loss of an associate' in the consolidated income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. The financial information of associate has been changed where necessary to ensure consistency with the policies adopted by the Group.

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors of the Group.

2.6 Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in US\$, which is the Company's functional and the Group's presentation currency.

2 編製基準及主要會計政策概要 (續)

2.4 聯營公司 (續)

本集團於各報告日期釐定於聯營公司之投資是否有任何客觀減值證據。倘存在減值證據，本集團會按聯營公司可收回金額與其賬面值之差額計算減值金額，並於綜合收益表「應佔聯營公司除稅後虧損」確認有關金額。

本集團及其聯營公司間之上游及下游交易所產生之損益於本集團之財務報表內確認，惟僅以非關連投資者於聯營公司之權益為限。除非有關交易提供已轉讓資產出現減值之證據，否則未變現虧損予以對銷。聯營公司之財務資料已於必要時變更，以確保符合本集團所採納之政策。

2.5 分部報告

營運分部之呈報方式與提供予主要營運決策者之內部呈報一致。負責分配資源及評估營運分部業績之主要營運決策者已獲識別為本集團執行董事。

2.6 外幣換算

(a) *功能及呈報貨幣*

本集團各實體之財務報表所包括之項目，乃按該實體經營所在之主要經濟環境之貨幣（「功能貨幣」）計量。綜合財務報表以本公司之功能貨幣及本集團之呈報貨幣美元呈列。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Foreign currency translation (continued)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

All foreign exchange gains and losses are presented in the consolidated income statement within "other gains – net".

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

2 編製基準及主要會計政策概要 (續)

2.6 外幣換算 (續)

(b) 交易及結餘

外幣交易均按交易或重新計量項目之估值當日之現行匯率換算為功能貨幣。因上述交易結算及按年終匯率兌換以外幣計值之貨幣資產及負債而產生之外匯收益或虧損，均於綜合收益表內確認，惟於權益內遞延作為合資格現金流量的對沖及合資格淨投資的對沖除外。

所有外匯盈虧在綜合收益表內的「其他收益－淨額」中呈列。

(c) 集團公司

本集團所有實體（其中並無任何公司持有通脹嚴重之經濟體系之貨幣）如持有與呈報貨幣不一致之功能貨幣，其業績和財務狀況均按以下方法換算為呈報貨幣：

- 每項資產負債表之資產及負債均按照該資產負債表結算日之匯率折算；
- 每項收益表之收入及支出均按照平均匯率折算，除非此平均匯率未能合理地反映各交易日之現行匯率所帶來之累積影響，則按照交易日之匯率折算此等收入和支出；及
- 所產生之所有匯兌差異均在其他全面收入中確認。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Foreign currency translation (continued)

(c) *Group companies (continued)*

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

2.7 Property, plant and equipment, land use rights

Property, plant and equipment, except for construction-in-progress, is stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged in the consolidated income statement during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

– Properties	15-50 years
– Plant and machinery	10-20 years
– Motor vehicles	5-8 years
– Office equipment	5-8 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

2 編製基準及主要會計政策概要 (續)

2.6 外幣換算 (續)

(c) *集團公司 (續)*

因收購海外實體而產生之商譽及公平值調整，均視作為該海外實體之資產及負債處理，並以結算日之匯率折算。所產生之匯兌差異在其他全面收入中確認。

2.7 物業、廠房及設備、土地使用權

物業、廠房及設備（在建工程除外）均按歷史成本減累計折舊及累計減值虧損列賬。歷史成本包括直接用於收購項目的開支。

只有在與項目有關之未來經濟利益可能會流入本集團，且能可靠地計量項目之成本時，方會將其後之成本計入資產之賬面值或確認為一項獨立資產（如適用）。如屬替換資產，則替換部分的賬面值取消確認。所有其他維修及保養費用，均於產生之財政期間內，於綜合收益表內支銷。

物業、廠房及設備的折舊乃利用直線法在其估計可使用年期將其成本攤銷至其餘值如下：

– 物業	15-50年
– 廠房及機器	10-20年
– 汽車	5-8年
– 辦公室設備	5-8年

資產之餘值及可使用年期均於各報告期末予以審閱及調整（如適用）。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Property, plant and equipment, land use rights (continued)

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.9).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other gains – net', in the consolidated income statement.

Construction-in-progress, comprising capital expenditure on buildings and plant where the construction work has not been completed, is carried at cost less accumulated impairment losses. No depreciation is provided for construction-in-progress.

Land use rights are stated at cost less accumulated amortisation and accumulated impairment losses, if any. Cost represents consideration paid for the rights to use the land on which various plants and buildings are situated for 50 years. Amortisation of land use rights is calculated on a straight-line basis over the period of leases.

2.8 Intangible assets

(a) Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

2 編製基準及主要會計政策概要(續)

2.7 物業、廠房及設備、土地使用權(續)

倘資產賬面值較估計的可收回款額為大，則資產的賬面值將立刻被撇減至其可收回款額(附註2.9)。

出售之盈虧均透過將所得款項與賬面值作比較而釐定，並列入綜合收益表內確認為「其他收益－淨額」。

在建工程包括未完成樓宇及廠房的資本支出，以成本減累計減值虧損入賬。在建工程不作折舊。

土地使用權乃按成本減累計攤銷及累計減值虧損列賬(如有)。成本指各個廠房及樓宇於50年期間就所在地之土地使用權所支付之代價。土地使用權攤銷乃按直線法基準就租期而計算得出。

2.8 無形資產

(a) 商譽

商譽於收購附屬公司時產生，並指所轉讓代價、於被收購方之任何非控股權益以及先前於被收購方之股本權益於收購日期之公平值超出所收購的已識別資產淨值公平值之數額。

為進行減值測試，於業務合併中收購之商譽乃分配至預期受惠於合併協同效益之各賺取現金單位(「賺取現金單位」)或一組賺取現金單位。各獲分配商譽之單位或一組單位為實體就內部管理監察商譽之最低層面。商譽於經營分部層面進行監察。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Intangible assets (continued)

(a) *Goodwill (continued)*

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

(b) *Trademarks and licence*

Separately acquired trademarks and the licence, which have finite useful lives, are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of trademarks and licence over their estimated useful lives of 6 to 10 years.

(c) *Computer software*

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of 5 years.

2.9 Impairment of non-financial assets

Assets that have an indefinite useful life – for example, goodwill – are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2 編製基準及主要會計政策概要 (續)

2.8 無形資產 (續)

(a) *商譽 (續)*

商譽每年進行減值檢討，亦會於有事件出現或情況改變顯示可能出現減值時，作出更頻密檢討。商譽賬面值與可收回金額（即使用價值與公平值減銷售成本之較高者）作比較。任何減值即時確認為開支，且其後不會撥回。

(b) *商標及牌照*

具有限定可使用年期之獨立收購之商標及牌照按成本減累計攤銷及減值虧損入賬。攤銷乃利用直線法計算，以將商標及牌照成本於彼等六年至十年估計可使用年期內進行分配。

(c) *電腦軟件*

購入的電腦軟件牌照根據購買及使用該特定軟件所引起的成本資本化。有關成本按其估計可用年期五年攤銷。

2.9 非財務資產之減值

並無限定可使用年期之資產（如商譽）毋須攤銷，但須每年測試減值。每當有事件或變動顯示賬面值可能不能收回時，本公司將會對須攤銷之資產作出減值評估。減值虧損乃按資產賬面值超出其可收回款額之金額確認。可收回款額指資產之公平值減出售成本與使用價值（以較高者為準）。就評估有否減值而言，資產將會按獨立可識別現金流量（賺取現金單位）之最低水平分類。出現減值之非財務資產（不包括商譽），於各呈報日期均就可能撥回減值而予以評估。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Non-current assets held for sale

Non-current assets are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less costs to sell.

2.11 Financial assets

2.11.1 Classification

The Group classifies its financial assets as debt instruments to be measured at amortised cost.

They are included in current assets, except for amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's financial assets at amortised cost comprise trade and other receivables (Note 2.14), cash and cash equivalents (Note 2.15), amount due from a related party, short-term loan to an associate, short-term bank deposits, structured bank deposits and cash and cash equivalents in the consolidated balance sheet.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2 編製基準及主要會計政策概要(續)

2.10 持有待售之非流動資產

非流動資產乃在其賬面值將主要通過出售交易而非通過持續使用予以收回，且認為極有可能出售時，分類為持作出售資產，並按賬面值與公平值減銷售成本兩者之較低者列賬。

2.11 財務資產

2.11.1 分類

本集團將其財務資產分類為將按攤銷成本計量之債務工具。

彼等均列入流動資產，惟將於或預期將於報告期結束後超過十二個月清償之款項除外。彼等均歸類為非流動資產。本集團按攤銷成本計量之財務資產包括綜合資產負債表內之應收貿易賬款及其他應收款項（附註2.14）、現金及現金等價物（附註2.15）、應收有關連人士款項、給予聯營公司之短期貸款、短期銀行存款、結構性銀行存款以及現金及現金等價物。

分類視乎實體管理財務資產之業務模式及現金流量之合約條款而定。

本集團僅於其管理該等資產之業務模式出現變動時重新分類債務投資。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Financial assets (continued)

2.11.2 Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all the risks and rewards of ownership.

2.11.3 Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

Financial assets at amortised cost are assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the consolidated statements of comprehensive income when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

2 編製基準及主要會計政策概要 (續)

2.11 財務資產 (續)

2.11.2 確認及終止確認

財務資產常規買賣於交易日確認，即本集團承諾購買或出售該資產日期。財務資產於收取財務資產現金流量的權利屆滿或已轉讓及本集團已轉讓擁有權的大部分風險及回報時終止確認。

2.11.3 計量

於初步確認時，本集團按財務資產之公平值（倘財務資產並非按公平值計入損益）另加收購財務資產直接產生之交易成本計量財務資產。

債務工具

債務工具之後續計量視乎本集團管理資產之業務模式及資產之現金流量特徵而定。

按攤銷成本計量之財務資產為持有以收取合約現金流量（該等現金流量僅為支付本金額及利息）之資產，並按攤銷成本計量。後續按攤銷成本計量及並非對沖關係一部分之債務投資之收益或虧損於該資產終止確認或減值時於綜合全面收益表內確認。該等財務資產之利息收入使用實際利率法計入財務收入。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Financial assets (continued)

2.11.4 Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instrument carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3.1(b) details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

For other receivables, short-term loan to an associate and amount due from a related party, the impairment provision is determined based on the 12-month expected credit losses.

When measuring expected credit loss, the Group considers both historical default rate and forward-looking information.

2 編製基準及主要會計政策概要(續)

2.11 財務資產(續)

2.11.4 減值

本集團按預期基準評估與其按攤銷成本列賬之債務工具相關之預期信貸虧損。所採用之減值方法視乎信貸風險是否有大幅增加而定。附註3.1(b)詳述本集團釐定信貸風險是否有大幅增加之方法。

就應收貿易賬款而言，本集團採用香港財務報告準則第9號允許之簡化方法，其規定於初步確認應收款項時確認預期全期虧損。

就其他應收款項、給予聯營公司之短期貸款及應收有關連人士之款項而言，減值撥備乃根據12個月預期信貸虧損釐定。

於計量預期信貸虧損時，本集團考慮歷史違約率及前瞻性資料。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Financial assets (continued)

2.11.5 Accounting policies applied until 31 December 2017

(i) Classification

The Group classifies its financial assets as loans and receivables, based on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise trade and other receivables (Note 2.14), cash and cash equivalents (Note 2.15), amount due from a related party, short-term loan to an associate, short-term bank deposits, structured bank deposits and cash and cash equivalents in the consolidated balance sheet.

2 編製基準及主要會計政策概要 (續)

2.11 財務資產 (續)

2.11.5 直至二零一七年十二月三十一日採用之會計政策

(i) 分類

本集團根據購入有關財務資產之目的將其財務資產分類為貸款及應收款項。管理層於初步確認時決定其財務資產之類別。

貸款及應收款項為附帶固定或可釐定付款，在活躍市場並無報價之非衍生性質財務資產。彼等均列入流動資產，惟將於或預期將於報告期結束後十二個月超過清償之款項除外。彼等均歸類為非流動資產。本集團之貸款及應收款項包括綜合資產負債表內之應收貿易賬款及其他應收款項（附註2.14）、現金及現金等價物（附註2.15）、應收有關連人士之款項、給予聯營公司之短期貸款、短期銀行存款、結構性銀行存款以及現金及現金等價物。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Financial assets (continued)

2.11.5 Accounting policies applied until 31 December 2017 (continued)

- (ii) Recognition and measurement
- Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the consolidated income statement within 'Other gains – net' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

2 編製基準及主要會計政策概要(續)

2.11 財務資產(續)

2.11.5 直至二零一七年十二月三十一日採用之會計政策(續)

- (ii) 確認及計量
- 財務資產常規買賣於交易日確認，即本集團承諾購買或出售該資產日期。就並無按公平值計入損益之所有財務資產而言，投資初步按公平值加上交易成本確認。按公平值計入損益之財務資產初步按公平值確認，而交易成本則於綜合收益表中列作開支。財務資產於收取投資現金流量的權利屆滿或已轉讓及本集團已轉讓擁有權的大部分風險及回報時終止確認。可供出售財務資產及按公平值計入損益之財務資產其後按公平值列賬。貸款及應收款項隨後利用實際利息法按攤銷成本列賬。

「按公平值計入損益之財務資產」分類之公平值變動產生之損益於產生期間於綜合收益表內的「其他收益－淨額」中呈列。按公平值計入損益之財務資產所產生之股息於本集團收取款項之權利確立時於綜合收益表中作為部分其他收入確認。

分類為可供出售貨幣及非貨幣證券之公平值之變動於其他全面收入中確認。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Financial assets (continued)

2.11.5 Accounting policies applied until 31 December 2017 (continued)

(iii) Impairment

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

2 編製基準及主要會計政策概要 (續)

2.11 財務資產 (續)

2.11.5 直至二零一七年十二月三十一日採用之會計政策 (續)

(iii) 減值

本集團於每個報告期結算日評估是否有客觀證據證明某項財務資產或某組財務資產已減值。只有存在客觀證據證明減值乃由於首次確認資產後發生之一宗或多宗事件（「虧損事件」）導致，而該宗（或該等）虧損事件對該項或該組財務資產之估計未來現金流量構成之影響可以合理估計，有關財務資產或該組財務資產方會作出減值及產生減值虧損。

減值證據可包括債務人或一組債務人正出現重大財務困難、無法或拖欠支付利息或本金、彼等可能會破產或進行其他財務重組，而可觀察數據顯示估計未來現金流量有可計量之減少（例如違責有關之應計費用或經濟狀況）。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Financial assets (continued)

2.11.5 Accounting policies applied until 31 December 2017 (continued)

(iii) Impairment (continued)

For loans and receivables, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

2 編製基準及主要會計政策概要 (續)

2.11 財務資產 (續)

2.11.5 直至二零一七年十二月三十一日採用之會計政策 (續)

(iii) 減值 (續)

就貸款及應收款項而言，虧損金額乃根據資產賬面值與按財務資產原實際利率折現之估計未來現金流量（不包括仍未產生之未來信用損失）現值者之差異計量。資產之賬面值予以削減，而虧損金額則在綜合收益表確認。如貸款有浮動利率，計量任何減值虧損之折現率為按合同釐定之當前實際利率。作為可行之方法，本集團可根據採用可觀察市價得出之工具公平值計算減值。

如在其後期間減值虧損金額有所減少，而減少可客觀地聯繫至確認減值後發生之事件（例如債務人之信用評級有所改善），則之前已確認之減值虧損可於綜合收益表內撥回。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.12 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

The Group has no offsetting financial instruments in the consolidated balance sheets as of 31 December 2017 and 2018.

2.13 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work-in-progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

Consumables are included within inventories and stated at cost, using the weighted average method.

2 編製基準及主要會計政策概要 (續)

2.12 抵銷金融工具

財務資產及負債在有合法行使之權益抵銷已確認金額及於擬按淨值基準結算或同時變現資產及結算負債時予以抵銷；有關淨額則於綜合資產負債表內列賬。可依法強制執行之權利必須不可取決於未來事件，且必須可於本公司或對手方的日常業務過程中，以及於彼等出現違約事件、無力償債或破產之情況下強制執行。

本集團於截至二零一七年及二零一八年十二月三十一日之綜合資產負債表內並無抵銷金融工具。

2.13 存貨

存貨以成本與可變現淨值兩者的較低者入賬。成本按加權平均法計算。製成品和在製品成本包括原材料、直接人工、其他直接成本和相關生產費用（以正常產能下計算），但不包括借貸成本。可變現淨值按估計的正常銷售價格減適用的非固定銷售費用計算。

消耗品計入存貨中，並按加權平均法計算以成本列賬。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.14 Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. If collection of trade and other receivables is expected in one year or less, they are classified as current assets.

The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the consolidated income statement within administrative expenses. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against administrative expenses in the consolidated income statement.

2.15 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

2.16 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2 編製基準及主要會計政策概要(續)

2.14 應收貿易賬款及其他應收款項

應收貿易賬款及其他應收款項初步按公平值確認，其後以實際利息法按攤銷成本扣除減值撥備計算。倘應收貿易賬款及其他應收款項預期可於一年或以內收回，則分類為流動資產。

撥備之金額為資產賬面值與估計未來現金流量之現值（按原實際利率折現計算）間之差額。資產之賬面值透過減值撥備賬扣除，而虧損於綜合收益表內確認為行政開支。當應收貿易賬款無法收回時，該款項會於應收貿易賬款減值撥備賬中撇銷。其後收回已撇銷的款項會用作扣除綜合收益表內的行政開支。

2.15 現金及現金等價物

綜合現金流量表內的現金及現金等價物包括手頭現金、銀行之通知存款、原到期日為三個月或以內的其他短期高度流動性投資。

2.16 股本

普通股份分類為權益。

因發行新股份或購股權而產生的直接相關新增成本，乃以所得款項的扣減（扣除稅項）於權益中列賬。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.17 Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Trade and other payables are classified as current liabilities if payment is due within one year or less.

2.18 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2.19 Borrowing costs

General and specific borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2 編製基準及主要會計政策概要 (續)

2.17 應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項初步按公平值確認，而其後則採用實際利率法按攤銷成本計量。倘應付貿易賬款及其他應付款項於一年或以內到期，則分類為流動負債。

2.18 借貸

借貸初步按公平值扣除所產生之交易成本後確認。借貸其後按攤銷成本列賬；所得款項（扣除交易成本）與贖回價值間之任何差額則於借貸期內使用實際利息法於綜合收益表內確認。

除非本集團有無條件權利於報告期結束後將負債之結算遞延至少十二個月，否則借貸被分類為流動負債。

2.19 借貸成本

收購、建造或生產合資格資產（需要頗長時間方可作擬定用途或出售的資產）直接產生的一般及特定借貸成本會計入該等資產的成本，直至資產大致上可作擬定用途或出售為止。

所有其他借貸成本均在其產生期間於損益確認。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) *Current income tax*

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company, the Company's subsidiaries and associate operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) *Deferred income tax*

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

2 編製基準及主要會計政策概要(續)

2.20 當期及遞延所得稅

期內所得稅開支或抵免指根據各司法權區的適用所得稅率按即期應課稅收入應付的稅項，而有關所得稅率經暫時差異及未使用稅務虧損所致的遞延稅項資產及負債變動調整。

(a) *當期所得稅*

當期所得稅開支乃根據本公司、本公司附屬公司及聯營公司經營及產生應課稅收入之國家於結算日已頒佈或實質頒佈之稅務法例計算。管理層就適用稅務法例詮釋所規限之情況定期評估報稅表之狀況，並在適用情況下根據預期須向稅務機關支付之稅款設定撥備。

(b) *遞延所得稅*

遞延所得稅採用負債法就資產及負債之稅基與其在綜合財務報表之賬面值兩者之暫時差異作出全面撥備。然而，倘遞延稅項負債乃源自商譽初步確認，則不會確認該遞延稅項負債。倘遞延所得稅乃源自進行交易時不影響會計或應課稅盈利或虧損之資產或負債之初步確認（為業務合併以外之交易），則亦不會計入遞延所得稅。遞延所得稅以於報告期末前實施或大體上已實施之稅率（及稅法）釐定，並預期於相關遞延所得稅資產變現或遞延所得稅負債清償時應用。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Current and deferred income tax (continued)

(b) *Deferred income tax (continued)*

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2 編製基準及主要會計政策概要 (續)

2.20 當期及遞延所得稅 (續)

(b) *遞延所得稅 (續)*

遞延稅項資產僅於未來應課稅金額將可用於利用該等暫時差異及虧損時予以確認。

倘本公司可以控制暫時差異的撥回時間，及該等差異可能不會在可預見將來撥回，則不會就於外國業務之賬面值及稅基之間之暫時差異確認遞延稅項負債及資產。

遞延所得稅資產及負債在有合法行使之權利將即期稅項資產與負債互相抵銷，且該等遞延稅項結餘均與同一稅務機關有關的情況下，方可互相抵銷。即期稅項資產及負債在實體有合法行使之權利進行抵銷而又有按淨額基準結付或同時變現該資產及結付該負債的情況下，方可互相抵銷。

除非其乃有關於其他全面收益或直接於權益內確認的項目，否則即期及遞延稅項於綜合收益表內確認。在此情況下，稅項亦分別於其他全面收益或直接於權益內確認。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Employee benefits

(a) *Pension obligations*

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a pension plan that is not a defined contribution plan.

Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the consolidated balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

2 編製基準及主要會計政策概要(續)

2.21 僱員福利

(a) *退休金責任*

界定供款計劃為本集團向獨立實體支付定額供款之退休金計劃。倘該基金所持資產不足以向所有僱員支付當前及過往期間與僱員服務相關之福利，本集團並無作進一步供款之法定或推定責任。界定福利計劃為一項不屬於界定供款計劃之退休金計劃。

一般而言，界定福利計劃會釐定僱員退休時將收取之退休福利金額，有關金額一般取決於一個或多個因素，如年齡、服務年資及酬金。

於綜合資產負債表內就界定福利退休金計劃確認之負債為界定福利責任於報告期末時之現值。界定福利責任之現值按優質公司債券（以未付利益所用貨幣計值，且年期與相關退休金責任年期相若）之利率折現估計未來現金流出得出。在該等債券並無成熟市場之國家，則使用政府債券之市場利率。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Employee benefits (continued)

(a) *Pension obligations (continued)*

The current service cost of a defined benefit plan, recognised in the consolidated income statement in employee benefit expense, except where included in the cost of an asset, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements.

Past-service costs are recognised immediately in profit or loss.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

(b) *Termination benefits*

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to a termination and when the entity has a detailed formal plan to terminate the employment of current employees without possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

2 編製基準及主要會計政策概要 (續)

2.21 僱員福利 (續)

(a) *退休金責任 (續)*

於綜合收益表內之僱員福利開支確認之界定福利計劃即期服務成本(計入資產成本者除外)反映本年度僱員服務所產生之界定福利責任增加、福利變動、削減及結算。

過往服務成本即時在損益確認。

就界定供款計劃而言，本集團向由公營或私人機構管理之退休保險計劃作出強制、合約或自願性供款。於支付供款後，本集團再無其他付款責任。供款於到期支付時確認為僱員福利開支。

(b) *終止福利*

當本集團在僱員正常退休日期前終止其聘用，或每當僱員接受自願遣散以換取有關福利時，終止福利即須支付。本集團在可證明承諾終止僱用及根據一項詳細的正式計劃終止現有僱員的僱用(沒有撤回的可能)時，確認終止福利。倘提出一項要約以鼓勵自願遣散，則終止福利按預期接納有關建議的僱員人數計量。在報告期後超過十二個月支付的福利折現為現值。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Employee benefits (continued)

(c) *Bonus plans*

The Group recognises a liability and an expense for bonuses, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(d) *Employee leave entitlements*

Employee entitlements to annual leave are recognised when they accrue to employees. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

2.22 Provisions

Provisions for environmental restoration, restructuring costs, and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2 編製基準及主要會計政策概要(續)

2.21 僱員福利(續)

(c) *花紅計劃*

本集團根據一條公式(考慮本公司股東應佔溢利並經若干調整後),就花紅確認負債及開支。本集團於合約規定或過往慣例產生推定責任時確認撥備。

(d) *僱員應享假期*

僱員有關年假之權利於僱員享有時確認。僱員之病假及分娩假於僱員休假時方會確認。

2.22 撥備

環境恢復、重組成本以及法律索賠之撥備於以下情況確認:本集團因過往事件而現時須負有法定或推定責任;履行該責任可能會導致資源流出;及金額已獲可靠估計。重組撥備包括租賃終止罰款及終止僱用付款。不會就未來營運虧損確認撥備。

倘有多項類似責任,其需要在償付中流出之可能性,根據責任之類別整體考慮。即使在同一責任類別所包含之任何一個項目相關流出之可能性極低,仍須確認撥備。

撥備採用稅前利率按照預期需償付有關責任之開支之現值計量,該利率反映當時市場對貨幣時間值和有關責任特定風險之評估。隨時間過去而增加之撥備確認為利息開支。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Revenue and other income recognition

(a) *Sales of goods*

Sales are recognised when control of the product has transferred, being when the product is on board for delivery, and there is no unfulfilled obligation that could affect the customer's acceptance of the product. The risks of obsolescence and loss have been transferred to the customer upon delivery or the Group has objective evidence that all criteria for acceptance have been satisfied.

Revenue from the sale of goods is based on the price specified in the sales contracts. No element of financing is deemed present as the sales are made with a credit term from cash on delivery to 60 days, which is consistent with market practice.

No contract liability and right to the returned goods are recognised as insignificant amount of returns are expected based on previous experience.

Receivable is recognised when the product is delivered as this is the point in time when the consideration is unconditional, which only the passage of time is required before the payment is due.

2 編製基準及主要會計政策概要 (續)

2.23 確認收益及其他收入

(a) *銷售貨物*

銷售於產品之控制權轉移時(即裝載產品以供交付時)及概無可影響客戶接納產品之未履行責任時確認。陳舊及損失風險已於交付或本集團有客觀證據證明所有接納標準已獲達成時轉移至客戶。

來自銷售貨品之收益乃基於銷售合約指定之價格。由於銷售乃按貨到付款至60日之信貸期限作出(其與市場慣例一致),故融資元素被視為不存在。

由於根據過往經驗預期僅有少量退貨,故並無確認合約負債及退貨權利。

應收款項於交付貨品時確認,原因為此乃代價為無條件之時間點,僅須待時間過去便可收取付款。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Revenue and other income recognition (continued)

(b) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

(c) Dividend income

Dividend income is recognised when the right to receive payment is established.

2.24 Leases (as the lessee for operating leases)

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated income statement on a straight-line basis over the period of the lease.

2.25 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

Dividends proposed or declared after the reporting period but before the consolidated financial statements are authorised for issue, are disclosed as a non-adjusting event and are not recognised as a liability at the end of the reporting period.

2.26 Financial guarantees

Financial guarantee contracts under which the Group accepts significant risk from a third party by agreeing to compensate that party on the occurrence of a specified uncertain future event are accounted for in a manner similar to insurance contracts. Provisions are recognised when it is probable that the Group has obligations under such guarantees and an outflow of economic resources will be required to settle the obligations.

2 編製基準及主要會計政策概要(續)

2.23 確認收益及其他收入(續)

(b) 利息收入

利息收入採用實際利息法按時間比例基準進行確認。倘貸款及應收賬款出現減值，本集團會將賬面值減至其按有關金融工具原有實際利率之估計折現現金流量而設定之可收回款額，並繼續解除折現作為利息收入。減值貸款及應收賬款之利息收入乃以原實際利率確認。

(c) 股息收入

在確立收取款項之權利時，股息收入予以確認。

2.24 租賃(作為經營租約之承租人)

凡擁有權之絕大部分風險及回報由出租人保留之租約，均分類為經營租約。經營租約之付款(扣減出租人給予之任何優惠後)乃於有關租約期內以直線法計入綜合收益表內。

2.25 分派股息

分派予本公司股東之股息在本公司股東或董事(視何者適用)批准股息之期間內，於本集團及本公司之財務報表中確認為負債。

於報告期後但於綜合財務報表獲授權刊發前建議或宣派之股息將作為非調整事件披露，且不會於報告期末確認為負債。

2.26 財務擔保

本集團透過簽訂財務擔保合同對第三方承擔重大風險，同意當特定不確定未來事項發生時以類似保險合同之方式補償該第三方。當本集團有可能根據該等保證承擔責任，並就清償有關責任而導致經濟資源流出時，則須確認撥備。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.27 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow and fair value interest rate risks), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out by a central treasury department (group treasury) under policies approved by the board of directors. Group treasury identifies and evaluates financial risks in close co-operation with the Group's operating units. The board provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

(a) *Market risk*

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Vietnam Dong and Renminbi against US\$. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations, which the Group does not have a foreign currency hedging policy. However, management of the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

2 編製基準及主要會計政策概要 (續)

2.27 政府補助金

當能合理確定將收到政府的補助金，而本集團將遵守所有附帶條件時，補助金按其公平值確認。

3 財務風險管理

3.1 財務風險因素

本集團之業務承受各種財務風險：市場風險（包括外匯風險、現金流量及公平值利率風險）、信貸風險及流動資金風險。本集團之整體風險管理計劃集中於財務市場之不可預測性及尋求將對本集團之財務報表之潛在不利影響降至最低。

風險管理由中央財政部（集團財務部）按董事會批准的政策進行。集團財務部與本集團營運單位緊密合作識別及評估財務風險。董事會制定整體風險管理的原則，以及涵蓋特定範圍的政策，例如外匯風險、利率風險、信貸風險及盈餘流動資金的投資。

(a) *市場風險*

(i) 外匯風險

本集團於全球經營業務，因此承受因使用不同貨幣而產生之外匯風險，主要為越南盾及人民幣兌美元之風險。外匯風險來自境外業務之未來商業交易、已確認資產及負債和投資淨額，本集團並無有關此方面的外幣對沖政策。然而，本集團管理層監控外匯風險，並將於需要時考慮對沖重大外幣風險。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) *Market risk (continued)*

(i) Foreign exchange risk (continued)

At 31 December 2018, if the Vietnam Dong had weakened/strengthened by 5% against the US\$ with all other variables held constant, post-tax profit for the year would have been US\$663,000 (2017: US\$1,246,000) lower/higher (2017: lower/higher), mainly as a result of foreign exchange losses/gains on translation of Vietnam Dong-denominated trade and other receivables, cash and cash equivalents and trade and other payables.

At 31 December 2018, if the Renminbi had weakened/strengthened by 5% against the US\$ with all other variables held constant, post-tax profit for the year would have been US\$6,000 (2017: US\$18,000) lower/higher (2017: lower/higher), mainly as a result of foreign exchange losses/gains on translation of non-Renminbi-denominated trade and other receivables, cash and cash equivalents and trade and other payables in subsidiaries which use RMB as functional currency.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) *市場風險(續)*

(i) 外匯風險(續)

於二零一八年十二月三十一日，倘越南盾兌美元貶值／升值5%而所有其他變數維持不變，本年度除稅後溢利將減少／增加(二零一七年：減少／增加)663,000美元(二零一七年：1,246,000美元)，主要來自換算以越南盾計算之應收貿易賬款及其他應收款項、現金及現金等價物及應付貿易賬款及其他應付款項而產生之外匯虧損／收益。

於二零一八年十二月三十一日，倘人民幣兌美元貶值／升值5%而所有其他變數維持不變，本年度除稅後溢利將減少／增加(二零一七年：減少／增加)6,000美元(二零一七年：18,000美元)，主要來自換算使用人民幣為功能貨幣之附屬公司並非以人民幣計算之應收貿易賬款及其他應收款項、現金及現金等價物及應付貿易賬款及其他應付款項而產生之外匯虧損／收益。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) *Market risk (continued)*

(ii) Cash flow and fair value interest rate risks

As the Group has no significant interest-bearing assets apart from bank balances, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

As at 31 December 2018, the Group exposure to interest rate risk related primarily to variable rate bank borrowings of US\$21,349,000 (2017: US\$17,427,000) and fixed rate bank borrowings of US\$14,817,000 (2017: US\$17,970,000).

Borrowings issued at variable rates expose the Group to cash flow interest-rate risk, and borrowings issued at fixed rates expose the Group to fair value interest rate risk. As the tenure of the fixed-rate bank borrowings range from one to two years, the directors consider the exposures of present value interest rate return to be insignificant. The Group does not have an interest rate hedging policy. However, management of the Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

At 31 December 2018, if interest rates on borrowings had been 50 basis points higher/lower with all other variables held constant, post-tax profit for the year would have been US\$91,000 (2017: US\$74,000) lower/higher (2017: lower/higher), mainly as a result of higher/lower interest expense on floating rate borrowings.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) *市場風險 (續)*

(ii) 現金流量及公平值利率風險

由於本集團除銀行結餘外，概無重大計息資產，因此本集團之收入及營運現金流量大致上獨立不受市場利率變動影響。

於二零一八年十二月三十一日，本集團承擔之利率風險主要與浮動利率銀行借款21,349,000美元(二零一七年：17,427,000美元)及固定利率銀行借款14,817,000美元(二零一七年：17,970,000)有關。

按浮動利率授出之借貸令本集團面對現金流量利率風險，而按固定利率授出之借貸令本集團面對公平值利率風險。由於固定利率銀行借款之期限介乎一至兩年，故董事認為現值利率回報之風險並不重大。本集團並無利率對沖政策。然而，本集團管理層監控利率風險，並將於需要時考慮對沖重大利率風險。

於二零一八年十二月三十一日，倘借貸之利率上升／下降50基點而所有其他變動維持不變，本年度除稅後溢利將減少／增加(二零一七年：減少／增加)91,000美元(二零一七年：74,000美元)，主要是由於浮息借貸之利率開支增加／減少。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) *Credit risk*

Credit risk arises from bank deposits and bank balances, trade receivables, short-term loan to an associate, other receivables and amount due from related parties.

(i) Risk management

The carrying amount of cash and cash equivalents, bank deposits, trade receivables, short-term loan to an associate, amount due from a related party and other receivables included in the consolidated balance sheet represents the Group's maximum exposure to credit risk in relation to these financial assets.

The Group has policies in place to ensure that sales of products are made to customers with appropriate credit histories. The Group has policies to assess the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings. The utilisation of credit limits is regularly monitored.

For bank deposits and bank balances, the Group only uses banks and financial institutions with good reputation. As at 31 December 2018 and 2017, all the bank balances as detailed in Note 15 are held in major financial institutions, which are either state owned or with high credit quality. Management believes that the credit risk for bank deposits and bank balances is minimal.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) *信貸風險*

信貸風險來自銀行存款及銀行結餘、應收貿易賬款、給予聯營公司短期貸款、其他應收款項及應收有關連人士款項。

(i) 風險管理

綜合資產負債表包括之現金及現金等價物、銀行存款、應收貿易賬款、給予聯營公司短期貸款、應收有關連人士款項及其他應收款項之賬面值即本集團就該等財務資產承受的最高信貸風險。

本集團所定之政策是確保僅售貨予具備合適信貸記錄的客戶。本集團設有政策，透過考慮客戶之財務狀況、過往經驗以及其他因素，評估客戶信貸質素。本集團會按內部或外界評級而設定個別風險上限。本集團會定期監察所動用之信貸上限。

就銀行存款及銀行結餘而言，本集團僅利用具良好信譽之銀行及財務機構。於二零一八年及二零一七年十二月三十一日，載列於附註15之全部銀行結餘乃於國有或擁有良好信貸質素之主要財務機構持有。管理層相信銀行存款及銀行結餘之信貸風險並不重大。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets

While structured bank deposits, short-term bank deposits and cash and cash equivalents are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

Trade receivables

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected losses for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The adoption of the simplified expected loss approach under HKFRS 9 has not resulted in any additional impairment loss for trade receivables as at 1 January 2018.

The expected loss rates are based on the payment profiles of sales over a period of 36 month before 31 December 2018 or 1 January 2018 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the GDP of the countries in which it sells its goods to be the most relevant factor, and accordingly adjusts the historical loss rates based on expected changes in this factor.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 財務資產之減值

儘管結構性銀行存款、短期銀行存款以及現金及現金等價物亦須遵守香港財務報告準則第9號之減值規定，惟所識別的減值虧損並不重大。

應收貿易賬款

本集團採用香港財務報告準則第9號規定之簡化方法就預期信貸虧損作出撥備，其允許就所有應收貿易賬款使用全期預期虧損。

為計量預期信貸虧損，應收貿易賬款按共同信貸風險特徵及逾期日數進行分組。根據香港財務報告準則第9號採納簡化預期虧損方法並不會導致於二零一八年一月一日之應收貿易賬款出現任何額外減值虧損。

預期虧損率乃分別基於二零一八年十二月三十一日或二零一八年一月一日前36個月期間之銷售付款組合及於本期間經歷之相應歷史信貸虧損。歷史虧損率獲調整以反映有關影響客戶結付應收款項能力之宏觀經濟因素之當前及前瞻性資料。本集團已識別出其銷售貨品之國家之國內生產總值為最相關因素，並根據該因素之預期變動相應調整歷史虧損率。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) *Credit risk (continued)*

(ii) Impairment of financial assets (continued)

Trade receivables (continued)

In respect of trade receivables, the Group has policies in place to ensure that the sales of goods are made to customers with appropriate credit history and the Group performs credit evaluations of these counterparties and customers. The credit periods of the majority of these trade receivables are within 60 days and largely comprise amounts receivable from business customers. Given the track record of regular repayment of receivables from customers, the directors are of the opinion that the risk of default by customers is not significant. Therefore, expected credit loss rate of trade receivables is assessed to be close to zero.

As at 31 December 2018, 1 January 2018 (on adoption of HKFRS 9) and 31 December 2017, the loss allowances for trade receivables were US\$498,000 and US\$511,000, respectively. Management are of opinion that that adequate provision for uncollectible receivable has been made.

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) *信貸風險 (續)*

(ii) 財務資產之減值 (續)

應收貿易賬款 (續)

就應收貿易賬款而言，本集團已制訂政策確保售貨予具備合適信貸記錄的客戶及本集團對該等對手方及客戶進行信貸評估。大部分該等應收貿易賬款之信貸期為60日以內，主要包括應收業務客戶之款項。鑑於客戶定期償還應收款項之往績記錄，董事認為客戶拖欠之風險並不重大。因此，應收貿易賬款之預期信貸虧損率評估為接近零。

於二零一八年十二月三十一日、二零一八年一月一日（採納香港財務報告準則第9號時）及二零一七年十二月三十一日，應收貿易賬款之虧損撥備分別為498,000美元及511,000美元。管理層認為已就無法收回之應收款項作出足夠撥備。

應收貿易賬款之減值虧損於經營溢利中以減值虧損淨值呈列。其後收回過往撇銷之款項計入相同項目。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets (continued)

Trade receivables (continued)

Previous accounting policy for impairment of trade receivables

In the prior year, the impairment of trade receivables was assessed based on the incurred loss model. Individual receivables which were known to be uncollectible were written off by reducing the carrying amount directly. For these receivables the estimated impairment losses were recognised in a separate provision for impairment. The group considered that there was evidence of impairment if any of the following indicators were present:

- significant financial difficulties of the debtor
- probability that the debtor will enter bankruptcy or financial reorganisation, and
- default or late payments (more than 30 days overdue).

Receivables for which an impairment provision was recognised were written off against the provision when there was no expectation of recovering additional cash.

Other receivables, loan to an associate and amount due from a related party

The management considers that its credit risk has not increased significantly since initial recognition with reference to the counterparty historical default rate and current financial position. The impairment provision is determined based on the 12-month expected credit losses which is zero.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 財務資產之減值 (續)

應收貿易賬款 (續)

應收貿易賬款減值之過往會計政策

去年，貿易應收款項減值已根據已產生虧損模式進行評估。已知不可收回之個別應收款項通過直接削減賬面值之方式撇銷。就該等應收款項而言，估計減值虧損於減值之單獨撥備中確認。本集團認為如存在任何以下指標，表明有減值證據：

- 債務人陷入重大財務困境
- 債務人可能進入破產或財務重組程序，及
- 違約或逾期付款（逾期超過30日）。

當預期不可收回額外現金時，已確認減值撥備的應收款項就其撥備進行撇銷。

其他應收款項、給予聯營公司之貸款及應收有關連人士款項

根據交易對手的過往違約率及現時財務狀況，管理層認為自初步確認以來的信貸風險並無大幅增加。減值撥備乃根據數值為零之12個月預期信貸虧損釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk

Due to the capital intensive nature of the Group's business, the Group ensures that it maintains sufficient cash and credit lines to meet its liquidity requirements.

Management monitors rolling forecasts of the Group's liquidity reserve which comprises undrawn borrowing facilities and cash and cash equivalents on the basis of expected cash flows. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		Less than 1 year 一年內 US\$'000 千美元	Between 1 and 2 years 一年至兩年 US\$'000 千美元	Between 2 and 5 years 兩年至五年 US\$'000 千美元	Over 5 years 超過五年 US\$'000 千美元	Total 合計 US\$'000 千美元
At 31 December 2018	於二零一八年 十二月三十一日					
Bank borrowings (Note)	銀行借貸 (附註)	21,007	8,280	8,340	-	37,627
Trade payables	應付貿易賬款	20,875	-	-	-	20,875
Other payables and accruals	其他應付款項及應計費用	7,056	-	-	-	7,056
Amount due to a related party	應付有關連人士款項	1,391	-	-	-	1,391
At 31 December 2017	於二零一七年 十二月三十一日					
Bank borrowings (Note)	銀行借貸 (附註)	16,256	9,161	10,195	1,200	36,812
Trade payables	應付貿易賬款	15,772	-	-	-	15,772
Other payables and accruals	其他應付款項及應計費用	8,860	-	-	-	8,860
Amounts due to related parties	應付有關連人士款項	1,660	-	-	-	1,660

Note:

The balance includes interest payable on bank borrowings up to their respective maturities.

附註：

有關結餘包括截至各到期日就銀行借貸應付之利息。

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險

由於本集團業務的資本集中性質，本集團確保其維持充足現金及信貸額以應付其流動資金需求。

管理層根據預期現金流量，監控本集團的流動資金儲備的滾存預測，有關儲備由未提取的借貸融資和現金及現金等價物組成。本集團訂有政策，定期監察目前及預期之流動資金需求及其遵守借款契據之情況，以確保其維持充裕現金儲備以及獲主要財務機構承諾提供足夠資金，以應付其短期及較長期之流動資金需求。

下列表格按結算日至合約到期日餘下期間將本集團之財務負債分為相關到期組別進行分析。於表格中披露之金額為合約未折現現金流量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total bank borrowings divided by owners' equity as shown in the consolidated balance sheet. Total borrowings include non-current borrowings and current borrowings.

During 2018, the Group's strategy, which was unchanged from 2017, was to maintain a reasonable gearing ratio. The gearing ratios at 31 December 2018 and 2017 were as follows:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Total bank borrowings (Note 19)	總銀行借貸 (附註19)	36,166	35,397
Owners' equity (including non-controlling interest in equity)	擁有人權益 (包括列入權益之非控股權益)	286,682	282,583
Gearing ratio	資產負債比率	13%	13%

3 財務風險管理 (續)

3.2 資本管理

本集團管理資金之目標為保障本集團能繼續以持續基準經營之能力，以為股東帶來回報及為其他股權持有人帶來利益，以及維持合適之資本結構以減少資本成本。

為了維持或調整資本結構，本集團可能調整派付予股東之股息金額、向股東歸還資本、發行新股份或出售資產以減輕債務。

與業內其他公司一樣，本集團以資產負債比率為基準監察資本。該比率按綜合資產負債表所示之總銀行借貸除以擁有人權益計算。總借貸包括非流動借貸及流動借貸。

於二零一八年，本集團之策略與二零一七年所採納者貫徹一致，乃維持資產負債比率於合理水平。於二零一八年及二零一七年十二月三十一日之資產負債比率如下：

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation

The carrying values less impairment provisions of trade and other receivables and trade and other payables are assumed to approximate their fair values because of their short maturities. The carrying value of the long-term other receivables approximates its fair value as it was estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets or liabilities within the next financial year are addressed below.

(a) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.9. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates and judgements (Note 9).

3 財務風險管理 (續)

3.3 公平值估計

基於應收貿易賬款及其他應收款項以及應付貿易賬款及其他應付款項屬短期性質，本集團假定其賬面值減減值撥備後與公平值相若。長期其他應收款項之賬面值與其公平值相若，此乃由於其乃透過按本集團就類似金融工具可得之現行市場利率貼現未來合約現金流量估計。

4 重要會計估計及判斷

估計及判斷會不斷按照歷史經驗及其他因素進行評估，包括在各情況下相信是合理之未來事件預測。

本集團會就未來作出估計及假設。根據其定義，由此得出之會計估計將甚少與相關實際業績等同。下文討論有極大風險對下一財政年度內資產及負債之賬面值作出重大調整之估計及假設。

(a) 商譽的估計減值

本集團每年均按照附註2.9所述的會計政策的規定，測試商譽是否出現任何減值。賺取現金單位的可收回金額已按照使用價值計算。計算過程中需要作出估計及判斷（附註9）。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(b) Current income taxes and deferred income taxes

The Group is subject to income taxes in the PRC, Vietnam, Taiwan and Cambodia. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognised as management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and income tax expense in the periods in which such estimate is changed.

(c) Functional currency

The functional currency of each of the Group's entities has been determined based on the primary economic environment in which the entity operates, that is normally the one in which each of the Group's entities primarily generates and expends cash. The determination requires the use of judgement.

4 重要會計估計及判斷 (續)

(b) 當期所得稅及遞延所得稅

本集團須繳納中國、越南、台灣及柬埔寨的所得稅。於確定全球所得稅稅項撥備的金額時，本集團須作出重大判斷。許多交易及計算均難以明確釐定最終的稅務結果。本集團須估計未來會否繳納額外稅項，從而確認對預期稅務審核事宜之責任。倘該等事宜之最終稅務結果與起初入賬之金額不同，該等差額將影響稅務釐定期內之當期及遞延所得稅資產及負債。

倘管理層認為未來應課稅盈利可用作對銷暫時性差異或稅項虧損可予動用時，則會確認與若干暫時性差異有關之遞延所得稅資產及稅項虧損。倘預期結果與原先之估計不同，有關差異會對有關估計出現變動之期間內遞延稅項資產及所得稅開支之確認構成影響。

(c) 功能貨幣

本集團各實體之功能貨幣已經根據該實體經營所在之主要經濟環境釐定，普遍為本集團各實體主要產生及耗用現金之環境。釐定時需要採取判斷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 SEGMENT INFORMATION

The chief operating decision-maker has been identified as the Executive Directors collectively. The Executive Directors review the Group's policies and information for the purposes of assessing performance and allocating resources. The Group presents its operating segment results (below), based on the information reviewed by the chief operating decision-maker, and used to make strategic decisions. This information includes segment revenue, segment capital expenditure, segment assets, segment non-current assets, other than financial instruments, and segment liabilities.

The chief operating decision-maker considers the business mainly from a geographical aspect. In presenting information on the basis of operating segments, segment revenue is based on the geographical presence of customers. Segment capital expenditures, segment assets, segment non-current assets, other than financial instruments, and segment liabilities are based on the geographical location of the assets or liabilities.

The chief operating decision-maker mainly assesses the performance based on revenue derived by each geographical segment and product nature. Accordingly, the segment performance is restricted to revenue information.

Revenue of approximately US\$43,301,000 (2017: US\$45,843,000) is derived from a single external customer located in Japan. This revenue is attributable to the MSG/GA segment. No other customers individually contribute 10% or more of the Group's revenue (2017: same).

(a) Segment revenue

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
By geographical location:	按地理位置劃分：		
Vietnam	越南	177,753	162,986
Japan	日本	63,015	64,199
The PRC	中國	39,004	29,056
America	美國	20,327	16,761
Taiwan	台灣	17,335	10,630
ASEAN member countries (other than Vietnam)	東盟成員國 (不包括越南)	31,593	31,792
Other regions	其他地區	7,745	7,381
		356,772	322,805

5 分部資料

主要營運決策者已確定為全體執行董事。執行董事審閱本集團之政策及資料以評核表現及分配資源。本集團根據主要營運決策者所審閱並用於制定策略決定之資料呈列營運分部業績（見下文）。此等資料包括分部收益、分部資本支出、分部資產、分部非流動資產（金融工具除外）及分部負債。

主要營運決策者主要從地理層面分析其業務。以營運分部為基準呈報資料時，分部收益以客戶所在地區劃分。分部資本支出、分部資產、分部非流動資產（金融工具除外）及分部負債則以資產或負債所在地劃分。

主要營運決策者主要根據各地區分部所產生之收益及產品性質評估表現。因此，分部表現僅限於收益資料。

收益中約有43,301,000美元（二零一七年：45,843,000美元）為源自日本之單一外部客戶。是項收益來自味精／谷氨酸分部。概無其他客戶獨自貢獻本集團收益10%或以上（二零一七年：相同）。

(a) 分部收益

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 SEGMENT INFORMATION (continued)

(a) Segment revenue (continued)

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
By product nature:	按產品性質劃分：		
MSG/GA	味精／谷氨酸	231,502	220,491
Modified starch/Native starch	變性澱粉／天然澱粉	43,955	34,005
Specialty chemicals	特化產品	32,552	29,012
Fertiliser and feed products	肥飼料產品	21,165	18,425
Others	其他	27,598	20,872
		356,772	322,805

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Timing of revenue recognition	收益確認時間		
At a point in time	於某一時間點	356,772	322,805

Revenue recognised in relation to contract liabilities

The Group receives payments from certain customers in advance of the performance under the contracts. The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

就合約負債確認之收益

本集團於履行合約前收取若干客戶之預付款。下表顯示於本報告期間確認之收益與結轉合約負債之相關程度。

		Year ended 31 December 2018 截至 二零一八年 十二月三十一日 止年度 US\$'000 千美元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合約負債結餘之已確認收入	1,296

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 SEGMENT INFORMATION (continued)

(b) Capital expenditures

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Vietnam	越南	25,396	20,404
The PRC	中國	121	135
Cambodia	柬埔寨	3	-
		25,520	20,539

Capital expenditures are attributed to segments based on where the assets are located.

Capital expenditures comprise additions of property, plant and equipment, land use rights and intangible assets.

資本支出乃根據資產所在地而分配至各分部。

資本支出包括添置物業、廠房及設備、土地使用權及無形資產。

(c) Assets

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Vietnam	越南	308,623	288,357
The PRC	中國	45,544	48,424
Hong Kong	香港	12,358	21,188
Taiwan	台灣	704	688
Singapore	新加坡	487	44
Cambodia	柬埔寨	89	-
Total assets per consolidated balance sheet	綜合資產負債表所示 資產總值	367,805	358,701

Total assets are attributed to segments based on where the assets are located.

資產總值乃根據資產所在地而分配至各分部。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 SEGMENT INFORMATION (continued)

(c) Assets (continued)

Property, plant and equipment are monitored by the management at the operating segment level. The following is a summary of amortisation, depreciation, impairment of non-current assets, income tax expense and share of profit of an associate for each operating segment.

5 分部資料(續)

(c) 資產(續)

物業、廠房及設備由管理層於營運分部層面監察。以下為各營運分部的非流動資產攤銷、折舊、減值、所得稅開支和應佔聯營公司溢利的概要。

		Amortisation and depreciation	Income tax expense	Share of profit of an associate
		攤銷及折舊	所得稅開支	應佔聯營公司 溢利
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
2018	二零一八年			
Vietnam	越南	17,648	4,361	44
The PRC	中國	965	242	-
Others	其他	-	10	-
		18,613	4,613	44
2017	二零一七年			
Vietnam	越南	17,182	4,125	205
The PRC	中國	1,183	433	-
Others	其他	-	12	-
		18,365	4,570	205

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 SEGMENT INFORMATION (continued)

(d) Non-current assets, other than financial instruments, by location:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Vietnam	越南	151,333	141,501
The PRC	中國	17,029	18,778
Cambodia	柬埔寨	3	-
Total	總計	168,365	160,279

5 分部資料 (續)

(d) 按位置劃分之非流動資產 (金融工具除外):

(e) Liabilities

(e) 負債

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Vietnam	越南	72,860	65,768
The PRC	中國	3,751	4,604
Hong Kong	香港	3,338	3,316
Taiwan	台灣	1,108	2,382
Singapore	新加坡	46	48
Cambodia	柬埔寨	20	-
Total liabilities per consolidated balance sheet	綜合資產負債表所示 負債總額	81,123	76,118

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

6 LAND USE RIGHTS

The Group's interests in land use rights represent prepaid operating lease payments and their net book values are analysed as follows:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
At 1 January	於一月一日	2,042	2,321
Amortisation of land use rights (Note 23)	土地使用權攤銷 (附註23)	(52)	(61)
Transfer to non-current assets held for sale (Note 8)	轉撥至持作出售之 非流動資產(附註8)	-	(360)
Exchange differences	匯兌差額	(98)	142
At 31 December	於十二月三十一日	1,892	2,042

In respect of the Group's land use rights, Xiamen Vedan Foods Co. Ltd ("Xiamen Vedan") and Shanghai Vedan Enterprise Co. Ltd ("Shanghai Vedan"), subsidiaries established and operating in the PRC, have each been granted rights to use the land by the relevant authority for 50 years, which will expire in 2042 and 2060, respectively.

Amortisation of land use rights has been charged in administrative expenses.

6 土地使用權

本集團於土地使用權之權益指經營租約之預付款項，其賬面淨值分析如下：

就本集團之土地使用權而言，於中國成立及經營之附屬公司廈門味丹食品有限公司（「廈門味丹」）及上海味丹企業有限公司（「上海味丹」）已各自獲有關當局授予為期五十年的土地使用權，分別將於二零四二年及二零六零年屆滿。

土地使用權攤銷已於行政開支中扣除。

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 PROPERTY, PLANT AND EQUIPMENT

7 物業、廠房及設備

		Construction- in-progress 在建工程 US\$'000 千美元	Properties 物業 US\$'000 千美元	Plant and machinery 廠房及機器 US\$'000 千美元	Motor vehicles 汽車 US\$'000 千美元	Office equipment 辦公室設備 US\$'000 千美元	Total 合計 US\$'000 千美元
At 1 January 2017	於二零一七年一月一日						
Cost	成本	7,243	109,735	439,123	9,046	18,945	584,092
Accumulated depreciation	累計折舊	-	(73,977)	(338,552)	(6,453)	(17,640)	(436,622)
Accumulated impairment	累計減值	-	(1,100)	(3,085)	-	(22)	(4,207)
Net book amount	賬面淨值	7,243	34,658	97,486	2,593	1,283	143,263
Year ended 31 December 2017	截至二零一七年 十二月三十一日止年度						
Opening net book amount	年初賬面淨值	7,243	34,658	97,486	2,593	1,283	143,263
Additions	添置	15,535	68	3,864	447	548	20,462
Transfer	轉讓	(11,425)	1,473	9,876	-	76	-
Disposals (Note 31)	出售(附註31)	-	(107)	(341)	(30)	(11)	(489)
Depreciation (Note 23)	折舊(附註23)	-	(3,012)	(14,149)	(652)	(357)	(18,170)
Transfer to non-current assets held for sale (Note 8)	轉撥至持作出售非流動資產 (附註8)	-	-	-	(5)	(1)	(6)
Exchange differences	匯兌差額	3	395	125	21	8	552
Closing net book amount	年末賬面淨值	11,356	33,475	96,861	2,374	1,546	145,612
At 31 December 2017	於二零一七年 十二月三十一日						
Cost	成本	11,356	107,730	447,891	9,199	19,393	595,569
Accumulated depreciation	累計折舊	-	(73,155)	(347,945)	(6,825)	(17,825)	(445,750)
Accumulated impairment	累計減值	-	(1,100)	(3,085)	-	(22)	(4,207)
Net book amount	賬面淨值	11,356	33,475	96,861	2,374	1,546	145,612
Year ended 31 December 2018	截至二零一八年 十二月三十一日止年度						
Opening net book amount	年初賬面淨值	11,356	33,475	96,861	2,374	1,546	145,612
Additions	添置	22,628	152	1,875	410	455	25,520
Transfer	轉讓	(15,332)	1,868	13,272	-	192	-
Disposals (Note 31)	出售(附註31)	-	(30)	(436)	(5)	(41)	(512)
Depreciation (Note 23)	折舊(附註23)	-	(3,386)	(14,114)	(583)	(346)	(18,429)
Exchange differences	匯兌差額	(1)	(305)	(79)	(15)	(3)	(403)
Closing net book amount	年末賬面淨值	18,651	31,774	97,379	2,181	1,803	151,788
At 31 December 2018	於二零一八年 十二月三十一日						
Cost	成本	18,651	108,862	460,387	9,322	19,749	616,971
Accumulated depreciation	累計折舊	-	(75,988)	(359,923)	(7,141)	(17,924)	(460,976)
Accumulated impairment	累計減值	-	(1,100)	(3,085)	-	(22)	(4,207)
Net book amount	賬面淨值	18,651	31,774	97,379	2,181	1,803	151,788

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 PROPERTY, PLANT AND EQUIPMENT (continued)

Depreciation expense of US\$17,220,000 (2017: US\$16,878,000) has been charged in cost of sales, US\$267,000 (2017: US\$240,000) in selling and distribution expenses and US\$942,000 (2017: US\$1,052,000) in administrative expenses.

During the year, the Group has capitalised borrowing costs amounting to US\$274,000 (2017: US\$143,000) on qualifying assets.

8 NON-CURRENT ASSETS HELD FOR SALE

On 5 September 2017, Shandong Vedan Snowflake Enterprise Co., Ltd. entered into an agreement with an independent third party, to dispose of its land use right and property, plant and equipment for a total consideration of US\$645,000 (RMB4,352,000). The relevant land use rights and property, plant and equipment amounted US\$360,000 and US\$6,000 respectively were presented as non-current assets held for sale as at 31 December 2017. The transaction was completed during 2018.

7 物業、廠房及設備(續)

折舊開支17,220,000美元(二零一七年: 16,878,000美元)、267,000美元(二零一七年: 240,000美元)及942,000美元(二零一七年: 1,052,000美元)已分別於銷售成本、銷售及分銷開支以及行政開支中扣除。

年內,本集團已就合資格資產的借貸成本274,000美元(二零一七年: 143,000美元)撥充資本。

8 持作出售非流動資產

於二零一七年九月五日,山東味丹雪花實業有限公司與一名獨立第三方訂立一項協議,以總代價645,000美元(人民幣4,352,000元)出售其土地使用權以及物業、廠房及設備。於二零一七年十二月三十一日,金額分別為360,000美元及6,000美元之相關土地使用權以及物業、廠房及設備已呈列為持作出售非流動資產。該交易已於二零一八年完成。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 INTANGIBLE ASSETS

9 無形資產

		Goodwill 商譽 US\$'000 千美元	Software and licence 軟件及牌照 US\$'000 千美元	Trademarks 商標 US\$'000 千美元	Total 合計 US\$'000 千美元
At 1 January 2017	於二零一七年一月一日				
Cost	成本	8,042	1,931	12,189	22,162
Accumulated amortisation	累計攤銷	-	(1,388)	(12,097)	(13,485)
Net book amount	賬面淨值	8,042	543	92	8,677
Year ended 31 December 2017	截至二零一七年 十二月三十一日止年度				
Opening net book amount	年初賬面淨值	8,042	543	92	8,677
Additions	添置	-	77	-	77
Amortisation charge (Note 23)	攤銷開支(附註23)	-	(124)	(10)	(134)
Exchange differences	匯兌差額	450	-	-	450
Closing net book amount	年末賬面淨值	8,492	496	82	9,070
At 31 December 2017	於二零一七年 十二月三十一日				
Cost	成本	8,492	2,008	12,189	22,689
Accumulated amortisation	累計攤銷	-	(1,512)	(12,107)	(13,619)
Net book amount	賬面淨值	8,492	496	82	9,070
Year ended 31 December 2018	截至二零一八年 十二月三十一日止年度				
Opening net book amount	年初賬面淨值	8,492	496	82	9,070
Amortisation charge (Note 23)	攤銷開支(附註23)	-	(122)	(10)	(132)
Exchange differences	匯兌差額	(372)	-	-	(372)
Closing net book amount	年末賬面淨值	8,120	374	72	8,566
At 31 December 2018	於二零一八年 十二月三十一日				
Cost	成本	8,120	2,008	12,189	22,317
Accumulated amortisation	累計攤銷	-	(1,634)	(12,117)	(13,751)
Net book amount	賬面淨值	8,120	374	72	8,566

Amortisation charge is included in administrative expenses.

攤銷開支列入行政開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 INTANGIBLE ASSETS (continued)

Impairment tests for goodwill:

Goodwill is attributed to the Group's CGUs according to operating segment.

9 無形資產(續)

商譽減值測試：

商譽乃根據本集團營運分部分配至賺取現金單位。

		The PRC MSG related business 中國味精 相關業務 US\$'000 千美元	Vietnam MSG related business 越南味精 相關業務 US\$'000 千美元	Total 合計 US\$'000 千美元
At 31 December 2018	於二零一八年十二月三十一日	7,390	730	8,120
At 31 December 2017	於二零一七年十二月三十一日	7,762	730	8,492

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five years period. Cash flows beyond the five years period are extrapolated using the estimated growth rates stated below if applicable. The growth rates do not exceed the long-term average growth rates for the MSG related business in which the CGU operates.

The key assumptions used for the value-in-use calculation of the goodwill in the PRC MSG related CGU are as follows.

賺取現金單位之可收回金額乃以計算使用價值之方式釐定。該等計算使用基於管理層批准之五年期財政預算得出之除稅前現金流量預測進行。超出五年期之現金流量使用以下所呈列之估計增長率推算(如適用)。增長率不會高於賺取現金單位所營運之味精相關業務的長期平均增長率。

用以計算中國味精相關賺取現金單位商譽之使用價值之主要假設如下。

		The PRC 中國	
		2018 二零一八年	2017 二零一七年
Growth rate in sales volume	銷售量增長率	-11% - 6.3%	0% - 10%
Growth rate in sales price	銷售價增長率	0% - 7.4%	0% - 1%
Gross margin	毛利率	12.9% - 27.5%	18.7% - 29.9%
Other operating costs per annum (US\$'000)	每年其他經營成本 (千美元)	2,005 - 2,297	2,152 - 2,467
Long term growth rate	長期增長率	3%	3%
Discount rate	折現率	12.5%	12.5%

9 INTANGIBLE ASSETS (continued)

Growth rate of sales volume is the average annual growth rate over the five years forecast period. It is based on past performance and management's expectations of market development. Growth rate of sales price is the average annual growth rate over the five years forecast period. It is based on current industry trends and includes long term inflation forecasts.

Management determined budgeted gross margin based on past performance and its expectations of market developments. The discount rates used are pre-tax and reflect specific risks relating to the relevant operating segments.

Other operating costs are the fixed costs of the CGUs, which do not vary significantly with sales volumes or prices. Management forecasts these costs based on the current structure of the business, adjusting for inflationary increases and these do not reflect any future restructurings or cost saving measures. The amounts disclosed above are the average operating costs for the five-year forecast period.

For the goodwill of the PRC MSG related business, the recoverable amount calculated based on value-in-use calculations exceeds carrying value by US\$1.6 million. A decrease in annual sales volume growth rate of 3.6%, a decrease in annual sales price growth rate of 3.7%, a decrease in gross margin of 1.5%, an increase in annual operating costs of 9%, a fall in long term growth rate of 1.8% or an increase in discount rate of 1.2%, all changes taken in isolation, would remove the remaining headroom.

9 無形資產 (續)

銷售量的增長率為五年預測期平均年增長率，是根據過往表現及管理層對市場發展的預期得出。銷售價的增長率為五年預測期的平均年增長率，是基於現時行業趨勢得出，並已計及長期通脹預測。

管理層乃根據過往業績及其對市場發展之預期釐定預算毛利率。所用折現率乃除稅前並反映相關經營分部之特定風險。

其他經營成本乃賺取現金單位的固定成本，並不隨銷售量或銷售價大幅變動。管理層基於現時業務架構預測該等成本，並就通脹上升作出調整，但當中並無反映任何未來重組或節省成本措施。上述披露的金額乃五年預測期的平均經營成本。

就中國味精相關業務之商譽而言，基於計算使用價值所得可回收金額超出賬面值1.6百萬美元。年銷售量增長率降低3.6%、年銷售價增長率下跌3.7%、毛利率下降1.5%、年營運成本增長9%、長期增長率下跌1.8%或折現率增長1.2%，所有獨立發生之變更均將剔除剩餘限額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

10 SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 December 2018:

10 附屬公司

下列為於二零一八年十二月三十一日之主要附屬公司清單：

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點 以及法定實體類別	Principal activities and place of operation 主要業務及營運地點	Particulars of issued/paid up share capital 已發行/繳足股本詳情	Proportion of ordinary shares held by the Group 本集團持有之 普通股比例	Proportion of ordinary shares held by non-controlling interest 非控股權益持有之 普通股比例
<i>Directly held:</i> 直接持有：					
Winball Investment Limited	British Virgin Islands ("BVI")	Investment holding in Hong Kong	100 Ordinary shares of US\$1 each	100%	-
Winball Investment Limited	英屬處女群島 (「英屬處女群島」)	在香港投資控股	100股每股面值1美元的 普通股		
Talent Top Investment Ltd.	BVI	Investment holding in Hong Kong	100 Ordinary shares of US\$1 each	100%	-
Talent Top Investment Ltd.	英屬處女群島	在香港投資控股	100股每股面值1美元的 普通股		
<i>Indirectly held:</i> 間接持有：					
Burghley Enterprise Pte., Ltd.	Singapore	Investment holding in Singapore	US\$61,109,000 Ordinary shares	100%	-
Burghley Enterprise Pte., Ltd.	新加坡	在新加坡投資控股	61,109,000美元 普通股		
Ordino Investments Pte., Ltd.	Singapore	Investment holding in Singapore	US\$20,177,000 Ordinary shares	100%	-
Ordino Investments Pte., Ltd.	新加坡	在新加坡投資控股	20,177,000美元 普通股		
Vedan (Vietnam) Enterprise Corporation Limited	Vietnam	Manufacturing and sale of fermentation- based food additives and biochemical products and cassava starch-based industrial products including MSG, GA, modified starch, glucose syrup, soda and acid in Vietnam and for export	167,871,967 Ordinary shares of US\$1 each	99.9%	0.1%
味丹(越南)股份有限公司	越南	在越南製造及銷售發酵食品添加劑、 生化產品及木薯澱粉工業產品， 包括味精、谷氨酸、變性澱粉、 葡萄糖漿、梳打及鹽酸並出口	167,871,967股每股面值 1美元的普通股		
Shandong Vedan Snowflake Enterprise Co., Ltd.	PRC, limited liability company	Inactive	US\$17,200,000 Registered capital	70%	30%
山東味丹雪花實業有限公司	中國·有限責任公司	暫無營業	17,200,000美元 註冊資本		
Shanghai Vedan Enterprise Co. Ltd.	PRC, limited liability company	Packaging and sale of MSG, starch and seasoning products in the PRC	US\$9,800,000 Registered capital	100%	-
上海味丹企業有限公司	中國·有限責任公司	在中國包裝及銷售味精、澱粉及風味調味 料	9,800,000美元 註冊資本		
Xiamen Vedan Foods Co. Ltd.	PRC, limited liability company	Packaging and sale of MSG, starch and seasoning products in the PRC	US\$20,270,000 Registered capital	100%	-
廈門味丹食品有限公司	中國·有限責任公司	在中國包裝及銷售味精、澱粉及風味調味 料	20,270,000美元 註冊資本		
Xiamen Darong Import & Export Trade Co., Ltd.	PRC, limited liability company	Trading of cassava starch-based industrial products in the PRC	US\$254,000 Registered capital	100%	-
廈門大容進出口貿易有限公司	中國·有限責任公司	在中國買賣木薯澱粉工業產品	254,000美元 註冊資本		
Vedan International (Cambodia) Co., Ltd	Cambodia	Sale of fermentation-based food additives and biochemical products and cassava starch-based industrial products in Cambodia and for export	Registered capital of Riels 2,640,000,000	100%	-
Vedan International (Cambodia) Co., Ltd	柬埔寨	於柬埔寨從事發酵食品添加劑、生化產品 及木薯澱粉工業產品銷售及出口	註冊資本2,640,000,000 瑞爾		

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 INVESTMENT IN AN ASSOCIATE, SHORT-TERM LOAN TO AN ASSOCIATE

(a) Investment in an associate

Movement of the investment in an associate is as follows:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
As at 1 January	於一月一日	3,555	3,350
Capital contribution to an associate (note)	向聯營公司注資(附註)	2,520	-
Share of post-tax profit of an associate	應佔聯營公司除稅後溢利	44	205
As at 31 December	於十二月三十一日	6,119	3,555

Note:

There was a capital contribution of US\$2,520,000 to an associate. The capital contribution was made in proportion to the shareholding portion of the associate, so there is no change in the percentage of shareholding in the associate after capital contribution for the year.

Nature of the investment in an associate as at 31 December 2018 and 2017:

Name 名稱	Country of Incorporation 註冊成立國家	Particulars of issued share capital 已發行股本詳情	% interest held 持有權益%	Measurement method 計量方法
Dacin International Holdings Limited 達欣國際控股有限公司	The Cayman Islands 開曼群島	21,027,559 shares of US\$1 each 21,027,559股每股面值1美元之股份	30	Equity 權益法

The associate is principally engaged in real estate development in Vietnam.

Dacin International Holdings Limited is a private company and there is no quoted market price available for its shares.

There is capital commitment amounting to US\$112,000 (2017: US\$2,632,000) in relation to the Group's investment in the associate.

11 於聯營公司之投資、給予聯營公司之短期貸款

(a) 於聯營公司之投資

於聯營公司之投資之變動如下：

	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
As at 1 January	3,555	3,350
Capital contribution to an associate (note)	2,520	-
Share of post-tax profit of an associate	44	205
As at 31 December	6,119	3,555

附註：

曾向一間聯營公司注資2,520,000美元。注資乃按於聯營公司之股權比例作出，因此於年內注資後，於聯營公司之股權百分比概無變動。

於二零一八年及二零一七年十二月三十一日，於聯營公司之投資性質如下：

該聯營公司主要於越南從事房地產發展。

達欣國際控股有限公司為私人公司，且其股份並無市場報價。

本集團就該聯營公司之投資有112,000美元(二零一七年：2,632,000美元)之資本承擔。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 INVESTMENT IN AN ASSOCIATE, SHORT-TERM LOAN TO AN ASSOCIATE (continued)

(a) Investment in an associate (continued)

Reconciliation of summarised financial information

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Net assets as at 1 January	於一月一日之資產淨值	11,850	11,166
Increase in share capital	股本增加	8,400	-
Profit for the year	年內溢利	146	684
Net assets as at 31 December	於十二月三十一日之 資產淨值	20,396	11,850
Interest in an associate (30%)	於聯營公司之權益 (30%)	6,119	3,555

(b) Short-term loan to an associate

As at 31 December 2018, there is a short-term loan to an associate of US\$120,000 (2017: US\$120,000) which is unsecured, bears interest at 4% per annum, denominated in US\$ and is repayable on demand.

11 於聯營公司之投資、給予聯營公司之短期貸款 (續)

(a) 於聯營公司之投資 (續)

財務資料概要對賬

(b) 給予聯營公司之短期貸款

於二零一八年十二月三十一日，給予聯營公司之短期貸款為120,000美元（二零一七年：120,000美元），該款項為無抵押，按年利率4厘計息，以美元計值，並須按要求償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 FINANCIAL INSTRUMENTS BY CATEGORY

12 按類別劃分之金融工具

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Financial assets at amortised cost	按攤銷成本計量之 財務資產		
– Long-term other receivables (Note 14)	– 長期其他應收款項 (附註14)	725	1,307
– Trade receivables (Note 14)	– 應收貿易賬款 (附註14)	33,151	31,651
– Loan to an associate (Note 11(b))	– 給予聯營公司之貸款 (附註11(b))	120	120
– Other receivables – current portion	– 其他應收款項 – 即期部分	2,599	2,474
– Amount due from a related party (Note 34(d))	– 應收有關連人士款項 (附註34(d))	1,191	242
– Structured bank deposits (Note 15)	– 結構性銀行存款 (附註15)	8,888	3,903
– Short-term bank deposits (Note 15)	– 短期銀行存款 (附註15)	15,342	16,063
– Cash and cash equivalents (Note 15)	– 現金及現金等價物 (附註15)	34,215	49,679
Assets as per consolidated balance sheet	綜合資產負債表所示之 資產	96,231	105,439
Financial liabilities at amortised cost	按攤銷成本計值之 財務負債		
– Trade payables (Note 18)	– 應付貿易賬款 (附註18)	20,875	15,772
– Other payables and accruals	– 其他應付款項及 應計費用	7,056	8,860
– Amounts due to related parties (Note 34(d))	– 應付有關連人士款項 (附註34(d))	1,391	1,660
– Bank borrowings (Note 19)	– 銀行借貸(附註19)	36,166	35,397
Liabilities as per consolidated balance sheet	綜合資產負債表所示之 負債	65,488	61,689

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 INVENTORIES

13 存貨

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Consumables	消耗品	7,184	6,308
Raw materials	原材料	48,078	45,820
Work in progress	在製品	5,692	4,914
Finished goods	製成品	30,468	26,546
		91,422	83,588
Less: Provision for impairment losses on inventories	減：存貨減值虧損撥備	(320)	(720)
		91,102	82,868

The cost of inventories of US\$238,143,000 (2017: US\$202,763,000) has been charged in cost of sales.

The write-off and reversal of impairment of inventories included in cost of sales are amounted to US\$30,000 (2017: Nil) and US\$400,000 (2017: Nil), respectively.

存貨成本238,143,000美元(二零一七年：202,763,000美元)已計入銷售成本。

包含於銷售成本之存貨減值撇銷及撥回分別為30,000美元(二零一七年：無)及400,000美元(二零一七年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 TRADE AND OTHER RECEIVABLES

14 應收貿易賬款及其他應收款項

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Trade receivables from third parties	應收第三方貿易賬款	33,649	32,162
Less: loss allowance	減：虧損撥備	(498)	(511)
Trade receivables – net	應收貿易賬款 – 淨額	33,151	31,651
Prepayments	預付款項	9,672	5,614
VAT recoverable	可收回增值稅	1,194	1,263
Other receivables	其他應收款項	3,324	3,781
		47,341	42,309
Less: non-current portion of other receivables	減：其他應收款項之非即期部分	(725)	(1,307)
Current portion	即期部分	46,616	41,002

The carrying values of the Group's trade and other receivables approximate their fair values.

本集團應收貿易賬款及其他應收款項之賬面值與其公平值相若。

Prepayments mainly represent advance payment for the purchase of raw materials. Other receivables as at 31 December 2018 include the outstanding balance in relation to the disposal of Ha Tinh plant (Note 24).

預付款項主要指就採購原材料預付的款項。於二零一八年十二月三十一日，其他應收款項包括有關出售河靜廠之未收取款項結餘（附註24）。

The credit terms of trade receivables range from cash on delivery to 60 days. The Group may grant a longer credit period to certain customers and it is subject to the satisfactory results of credit assessment. The ageing of the trade receivables based on invoice date is as follows:

應收貿易賬款之信貸期介乎貨到付現至60天。本集團可向若干客戶授出較長信貸期，而其受限於信貸評估之滿意結果。應收貿易賬款按發票日期之賬齡分析如下：

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
0 – 30 days	0至30天	21,372	18,627
31 – 90 days	31至90天	10,870	12,161
91 – 180 days	91至180天	789	667
181 – 365 days	181至365天	251	189
Over 365 days	365天以上	367	518
		33,649	32,162

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 TRADE AND OTHER RECEIVABLES (continued)

Due to the short-term nature of the current receivables, their carrying amounts are considered to be the same as their fair values.

The maximum exposure to credit risk at 31 December 2017 and 2018 are the carrying amounts of trade receivables mentioned above. The Group does not hold any collateral as security.

The carrying amounts of the trade and other receivables are denominated in the following currencies:

14 應收貿易賬款及其他應收款項(續)

鑑於流動應收款項之短期性質，其賬面值被視為與其公平值相若。

於二零一七年及二零一八年十二月三十一日面臨之最大信貸風險為上述貿易應收款項之賬面值。本集團並無持有任何抵押品作抵押。

應收貿易賬款及其他應收款項之賬面值按下列貨幣計值：

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Vietnam Dong	越南盾	19,680	20,299
US\$	美元	18,333	17,152
New Taiwan dollar	新台幣	16	112
Renminbi	人民幣	5,407	3,507
Others	其他	3,905	1,239
		47,341	42,309

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 TRADE AND OTHER RECEIVABLES (continued)

Loss allowance of trade receivables

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

The closing loss allowance for trade receivables as at 31 December 2018 reconciles to the opening loss allowance as follows:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Opening loss allowance as at 1 January 2017, 31 December 2017 under HKAS 39 and 1 January 2018 under HKFRS 9	於二零一七年一月一日、二零一七年十二月三十一日根據香港會計準則第39號及於二零一八年一月一日根據香港財務報告準則第9號之年初虧損撥備	511	386
(Decrease)/increase in loss allowance recognised in consolidated income statement during the year	於年內綜合收益表中確認之虧損撥備(減少)/增加	(13)	125
Closing loss allowance as at 31 December	於十二月三十一日之年末虧損撥備	498	511

The creation of provision for impaired receivables have been included in administrative expenses in the consolidated income statement. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

The other classes within trade and other receivables do not contain impaired assets.

The maximum exposure to credit risk at the balance sheet date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security.

14 應收貿易賬款及其他應收款項(續)

應收貿易賬款之虧損撥備

本集團應用香港財務報告準則第9號簡化方法計量預期信貸虧損，為所有應收貿易賬款採用全期預期虧損撥備。

於二零一八年十二月三十一日之貿易應收款項之年末虧損撥備與年初虧損撥備之對賬如下：

就已減值應收款項作出的減值撥備已計入綜合收益表的行政開支中。於撥備賬扣除的金額一般於預期無法收回更多現金時撇銷。

應收貿易賬款及其他應收款項內之其他類別並不包括已減值資產。

於結算日，最高信貸風險即上述各類別應收賬款之賬面值。本集團並未就此持有任何抵押品作抵押。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 CASH AND CASH EQUIVALENTS, STRUCTURED BANK DEPOSITS AND SHORT-TERM BANK DEPOSITS

15 現金及現金等價物、結構性銀行存款及短期銀行存款

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Short-term bank deposits with original maturity over three months	原到期日為超過三個月之短期銀行存款	15,342	16,063
Structured bank deposits	結構性銀行存款	8,888	3,903
Cash at bank and on hand	銀行及手頭現金	34,215	49,679
		58,445	69,645

As at 31 December 2018, cash at bank of US\$34,003,000 (2017: US\$49,447,000) and bank deposits of US\$24,230,000 (2017: US\$19,966,000) were exposed to credit risk.

於二零一八年十二月三十一日，銀行現金34,003,000美元（二零一七年：49,447,000美元）及銀行存款24,230,000美元（二零一七年：19,966,000美元）面臨信貸風險。

The remittance of the funds out of the PRC bank accounts of US\$14,950,000 (2017: US\$14,106,000) and Vietnam bank accounts of US\$38,864,000 (2017: US\$38,257,000) is subject to exchange restrictions imposed by the PRC and Vietnamese governments.

匯出中國銀行賬戶之資金14,950,000美元（二零一七年：14,106,000美元）及匯出越南銀行賬戶之資金38,864,000美元（二零一七年：38,257,000美元）須遵守中國及越南政府的外匯管制措施。

The Group's cash and cash equivalents, short-term bank deposits and structured bank deposits are denominated in the following currencies:

本集團之現金及現金等價物、短期銀行存款及結構性銀行存款按以下貨幣計值：

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Vietnam Dong	越南盾	18,733	24,485
US\$	美元	24,526	29,119
Renminbi	人民幣	14,845	15,738
Hong Kong dollar	港元	91	154
New Taiwan dollar	新台幣	247	146
Others	其他	3	3
		58,445	69,645

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 CASH AND CASH EQUIVALENTS, STRUCTURED BANK DEPOSITS AND SHORT-TERM BANK DEPOSITS (continued)

The effective interest rates per annum of the Group at the end of the reporting period were as follows:

		2018 二零一八年	2017 二零一七年
Short-term bank deposits with original maturity over three months	原到期日為超過三個月之短期銀行存款	5.8%	4.3%
Structured bank deposits	結構性銀行存款	3.7%	4.2%

16 SHARE CAPITAL

15 現金及現金等價物、結構性銀行存款及短期銀行存款(續)

於報告期末，本集團之實際年利率載列如下：

16 股本

		Authorised ordinary shares 法定普通股		
		Par value US\$ 面值美元	Number of shares 股份數目	US\$'000 千美元
At 1 January 2017, 31 December 2017, 1 January 2018 and 31 December 2018	於二零一七年一月一日、 二零一七年十二月三十一日、 二零一八年一月一日及 二零一八年十二月三十一日	0.01	10,000,000,000	100,000
		Issued and fully paid ordinary shares 已發行及繳足普通股		
		Par value US\$ 面值美元	Number of shares 股份數目	US\$'000 千美元
At 1 January 2017, 31 December 2017, 1 January 2018 and 31 December 2018	於二零一七年一月一日、 二零一七年十二月三十一日、 二零一八年一月一日及 二零一八年十二月三十一日	0.01	1,522,742,000	15,228

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 RESERVES

17 儲備

		Share Premium	Exchange Reserve	Merger Reserve	Statutory Reserve	Retained earnings	Total
		股份溢價	匯兌儲備	合併儲備 (附註(a))	法定儲備 (附註(b))	保留盈利	總額
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
At 1 January 2017	於二零一七年 一月一日	47,358	10,885	79,994	783	127,287	266,307
Comprehensive income	全面收入						
Profit for the year	本年度溢利	-	-	-	-	19,061	19,061
Other comprehensive income	其他全面收入						
Currency translation differences	匯兌差額	-	2,229	-	-	-	2,229
Total comprehensive income	全面收入總額	-	2,229	-	-	19,061	21,290
Total transactions with owners	與擁有人之總交易額						
Dividends paid (Note 26)	已付股息(附註26)	-	-	-	-	(17,415)	(17,415)
At 31 December 2017	於二零一七年 十二月三十一日	47,358	13,114	79,994	783	128,933	270,182
At 1 January 2018	於二零一八年 一月一日	47,358	13,114	79,994	783	128,933	270,182
Comprehensive income	全面收入						
Profit for the year	本年度溢利	-	-	-	-	14,285	14,285
Other comprehensive income	其他全面收入						
Currency translation differences	匯兌差額	-	(2,057)	-	-	-	(2,057)
Total comprehensive income	全面收入總額	-	(2,057)	-	-	14,285	12,228
Total transactions with owners	與擁有人之總交易額						
Dividends paid (Note 26)	已付股息(附註26)	-	-	-	-	(11,282)	(11,282)
Reallocation of statutory reserve	重新配置法定儲備	-	-	-	45	(45)	-
At 31 December 2018	於二零一八年 十二月三十一日	47,358	11,057	79,994	828	131,891	271,128

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 RESERVES (continued)

Notes:

(a) Merger reserve

The merger reserve of the Group represents the difference between the nominal value of the share capital and share premium of the subsidiaries acquired pursuant to the group reorganisation completed on 26 December 2002 and the nominal value of the share capital of the Company issued in exchange therefor.

(b) Statutory reserve

The PRC companies are required to allocate 10% of the companies' net profits to the statutory reserves fund until such fund reaches 50% of the companies' registered capitals. The statutory reserves fund can be utilised, upon approval by the relevant authorities, to offset accumulated losses or to increase registered capital of the companies, provided that such fund is maintained at a minimum of 25% of the companies' registered capitals.

17 儲備(續)

附註：

(a) 合併儲備

本集團的合併儲備指根據於二零零二年十二月二十六日完成的集團重組所收購附屬公司的股本面值及股份溢價與本公司就進行交換而發行之股本面值的差額。

(b) 法定儲備

中國公司須提取公司淨利之10%至法定公積金，直至公積金達致公司註冊資本之50%。經相關機關批准，法定公積金可獲動用以抵銷累計虧損或增加公司資本，前提為有關公積金須維持於公司註冊資本最少25%。

18 TRADE PAYABLES, ACCRUALS AND OTHER PAYABLES

18 應付貿易賬款、應計費用及其他應付款項

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Non-current	非即期		
Long-term environmental provision	長期環境撥備	387	233
Current	即期		
Trade payables	應付貿易賬款	20,875	15,772
Accruals	應計費用	8,567	8,089
Payable of purchase of property, plant and equipment and construction costs	應付購置物業、廠房及設備以及建築成本款項	2,517	4,127
Receipts in advance	預收款項	-	1,296
Contract liabilities (Note (a))	合約負債(附註(a))	1,993	-
Other payables	其他應付款項	3,797	3,997
		37,749	33,281
Total trade payables, accruals and other payables	應付貿易賬款、應計費用及其他應付款項總額	38,136	33,514

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 TRADE PAYABLES, ACCRUALS AND OTHER PAYABLES (continued)

At 31 December 2018, the ageing of trade payables based on invoice date is as follows:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
0 – 30 days	0至30天	19,232	13,912
31 – 90 days	31至90天	1,634	1,567
91 – 180 days	91至180天	–	111
181 – 365 days	181至365天	–	142
Over 365 days	365天以上	9	40
		20,875	15,772

The carrying amounts of the Group's trade payables, accruals and other payables are denominated in the following currencies:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Vietnam Dong	越南盾	19,569	15,473
US\$	美元	14,561	11,935
New Taiwan Dollar	新台幣	1,091	1,040
Renminbi	人民幣	2,709	3,515
Euro	歐元	22	1,129
Others	其他	184	422
		38,136	33,514

(a) Contract liabilities

The contract liabilities primarily relate to the deposits or payments received in advance for sales of goods not yet delivered to customers. Revenue is recognised when goods are delivered to customers.

18 應付貿易賬款、應計費用及其他應付款項 (續)

於二零一八年十二月三十一日，應付貿易賬款按發票日期之賬齡如下：

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
0 – 30 days	0至30天	19,232	13,912
31 – 90 days	31至90天	1,634	1,567
91 – 180 days	91至180天	–	111
181 – 365 days	181至365天	–	142
Over 365 days	365天以上	9	40
		20,875	15,772

本集團之應付貿易賬款、應計費用及其他應付款項之賬面值按下列貨幣計值：

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Vietnam Dong	越南盾	19,569	15,473
US\$	美元	14,561	11,935
New Taiwan Dollar	新台幣	1,091	1,040
Renminbi	人民幣	2,709	3,515
Euro	歐元	22	1,129
Others	其他	184	422
		38,136	33,514

(a) 合約負債

合約負債主要與未交付予客戶之貨品銷售之預收按金或付款有關。收益於貨品交付予客戶時確認。

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綜合財務報表附註

19 BANK BORROWINGS

19 銀行借貸

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Non-current	非即期		
– Long-term bank borrowings – secured	– 長期銀行借款 – 有抵押	19,189	23,160
– Long-term bank borrowings – unsecured	– 長期銀行借款 – 無抵押	7,804	4,654
Less: current portion of long-term bank borrowings	減：長期銀行借款之 即期部分	(11,296)	(8,323)
		15,697	19,491
<hr style="border-top: 1px dashed black;"/>			
Current	即期		
– Short-term bank borrowings – secured	– 短期銀行借款 – 有抵押	6,352	6,313
– Short-term bank borrowings – unsecured	– 短期銀行借款 – 無抵押	2,821	1,270
– Current portion of long-term bank borrowings – secured	– 長期銀行借款之 即期部分 – 有抵押	8,950	7,212
– Current portion of long-term bank borrowings – unsecured	– 長期銀行借款之 即期部分 – 無抵押	2,346	1,111
		20,469	15,906
<hr style="border-top: 1px dashed black;"/>			
Total bank borrowings	銀行借貸總額	36,166	35,397

Notes to the Consolidated Financial Statements

綜合財務報表附註

19 BANK BORROWINGS (continued)

At 31 December 2018, the Group's bank borrowings were repayable as follows:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Within 1 year	一年內	20,469	15,906
Between 1 and 2 years	一年至兩年	7,966	8,867
Between 2 and 5 years	兩年至五年	7,731	9,562
Over 5 years	五年以上	–	1,062
		36,166	35,397

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates at the end of the reporting period are as follows:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Within 6 months	6個月內	14,183	17,700
Between 7 and 12 months	7至12個月	5,104	2,934
Between 1 and 5 years	1至5年	16,879	13,701
Over 5 years	5年以上	–	1,062
		36,166	35,397

The carrying values of the Group's borrowings approximate their fair values.

19 銀行借貸(續)

於二零一八年十二月三十一日，本集團之銀行借貸須於以下期間償還：

於報告期末，本集團借貸所面對的利率變動及合約重新訂價日期如下：

本集團借貸之賬面值與其公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

19 BANK BORROWINGS (continued)

The effective interest rates per annum of the Group's borrowings at the end of the reporting period were as follows:

		2018 二零一八年	2017 二零一七年
US\$	美元	2.6%	2.2%
New Taiwan dollar	新台幣	–	2.0%

The carrying amounts of the Group's borrowings are denominated in the following currencies:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
US\$	美元	36,166	34,727
New Taiwan dollar	新台幣	–	670
		36,166	35,397

The Group has the following undrawn borrowing facilities:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Floating rate:	浮息：		
– Expiring within one year	– 於一年內到期	75,584	27,849
– Expiring beyond one year	– 於一年後到期	32,419	25,449
Fixed rate:	定息：		
– Expiring within one year	– 於一年內到期	–	47,330
		108,003	100,628

As at 31 December 2018, the Group has aggregate bank facilities of approximately US\$144,169,000 (2017: US\$154,396,000) for bank borrowings, trade finance and other general banking facilities. Unutilised amount as at 31 December 2018 amounted to US\$108,003,000 (2017: US\$100,628,000).

The Group's bank borrowings of US\$25,541,000 as at 31 December 2018 (2017: US\$29,473,000) were secured by corporate guarantees issued by the Company.

19 銀行借貸 (續)

於報告期末，本集團借貸之實際年利率如下：

		2018 二零一八年	2017 二零一七年
US\$	美元	2.6%	2.2%
New Taiwan dollar	新台幣	–	2.0%

本集團借貸之賬面值按以下貨幣計值：

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
US\$	美元	36,166	34,727
New Taiwan dollar	新台幣	–	670
		36,166	35,397

本集團有以下未提用借貸融資：

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Floating rate:	浮息：		
– Expiring within one year	– 於一年內到期	75,584	27,849
– Expiring beyond one year	– 於一年後到期	32,419	25,449
Fixed rate:	定息：		
– Expiring within one year	– 於一年內到期	–	47,330
		108,003	100,628

於二零一八年十二月三十一日，本集團合共擁有為數約144,169,000美元之銀行融資（二零一七年：154,396,000美元）作為銀行借貸、貿易融資及其他一般銀行融資。於二零一八年十二月三十一日，未動用金額為108,003,000美元（二零一七年：100,628,000美元）。

本集團於二零一八年十二月三十一日為數25,541,000美元（二零一七年：29,473,000美元）之銀行借貸乃由本公司發出之公司擔保作為抵押。

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綜合財務報表附註

20 DEFERRED INCOME TAX

Deferred income tax is calculated in full on temporary differences under the liability method using the principal tax rates prevailing in the countries in which the Group operates.

The analysis of deferred income tax liabilities is as follows:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
- Deferred income tax liabilities to be recovered after more than 12 months	- 將於超過12個月後收回之遞延所得稅負債	3,238	3,263

The net movement on the deferred income tax account is as follows:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
At 1 January	於一月一日	3,263	3,416
Credited to consolidated income statement (Note 25)	計入綜合收益表 (附註25)	(25)	(153)
At 31 December	於十二月三十一日	3,238	3,263

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax liabilities

		Accelerated tax depreciation 加速稅項折舊	
		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
At 1 January	於一月一日	4,526	4,196
Charged to consolidated income statement	於綜合收益表內扣除	129	330
At 31 December	於十二月三十一日	4,655	4,526

20 遞延所得稅

遞延所得稅乃根據負債法以本集團營運所在國家當時的主要稅率就所有暫時差額計算。

遞延所得稅負債之分析如下：

	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
- 遞延所得稅負債	3,238	3,263

遞延所得稅賬變動淨額如下：

	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
於一月一日	3,263	3,416
計入綜合收益表 (附註25)	(25)	(153)
於十二月三十一日	3,238	3,263

本年度遞延所得稅資產及負債(未計及抵銷相同徵稅司法權區的結餘前)的變動如下：

遞延所得稅負債

	Accelerated tax depreciation 加速稅項折舊	
	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
於一月一日	4,526	4,196
於綜合收益表內扣除	129	330
於十二月三十一日	4,655	4,526

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20 DEFERRED INCOME TAX (continued)

Deferred income tax assets

		Other temporary differences 其他暫時差額	
		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
At 1 January	於一月一日	(1,263)	(780)
Credited to consolidated income statement	計入綜合收益表	(154)	(483)
At 31 December	於十二月三十一日	(1,417)	(1,263)

According to the PRC Enterprise Income Tax Law, the profits of PRC subsidiaries of the Group derived since 1 January 2008 will be subject to withholding tax at a rate of 10% upon the distribution of such profits to foreign investors. Deferred income tax liabilities of US\$924,000 (2017: US\$910,000) have not been recognised in respect of temporary differences attributable to accumulated profits of the Group's PRC subsidiaries as the Group controls the dividend policy of these PRC subsidiaries and it is probable that these temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised in respect of tax losses carried forward to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group has unrecognised deferred income tax assets of US\$490,000 (2017: US\$2,611,000) in respect of the unrecognised tax loss of US\$1,959,000 (2017: US\$10,442,000). These tax losses for PRC corporate income tax purposes will expire within five years. Tax losses of US\$nil (2017: US\$2,323,000), US\$19,000 (2017: US\$5,110,000), US\$1,940,000 (2017: US\$3,009,000) will expire within one year, within two years and within three to five years respectively.

20 遞延所得稅 (續)

遞延所得稅資產

根據中國企業所得稅法，本集團旗下中國附屬公司自二零零八年一月一日起產生的溢利，須就分派予外國投資者的溢利按10%的稅率繳納預扣稅。由於本集團控制該等中國附屬公司之股息政策，且本集團之中國附屬公司累計溢利應佔之暫時差額不大可能於可見將來撥回，故並無就該等暫時差額確認遞延所得稅負債924,000美元（二零一七年：910,000美元）。

遞延所得稅資產乃於相關稅務利益可透過未來應課稅溢利變現時就所結轉的稅務虧損作出確認。本集團有關未確認稅務虧損1,959,000美元（二零一七年：10,442,000美元）之未確認遞延所得稅資產為490,000美元（二零一七年：2,611,000美元）。就中國企業所得稅而言之該等稅務虧損將於五年內到期。稅務虧損零美元（二零一七年：2,323,000美元）、19,000美元（二零一七年：5,110,000美元）、1,940,000美元（二零一七年：3,009,000美元）分別將於一年內、兩年內以及三至五年內到期。

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21 REVENUE

The Group manufactures and sells fermentation-based food additives, biochemical products and cassava starch-based industrial products including modified starch, glucose syrup, MSG, soda and acid. Revenues recognised for the years ended 31 December 2018 and 2017 were US\$356,772,000 and US\$322,805,000 respectively.

22 OTHER GAINS – NET

21 收益

本集團製造及銷售發酵食品添加劑、生化產品及木薯澱粉工業產品，包括變性澱粉、葡萄糖漿、味精、蘇打及鹽酸。截至二零一八年及二零一七年十二月三十一日止年度確認之收益分別為356,772,000美元及322,805,000美元。

22 其他收益－淨額

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Net exchange (losses)/gains	匯兌(虧損)/收益淨額	(289)	647
Gain on disposal of non-current assets held for sales (Note 8)	出售持作出售之非流動資產之收益(附註8)	307	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(426)	(340)
Impairment of amount due from the non-controlling interest of a subsidiary	應收附屬公司非控股權益之款項減值	(68)	(847)
Sales of scrap materials	廢料銷售	454	596
Government grant	政府補助	219	392
Others	其他	262	487
		459	935

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 EXPENSES BY NATURE

Expenses included in cost of sales, selling and distribution expenses and administrative expenses are analysed as follows:

23 按性質分類之開支

計入銷售成本、銷售及分銷開支及行政開支之開支分析如下：

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Changes in inventories and consumables used (Note 13)	存貨及已用消耗品變動 (附註13)	238,143	202,763
Amortisation of intangible assets (Note 9)	無形資產攤銷 (附註9)	132	134
Amortisation of land use rights (Note 6)	土地使用權攤銷 (附註6)	52	61
Auditor's remuneration	核數師酬金		
– Audit services	– 核數服務	345	345
– Non-audit services	– 非核數服務	4	115
Depreciation on property, plant and equipment (Note 7)	物業、廠房及設備折舊 (附註7)	18,429	18,170
Write-off of impairment of inventories (Note 13)	撇銷存貨減值 (附註13)	30	–
Reversal of impairment of inventories (Note 13)	撥回存貨減值 (附註13)	(400)	–
Operating leases expenses in respect of leasehold land, warehouses and offices	有關租賃土地、倉庫及辦公室經營租約之開支	316	294
Employee benefit expenses (Note 28)	僱員福利開支 (附註28)	35,717	35,097
(Reversal of)/provision for loss allowance of trade receivables (Note 14)	應收貿易賬款虧損撥備 (撥回) / 計提 (附註14)	(13)	125
Technical support fee (Note 34(b))	技術支援費 (附註34(b))	2,180	2,181
Travelling expenses	差旅開支	1,629	1,484
Transportation expenses	交通開支	8,262	9,400
Advertising expenses	廣告開支	3,898	2,962
Other expenses	其他開支	26,641	27,555
Total cost of sales, selling and distribution expenses and administrative expenses	銷售成本、銷售及分銷開支及行政開支總額	335,365	300,686

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 FINANCE INCOME – NET

24 財務收入－淨額

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Bank interest income	銀行利息收入	842	853
Unwinding of discount of other receivable (Note)	解除其他應收款項之折現 (附註)	87	–
Finance income	財務收入	929	853
Interest expense on bank borrowings	銀行借貸利息開支	(1,106)	(812)
Less: amounts capitalised on qualifying assets (Note 7)	減：合資格資產資本化款項 (附註7)	274	143
Discounting effect on non-current other receivable (Note)	非流動其他應收款項之折現影響 (附註)	–	(135)
Finance costs	財務支出	(832)	(804)
Finance income – net	財務收入－淨額	97	49

Note:

On 22 February 2017, Vedan (Vietnam) Enterprise Corporation Limited entered into an agreement with an independent third party, to dispose of its property, plant and equipment of Ha Tinh plant at a consideration of US\$3,400,000. The transaction was completed in 2017.

According to the payment schedule in the agreement, the outstanding balance as at 31 December 2018 of US\$2,040,000 (2017: US\$2,040,000) is repayable in the amount of US\$680,000, US\$680,000 and US\$680,000 in 2018, 2019 and 2020, respectively. The repayment of US\$680,000 for 2018 was settled in January 2019. The balance is non-interest bearing.

附註：

於二零一七年二月二十二日，味丹（越南）股份有限公司與一名獨立第三方訂立一項協議，以3,400,000美元之代價出售河靜廠房的物業、廠房及設備。該交易於二零一七年完成。

根據該協議之付款時間表，於二零一八年十二月三十一日之尚未償還結餘2,040,000美元（二零一七年：2,040,000美元）須於二零一八年、二零一九年及二零二零年分別償還680,000美元、680,000美元及680,000美元。二零一八年之還款680,000美元於二零一九年一月償付。結餘為不計息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 INCOME TAX EXPENSE

Taxation on profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

The amount of income tax charged to the consolidated income statement represents:

25 所得稅開支

溢利之稅項就年內估計應課稅溢利按本集團營運所在國家之現行稅率計算。

於綜合收益表內扣除之所得稅金額指：

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Enterprise income tax ("EIT")	企業所得稅	4,638	4,592
Under-provision of income tax in previous years	過往年度所得稅撥備不足	-	131
Total current tax	即期稅項總額	4,638	4,723
Deferred income tax (Note 20)	遞延所得稅(附註20)	(25)	(153)
		4,613	4,570

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 INCOME TAX EXPENSE (continued)

The income tax on the Group's profit before income tax differs from the theoretical amount that would arise using the applicable tax rate for Vietnam Vedan, which is a major subsidiary of the Group, as follows:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Profit before tax	除稅前溢利	22,007	23,308
Tax calculated at tax rate of 15% (2017: 15%)	按15%之稅率計算之稅項 (二零一七年: 15%)	3,301	3,496
Tax effects of different tax rates	不同稅率之稅務影響	2,953	1,132
Expenses not deductible for tax purposes	不可扣稅之開支	480	204
Income not subject to tax	毋須課稅收入	-	(11)
Utilisation of previously unrecognised tax losses	動用之前未確認稅務虧損	(2,572)	(672)
Under-provision in prior years	過往年度撥備不足	-	131
Tax losses for which no deferred income tax asset was recognised	並無確認遞延所得稅資產之稅務虧損	451	290
Tax charge	稅項支出	4,613	4,570

EIT is provided on the basis of the statutory profit for financial reporting purposes, adjusted for income and expenses items which are not assessable or deductible for income tax purposes.

(i) Vietnam

The applicable EIT rate for the Group's operations in Vietnam is 15%, which is an incentive tax rate offered by the Vietnam Government and is stipulated in the subsidiary's investment license.

(ii) The PRC

The applicable EIT rate for the Group's operation in the PRC is 25%.

(iii) Singapore/Hong Kong/Cambodia

No Singapore/Hong Kong/Cambodia profits tax has been provided as the Group had no estimated assessable profit arising in or derived from Singapore, Hong Kong and Cambodia during the year.

(iv) Taiwan

The applicable EIT rate for the Group's operations in Taiwan is 17%.

25 所得稅開支(續)

本集團除所得稅前溢利的所得稅與倘若採用本集團主要附屬公司越南味丹的適用稅率而計算的理論稅款不同，載列如下：

企業所得稅按財務申報的法定溢利計算，且就所得稅的毋須課稅或不可扣稅的收支項目作出調整。

(i) 越南

按附屬公司的投資許可證所訂明，本集團在越南的業務的適用企業所得稅率為15%，有關稅率為越南政府所給予的優惠稅率。

(ii) 中國

本集團在中國的業務的適用企業所得稅率為25%。

(iii) 新加坡／香港／柬埔寨

由於本集團於本年度並無在新加坡、香港及柬埔寨賺取或獲得估計應課稅溢利，因此並無作出新加坡／香港／柬埔寨利得稅撥備。

(iv) 台灣

本集團在台灣業務的適用企業所得稅率為17%。

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

26 DIVIDENDS

A final dividend of US\$6,750,000 that relates to the year ended 31 December 2017 was declared on 23 May 2018 and was paid in 2018 (2017: US\$12,740,000).

The interim dividends paid in 2018 was US\$4,532,000 (0.298 US cents per share) (2017: US\$4,675,000, 0.307 US cents per share). A final dividend in respect of the year ended 31 December 2018 of 0.265 US cents per share, amounting to a total dividend of US\$4,042,000, is to be proposed for approval at the forthcoming annual general meeting. These consolidated financial statements do not reflect this dividend payable.

26 股息

有關截至二零一七年十二月三十一日止年度之末期股息6,750,000美元已於二零一八年五月二十三日宣派及於二零一八年派付(二零一七年: 12,740,000美元)。

於二零一八年派付的中期股息為4,532,000美元(每股0.298美仙)(二零一七年: 4,675,000美元, 每股0.307美仙)。將於應屆股東周年大會上提呈以供批准的截至二零一八年十二月三十一日止年度的末期股息為每股0.265美仙, 股息總額達4,042,000美元。該等綜合財務報表並無反映該應付股息。

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Interim dividend paid of 0.298 US cents (2017: 0.307 US cents) per ordinary share	已派付的中期股息每股普通股0.298美仙(二零一七年: 0.307美仙)	4,532	4,675
Proposed final dividend of 0.265 US cents (2017: 0.443 US cents) per ordinary share	擬派末期股息每股普通股0.265美仙(二零一七年: 0.443美仙)	4,042	6,750
		8,574	11,425

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

		2018 二零一八年	2017 二零一七年
Profit attributable to owners of the Company (US\$'000)	本公司擁有人應佔溢利 (千美元)	14,285	19,061
Weighted average number of ordinary shares in issue (thousands)	已發行普通股的加權平均數 (千股)	1,522,742	1,522,742
Basic earnings per share (US cents per share)	每股基本盈利 (每股美仙)	0.94	1.25

(b) Diluted

Diluted earnings per share is same as basic earnings per share as there are no dilutive instruments for the years ended 31 December 2018 and 2017.

27 每股盈利

(a) 基本

每股基本盈利按本公司擁有人應佔溢利除以年內已發行普通股的加權平均數計算。

(b) 攤薄

截至二零一八年及二零一七年十二月三十一日止年度，由於並無攤薄工具，故每股攤薄盈利與每股基本盈利相同。

28 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

Wages, basic salaries and allowances	工資、底薪及津貼	29,002	28,128
Directors' bonus (Note 30)	董事花紅 (附註30)	1,445	1,921
Pension costs – defined contribution plans	退休金成本 一定額供款計劃	2,783	2,649
Other employee benefits	其他僱員福利	2,487	2,399

		35,717	35,097
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28 僱員福利開支 (包括董事薪酬)

		2018 二零一八年	2017 二零一七年
Wages, basic salaries and allowances	工資、底薪及津貼	29,002	28,128
Directors' bonus (Note 30)	董事花紅 (附註30)	1,445	1,921
Pension costs – defined contribution plans	退休金成本 一定額供款計劃	2,783	2,649
Other employee benefits	其他僱員福利	2,487	2,399
		35,717	35,097

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 RETIREMENT BENEFIT OBLIGATIONS

As stipulated by the labour laws in Vietnam, the Group operates defined benefit pension plans for its employees in Vietnam employed on or before 31 December 2008. The provision is determined based on the employees' years of services as at 31 December 2008 and their average monthly salary for the six-month period prior to the last service day.

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
As at 1 January	於一月一日	1,447	1,386
Current service cost	即期服務開支	110	176
Payments	付款	(79)	(115)
As at 31 December	於十二月三十一日	1,478	1,447

The principal actuarial assumptions used were as follows:

		2018 二零一八年	2017 二零一七年
Discount rate	折現率	9%	9%
Salary growth rate	工資增長率	3.0% – 7.9%	3.0% – 8.0%
Expected years of service remaining	預期剩餘服務年限	14-17 years年	14-18 years年

Pursuant to the Law on Social Insurance in Vietnam effective from 1 January 2009, the Group is required to contribute to a state-sponsored employees' social insurance scheme for its employees in Vietnam. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

29 退休福利責任

根據越南勞動法律規定，本集團為其於二零零八年十二月三十一日或以前僱用的越南僱員提供定額福利退休金計劃。該等撥備以僱員於二零零八年十二月三十一日之服務年期及最後服務日期前六個月期間的平均月薪作出。

所使用的主要精算假設如下：

根據由二零零九年一月一日起生效之越南社會保險法，本集團須為其越南僱員向國家管理之僱員社會保險計劃作出供款。於作出該等供款後，本集團概無其他付款責任。該等供款於到期支付時確認為僱員福利開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES)

(A) Directors' and chief executive's emoluments

The remuneration of every director and the chief executive is set out below:

For the year ended 31 December 2018:

Name of Director	董事姓名	Fees	Salary (Note a)	Discretionary bonuses	Allowances and benefits in kind (Note b)	Employer's contribution to a retirement benefit scheme	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertakings	Total
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Executive Director								
Mr. Yang, Tou-Hsiung	楊頭雄先生	1	343	429	17	-	-	790
Mr. Yang, Cheng	楊正先生	-	-	-	16	-	-	16
Mr. Yang, Kun-Hsiang (Note c)	楊坤祥先生 (附註c)	1	380	416	17	-	-	814
Mr. Yang, Chen-Wen	楊辰文先生	-	181	300	17	-	-	498
Mr. Yang, Kun-Chou	楊坤洲先生	-	181	300	17	-	-	498
Non-executive Director								
Mr. Chou, Szu-Cheng	周賜程先生	-	-	-	16	-	-	16
Mr. Huang, Ching-Jung	黃景榮先生	2	-	-	16	-	-	18
Independent non-executive Director								
Mr. Chao, Pei-Hong	趙培宏先生	2	-	-	16	-	-	18
Mr. Chen, Joen-Ray	陳忠瑞先生	2	-	-	16	-	-	18
Mr. Hsieh, Lung-Fa (Note (i))	謝龍發先生 (附註(i))	1	-	-	8	-	-	9
Mr. Ko, Jim-Chen	柯俊楨先生	3	-	-	16	-	-	19
Mr. Huang Chung-Fong (Note (ii))	黃鐘鋒先生 (附註(ii))	-	-	-	4	-	-	4
Total	總額	12	1,085	1,445	176	-	-	2,718

Note:

- (i) Mr. Hsieh, Lung-Fa resigned as independent non-executive director of the Company with effect from 23 July 2018.
- (ii) Mr. Huang, Chung-Fong was appointed as independent non-executive director of the Company with effect from 22 October 2018.

30 董事福利及權益 (香港公司條例 (第622章) 第383條、公司 (披露董事利益資料) 規例 (第622G章) 及香港上市規則規定之披露)

(A) 董事及高級行政人員之酬金

各董事及高級行政人員之薪酬載列如下：

截至二零一八年十二月三十一日止年度：

Name of Director	董事姓名	Fees	Salary (Note a)	Discretionary bonuses	Allowances and benefits in kind (Note b)	Employer's contribution to a retirement benefit scheme	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertakings	Total
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Executive Director								
Mr. Yang, Tou-Hsiung	楊頭雄先生	1	343	429	17	-	-	790
Mr. Yang, Cheng	楊正先生	-	-	-	16	-	-	16
Mr. Yang, Kun-Hsiang (Note c)	楊坤祥先生 (附註c)	1	380	416	17	-	-	814
Mr. Yang, Chen-Wen	楊辰文先生	-	181	300	17	-	-	498
Mr. Yang, Kun-Chou	楊坤洲先生	-	181	300	17	-	-	498
Non-executive Director								
Mr. Chou, Szu-Cheng	周賜程先生	-	-	-	16	-	-	16
Mr. Huang, Ching-Jung	黃景榮先生	2	-	-	16	-	-	18
Independent non-executive Director								
Mr. Chao, Pei-Hong	趙培宏先生	2	-	-	16	-	-	18
Mr. Chen, Joen-Ray	陳忠瑞先生	2	-	-	16	-	-	18
Mr. Hsieh, Lung-Fa (Note (i))	謝龍發先生 (附註(i))	1	-	-	8	-	-	9
Mr. Ko, Jim-Chen	柯俊楨先生	3	-	-	16	-	-	19
Mr. Huang Chung-Fong (Note (ii))	黃鐘鋒先生 (附註(ii))	-	-	-	4	-	-	4
Total	總額	12	1,085	1,445	176	-	-	2,718

附註：

- (i) 謝龍發先生已辭任本公司獨立非執行董事，自二零一八年七月二十三日起生效。
- (ii) 黃鐘鋒先生已獲委任為本公司獨立非執行董事，自二零一八年十月二十二日起生效。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (continued)

(A) Directors' and chief executive's emoluments (continued)

For the year ended 31 December 2017:

Name of Director	Fees	Salary (Note a)	Discretionary bonuses	Allowances and benefits in kind (Note b)	Employer's contribution to a retirement benefit scheme	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertakings	Total
董事姓名	袍金 US\$'000 千美元	薪金 (附註a) US\$'000 千美元	酌情花紅 US\$'000 千美元	津貼及實物福利 (附註b) US\$'000 千美元	僱主向 退休福利計劃 所作供款 US\$'000 千美元	其他職務已付或 應收之其他酬金 US\$'000 千美元	合計 US\$'000 千美元
Executive Director	執行董事						
Mr. Yang, Tou-Hsiung	1	343	572	15	-	-	931
Mr. Yang, Cheng	-	-	-	14	-	-	14
Mr. Yang, Kun-Hsiang (Note c)	-	380	549	15	-	-	944
Mr. Yang, Chen-Wen	-	181	400	15	-	-	596
Mr. Yang, Kun-Chou	-	181	400	15	-	-	596
Non-executive Director	非執行董事						
Mr. Chou, Szu-Cheng	-	-	-	14	-	-	14
Mr. Huang, Ching-Jung	1	-	-	14	-	-	15
Independent non-executive Director	獨立非執行董事						
Mr. Chao, Pei-Hong	3	-	-	14	-	-	17
Mr. Chen, Joen-Ray	2	-	-	14	-	-	16
Mr. Hsieh, Lung-Fa	1	-	-	14	-	-	15
Mr. Ko, Jim-Chen	2	-	-	14	-	-	16
Total	總額	10	1,085	1,921	158	-	3,174

30 董事福利及權益 (香港公司條例 (第622章) 第383條、公司 (披露董事利益資料) 規例 (第622G章) 及香港上市規則規定之披露) (續)

(A) 董事及高級行政人員之酬金 (續)

截至二零一七年十二月三十一日止年度：

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (continued)

(A) Directors' and chief executive's emoluments (continued)

Aggregate emoluments paid to or receivable by directors in respect of their services as directors, whether of the Company or its subsidiary undertakings		Aggregate other emoluments paid to or receivable by directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiary undertakings		Total	Total
董事就作為董事之服務 (不論為本公司或其附屬公司之董事) 已獲支付或應收之總酬金		董事就管理本公司或其附屬公司事務有關的 其他服務已獲支付或應收之其他酬金總額		合計	合計
2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
2,718	3,174	-	-	2,718	3,174

Note:

- Salary paid to a director is generally an emolument paid or receivable in respect of that person's other services in connection with the management of the affairs of the Company or its subsidiary undertakings.
- Allowances and benefits in kind include travelling allowance.
- The director is also the CEO of the Company, no separate disclosure in respect of the remuneration of the CEO has been made.

附註：

- 支付予一名董事的薪金通常為就該人士提供與管理本公司或其附屬公司事務有關的其他服務而獲支付或應收的酬金。
- 津貼及實物福利包括差旅津貼。
- 該董事兼任本公司行政總裁，並無就行政總裁的薪酬進行分開披露。

30 董事福利及權益 (香港公司條例 (第622章) 第383條、公司 (披露董事利益資料) 規例 (第622G章) 及香港上市規則規定之披露) (續)

(A) 董事及高級行政人員之酬金 (續)

30 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (continued)

(B) Directors' retirement benefits

During the year ended 31 December 2018, no other retirement benefits were paid to directors in respect of their services in connection with the management of the affairs of the Company or its subsidiaries undertaking (2017: same).

(C) Directors' termination benefits

During the year ended 31 December 2018, no termination benefits were paid to directors (2017: same).

(D) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2018, no consideration was provided to third parties for making available directors' services (2017: same).

(E) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 December 2018, no loans, quasi-loans and other dealings in favor of directors, controlled bodies corporate by and connected entities with directors (2017: same).

(F) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in Note 34, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2017: same).

30 董事福利及權益 (香港公司條例 (第622章)第383條、公司 (披露董事利益資料) 規例 (第622G章) 及香港上市規則規定之披露) (續)

(B) 董事退休福利

於截至二零一八年十二月三十一日止年度，並無向董事就彼等管理本公司或其附屬公司的事務所擔任的職務支付其他退休福利 (二零一七年：相同)。

(C) 董事之終止福利

於截至二零一八年十二月三十一日止年度，並無向董事支付終止福利 (二零一七年：相同)。

(D) 就提供董事服務而向第三方提供的代價

於截至二零一八年十二月三十一日止年度，並無就提供董事服務而向第三方提供代價 (二零一七年：相同)。

(E) 有關以董事、受該等董事控制的法人團體及該等董事的有關連實體為受益人的貸款、準貸款及其他交易的資料

於截至二零一八年十二月三十一日止年度，並無以董事、受該等董事控制的法人團體及該等董事的有關連實體為受益人作出的貸款、準貸款及其他交易 (二零一七年：相同)。

(F) 董事於交易、安排或合約中的重大權益

除附註34所披露者外，於本年底或本年度內任何時間，本公司並無訂立與本集團業務有關而本公司董事直接或間接擁有重大權益的任何重大交易、安排或合約 (二零一七年：相同)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (continued)

(G) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included four (2017: four) executive directors; their emoluments are reflected in the analysis presented above.

The emoluments of the remaining individual fell within the following band:

		Number of individuals 人數	
		2018 二零一八年	2017 二零一七年
US\$130,001 – US\$155,000	130,001美元 – 155,000美元	1	1

(H) Senior management remuneration by band

The emoluments fell within the following bands:

		Number of individuals 人數	
		2018 二零一八年	2017 二零一七年
US\$55,000 – US\$105,000	55,000美元 – 105,000美元	2	4
US\$105,001 – US\$130,000	105,000美元 – 130,000美元	3	3
US\$130,001 – US\$155,000	130,001美元 – 155,000美元	3	1

30 董事福利及權益 (香港公司條例 (第622章) 第383條, 公司 (披露董事利益資料) 規例 (第622G章) 及香港上市規則規定披露) (續)

(G) 五名最高酬金人士

本集團本年度內五名最高酬金人士包括四名 (二零一七年: 四名) 執行董事, 彼等的酬金已於上文之分析中反映。

餘下人士之酬金處於以下範圍:

(H) 按範圍劃分之高級管理人員薪酬酬金處於以下範圍:

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Cash generated from operations

31 綜合現金流量表附註

(a) 業務產生之現金

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Profit before income tax	除所得稅前溢利	22,007	23,308
Adjustments for:	就以下項目調整：		
– Finance income (Note 24)	– 財務收入 (附註24)	(929)	(853)
– Finance costs (Note 24)	– 財務支出 (附註24)	832	804
– Share of post tax profit of an associate (Note 11)	– 應佔聯營公司除稅後溢利 (附註11)	(44)	(205)
– Write-off of impairment of inventories (Note 13)	– 撇銷存貨減值 (附註13)	30	–
– Reversal of impairment of inventories (Note 13)	– 撥回存貨減值 (附註13)	(400)	–
– Depreciation of property, plant and equipment (Note 7)	– 物業、廠房及設備折舊 (附註7)	18,429	18,170
– (Reversal of)/provision for impairment of trade receivables (Note 14)	– 應收貿易賬款減值 (撥回)/撥備 (附註14)	(13)	125
– Amortisation of intangible assets (Note 9)	– 無形資產攤銷 (附註9)	132	134
– Amortisation of land use rights (Note 6)	– 土地使用權攤銷 (附註6)	52	61
– Impairment of amount due from the non-controlling interest of a subsidiary (Note 22)	– 應收一間附屬公司之非控股權益款項之減值 (附註22)	68	847
– Loss on disposal of property, plant and equipment (Note 22)	– 出售物業、廠房及設備之虧損 (附註22)	426	340
– Gain on disposal of assets held for sale (Note 22)	– 出售持作出售之資產之收益 (附註22)	(307)	–
		40,283	42,731
Change in working capital (excluding the effects of exchange differences on consolidation)	營運資金變動 (未計綜合賬目產生之匯兌差額影響)		
– Inventories	– 存貨	(7,864)	(17,586)
– Trade receivables, prepayments and other receivables	– 應收貿易賬款、預付款項及其他應收款項	(5,043)	591
– Trade payables, accruals and other payables	– 應付貿易賬款、應計費用及其他應付款項	3,298	(4,597)
– Net changes in balances with related companies	– 與有關連公司結餘之變動淨額	(1,218)	582
Cash generated from operations	業務產生之現金	29,456	(9,122)

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(a) Cash generated from operations (continued)

In the consolidated statement of cash flows, proceeds from sale of property, plant and equipment comprise:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Net book amount (Note 7)	賬面淨值 (附註7)	512	489
Loss on disposal of property, plant and equipment (Note 22)	出售物業、廠房及設備之虧損 (附註22)	(426)	(340)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	86	149

(b) Net (debt)/cash reconciliation

This section sets out an analysis of net (debt)/cash and the movements in net (debt)/cash for each of the periods presented.

Net (debt)/cash

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Cash and cash equivalents	現金及現金等價物	34,215	49,679
Bank borrowings – repayable within one year	銀行借款 – 於一年內償還	36,166	35,397
Bank borrowings – repayable after one year	銀行借款 – 於一年後償還	36,166	35,397
Net (debt)/cash	(債務) / 現金淨額	(1,951)	14,282
Cash and cash equivalents	現金及現金等價物	34,215	49,679
Gross debt – fixed interest rates	債務總額 – 固定利率	36,166	35,397
Gross debt – variable interest rates	債務總額 – 浮動利率	36,166	35,397
Net (debt)/cash	(債務) / 現金淨額	(1,951)	14,282

31 綜合現金流量表附註 (續)

(a) 業務產生之現金 (續)

在綜合現金流量表內，銷售物業、廠房及設備之所得款項包括：

(b) (債務) / 現金淨額之對賬

本節載列於各呈列期間之 (債務) / 現金淨額分析及 (債務) / 現金淨額變動。

(債務) / 現金淨額

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Net (debt)/cash reconciliation (continued)

		Assets 資產	Liabilities from financing activities 來自融資活動之負債	
			Cash and cash equivalents 現金及 現金等價物 US\$'000 千美元	Bank borrowings due within 1 year 於一年內到期 之銀行借款 US\$'000 千美元
Net cash as at 1 January 2017	於二零一七年一月一日之 現金淨額	55,210	(12,620)	(24,190)
Cash flows	現金流量	(6,462)	5,036	(3,623)
Foreign exchange adjustments	外匯調整	931	-	-
Other non-cash movement	其他非現金變動	-	(8,322)	8,322
Net cash as at 31 December 2017	於二零一七年 十二月三十一日之 現金淨額	49,679	(15,906)	(19,491)
Cash flows	現金流量	(14,307)	6,733	(7,502)
Foreign exchange adjustments	外匯調整	(1,157)	-	-
Other non-cash movement	其他非現金變動	-	(11,296)	11,296
Net debt as at 31 December 2018	於二零一八年 十二月三十一日之 債務淨額	34,215	(20,469)	(15,697)

31 綜合現金流量表附註(續)

(b) (債務)/現金淨額之對賬(續)

		Assets 資產	Liabilities from financing activities 來自融資活動之負債	
			Cash and cash equivalents 現金及 現金等價物 US\$'000 千美元	Bank borrowings due within 1 year 於一年內到期 之銀行借款 US\$'000 千美元
Net cash as at 1 January 2017	於二零一七年一月一日之 現金淨額	55,210	(12,620)	(24,190)
Cash flows	現金流量	(6,462)	5,036	(3,623)
Foreign exchange adjustments	外匯調整	931	-	-
Other non-cash movement	其他非現金變動	-	(8,322)	8,322
Net cash as at 31 December 2017	於二零一七年 十二月三十一日之 現金淨額	49,679	(15,906)	(19,491)
Cash flows	現金流量	(14,307)	6,733	(7,502)
Foreign exchange adjustments	外匯調整	(1,157)	-	-
Other non-cash movement	其他非現金變動	-	(11,296)	11,296
Net debt as at 31 December 2018	於二零一八年 十二月三十一日之 債務淨額	34,215	(20,469)	(15,697)

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 COMMITMENTS

(a) Capital commitments

The Group's capital expenditure contracted for at the end of the reporting period but not yet incurred is as follows:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Contracted but not provided for Property, plant and equipment	已訂約但未撥備物業、廠房及設備	2,493	1,864
Investment in an associate (Note 11)	於聯營公司之投資 (附註11)	112	2,632
		2,605	4,496

(b) Operating lease commitments

The Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
No later than one year	不遲於一年	308	139
Later than one year and no later than five years	遲於一年但不遲於五年	637	422
Later than five years	遲於五年	1,926	2,032
		2,871	2,593

33 CONTINGENT LIABILITIES

At 31 December 2018, the Company has given guarantees for bank facilities of subsidiaries amounting to US\$128,600,000 (2017:US\$120,426,000), of which US\$79,067,000 (2017: US\$74,249,000) has not been utilised.

32 承擔

(a) 資本承擔

本集團於報告期末已訂約但未產生之資本支出如下：

	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Contracted but not provided for Property, plant and equipment	2,493	1,864
Investment in an associate (Note 11)	112	2,632
	2,605	4,496

(b) 經營租約承擔

本集團根據不可撤銷經營租約須於未來支付的最低租賃款項總額如下：

	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
No later than one year	308	139
Later than one year and no later than five years	637	422
Later than five years	1,926	2,032
	2,871	2,593

33 或然負債

於二零一八年十二月三十一日，本公司為附屬公司為數128,600,000美元（二零一七年：120,426,000美元）之銀行融資提供擔保，其中79,067,000美元（二零一七年：74,249,000美元）尚未動用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

34 RELATED PARTY TRANSACTIONS

The ultimate controlling party of the Group is the Yang Family, whose members are Messrs. Yang, Tou-Hsiung, Yang, Cheng, Yang, Yung-Huang, Yang, Kun-Hsiang, Yang, Kun-Chou, Yang, Yung-Jen, Yang, Chen-Wen, Yang, Wen-Hu, Yang, Tung, Ms. Yang, Wen-Yin, Ms. Yang, Shu-Hui and Ms. Yang, Shu-Mei.

- (a) The table below summarises the related parties and nature of their relationship with the Group as at 31 December 2018:

Related party 有關連人士	Relationship with the Group 與本集團的關係
Vedan Enterprise CORP (“Taiwan Vedan”) 味丹企業股份有限公司(「台灣味丹」)	A substantial shareholder of the Company 本公司的主要股東
Dacin International Holdings Ltd. 達欣國際控股有限公司	An associate of the Group 本集團的聯營公司
Capron Group Limited Capron Group Limited	A company commonly controlled by the Yang Family 一間由楊氏家族共同控制之公司

- (b) Significant related party transactions, which were carried out in the normal course of the Group’s business, are as follows:

34 有關連人士交易

本集團最終控股方為楊氏家族，其成員包括楊頭雄先生、楊正先生、楊永煌先生、楊坤祥先生、楊坤洲先生、楊永任先生、楊辰文先生、楊文湖先生、楊統先生、楊文吟女士、楊淑惠女士及楊淑媚女士。

- (a) 下表概述於二零一八年十二月三十一日之有關連人士及其與本集團的關係性質：

- (b) 在本集團日常業務過程中進行的重大有關連人士交易如下：

		Note 附註	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Sale of goods to Taiwan Vedan	向台灣味丹銷售貨品	(i)	8,687	5,901
Technical support fee paid to Taiwan Vedan	向台灣味丹支付技術支援費	(ii)	2,180	2,181
Agency commission income received from Taiwan Vedan	向台灣味丹收取的代理佣金收入	(ii)	2	4

Notes:

- (i) In the opinion of the directors of the Company, sales to the related party were conducted in the normal course of business.
- (ii) In the opinion of the directors of the Company, the transactions were carried out in the normal course of business and the fees are charged in accordance with the terms of underlying agreements.

附註：

- (i) 本公司董事認為，向有關連人士作出之銷售為在日常業務過程中進行。
- (ii) 本公司董事認為，該等交易在日常業務過程中進行，並且根據相關協議的條款收費。

Notes to the Consolidated Financial Statements

綜合財務報表附註

34 RELATED PARTY TRANSACTIONS (continued)

(c) Key management compensation

The compensation paid or payable to key management, including all executive directors and senior management, for employee services is shown below.

	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Salaries and other short-term employee benefits	3,469	3,903

(d) Year-end balances with the related parties

As at 31 December 2018, the Group had the following significant balances with the related parties:

	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Current:		
Amount due from Taiwan Vedan	1,191	242
Amount due to Taiwan Vedan	(1,391)	(1,647)
Short term loan to an associate	120	120
Amount due to Capron Group Limited	-	(13)

Notes:

- (i) All balances with Taiwan Vedan are unsecured, interest-free and have no fixed terms of payment.
- (ii) The short-term loan to an associate is unsecured, bears interest at 4% per annum, denominated in US\$ and is repayable on demand.
- (iii) The balance with Capron Group Limited was unsecured, interest-free, denominated in US\$ and repayable within one year.

34 有關連人士交易(續)

(c) 主要管理人員酬金

就僱員服務已付或應付主要管理人員(包括所有執行董事及高級管理層)之薪酬載列如下。

	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Salaries and other short-term employee benefits	3,469	3,903

(d) 與有關連人士之年末結餘

於二零一八年十二月三十一日,本集團與有關連人士之主要結餘如下:

	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
Current:		
Amount due from Taiwan Vedan	1,191	242
Amount due to Taiwan Vedan	(1,391)	(1,647)
Short term loan to an associate	120	120
Amount due to Capron Group Limited	-	(13)

附註:

- (i) 台灣味丹的所有結餘均為無抵押、免息及無固定還款期。
- (ii) 給予聯營公司之短期貸款為無抵押、按年利率4厘計息、以美元計值,並須按要求償還。
- (iii) Capron Group Limited之結餘為無抵押、免息、以美元計值,並須於一年內償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

35 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

Balance sheet of the Company

35 本公司資產負債表及儲備變動

本公司資產負債表

		As at 31 December 於十二月三十一日	
		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
	Note 附註		
ASSETS	資產		
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	166,030	166,030
Investment in an associate	於聯營公司之投資	6,308	3,788
Loan to a subsidiary	給予附屬公司之貸款	-	2,200
Total non-current assets	非流動資產總值	172,338	172,018
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	39,245	49,111
Short-term loan to an associate	給予聯營公司之短期貸款	120	120
Short-term loan to a subsidiary	給予附屬公司之短期貸款	1,200	-
Prepayments and other receivables	預付款項及其他應收款項	679	678
Short-term bank deposits	短期銀行存款	2,839	1,928
Cash and cash equivalents	現金及現金等價物	3,022	14,555
Total current assets	流動資產總值	47,105	66,392
Total assets	資產總值	219,443	238,410
EQUITY	權益		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	15,228	15,228
Reserves	儲備	199,803	218,874
	(Note (a)) (附註(a))		
Total equity	權益總額	215,031	234,102

Notes to the Consolidated Financial Statements

綜合財務報表附註

35 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (continued)

Balance sheet of the Company (continued)

		As at 31 December 於十二月三十一日	
		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元
	Note 附註		
LIABILITIES	負債		
Current liabilities	流動負債		
Accruals and other payables	應計費用及其他應付款項	3,017	3,291
Bank borrowings	銀行借貸	–	670
Current income tax liabilities	即期所得稅負債	4	–
Amount due to a related party	應付有關連人士款項	1,391	347
Total current liabilities	流動負債總額	4,412	4,308
Total equity and liabilities	權益及負債總額	219,443	238,410

The balance sheet of the Company was approved by the Board of Directors on 26 March 2019 and were signed on its behalf.

本公司資產負債表已獲董事會於二零一九年三月二十六日審批並由下列人士代表簽署。

Yang, Tou-Hsiung
楊頭雄
Director
董事

Yang, Kun-Hsiang
楊坤祥
Director
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

35 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (continued)

Balance sheet of the Company (continued)

Note (a) Reserve movement of the Company

35 本公司資產負債表及儲備變動(續)

本公司資產負債表(續)

附註(a) 本公司儲備變動

		Share premium and other reserve 股份溢價及 其他儲備 US\$'000 千美元	Exchange reserve 匯兌儲備 US\$'000 千美元	Retained earnings 保留盈利 US\$'000 千美元	Total 總額 US\$'000 千美元
At 1 January 2017	於二零一七年一月一日	194,098	(131)	49,549	243,516
Comprehensive loss	全面虧損				
Loss for the year	本年度虧損	-	-	(7,332)	(7,332)
Other comprehensive income	其他全面收入				
Currency translation difference	匯兌差額	-	105	-	105
Total comprehensive income/(loss)	全面收入/(虧損)總額	-	105	(7,332)	(7,227)
Dividends paid	已付股息	-	-	(17,415)	(17,415)
At 31 December 2017	於二零一七年十二月三十一日	194,098	(26)	24,802	218,874
At 1 January 2018	於二零一八年一月一日	194,098	(26)	24,802	218,874
Comprehensive loss	全面虧損				
Loss for the year	本年度虧損	-	-	(7,704)	(7,704)
Other comprehensive income	其他全面收入				
Currency translation difference	匯兌差額	-	(85)	-	(85)
Total comprehensive loss	全面虧損總額	-	(85)	(7,704)	(7,789)
Dividends paid	已付股息	-	-	(11,282)	(11,282)
At 31 December 2018	於二零一八年十二月三十一日	194,098	(111)	5,816	199,803

Five-Year Financial Summary 五年財務概要

CONSOLIDATED RESULTS FOR THE YEARS ENDED 31 DECEMBER 截至十二月三十一日止年度綜合業績

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元	2015 二零一五年 US\$'000 千美元	2014 二零一四年 US\$'000 千美元
Revenue	收益	356,772	322,805	327,640	327,821	325,627
Profit/(loss) before income tax	除所得稅前溢利／(虧損)	22,007	23,308	28,476	15,878	(1,496)
Income tax expense	所得稅開支	(4,613)	(4,570)	(6,243)	(4,048)	(1,432)
Profit/(loss) attributable to owners of the Company	本公司擁有人應佔溢利／(虧損)	14,285	19,061	22,501	12,095	(2,434)

CONSOLIDATED ASSETS AND LIABILITIES AS AT 31 DECEMBER 於十二月三十一日綜合資產及負債

		2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元	2015 二零一五年 US\$'000 千美元	2014 二零一四年 US\$'000 千美元
Assets and liabilities	資產及負債					
Total assets	資產總值	367,805	358,701	356,790	356,629	378,440
Total liabilities	負債總額	(81,123)	(76,118)	(77,584)	(83,179)	(111,341)
Total equity	權益總額	286,682	282,583	279,206	273,450	267,099

Reference for Shareholders 股東參考資料

Place of Listing	: Main Board of Hong Kong Stock Exchange ("HKEx")	上市地	: 香港聯交所主板
Stock Code		股份代號	
HKEx	: 02317	聯交所	: 02317
Access to Bloomberg	: 2317 HK Equity	彭博版面	: 2317 HK Equity
Access to Reuters	: 2317.HK	路透社版面	: 2317.HK
Board Lot	: 4,000	買賣單位	: 4,000
Par Value	: US\$0.01	面值	: 0.01美元
Trading Currency	: HKD	交易貨幣	: 港元

FINANCIAL CALENDAR

Financial year ended	31 December 2018
Full year results announced	26 March 2019
Annual general meeting	14 May 2019
Interim results to be announced	In the last week of August 2019*

* subject to change

SHAREHOLDER SERVICES

For enquiries about share transfer and registration, please contact the Company's Hong Kong branch share registrar:

Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong
Telephone : (852) 2980 1768
Facsimile : (852) 2528 3158

Holders of the Company's shares should notify the Hong Kong branch share registrars promptly of any change of addresses.

財務行事曆

全年業績結算	二零一八年十二月三十一日
全年業績公佈	二零一九年三月二十六日
股東周年大會	二零一九年五月十四日
中期業績公佈	二零一九年八月 最後一個星期*

* 有待確定

股東服務

任何有關股份過戶及登記之查詢，請聯絡本公司之香港股份過戶登記分處：

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓
電話：(852) 2980 1768
傳真：(852) 2528 3158

持有本公司股份之人士，若更改地址，請盡快通知香港股份過戶登記分處。

Investor Relations 投資者關係

INVESTOR RELATIONS

Over the years, the Group has been committed to maintaining close contact and good communication with investors in a professional and open manner to collect more information and valuable opinions, as well as providing timely disclosure of its business strategies and directions of the Group, so as to enhance corporate governance while strengthening investor confidence.

During the year under review, the management team had regular meetings and conference calls with investors in Hong Kong and was proactive in dispatching the latest information of its business to investors. Information about an environmental issue related to its Vietnam operation was relayed to investors. This is in line with the Group's commitment to keep up open and transparent communication as well as ensuring that investors fully understand its operations in order for them to make sound investment decisions.

Vedan International places strong emphasis of maintaining good investor relations. During the year under review, the Group hosted a total of 22 one-on-one meetings and teleconferences with major international institutional investors including Guotai Junan Securities, Haitong International, Daiwa Capital and UOB Kay Hian, among others, employing all the different important channels to nurture good investor relations.

In addition, the Group constantly interacts with investors via its corporate website. During the year, the Group has posted its announcements, annual and interim reports, and all relevant disclosures and circulars on its website promptly for the convenient access and reference by investors. The Company website address is: <http://www.vedaninternational.com>

Vedan welcomes all opinions and suggestions from investors. The e-mail address of its investor relations department is vdi@vedaninternational.com

投資者關係

一直以來，集團致力以專業及坦誠的態度與投資者維持緊密及良好的溝通，收集更多訊息及寶貴意見，並及時披露有關集團的業務策略及發展方向，以鞏固企業管治和投資者信心。

於回顧年度內，集團管理層均定期與本港投資者會面及進行電話會議，積極及主動向投資者發佈最新資訊及業務消息，更就越南廠房的環保事宜對投資者講解說明，力求保持信息的公開與透明，讓投資者充分了解公司營運情況，作出最佳的投資決定。

味丹國際相當重視投資者關係。於回顧年度內，集團管理層定期與國際知名的投資機構如國泰君安證券、海通國際、大和資本及大華繼顯等舉行22次個別投資者會議及電話會議，達致投資者關係目標的重要媒介。

另一方面，集團通過網站與投資者保持溝通。期內集團及時更新公告、年報及中期業績報告及通告均上載至集團網站，讓投資者充分掌握集團的最新資訊，切合投資者的需要。公司網址為：<http://www.vedaninternational.com>

味丹國際期待投資者繼續對集團提出寶貴意見，歡迎隨時與集團的投資者關係部聯絡 vdi@vedaninternational.com



Vedan International (Holdings) Limited
味丹國際（控股）有限公司

www.vedaninternational.com