



# TSAKER CHEMICAL GROUP LIMITED 彩客化學集團有限公司\*

(Incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立之有限公司)  
Stock Code 股份代號 : 1986



**2018 年報**  
Annual Report

\* For identification purpose only 僅供識別

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## Company Overview

### 公司概覽

Tsaker Chemical Group Limited, together with its subsidiaries, is the world's leading producer of a number of fine chemicals that function as dye, pigment and agricultural chemical intermediates, and in 2017, the Company entered into the fields of lithium battery materials and environmental protection consultancy.

DSD Acid, a dye intermediate, can produce dyes and optical brightening agents ("OBA") after being processed. It is widely used in downstream products, mainly paper, textile, detergents and cosmetics. To further expand downstream in the industry chain, the Group entered into the OBA assets leasing agreement with Xiajin Zhenhua in December 2016, and in January 2017, the Group started the production of OBA for textile printing and dyeing and OBA for detergent and achieved results satisfactory to the management during the Review Year. Another major product of the Group is pigment intermediate such as DMSS and DMAS, which are important raw materials for the production of pigments. It is mainly used downstream as foundation materials for producing high-end paint pigments, photosensitive polymer, light colour stabilizers, pesticides, bactericide, plastics, pharmaceuticals and food additives. The main product of agricultural chemical intermediates of the Group is mononitrotoluene, which produces PNT, ONT and MNT simultaneously through chemical processes. PNT is the major raw material for producing DSD Acid; ONT and OT are mainly used to produce herbicides. By producing mononitrotoluene, we successfully secured the upstream raw material supplies for DSD Acid and stabilized its price, and further expanded our product portfolio to include agricultural chemical intermediates, so as to increase our market share.

彩客化學集團有限公司與其附屬公司是世界領先的染料、顏料、農業中間體等多種精細化學品的生產商，並於二零一七年開始進入鋰電池材料領域及環保諮詢領域。

染料中間體產品主要為DSD酸，經加工後可生產成染料及熒光增白劑OBA。其下游用途廣泛，主要包括紙張、紡織物、洗滌劑及化妝品。為進一步向下游產業鏈延伸，本集團與夏津振華於二零一六年十二月訂立OBA資產租賃協議，並從二零一七年一月開始生產印染OBA及洗滌OBA，於回顧年度取得令管理層滿意之業績。本集團另一重點產品顏料中間體，DMSS、DMAS，是生產顏料的重要原材料，下游主要用於生產樓宇及汽車所用的高檔油漆顏料、光敏聚合物、光色穩定劑、殺蟲劑及殺菌劑、塑膠、藥品及食品添加劑的基礎材料。本集團農業中間體產品主要為一硝基甲苯，甲苯經化學過程同時生成PNT、ONT及MNT。而PNT是生產DSD酸的重要原材料，ONT及OT主要用作生產除草劑。透過生產一硝基甲苯，我們成功保障DSD酸的上游原材料供應，穩定其價格，並進一步延伸產品組合至農業中間體，以擴大市場佔有率。

## Company Overview

### 公司概覽

Leveraging its advantages in research and development technology and rich experience in the fine chemicals industry, the Group began to invest in the research and development and manufacturing of iron phosphate, the precursor for new energy anode materials, in early 2017, and has broadened its products in the new energy field to include carbon nanotube paste and the precursor for ternary anode materials. The Group built a 15,000-tonne iron phosphate production line in Cangzhou, Hebei, and have gradually begun to produce and supply products downstream and have received favorable feedback from the customers.

In light of existing experience in environmental treatment on fine chemicals for many years, the Group commenced environmental protection consultancy services at the end of 2017, providing such consulting services concerning atmospheric controlling and wastewater and soil treatment, which achieved breakthrough in business in a short time and began to contribute to the Group's revenue from 2018.

Production facilities owned by the Group are mainly located in Dongguang, Hebei Province and Dongying, Shandong Province of the PRC.

利用自身的研發技術優勢以及精細化工領域的豐富經驗，本集團於二零一七年初開始佈局新能源正極材料前驅體磷酸鐵的研發和生產，並將新能源領域產品拓展至碳納米管導電漿料以及三元正極材料前驅體產品，本集團在河北滄州建設的1.5萬噸磷酸鐵產品線已經逐步開始生產並且向下遊客戶供貨，獲得較好的口碑。

基於現有的多年精細化工的環保處理經驗，本集團於二零一七年底開展環保諮詢服務，對外提供大氣治理、廢水處理以及土壤處理的諮詢服務，並迅速取得業務突破，於二零一八年開始為本集團貢獻收入。

本集團擁有的生產設施主要位於中國河北省東光 and 山東省東營。

### BOARD OF DIRECTORS

#### Executive Directors<sup>1</sup>

Mr. GE Yi  
Mr. BAI Kun  
Ms. ZHANG Nan<sup>2</sup> (appointed on 10 January 2019)

#### Non-executive Directors<sup>3</sup>

Mr. FONTAINE Alain Vincent

#### Independent non-executive Directors

Mr. HO Kenneth Kai Chung  
Mr. ZHU Lin  
Mr. YU Miao

### JOINT COMPANY SECRETARIES

Ms. YANG Xue<sup>4</sup> (appointed on 26 July 2018)  
Ms. LEUNG Suet Lun

### AUTHORIZED REPRESENTATIVES

Mr. GE Yi  
Ms. LEUNG Suet Lun

### AUDIT COMMITTEE

Mr. ZHU Lin (*Chairman*)  
Mr. HO Kenneth Kai Chung<sup>5</sup> (appointed on 10 January 2019)  
Mr. YU Miao

1. Due to work reallocation, Ms. DUAN Weihua has resigned as an executive Director of the Company. For details, please refer to the Company's announcement dated 26 July 2018. Due to work reallocation, Ms. JIN Ping has resigned as an executive Director of the Company. For details, please refer to the Company's announcement dated 26 July 2018.
2. Ms. ZHANG Nan has been appointed as an executive Director of the Company with effect from 10 January 2019. For details, please refer to the Company's announcement dated 10 January 2019.
3. Due to work commitment, Mr. XIAO Yongzheng has vacancy as a non-executive Director of the Company. For details, please refer to the Company's announcement dated 10 January 2019.
4. On 26 July 2018, Mr. LU Yi ("Mr. Lu") resigned as one of the joint company secretaries of the Company ("Joint Company Secretary"), and Ms. YANG Xue succeeded Mr. Lu as the Joint Company Secretary. For details, please refer to the Company's announcement dated 26 July 2018.
5. Following the resignation of Mr. XIAO Yongzheng, his vacancy in the audit committee of the Company shall be taken up by Mr. Ho Kenneth Kai Chung. For details, please refer to the Company's announcement dated 10 January 2019.

### 董事會

#### 執行董事<sup>1</sup>

戈弋先生  
白崑先生  
張楠女士<sup>2</sup> (於二零一九年一月十日獲委任)

#### 非執行董事<sup>3</sup>

FONTAINE Alain Vincent先生

#### 獨立非執行董事

何啟忠先生  
朱霖先生  
于淼先生

### 聯席公司秘書

楊雪女士<sup>4</sup> (於二零一八年七月二十六日獲委任)  
梁雪綸女士

### 授權代表

戈弋先生  
梁雪綸女士

### 審核委員會

朱霖先生 (*主席*)  
何啟忠先生<sup>5</sup> (於二零一九年一月十日獲委任)  
于淼先生

1. 由於工作調動原因，段衛華女士已辭任公司執行董事之職，詳細情況請參閱本公司日期為二零一八年七月二十六日之公告。由於工作調動原因，晉平女士已辭任公司執行董事之職，詳細情況請參閱本公司日期為二零一八年七月二十六日之公告。
2. 張楠女士已獲委任為本公司執行董事，自二零一九年一月十日起生效。詳細情況請參閱本公司日期為二零一九年一月十日之公告。
3. 由於工作原因，肖勇政先生辭任公司非執行董事之職，詳細情況請參閱本公司日期為二零一九年一月十日之公告。
4. 於二零一八年七月二十六日，陸毅先生（「陸先生」）辭任本公司其中一名聯席公司秘書（「聯席公司秘書」），楊雪女士接替陸先生擔任聯席公司秘書。詳細情況請參閱本公司日期為二零一八年七月二十六日之公告。
5. 肖勇政先生辭任後，其於審核委員會之空缺由何啟忠先生接替。詳細情況請參閱本公司日期為二零一九年一月十日之公告。

### REMUNERATION COMMITTEE

Mr. YU Miao (*Chairman*)  
Mr. ZHU Lin<sup>6</sup> (appointed on 10 January 2019)  
Mr. HO Kenneth Kai Chung

### NOMINATION COMMITTEE

Mr. GE Yi (*Chairman*)  
Mr. HO Kenneth Kai Chung  
Mr. ZHU Lin

### REGISTERED OFFICE

P.O. Box 472  
2nd Floor, Harbour Place  
103 South Church Street  
George Town  
Grand Cayman KY1-1106  
Cayman Islands

### HEAD OFFICE IN THE PRC<sup>7</sup>

Building No. 10,  
109 Jinghaisanlu,  
Beijing Economic-Technological Development Area,  
the PRC

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

31st Floor  
Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

International Corporation Services Ltd.  
Harbour Place, 2nd Floor  
103 South Church Street  
P.O. Box 472, George Town  
Grand Cayman KY1-1106  
Cayman Islands

<sup>6.</sup> Following the resignation of Mr. XIAO Yongzheng, his vacancy in the remuneration committee of the Company shall be taken up by Mr. ZHU Lin. For details, please refer to the Company's announcement dated 10 January 2019.

<sup>7.</sup> For details, please refer to the Company's announcement dated 11 March 2019.

### 薪酬委員會

于淼先生 (*主席*)  
朱霖先生<sup>6</sup> (於二零一九年一月十日獲委任)  
何啟忠先生

### 提名委員會

戈弋先生 (*主席*)  
何啟忠先生  
朱霖先生

### 註冊辦事處

P.O. Box 472  
2nd Floor, Harbour Place  
103 South Church Street  
George Town  
Grand Cayman KY1-1106  
Cayman Islands

### 中國總辦事處<sup>7</sup>

中國  
北京經濟技術開發區  
經海三路109號院  
10號樓

### 香港主要營業地點

香港  
銅鑼灣  
勿地臣街1號  
時代廣場  
二座  
31樓

### 股份過戶及登記總處

International Corporation Services Ltd.  
Harbour Place, 2nd Floor  
103 South Church Street  
P.O. Box 472, George Town  
Grand Cayman KY1-1106  
Cayman Islands

<sup>6.</sup> 肖勇政先生辭任後，其於薪酬委員會之空缺由朱霖先生接替。詳細情況請參閱本公司日期為二零一九年一月十日之公告。

<sup>7.</sup> 詳細情況請參閱本公司日期為二零一九年三月十一日之公告。

### HONG KONG BRANCH SHARE REGISTRAR

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

### LEGAL ADVISER

As to Hong Kong law:  
Woo Kwan Lee & Lo  
26th Floor, Jardine House  
1 Connaught Place  
Central, Hong Kong

### AUDITOR

Ernst & Young  
Certified Public Accountants  
22/F, CITIC Tower  
1 Tim Mei Avenue  
Central  
Hong Kong

### STOCK CODE

1986

### PRINCIPAL BANKERS

Hang Seng Bank  
Tai Fung Bank  
China Construction Bank (Dongguang branch)  
Bank of China (Dongguang branch)

### INVESTOR ENQUIRIES

Website: [www.tsaker.com](http://www.tsaker.com)

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 法律顧問

香港法律：  
胡關李羅律師行  
香港中環  
康樂廣場1號  
怡和大廈26樓

### 核數師

安永會計師事務所  
執業會計師  
香港  
中環  
添美道1號  
中信大廈22樓

### 股份代號

1986

### 主要往來銀行

恒生銀行  
大豐銀行  
中國建設銀行（東光支行）  
中國銀行（東光支行）

### 投資者查詢

網站：[www.tsaker.com](http://www.tsaker.com)

# Financial Highlights

## 財務摘要

For the year ended 31 December		2018 二零一八年 RMB'000 人民幣千元 (Audited) (經審核)	2017 二零一七年 RMB'000 人民幣千元 (Audited) (經審核)
截至十二月三十一日止年度			
<b>REVENUE</b>	收益	<b>1,515,882</b>	1,247,392
GROSS PROFIT	毛利	<b>524,093</b>	362,989
PROFIT FOR THE YEAR	年內溢利	<b>222,817</b>	136,106
Profit attributable to:	應佔溢利：		
Owners of the parent	母公司擁有人	<b>222,901</b>	136,131
Earnings per share attributable to ordinary equity holders of the parent:	母公司普通權益擁有人應佔每股盈利：		
		<b>人民幣RMB</b>	人民幣RMB
– Basic and diluted	– 基本及攤薄	<b>0.21元</b>	0.13元

For the year ended 31 December 2018, revenue of the Group amounted to approximately RMB1,515.9 million, representing an increase of approximately RMB268.5 million or 21.5% comparing with that in the same period of 2017.

截至二零一八年十二月三十一日止年度，本集團收益約為人民幣1,515.9百萬元，較二零一七年同期增加約人民幣268.5百萬元或21.5%。

For the year ended 31 December 2018, gross profit of the Group amounted to approximately RMB524.1 million, representing an increase of approximately RMB161.1 million or 44.4% comparing with that in the same period of 2017.

截至二零一八年十二月三十一日止年度，本集團毛利約為人民幣524.1百萬元，較二零一七年同期增加約人民幣161.1百萬元或44.4%。

For the year ended 31 December 2018, net profit of the Group amounted to approximately RMB222.8 million, representing an increase of approximately RMB86.7 million or 63.7% comparing with that in the same period of 2017.

截至二零一八年十二月三十一日止年度，本集團純利約為人民幣222.8百萬元，較二零一七年同期增加約人民幣86.7百萬元或63.7%。

For the year ended 31 December 2018, basic and diluted earnings per share of the Group amounted to approximately RMB0.21, representing an increase of approximately RMB0.08 or 61.5% comparing with that in the same period of 2017.

截至二零一八年十二月三十一日止年度，本集團每股基本及攤薄盈利約為人民幣0.21元，較二零一七年同期增加約人民幣0.08元或61.5%。

The Board recommended the declaration of a final dividend of RMB0.064 per share, subject to the Shareholders' approval at the AGM.

董事會建議宣派末期股息每股人民幣0.064元，惟須於股東週年大會上獲股東批准。



# Five-Year Financial Summary

## 五年財務概要

		For the year ended 31 December 截至十二月三十一日止年度				
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元 (Restated) (重列)*	2014 二零一四年 RMB'000 人民幣千元 (Restated) (重列)*
<b>Operating results – Summary</b>	<b>經營業績一概要</b>					
Revenue	收益	1,515,882	1,247,392	1,041,142	880,270	920,817
Gross profit	毛利	524,093	362,989	293,605	267,331	341,659
Profit for the year	年內溢利	222,817	136,106	120,921	97,470	169,736
Profit attributable to:	應佔溢利：					
Owners of the parent	母公司擁有人	222,901	136,131	120,921	97,470	144,089
<b>Balance sheet – Summary</b>	<b>資產負債表一概要</b>					
Non-current assets	非流動資產	1,634,095	1,278,371	1,013,486	849,555	592,984
Current assets	流動資產	875,056	977,883	926,247	891,027	348,870
Total assets	資產總值	2,509,151	2,256,254	1,939,733	1,740,582	941,854
Current liabilities	流動負債	871,472	705,342	716,947	869,674	571,920
Non-current liabilities	非流動負債	317,794	408,976	261,801	8,356	37,836
Net assets	資產淨值	1,319,885	1,141,936	960,985	862,552	332,098
<b>Financial ratio</b>	<b>財務比率</b>					
Gross profit margin	毛利率	34.6%	29.1%	28.2%	30.4%	37.1%
Net profit margin	純利率	14.7%	10.9%	11.6%	11.1%	18.4%
Return on equity <sup>(1)</sup>	股本回報率 <sup>(1)</sup>	18.1%	12.9%	13.3%	16.3%	51.6%
Current ratio <sup>(2)</sup>	流動比率 <sup>(2)</sup>	1.00	1.39	1.29	1.02	0.61
Net debt to equity ratio <sup>(3)</sup>	資產負債比率 <sup>(3)</sup>	49.3%	51.0%	43.9%	36.8%	33.6%
Inventory turnover days <sup>(4)</sup>	存貨周轉天數 <sup>(4)</sup>	59	41	39	46	52
Trade receivables turnover days <sup>(5)</sup>	貿易應收款項周轉天數 <sup>(5)</sup>	69	71	65	59	44
Trade payables turnover days <sup>(6)</sup>	貿易應付款項周轉天數 <sup>(6)</sup>	130	129	124	139	109

\* Certain items in the consolidated financial statements have been restated due to business combination under common control of Tsaker Dongao.

\* 由於彩客東奧之共同控制下的業務合併，綜合財務報表的若干項目已經重列。

## Five-Year Financial Summary

### 五年財務概要

#### Notes:

- (1) Return on equity is derived by dividing net profit by total equity, where total equity is the average beginning and ending balances of total equity for the given period.
- (2) Current ratio is derived by dividing current assets by current liabilities at the end of a given period.
- (3) Net debt to equity ratio is calculated at interest-bearing loans and other financial liabilities at the end of the period divided by the total equity.
- (4) Inventory turnover days for a certain period is derived by dividing the average inventory (the arithmetic mean of the opening and closing balance of inventory of a given period) by cost of sales and multiplied by the number of days in the relevant period.
- (5) Trade receivables turnover days for a certain period is derived by dividing the average trade receivables (the arithmetic mean of the opening and closing balance of trade receivables of a given period) by revenue and multiplied by the number of days in the relevant period.
- (6) Trade payables turnover days for a certain period is derived by dividing the average trade payables (the arithmetic mean of the opening and closing balance of trade payables of a given period) by cost of sales and multiplied by the number of days in the relevant period.

#### 附註：

- (1) 股本回報率按純利除以總權益計算，而總權益為指定期間總權益期初及期末結餘的平均數。
- (2) 流動比率乃按指定期末的流動資產除以流動負債計算。
- (3) 資產負債比率乃按指定期末的計息貸款及其他金融負債除以總權益計算。
- (4) 某一期間的存貨周轉天數乃按平均存貨（指定期間期初與期末存貨結餘的算術平均數）除以銷售成本再乘以有關期間的天數計算。
- (5) 某一期間的貿易應收款項周轉天數乃按平均貿易應收款項（指定期間期初與期末貿易應收款項結餘的算術平均數）除以收益再乘以有關期間的天數計算。
- (6) 某一期間的貿易應付款項周轉天數乃按平均貿易應付款項（指定期間期初與期末貿易應付款項結餘的算術平均數）除以銷售成本再乘以有關期間的天數計算。



# Chairman's Report

## 主席報告

Dear Shareholders,

On behalf of the Board, I am pleased to report the results of the Group for the year ended 31 December 2018.

In 2018, benefiting from the increasingly stringent environmental protection situation in China, Tsaker Chemical achieved rapid development in its operating results with its first-mover advantage in environmental protection and solid market position. As the state intensified the supply-side reform, backward production capacity has been gradually eliminated, and the chemical industry became increasingly concentrated, bringing benefits to leading enterprises in the industry. Capitalizing on this trend, Tsaker Chemical further consolidates its position as a leading company in the fine chemicals industry.

In 2018, Tsaker Chemical continued to consolidate its leading position in traditional businesses to ensure the long-term development of the Company, while persistently expanding its business in new areas to maintain steady growth in performance. The prices of major products of the Group continued to rise due to the increasingly stringent regulations on environmental protection and the growing under-supply in the market, resulting in rising returns and profit margins. In 2018, the total revenue of the Group increased by approximately 21.5% to RMB1,515.9 million (2017: approximately RMB1,247.4 million).

### BUSINESS REVIEW

As a leading company in the fine chemicals industry, the Group endeavours to extend to the upstream, downstream and peripheral businesses centring on its existing core products and businesses and actively develop in the new energy and environmental protection consultancy services industry to continuously increase sources of revenue for the Group. In February 2017, the Group began to build a production line for iron phosphate, a precursor for anode material of lithium battery. In the second half of 2018, we began to supply the iron phosphate product to downstream customers, and received unanimous acclaim from them.

致各位尊貴股東：

本人欣然代表彩客化學集團有限公司董事會呈報本集團截至二零一八年十二月三十一日止年度的業績。

二零一八年，受益於國內日益嚴峻的環保形勢，憑借在環保方面的先發優勢，以及穩固的市場地位，彩客化學實現了經營業績的飛速發展。隨着國家加大供給側改革的力度，落後產能逐漸被淘汰，化工行業的集中度也越來越高，市場對於行業龍頭企業也越來越有利，彩客化學順勢發力，進一步鞏固了精細化工龍頭企業的地位。

二零一八年，彩客化學繼續鞏固傳統業務的領先優勢，立足企業的長遠發展，在新的業務領域不斷開拓進取，保持業績的穩步增長。由於環保監管日益嚴格，導致市場供需關係日益緊張，本集團主要產品價格不斷攀升，收益及利潤率不斷回升，二零一八年整體收益同比增長約21.5%至人民幣1,515.9百萬元（二零一七年：約人民幣1,247.4百萬元）。

### 業務回顧

作為精細化工行業的領先企業，本集團致力於圍繞現有核心產品及業務進行上下游及周邊業務的延伸，並積極佈局新能源及環保諮詢服務產業，不斷為集團增加新的收入來源。於二零一七年二月，本集團開始自建鋰電池正極材料前驅體磷酸鐵生產線，二零一八年下半年，磷酸鐵產品已經開始向下遊客戶供貨，並取得客戶的一致好評。

In 2018, to support its business development and strategic planning, the Group decided to combine the former dye intermediates and agricultural chemical intermediates segments into the dye and agricultural chemical intermediates segment to implement an operation model unifying purchase, production and sales. The Group is the world's largest supplier of DSD Acid. DSD Acid is mainly used in the production of optical brightening agents, and its end applications include brightening elements of bleach for textile, brightening of paper and detergents. Mononitrotoluene is the upstream product of DSD Acid. It generates three chemical materials through chemical process, namely PNT, ONT and MNT. PNT is the major raw material for DSD Acid production. After commencing its own production of mononitrotoluene, the Group is able to stabilise the upstream supply of raw materials. Meanwhile, ONT and OT are important agricultural chemical intermediates in the production of agricultural chemicals and herbicides. In 2018, the sector contributed revenue of approximately RMB1,212.1 million, representing an increase of approximately 20.0% compared with the same period last year. During the Review Year, affected by the rising prices of raw materials such as toluene, coal and iron powder, the cost of DSD Acid increased. However, the sales price of the product was also significantly raised. As a result, the gross profit margin of the sector increased by approximately 7.4 percentage points to approximately 35.4%.

In 2018, the revenue from pigment intermediates accounted for 17.3% of total revenue in general, contributing revenue of approximately RMB262.5 million. To continue to expand our presence in the pigment intermediates market and enlarge our global market share, the Group has successfully increased the capacity for DATA from 1,400 tons to 2,000 tons. During the Review Year, the sales volume of pigment intermediates increased to approximately 8,227 tons, and the gross profit margin increased by approximately 0.2 percentage point to approximately 33.9%.

In 2018, revenue of the battery material sector accounted for 0.2% of the total sales, contributing revenue of approximately RMB3.0 million. The environmental technology consultancy service segment, a new business of the Group, began to contribute revenue in 2018. During the Review Year, the environmental protection business generated revenue of approximately RMB38.3 million, with a gross profit margin of approximately 16.8%.

二零一八年，為配合業務發展及戰略規劃，本集團決定將原染料中間體板塊和農藥中間體板塊合併為染料及農業化學品中間體板塊，實行採購、生產、銷售一體化的運營模式。本集團為全球最大的DSD酸供應商，DSD酸主要應用於熒光增白劑，終端應用至紡織品染白、紙張增白和洗滌用品中的亮白成份。一硝基甲苯為DSD酸之上游產品，經過化學過程後將生成三種化學材料，包括PNT、ONT以及MNT。PNT是生產DSD酸的重要原材料，本集團自行生產一硝基甲苯後可穩定上游原材料之供應。與此同時，ONT及OT是生產農藥及除草劑的重要農業化學品中間體。二零一八年，該板塊貢獻收益約人民幣1,212.1百萬元，較去年同期上升約20.0%。回顧年內，DSD酸受原材料甲苯、煤炭及鐵粉等價格上升影響，成本上漲，但是產品銷售價格也大幅上調，因此該板塊毛利率上升約7.4個百分點至約35.4%。

二零一八年，顏料中間體的整體總收益佔比為17.3%，貢獻收益約人民幣約262.5百萬元。為持續擴大顏料中間體市場的話語權，擴大全球市場份額，本集團已經成功將DATA的產能由1,400噸增至2,000噸。回顧年內顏料中間體銷量上升至約8,227噸，毛利率上升約0.2個百分點至約33.9%。

二零一八年，電池材料板塊的整體銷售佔比為0.2%，貢獻收益約人民幣3.0百萬元。環保技術諮詢服務板塊作為本集團的新業務，二零一八年也開始貢獻收入，於回顧年內，環保業務實現收益約人民幣38.3百萬元，毛利率約為16.8%。

By continuously strengthening its market position in existing industries, the Group expanded the capacity and upgraded technologies for existing products, and increasingly diversified into related industries, which greatly helped the Group maintain steady growth in business revenue and profit. Enhanced diversity is beneficial for the Group to maintain stable income and profit margin in the long run. During the Review Year, profit attributable to owners of the parent company for the period increased by approximately 63.7% to approximately RMB222.8 million (2017: approximately RMB136.1 million), as compared with 2017, whereas basic and diluted earnings per share was approximately RMB0.21 (2017: approximately RMB0.13).

### CONTINUOUS RESEARCH AND DEVELOPMENT AND PRODUCT OPTIMIZATION

The Group has always attached great importance to investment in research and development. We constantly upgrade existing technologies and products, actively develop more environmentally friendly and advanced production technologies, and produce more competitive products, to maintain our leading position in the industry. At the same time, we also actively develop new products and constantly enrich product categories to meet the diverse needs of customers and enhance customer adhesiveness.

### GOOD CORPORATE GOVERNANCE AND MULTICHANNEL COMMUNICATION

We have endeavoured to maximize our Shareholders' value. Since our Listing, we have implemented our corporate governance policies and sought to comply strictly with the relevant provisions of the corporate governance code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules to ensure all decisions were made on the principles of trust and fairness and in an open and transparent manner, so as to protect the interests of all Shareholders. We value the importance of corporate governance and will continue reviewing and monitoring our corporate governance practices to ensure the compliance with the Corporate Governance Code.

本集團通過不斷地鞏固在現有行業的市場地位，對現有產品進行產能擴充和技術升級，並越來越多元化發展，將業務觸角深入到周邊的相關領域，對本集團維持穩定的業務收入及利潤增長，有很大的幫助，越趨多元化，有利本集團長遠維持穩定的收入和利潤率。回顧年度的母公司擁有人應佔本期間溢利較二零一七年上升約63.7%至約人民幣222.8百萬元（二零一七年：約人民幣136.1百萬元），每股基本及攤薄盈利則約為人民幣0.21元（二零一七年：約人民幣0.13元）。

### 持續研發及優化產品

本集團一直非常注重對研發的投入，不斷對現有的技術和產品進行升級，積極研發更環保更先進的生產技術，生產出更具競爭力的產品藉此以持續保持在行業內的領先地位。同時，我們也積極研發新的產品，不斷豐富產品的品類，滿足客戶的多樣需求，增強客戶黏性。

### 良好企業管治及多渠道溝通

本集團一直致力使其股東價值最大化，自上市之日起，本集團執行其企業管治政策，並務求遵守《上市規則》附錄十四所載之企業管治守則及《企業管治報告》的相關規定，嚴格確保所有決定均以公開及透明的方式並根據信任及公平的原則作出，從而保護全體股東的利益。本集團重視企業管治的重要性，本集團將繼續檢討並監察其企業管治常規，以確保遵守企業管治守則。

We have adopted proactive policies to welcome the valuable opinions and suggestions from Shareholders and investors. Through our capital market department, we maintain our investor relations by regular and irregular interactions with investment institutions to ensure prompt communication and understanding. We also published our significant business progress and events through press releases and announcements in accordance with the relevant laws and regulations on our website to ensure our latest information and reports are available for inspection and perusal by the Shareholders and investors in time.

### TO ASSUME CORPORATE SOCIAL RESPONSIBILITY

We put emphasis on corporate social responsibilities and have been, and intended to, remain committed to environmental, health and safety protection in all of our business activities and gratefully embraced our social responsibilities. We have all relevant permits, licenses and approvals relating to environmental and safety production in all material respects. In addition, we have obtained and maintained Quality Management System ISO9001:2008, Environmental Management System ISO14001:2004 and Occupational Health Safety Management System GB/T28001-2011 for our management systems.

We have consistently concerned with staff growth and development. We secure talents to satisfy the middle to long-term strategic development of our personnel structure and hierarchy through continuous nurturing mechanisms. In addition, we are also concerned about staff's family members. By establishing good corporate culture and a system designated for the well-being of staff members which are conducive to their sense of belonging, we make continuous optimization and innovations to offer a variety of benefits to every member of staff.

### OUTLOOK AND STRATEGY

Looking ahead to 2019, the Group will continue to implement the strategy of expanding upstream and downstream in the industry chain. In addition to consolidating the market position of existing businesses, the Group will actively seek new products and new businesses with synergetic effect and continuously expand the product lines to increase the sources of revenue. In respect of research and development, the Group will continue to improve the existing production technologies, continuously develop new technologies and new products to lay a solid foundation for future development of the Group.

我們採取積極政策歡迎股東及投資者的寶貴意見及建議。我們設置資本市場部對接投資者關係維護，採取定期與不定期與投資機構進行溝通協調，及時增進溝通與瞭解。我們亦會根據相關法律及法規通過新聞發佈、公告及本集團網站公佈其重大業務進展及活動，以確保本集團的最新信息、報告及時被股東及投資者查閱和了解。

### 履行企業社會責任

我們重視企業社會責任，一向並擬繼續致力於所有業務活動中的環境、健康及安全保護，把履行社會責任視為自己義不容辭的義務。我們在所有重大方面均擁有與環境及安全生產有關的所有相關許可證、牌照及批文。此外，於往績記錄期，我們已就管理體系取得並保持質量管理體系ISO9001:2008、環境管理體系ISO14001:2004及職業健康安全管理体系GB/T28001-2011。

我們始終關注員工的成長與發展，通過持續培養的機制來滿足本集團人才結構和層次匹配中長期的戰略發展需求。我們不僅關注員工，同時也關愛員工的家庭。本集團以營造良好企業氛圍、建立員工整體關懷體系、增強員工在企業的歸屬感為導向，不斷優化、創新，為每位員工提供多樣的福利。

### 展望及策略

展望二零一九年，本集團將會繼續實施產業鏈上下游擴展的策略，在鞏固現有業務的市場地位的基礎上，積極尋找具有協同效應的新產品及新業務，不斷開拓豐富產品線，擴大收入來源。在研發方面，本集團將會持續對現有生產工藝進行改進，不斷研發新的工藝、新產品，為本集團未來發展奠定堅實基礎。

For the Group's traditional business segments, it is expected that product prices will continue the trend in 2018 for the dye and agricultural chemical intermediates segment and the pigment intermediates business segment with the increasingly stringent environmental policy and changes in market supply and demand. In the past two years, as the government paid attention to environmental protection, the integration of the chemicals industry has accelerated, and backward production capacity and enterprises failing to meet environmental requirements have been closed down, to the benefit of leading enterprises. Leveraging its first-mover advantages in the field of environmental protection, the Group was not affected by environmental protection policies during this round of integration. Instead, with the increasing concentration of the industry, it has stabilized its position as a market leader, and successfully transferred the pressure of rising raw material prices to downstream enterprises. It is expected that this trend will continue in 2019, to the benefit of the Group's traditional business segments.

In respect of new businesses, the Group continued to develop new production processes for iron phosphate to further reduce production costs and enhance product quality. As the iron phosphate industry is affected by China's new energy vehicle policy and downstream customers, the market sales price fell during the Review Year, leading to a sluggish industry as a whole. The Group will appropriately adjust its strategy according to the current market conditions, focusing on improving the intrinsic competitiveness of its core products for the next stage, and wait for the market to rally. The Group remains confidence in the future of the new energy industry. We believe that, the battery materials business will become an important business segment of the Group in the future. In respect of environmental protection consultancy service, the Group will continue to focus on environmental protection consultancy in the field of atmosphere, water and soil treatment. The environmental protection consultancy service achieved breakthroughs in 2018. We believe that in 2019, the environmental protection consultancy service will continue to operate within the existing business scope and contribute profits on the basis of 2018.

對於本集團的傳統業務板塊，染料及農業化學品中間體板塊，及顏料中間體業務板塊，隨着日益嚴峻的環保政策，以及市場供需的變化，預期產品價格將會延續二零一八年的趨勢。在過去的兩年中，隨着政府對環保的重視，化工行業整合速度加劇，落後產能及環保不合格企業陸續關閉，利好頭部企業，本集團憑借在環保領域的先發優勢，在此輪整合過程中，未受環保政策影響，隨着行業集中度越來越高，穩定了本集團市場龍頭企業的地位，並且成功將原材料上漲的壓力傳導給下游企業，預計二零一九年這種趨勢將會持續，利好本集團傳統業務板塊。

在新業務方面，本集團持續研發磷酸鐵新生產工藝以降低成本，提高質量。由於磷酸鐵行業受國家新能源汽車政策及下游客戶影響，市場銷售價格於回顧年內持續走低，行業整體低迷，本集團根據當前市場情況適當調整戰略，將提升核心產品內在競爭力作為下一階段重點，等待市場回暖時機。本集團對新能源行業未來依然充滿信心。我們相信，電池材料業務必將成為本集團未來重要的業務板塊。環保諮詢業務方面，本集團繼續關注在大氣、水及土壤處理領域的環保諮詢。二零一八年環保諮詢業務取得了新的突破，相信二零一九年，在二零一八年的基礎上，環保諮詢業務會繼續在既定的業務範圍內開展，並持續貢獻利潤。

## Chairman's Report 主席報告

In 2019, we are still actively seeking potential acquisitions and mergers projects to consolidate our industry position in the existing product fields and expand into new business sectors that synergize with our existing businesses, thereby creating greater value for all Shareholders.

### ACKNOWLEDGEMENTS

On behalf of the Board, I would like to extend my heartfelt gratitude to our Shareholders, customers and business partners for their support and trust in the management of the Group, and to the management team and all staff members for their dedication and efforts to achieve better results for the Group and create value for Shareholders.

Chairman and Chief Executive Officer  
Ge Yi  
28 March 2019

二零一九年，我們依然在繼續尋找具潛力的收購、兼併項目，鞏固現有產品領域的行業地位，拓展與現有業務具協同效應的新業務板塊，為全體股東創造更大的價值。

### 致謝

本人謹代表董事會向我們的股東、客戶、合作夥伴，感謝你們對本集團管理層的信任。由衷感激管理團隊及全體員工，在過去的一年同心協力、堅持不懈為本集團創造業績，為股東創造價值！

主席及行政總裁  
戈弋  
二零一九年三月二十八日



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

#### Operating segment results

For the twelve months ended 31 December 2018

		Dye and agricultural chemical intermediates 染料及農業化學品中間體	Pigment intermediates 顏料中間體	Environmental technology consultancy service 環保技術諮詢服務	Battery materials 電池材料	Total 總額
Revenue (RMB'000)	收益 (人民幣千元)	1,212,082	262,479	38,315	3,006	1,515,882
Cost of sales (RMB'000)	銷售成本 (人民幣千元)	783,496	173,564	31,871	2,858	991,789
Sales volume (tons)	銷售數量 (噸)	57,854	8,227	N/A	139	66,220
Gross profit margin	毛利率	35.4%	33.9%	16.8%	4.9%	34.6%
Average unit selling price (RMB/ton)	單位平均售價 (人民幣元/噸)	20,951	31,905	N/A	21,626	N/A

For the twelve months ended 31 December 2017

		Dye and agricultural chemical intermediates 染料及農業化學品中間體	Pigment intermediates 顏料中間體	Environmental technology consultancy service 環保技術諮詢服務	Battery materials 電池材料	Total 總額
Revenue (RMB'000)	收益 (人民幣千元)	1,009,891	236,177	526	798	1,247,392
Cost of sales (RMB'000)	銷售成本 (人民幣千元)	726,734	156,556	460	653	884,403
Sales volume (tons)	銷售數量 (噸)	69,177	8,102	N/A	36	77,315
Gross profit margin	毛利率	28.0%	33.7%	12.5%	18.2%	29.1%
Average unit selling price (RMB/ton)	單位平均售價 (人民幣元/噸)	14,599	29,150	N/A	22,167	N/A

### 業務回顧

#### 經營分部業績

截至二零一八年十二月三十一日止十二個月期間

截至二零一七年十二月三十一日止十二個月期間

## Management Discussion and Analysis

### 管理層討論及分析

The Group produces fine chemicals such as dye, pigment and agricultural chemical intermediates, and ventured into lithium battery cathode materials and additives to lithium batteries and provision of environmental protection technology consultancy services in 2017.

The existing main operations of the Group remains stable and enjoys a prominent position in the market. The Group has maintained good business relationships with its main customers which span over ten years in average. In 2018, the top five largest customers of the Group accounted for approximately 41.9% of the revenue for the year (2017: approximately 31.3%).

The Group has a well-established sales network, which covers areas including Asia, Europe, North and South America. For the Review Year, by regional distribution, revenue derived from the Group's sales in Mainland China accounted for approximately 61.3%; India accounted for approximately 10.8%; Germany accounted for approximately 6.4%; and the United States of America, Taiwan and other regions accounted for approximately 6.2%, 4.6% and 10.7% respectively.

### PERFORMANCE REVIEW

During the Review Year, total revenue of the Group increased by 21.5% to approximately RMB1,515.9 million (2017: approximately RMB1,247.4 million). The increase in revenue was mainly due to the increase in sales price and increase in revenue from the environmental protection business.

As for gross profit, since the increase in product prices was greater than that of raw materials, the gross profit of the Group increased by approximately 44.4% to approximately RMB524.1 million (2017: approximately RMB363.0 million). The overall gross profit margin of the Group increased to approximately 34.6% in 2018 from approximately 29.1% for the same period in 2017. On the other hand, the net profit of the Group for the whole year increased by approximately 63.7% to approximately RMB222.8 million (2017: approximately RMB136.1 million); net profit margin was approximately 14.7% (2017: approximately 10.9%); and basic earnings per share was approximately RMB0.21 (2017: approximately RMB0.13).

本集團生產染料、顏料及農業化學品中間體等多種精細化學品，並於二零一七年佈局鋰電池正極材料及鋰電池添加劑產品，開展環保技術諮詢服務。

本集團的現有主營業務保持穩定，並且佔據主要市場地位。本集團與主要客戶一直維持良好的業務關係，平均合作關係長達十年以上。二零一八年，前五大客戶佔本年度收益達約41.9%（二零一七年：約31.3%）。

本集團的產品銷售至亞洲、歐洲和南北美洲等區域，銷售網絡完善。於回顧年內，收益按地區分佈而言，中國大陸地區之收益約佔61.3%；印度約佔10.8%；德國約佔6.4%；美國、臺灣和其他地區分別約佔6.2%、4.6%及10.7%。

### 業績回顧

回顧年內，本集團整體收益上升21.5%至約人民幣1,515.9百萬元（二零一七年：約人民幣1,247.4百萬元）。收益上升主要由於產品售價上漲及環保業務收益增加所致。

毛利方面，由於產品價格上漲幅度大於原材料價格上漲幅度，故本集團之毛利上升約44.4%，達約人民幣524.1百萬元（二零一七年：約人民幣363.0百萬元），本集團整體毛利率較二零一七年同期由約29.1%上升至二零一八年約34.6%。另一方面，本集團全年純利上升約63.7%至約人民幣222.8百萬元（二零一七年：約人民幣136.1百萬元）；純利率約為14.7%（二零一七年：約為10.9%）；每股基本盈利約人民幣0.21元（二零一七年：約人民幣0.13元）。

### **Dye and agricultural chemical intermediates – accounting for approximately 80.0% of total revenue (2017 (restated): approximately 81.0%)**

To support business development and strategic planning, the Group decided to combine the dye intermediates segment and agricultural chemical intermediates segment into the dye and agricultural chemical intermediates segment during the Review Year to implement a unified operation model for procurement, production and sales. During the Review Year, the revenue generated from dye intermediates products was approximately RMB938.3 million (2017: approximately RMB660.0 million), representing approximately 61.9% (2017: approximately 52.9%) of the Group's total revenue; the revenue generated from agricultural chemical intermediates products was approximately RMB273.8 million (2017: approximately RMB349.9 million), representing approximately 18.1% (2017: approximately 28.1%) of the Group's total revenue.

During the Review Year, due to the significant increase in the selling price of dye intermediates products, revenue derived from the dye intermediates sector increased by approximately 42.2% to approximately RMB938.3 million as compared to the same period in 2017, and the gross profit margin increased to approximately 40.3% (2017: approximately 30.1%) accordingly. The revenue derived from agricultural chemical intermediates sector decreased by approximately 21.7% to approximately RMB273.8 million as compared to the same period in 2017, which was due to the decrease in sales volume of agricultural chemical intermediates products as a result of the strict environmental protection regulations imposed on the upstream and downstream products and the rise in the selling price of the products as a result of less market supply, and the gross profit margin was approximately 18.6%. The combined two factors have resulted in the increase in approximately RMB202.2 million or 20.0% of overall segment revenue as compared to 2017.

The Group is the world's largest manufacturer of DSD Acid. DSD Acid is mainly used in the production of optical brightening agents, and its end applications include brightening elements for the bleaching of textiles and brightening of paper and detergents.

### **染料及農業化學品中間體 – 佔整體收益約80.0% (二零一七年(經重列): 約81.0%)**

為配合業務發展及戰略規劃，於回顧年內，本集團決定將原染料中間體板塊和農藥中間體板塊合併為染料及農業化學品中間體板塊，實行採購、生產、銷售一體化的運營模式。回顧年內染料中間體產品收益約人民幣938.3百萬元(二零一七年: 約人民幣660.0百萬元)，佔本集團整體收益約61.9%(二零一七年: 約52.9%)；農藥中間體產品收益約人民幣273.8百萬元(二零一七年: 約人民幣349.9百萬元)，佔本集團整體收益約18.1%(二零一七年: 約28.1%)。

於回顧年內，由於染料中間體產品銷售單價大幅提升，染料中間體收益較二零一七年同期上升約42.2%至約人民幣938.3百萬元，毛利率同步上升至約40.3%(二零一七年: 約30.1%)。由於上下游產品的環保監管嚴格原因，農藥中間體產品銷售數量降低，同時由於市場供應減少，產品銷售單價提升，導致農藥中間體收益較二零一七年同期下降約21.7%至約人民幣273.8百萬元，毛利率約18.6%。兩因素影響導致板塊總體收益較二零一七年增加約人民幣202.2百萬元或上漲約20.0%。

本集團為全球最大的DSD酸生產商。DSD酸主要應用於熒光增白劑，終端應用至紡織品染白、紙張增白和洗滌用品中的亮白成分。

## Management Discussion and Analysis

### 管理層討論及分析

The Group is one of the world's three largest mononitrotoluene manufacturers. Mononitrotoluene is the upstream product of DSD Acid. It generates three chemical materials through chemical processes, namely PNT, ONT and MNT. PNT is the major raw material for DSD Acid production. After commencing its own production of mononitrotoluene, the Group is able to stabilise the upstream supply of raw materials. Meanwhile, ONT and OT are important agricultural chemical intermediates in the production of agricultural chemicals and herbicides.

During the Review Year, market demand and supply were both affected by the intensified environmental protection measures implemented by the Chinese government. However, relying on the Group's continuous investment in technologies and capital for environmental protection during production processes in the past, the Group was able to gain an advantage in market competition and obtain greater market predominance. In addition, the Group raised product prices, resulting in a significant increase in revenue compared with the same period last year, under an overall difficult market environment. The revenue generated from this segment accounted for approximately 80.0% of the Group's total revenue.

#### **Pigment intermediates – accounting for approximately 17.3% of total revenue (2017: approximately 18.9%)**

During the Review Year, with further strengthening of market predominance, the Group raised product prices. The average selling price of pigment intermediates increased by approximately 9.5% from RMB29,150 per ton in 2017 to RMB31,905 per ton. During the Review Year, the sales volume of relevant products of the Group was approximately 8,227 tons, substantially the same as that of last year (2017: approximately 8,102 tons). Revenue of this segment in 2018 was approximately RMB262.5 million, representing an increase of approximately 11.1% compared with the same period last year.

本集團為全球三大一硝基甲苯生產商之一。一硝基甲苯為DSD酸之上游產品，經過化學過程後將生成三種化學材料，包括PNT、ONT以及MNT。PNT是生產DSD酸的重要原材料，本集團自行生產一硝基甲苯後可穩定上游原材料之供應。與此同時，ONT及OT是生產農藥及除草劑的重要農業化學品中間體。

於回顧年內，由於中國政府環保措施持續強化，市場供給和需求均受到影響。但本集團憑藉過往對生產環保方面的持續技術及資本投入，使得本集團在市場競爭中的優勢得到顯現，市場話語權得到進一步加強，加之本集團上調產品價格，致使該板塊收益在整體市場環境嚴峻的情況下，較去年同期大幅提升，板塊收益佔本集團整體收益約80.0%。

#### **顏料中間體 – 佔整體收益約17.3% (二零一七年：約18.9%)**

回顧年內，由於市場話語權得到進一步加強，本集團上調產品價格，顏料中間體單位平均售價由二零一七年的每噸人民幣29,150元上升約9.5%至每噸人民幣31,905元。回顧年內，本集團相關產品銷量與去年基本持平，約8,227噸(二零一七年：約8,102噸)。板塊二零一八年收益約為人民幣262.5百萬元，較去年同期增加約11.1%。

#### **Environmental technology consultancy service – accounting for approximately 2.5% of total revenue (2017: approximately 0.04%)**

With mounting pressure for environmental protection in Mainland China and increasing demands from the environmental protection treatment market, we leveraged our long-established edge in environmental protection treatment and proactively cooperated with third parties to conduct environmental protection technology consultancy business, focusing on consultation services on environmental protection regarding the atmosphere, sewage, and soil treatment. During the Review Year, the environmental protection business generated revenue of approximately RMB38.3 million (2017: approximately RMB0.53 million), with a gross profit margin of approximately 16.8% (2017: approximately 12.5%).

#### **Battery materials – accounting for approximately 0.2% of total revenue (2017: approximately 0.1%)**

During the Review Year, since the Group was planning to implement the application of several new technologies on the production line for 15,000 tons of iron phosphate, mass production has not begun. The Group has begun to supply products downstream and have received favorable feedback from the customers. Due to the overall weakness of the domestic market, we plan to seize this period, explore the potential, upgrade the processes and reduce costs so as to further strengthen the market competitiveness of our products.

### EXPORT

In 2018, the export revenue of the Group amounted to approximately RMB587.2 million, representing an increase of approximately RMB136.2 million or 30.2% as compared to the export revenue of approximately RMB451.0 million in 2017. The increase in export revenue of the Group was mainly due to the increase in average sales price of dye intermediates.

In 2018, the export revenue accounted for approximately 38.7% of the total revenue of the Group (2017: approximately 36.2%).

#### **環保技術諮詢服務 – 佔整體收益約2.5% (二零一七年：約0.04%)**

隨著中國內地環保壓力日趨增大，出現越來越多的環保處理市場需求，我們利用長期積累的環保處理優勢，積極與第三方進行合作，開展環保技術諮詢業務，重點在大氣、污水及土壤處理領域進行環保技術諮詢服務。回顧年內，環保業務實現收益約人民幣38.3百萬元（二零一七年：約人民幣0.53百萬元），毛利率約為16.8%（二零一七年：約12.5%）。

#### **電池材料 – 佔整體收益約0.2% (二零一七年：約0.1%)**

回顧年內，由於本集團計劃實施幾項新技術應用於1.5萬噸磷酸鐵生產線，大規模生產尚未開始。本集團已經逐步開始往下游供貨，並且獲得客戶積極好評。由於國內市場整體疲軟，我們計劃抓住這個時期，深挖潛力，提升工藝，降低成本，進一步增強產品市場競爭力。

### 出口

於二零一八年，本集團實現出口收益約為人民幣587.2百萬元，較二零一七年出口收益約為人民幣451.0百萬元，增加約人民幣136.2百萬元或30.2%。本集團出口收益增加，主要是由於染料中間體平均銷售價格上升所致。

於二零一八年，本集團出口收益佔收益總額約38.7%（二零一七年：約36.2%）。

# Management Discussion and Analysis

## 管理層討論及分析

### RESEARCH AND DEVELOPMENT

The Group continues to optimize its production processes and improve the quality of existing products, and has developed the green process for DATA products of pigment intermediate by replacing legacy materials with environmentally friendly raw materials to reduce solid waste generation and costs, and enhance product competitiveness. The Group increased investment in the three-waste treatment process, reduced generation of solid waste using the electrocatalytic oxidation technology, and replaced treatment with recycling with respect to VOC treatment, thereby reducing the overall operating costs. To address the rise in environmental protection standards, the Group upgraded and renovated existing facilities and successfully accomplished the tasks assigned by the Chinese government.

Upholding the belief that technology is core competitiveness, the Group will continue to maintain its investment and efforts in research and development to retain the market advantages enjoyed by its products and identify new growth drivers.

### OUTLOOK

During the Review Year, the Group promptly seized market opportunities to further consolidate the market position of existing products and expand the production capacity for certain products. By constantly improving the processes of existing products, the Group enhanced product quality, reduced product cost, and strengthened the market competitiveness of the products. The Group attaches great importance to environmental emissions standards and considers advanced environmental technologies as the core competitiveness of the Group.

### 研究及開發

本集團持續完善各現有產品的工藝優化和品質提升，針對顏料中間體DATA產品進行綠色工藝開發，採用環境友好的原材料替代原有材料，減少固廢產生，降低成本，提升了產品競爭力。本集團加大對三廢處理工藝的投入，採用電催化氧化工藝減少固廢的產生，在揮發性有機物處理方式上以回收代替處理，降低了整體運行費用。針對環保標準的提升，本集團對現有處理設施進行升級改造，圓滿完成中國政府下達的任務。

本集團將秉承技術是核心競爭力的信念，繼續維持對研發的投入和不懈努力，保持產品的市場優勢，開拓新的增長點。

### 展望

於回顧年內，本集團及時抓住市場機會繼續鞏固現有產品的市場地位，對部份產品進行產能擴充，並不斷改進現有產品的工藝，提升產品質量，降低產品成本，提高產品市場競爭力。本集團高度重視環保排放要求，將先進環保技術視為集團的核心競爭力。



## Management Discussion and Analysis 管理層討論及分析

In 2018, environmental protection supervision continued in Mainland China, which had affected the upstream and downstream suppliers and customers of the Group to a certain extent. As some of our competitors were shut down or suspended, the market supply of DSD Acid, a core product of the Group, was further reduced, which led to the continuous rise in the sales price of DSD Acid during the Review Year. As at the end of February 2019, the sales price of DSD Acid rose to an average of approximately RMB76,000 per ton (excluding tax). The Group sold approximately 2,900 tons of DSD Acid from January to February 2019. As at the end of February 2019, the Group achieved a total unaudited revenue of approximately RMB304.6 million, and the initially calculated unaudited net profit was approximately RMB111.4 million. Looking ahead to 2019, as the overall demands for DSD Acid from the paper and washing industries for terminal application are stable, we are more confident in the Group's performance in 2019.

In early 2019, the Group won the final victory in the anti-dumping lawsuit in Indian government on behalf of its Chinese peers. According to the results of the ruling published by the Indian government, the sunset review of the anti-dumping investigation on the import of DSD Acid from China was terminated, and the anti-dumping duty was no longer imposed on the import of DSD Acid from Mainland China. At this point, the seven-year-long DSD Acid anti-dumping investigation officially met its "sunset". This victory not only represents the Group's fulfillment of social responsibility to seize the ultimate victory on behalf of its Chinese peers, but also enables the Group to further enhance the competitiveness of its core product DSD Acid in the Indian market.

During the Review Year, our environmental protection technology consultancy service gradually gained momentum and began to contribute to revenue and profit. As the environmental protection standards become increasingly stringent and the Chinese government begins to fully implement environmental protection projects, we believe that our environmental protection technology consultancy service will be presented with more opportunities.

二零一八年，國內環保監督持續進行，對本集團上下游供應商及客戶均產生了一定影響。由於部份競爭對手的關停，本集團核心產品DSD酸的市場供給進一步降低，使得DSD酸銷售價格於回顧年內持續升高。截至二零一九年二月底，DSD酸銷售價格上漲至平均每噸約人民幣76,000元（不含稅）。於二零一九年一月至二月本集團銷售DSD酸約2,900噸。截至二零一九年二月末，本集團實現未經審計之收益總額約為人民幣304.6百萬元，初步核算未經審計之純利約為人民幣111.4百萬元。展望二零一九年，由於DSD酸終端應用的造紙及洗滌行業整體需求穩定，我們對集團二零一九年的業績更加充滿信心。

二零一九年初，本集團代表中國同行贏得印度政府反傾銷訴訟的最終勝利。根據印度政府公佈的裁決結果，終止對從中國進口DSD酸的反傾銷日落復審調查，不再對進口原產中國的DSD酸產品徵收反傾銷稅。至此，歷時七年之久的DSD酸反傾銷調查正式「日落」。此次勝利，不僅僅是本集團履行社會責任，代表中國同行取得最終勝利，也使得本集團核心產品DSD酸進一步增強了在印度市場的競爭力。

於回顧年內，我們的環保技術諮詢業務已經逐漸步入正軌，並且開始貢獻收入和利潤。隨著環保標準日益嚴格，以及中國政府開始對環保項目的全面佈局，相信會給我們環保技術諮詢業務帶來更多的機遇。

## Management Discussion and Analysis

### 管理層討論及分析

The Group began to invest in the research and development and manufacturing of iron phosphate, the precursor for new energy anode materials in early 2017, and has broadened its products in the new energy field to include carbon nanotube paste and the precursor for ternary anode materials. During the Review Year, the Group continued to research and develop new production processes for iron phosphate to further reduce production costs, enhance product quality and strengthen the market competitiveness of the products. Looking ahead to 2019, as the iron phosphate industry is affected by the national new energy vehicle policy and downstream customers, the market sales price will continue to fall, leading to a sluggish industry as a whole. The Group will appropriately adjust its strategy according to the current market conditions, focusing on improving the intrinsic competitiveness of its core products for the next stage, and wait for the market to rally. The Group remains confident in the future of the new energy industry as, following new energy vehicles, the energy storage sector will also become an important area of application for iron phosphate products. We believe that with continuous enhancement of product competitiveness through continuous technological improvement, the battery materials business will become an important business segment of the Group in the future.

In the future, we will continue to look for potential acquisitions and mergers and actively explore the overseas markets. In addition to consolidating existing businesses, we will also explore new areas that have synergistic effect with existing businesses and create more value for Shareholders.

### FINANCIAL REVIEW

#### REVENUE AND GROSS PROFIT

In 2018, the revenue and gross profit of the Group amounted to approximately RMB1,515.9 million and approximately RMB524.1 million respectively, representing an increase of approximately RMB268.5 million and approximately RMB161.1 million or 21.5% and 44.4% from approximately RMB1,247.4 million and approximately RMB363.0 million, respectively, in 2017. In 2018, the gross profit margin of the Group was approximately 34.6%, as compared to approximately 29.1% in 2017. The increase in gross profit margin was due to the Group's overall increase in sales prices of products in the second half of 2018, which transferred the adverse impact of higher raw material prices to customers for stable revenue and gross profit.

本集團於二零一七年初開始佈局新能源正極材料前驅體磷酸鐵的研發和生產，並將新能源領域產品擴展至碳納米管導電漿料以及三元正極材料前驅體產品。回顧年內，本集團繼續研發磷酸鐵新生產工藝以進一步降低生產成本，提高產品質量，提升產品的市場競爭力。展望二零一九年，由於磷酸鐵行業受國家新能源汽車政策及下遊客戶影響，市場銷售價格持續走低，行業整體低迷，本集團也根據當前市場情況適當調整戰略，將提升核心產品內在競爭力作為下一階段重點，等待市場回暖時機。本集團對新能源行業未來依然充滿信心，繼新能源汽車之後，儲能領域也將成為磷酸鐵產品的重要應用。我們相信，通過持續技術改進，不斷提升產品競爭力，電池材料業務必將成為本集團未來重要的業務板塊。

未來，我們將會繼續尋找具潛力的收購、兼併計劃，並積極開拓海外市場；在鞏固現有業務的同時，開拓與現有業務具協同效應的新領域，為股東創造更大的價值。

### 財務回顧

#### 收益及毛利

於二零一八年，本集團取得收益及毛利分別約為人民幣1,515.9百萬元及約人民幣524.1百萬元，較二零一七年為約人民幣1,247.4百萬元及約人民幣363.0百萬元分別增加約人民幣268.5百萬元及約人民幣161.1百萬元，或21.5%及44.4%。於二零一八年，本集團毛利率約為34.6%，二零一七年毛利率約為29.1%。毛利率上升的原因為本集團於二零一八年下半年全面提升產品銷售價格，將原材料價格上漲的不利影響傳導至客戶，以取得穩定的收益及毛利水平。



#### NET PROFIT AND NET PROFIT MARGIN

In 2018, the net profit of the Group was approximately RMB222.8 million, representing an increase of approximately RMB86.7 million or 63.7%, as compared to approximately RMB136.1 million in 2017. In 2018, the net profit margin of the Group was approximately 14.7%, as compared to approximately 10.9% in 2017.

#### SELLING AND DISTRIBUTION EXPENSES

In 2018, selling and distribution expenses amounted to approximately RMB48.5 million, representing an increase of approximately RMB5.8 million, as compared to approximately RMB42.7 million in 2017. The increase in selling and distribution expenses was mainly attributable to the increase in the packing expenses and labor costs.

In 2018, selling expenses represented approximately 3.2% of the Group's revenue (2017: approximately 3.4%).

#### ADMINISTRATIVE EXPENSES

In 2018, administrative expenses amounted to approximately RMB132.3 million, representing an increase of approximately RMB10.5 million, as compared to approximately RMB121.8 million in 2017. The increase in administrative expenses was mainly due to the increase in labor costs and research and development costs.

In 2018, administrative expenses represented approximately 8.7% of the Group's revenue (2017: approximately 9.8%).

#### FINANCE COSTS

In 2018, finance costs amounted to approximately RMB22.8 million, representing an increase of approximately RMB7.2 million, as compared to approximately RMB15.6 million in 2017, which was mainly due to the increase in the interest expenses and bank charges during the Review Year.

#### EXCHANGE LOSS

In 2018, exchange loss amounted to approximately RMB17.6 million, representing an increase of approximately RMB11.7 million, as compared to approximately RMB5.9 million in 2017, which was mainly attributable to the significant fluctuation in the exchange rate of RMB against US dollars during the Review Year.

#### 純利及純利率

於二零一八年，本集團錄得純利為約人民幣222.8百萬元，較二零一七年為約人民幣136.1百萬元，增加約人民幣86.7百萬元或63.7%。於二零一八年，本集團純利率約為14.7%，二零一七年純利率約為10.9%。

#### 銷售及分銷開支

於二零一八年，銷售及分銷開支約為人民幣48.5百萬元，較二零一七年約為人民幣42.7百萬元，增加約人民幣5.8百萬元。銷售及分銷開支上升的主要原因是包裝費及人工成本增加所致。

於二零一八年，銷售開支約佔本集團收益的3.2%（二零一七年：約3.4%）。

#### 行政開支

於二零一八年，行政開支約為人民幣132.3百萬元，較二零一七年約為人民幣121.8百萬元，增加約人民幣10.5百萬元。行政開支上升的主要原因為人工成本及研發費用增加所致。

於二零一八年，行政開支約佔本集團收益的8.7%（二零一七年：約9.8%）。

#### 財務成本

於二零一八年，財務成本約為人民幣22.8百萬元，較二零一七年約為人民幣15.6百萬元，增加約人民幣7.2百萬元，主要是於回顧年內，本集團利息支出及手續費增加所致。

#### 匯兌損失

於二零一八年，匯兌損失為約人民幣17.6百萬元，較二零一七年約為人民幣5.9百萬元，增加約人民幣11.7百萬元，主要是於回顧年內，人民幣對美元匯率大幅波動所致。

### INCOME TAX EXPENSES

The PRC subsidiaries of the Company are generally subject to the enterprise income tax at a rate of 25%. In 2018, income tax expenses amounted to approximately RMB86.1 million, representing an increase of approximately RMB41.1 million, as compared to approximately RMB45.0 million in 2017. The increase in income tax expense was mainly attributable to the increase in profit before tax during the Review Year as compared with 2017.

### CASH FLOWS

In 2018, net cash flows from operating activities of the Group amounted to approximately RMB216.7 million, as compared with approximately RMB191.6 million in 2017, representing an increase of approximately RMB25.1 million, which was mainly due to the increase of revenue and profit in 2018 as compared with 2017.

In 2018, net cash flows used in investing activities of the Group amounted to approximately RMB463.1 million, as compared with approximately RMB257.3 million in 2017, representing an increase of approximately RMB205.8 million, which was mainly due to the increase in the expenses on purchasing of machinery and equipment for the new production plant of battery materials and new production line built by Tsaker Chemical (Dongying) Company Limited in 2018.

In 2018, net cash inflows generated from financing activities of the Group amounted to approximately RMB10.0 million, as compared with approximately RMB27.6 million in 2017, representing a decrease of approximately RMB17.6 million, which was mainly due to (i) the repurchase of the Company's shares amounting to approximately RMB11.0 million in December 2018; (ii) the proceeds from the issuance of shares which was approximately RMB93.9 million in 2017; and (iii) a decrease of approximately RMB87.9 million as compared with 2017 in the repayment of funds to related parties.

### 所得稅開支

本公司於中國內地的附屬公司通常須按25%的稅率繳納中國企業所得稅。於二零一八年，所得稅費用約為人民幣86.1百萬元，較二零一七年約為人民幣45.0百萬元，增加約人民幣41.1百萬元。所得稅開支增加主要是由於回顧年內，稅前利潤較二零一七年增加所致。

### 現金流量

於二零一八年，本集團經營活動所得現金流量淨額約為人民幣216.7百萬元，較二零一七年約為人民幣191.6百萬元，增加約人民幣25.1百萬元，主要是因為二零一八年較二零一七年收益及利潤增加所致。

於二零一八年，本集團投資活動所用現金流量淨額約為人民幣463.1百萬元，較二零一七年約為人民幣257.3百萬元，增加約人民幣205.8百萬元，主要是因為於二零一八年彩客化學（東營）有限公司及電池材料新建生產廠房、購置機器設備支出增加所致。

於二零一八年，本集團籌資活動現金流入淨額約為人民幣10.0百萬元，較二零一七年約人民幣27.6百萬元減少約人民幣17.6百萬元，主要是因為(i)於二零一八年十二月購回本公司股份約為人民幣11.0百萬元；(ii)於二零一七年發行股份所得款項約人民幣93.9百萬元；及(iii)向關聯方清償資金較二零一七年減少約人民幣87.9百萬元所致。

#### LIQUIDITY AND CAPITAL STRUCTURE

In 2018, the daily working capital of the Group was primarily derived from internally generated cash flow from operations and bank borrowings. As at 31 December 2018, the Group had (i) cash and cash equivalents of approximately RMB124.3 million, in which approximately RMB75.8 million was denominated in RMB and approximately RMB48.5 million in other currencies (USD, HKD and Singapore dollar) (as at 31 December 2017: approximately RMB359.8 million, in which approximately RMB89.8 million was denominated in RMB and approximately RMB270.0 million in other currencies (USD and HKD)); (ii) restricted cash of approximately RMB20.2 million (as at 31 December 2017: approximately RMB17.9 million); and (iii) interest-bearing bank loans and other borrowings of approximately RMB651.2 million with interest rate of 4.52%-10.84% per annum, in which approximately RMB364.8 million shall be repayable within one year (as at 31 December 2017: approximately RMB194.6 million shall be repayable within one year with interest rate of 3.92%-10.84% per annum). The Group did not have any unutilized banking facilities as at 31 December 2018.

In 2018, the Group did not use any risk hedging instrument or have any borrowing or hedge in its foreign currency investment.

#### Return on equity

In 2018, the return on equity (which is derived by dividing net profit during the Reporting Period by total equity (where total equity is the average beginning and ending balances of total equity)) of the Group was approximately 18.1%, and was approximately 12.9% in 2017, which was due to the significant increase in the net profit of the Group in 2018.

#### GEARING RATIO

As at 31 December 2018, the Group's gearing ratio was approximately 49.3% as compared to approximately 51.0% as at 31 December 2017, which is calculated at interest-bearing bank loans and other borrowings at the end of the period divided by the total equity.

#### 流動資金及資本結構

於二零一八年，本集團日常營運資金的來源主要為內部經營產生的現金流量及銀行借款。於二零一八年十二月三十一日，本集團持有(i)現金及現金等價物為約人民幣124.3百萬元，其中，以人民幣計值約為人民幣75.8百萬元，以其他貨幣(美元、港幣和新幣)計值約為人民幣48.5百萬元(二零一七年十二月三十一日：約為人民幣359.8百萬元，其中，以人民幣計值約為人民幣89.8百萬元，以其他貨幣(美元和港幣)計值約為人民幣270.0百萬元)；(ii)受限制現金約為人民幣20.2百萬元(二零一七年十二月三十一日：約為人民幣17.9百萬元)；及(iii)計息銀行貸款及其他借款約為人民幣651.2百萬元，年利率為4.52%-10.84%，其中約人民幣364.8百萬元須於一年內償還(二零一七年十二月三十一日：約人民幣194.6百萬元須於一年內償還，年利率為3.92%-10.84%)。於二零一八年十二月三十一日，本集團並無未使用之銀行授信。

於二零一八年，本集團無任何風險對沖工具或外幣投資中無任何借貸或對沖。

#### 股本回報率

於二零一八年，本集團的股本回報率(回顧期內純利除以總權益期初及期末結餘的平均數)約為18.1%，於二零一七年約為12.9%，主要是因為二零一八年本集團純利大幅提升。

#### 資產負債比率

於二零一八年十二月三十一日，本集團的資產負債比率(期末的計息銀行貸款及其他借款除以總權益計算)約為49.3%，於二零一七年十二月三十一日約為51.0%。

## Management Discussion and Analysis

### 管理層討論及分析

#### CURRENT ASSETS

As at 31 December 2018, the total current assets of the Group amounted to approximately RMB875.1 million (as at 31 December 2017: approximately RMB977.9 million), primarily consisting of inventories of approximately RMB210.0 million (as at 31 December 2017: approximately RMB115.0 million), trade receivables and notes receivable of approximately RMB254.5 million (as at 31 December 2017: approximately RMB328.2 million), prepayments and other receivables of approximately RMB266.1 million (as at 31 December 2017: approximately RMB157.0 million), cash and cash equivalents of approximately RMB124.3 million (as at 31 December 2017: approximately RMB359.8 million) and restricted cash of approximately RMB20.2 million (as at 31 December 2017: approximately RMB17.9 million).

#### INVENTORIES

Inventories of the Group mainly consisted of raw materials, work-in-progress and finished products. The turnover days for inventories increased from 41 days for 2017 to 59 days for 2018. The increase in turnover days is mainly due to the increase in production volume at the end of 2018 as compared to that of the end of 2017 and the decrease in sales volume at the end of 2018 as compared to that of the end of 2017.

#### TRADE RECEIVABLES AND NOTES RECEIVABLE

As at 31 December 2018, trade receivables and notes receivable of the Group decreased by approximately RMB73.7 million as compared to those of last year.

The turnover days for trade receivables decreased from 71 days for 2017 to 69 days for 2018, which was mainly due to the Group's intensified efforts to collect receivables and the decrease in sales volume at the end of 2018 as compared to the end of 2017.

#### 流動資產

於二零一八年十二月三十一日，本集團的流動資產總額約為人民幣875.1百萬元（二零一七年十二月三十一日：約為人民幣977.9百萬元），其主要包括存貨約為人民幣210.0百萬元（二零一七年十二月三十一日：約為人民幣115.0百萬元）、貿易應收款項及應收票據約為人民幣254.5百萬元（二零一七年十二月三十一日：約為人民幣328.2百萬元）、預付款項及其他應收款項約為人民幣266.1百萬元（二零一七年十二月三十一日：約為人民幣157.0百萬元）、現金及現金等價物約為人民幣124.3百萬元（二零一七年十二月三十一日：約為人民幣359.8百萬元），以及受限制現金約為人民幣20.2百萬元（二零一七年十二月三十一日：約為人民幣17.9百萬元）。

#### 存貨

本集團的存貨主要包括原料、在產品及成品。存貨的周轉天數由二零一七年的41天升至二零一八年的59天，周轉天數升高，主要是因為二零一八年末生產量較二零一七年末增加，以及二零一八年末銷量較二零一七年末下降所致。

#### 貿易應收款項及應收票據

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	186,316	276,438
Notes receivable	應收票據	68,224	51,800
		<b>254,540</b>	<b>328,238</b>

於二零一八年十二月三十一日，本集團貿易應收款項及應收票據較去年減少約人民幣73.7百萬元。

貿易應收款項的周轉天數由二零一七年的71天，下降至二零一八年的69天，主要是因為集團對應收賬款的催收力度加強以及二零一八年末銷量較二零一七年末下降所致。

#### PREPAYMENTS AND OTHER RECEIVABLES

As at 31 December 2018, prepayments and other receivables of the Group increased by approximately RMB109.1 million from approximately RMB157.0 million in aggregate as at 31 December 2017 to approximately RMB266.1 million in aggregate, which was mainly due to an increase in the prepaid equipment and construction costs and prepaid material costs.

#### CURRENT LIABILITIES

As at 31 December 2018, the total current liabilities of the Group amounted to approximately RMB871.5 million (as at 31 December 2017: approximately RMB705.3 million), primarily consisting of trade payables of approximately RMB345.5 million (as at 31 December 2017: approximately RMB369.8 million), other payables and accruals of approximately RMB100.9 million (as at 31 December 2017: approximately RMB126.0 million) and interest-bearing bank loans and other borrowings of approximately RMB364.8 million (as at 31 December 2017: approximately RMB194.6 million).

#### TRADE PAYABLES

The turnover days for trade payables increased from 129 days in 2017 to 130 days in 2018. The turnover days remained stable.

#### OTHER PAYABLES AND ACCRUALS

As at 31 December 2018, other payables and accruals of the Group decreased by approximately RMB25.1 million from approximately RMB126.0 million in aggregate as at 31 December 2017 to approximately RMB100.9 million in aggregate, which was mainly due to the payment of arrears to the third parties during the Review Year.

#### 預付款項及其他應收款項

於二零一八年十二月三十一日，本集團預付款項及其他應收款項合計約為人民幣266.1百萬元，較二零一七年十二月三十一日預付款項及其他應收款項合計約為人民幣157.0百萬元增加了約人民幣109.1百萬元，主要由於預付設備及工程款項，以及預付原材料款項增加所致。

#### 流動負債

於二零一八年十二月三十一日，本集團的流動負債總額約為人民幣871.5百萬元（二零一七年十二月三十一日：約為人民幣705.3百萬元），其主要包括貿易應付款項約人民幣345.5百萬元（二零一七年十二月三十一日：約為人民幣369.8百萬元）、其他應付款項及應計費用約為人民幣100.9百萬元（二零一七年十二月三十一日：約為人民幣126.0百萬元），以及計息銀行貸款及其他借款約為人民幣364.8百萬元（二零一七年十二月三十一日：約為人民幣194.6百萬元）。

#### 貿易應付款項

貿易應付款項的周轉天數由二零一七年的129天增加至二零一八年的130天，周轉天數穩定。

#### 其他應付款項及應計費用

於二零一八年十二月三十一日，本集團其他應付款項及應計費用合計約為人民幣100.9百萬元，較二零一七年十二月三十一日其他應付款項及應計費用合計約為人民幣126.0百萬元減少約人民幣25.1百萬元，主要是由於回顧年度向第三方償還欠款所致。

## Management Discussion and Analysis

### 管理層討論及分析

#### PLEDGE OF ASSETS

As at 31 December 2018, certain of the Group's property, plant and equipment, and prepaid land lease payments with a net carrying amount of approximately RMB223.3 million (as at 31 December 2017: approximately RMB257.5 million) were pledged to secure bank loans and other borrowings granted to the Group.

#### MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENT

There were no material acquisitions, disposals or significant investment of the Group for the year ended 31 December 2018.

#### CONTINGENT LIABILITIES

As at 31 December 2018, the Group did not have any significant contingent liabilities.

#### FOREIGN EXCHANGE RISK

Foreign exchange risk refers to the risk of loss caused by fluctuation in the exchange rate. The foreign exchange risk of the Group is mainly related to its operating activities. Along with the continuous expansion of the scale of its export business, the Group's operations may be affected by the future fluctuation in exchange rates. The Group is closely monitoring the impact of fluctuation in currency exchange rates on the foreign exchange risk of the Group.

The Group currently does not have any hedging policy for foreign currencies in place. However, the Board will remain alert to any relevant risks and, if necessary, consider to hedge any material potential foreign exchange risk.

#### 資產抵押

於二零一八年十二月三十一日，本集團抵押若干賬面淨額約為人民幣223.3百萬元（於二零一七年十二月三十一日：約人民幣257.5百萬元）之物業、廠房及設備、以及預付土地租賃款項以擔保本集團獲授之銀行貸款及其他借款。

#### 重大收購、出售及重大投資

截至二零一八年十二月三十一日止年度，本集團無重大收購、出售及重大投資。

#### 或有負債

於二零一八年十二月三十一日，本集團並無重大或有負債。

#### 外匯風險

外匯風險指因匯率變動產生損失的風險。本集團承受外匯風險主要與本集團的經營活動有關。隨著公司出口業務規模不斷擴大，未來匯率波動可能對本集團經營造成影響。本集團密切關注匯率變動對本集團外匯風險的影響。

目前本集團並無進行外幣對沖政策。董事會監控有關風險，如有需要將考慮對可能產生的重大外幣風險予以對沖。

#### EMPLOYEES AND REMUNERATION POLICIES

The Group has established human resources policies and systems with a view to achieving effective management in all aspects and building a learning-oriented organization by providing motivational rewards through a proper reward system and offering employees various training programs including internal/external training and public courses.

In support of the Group's talent development strategy, we built a talent information system and a succession system in 2017, and completed the preliminary drawing of a talent map using a competency model.

The remuneration package offered to the employees was in line with their duties and the prevailing market terms. Staff benefits, including pension fund, medical coverage, provident funds etc., were also provided to the employees of the Group.

As at 31 December 2018, the Group had 1,694 employees (2017: 1,716).

For the year ended 31 December 2018, the total staff costs of the Group (including salaries, bonuses, social insurances and provident funds) amounted to approximately RMB142.3 million (2017: approximately RMB118.8 million).

#### APPLICATION OF PROCEEDS FROM THE LISTING

Trading of the Shares on the Main Board of The Stock Exchange commenced on 3 July 2015. The net proceeds from the Listing amounted to approximately RMB378.8 million. The proceeds are used for the purposes disclosed in the Prospectus.

Till 31 December 2018, the proceeds of approximately RMB37.9 million, RMB189.4 million, RMB37.9 million, RMB18.9 million and RMB20.6 million have been used as the supplemental working capital, for the expansion of production capacity, for the development of new products, for the rental payment of Phase I and Phase II of Shandong Tsaker Dongao Chemicals Co., Ltd. ("Tsaker Dongao"), and for the purchase of the entire equity interest of Tsaker Dongao, respectively.

#### 僱員及薪酬政策

本集團完成人力資源政策及制度體系搭建，務求從各方面進行有效管理，並通過合理的獎勵制度進行激勵性獎勵，以及為僱員提供各類內、外訓與公開課等培訓計劃，打造學習型集團組織。

為配合本集團人才發展戰略，本集團於二零一七年進行人才信息體系搭建與人才梯隊建設，通過組織勝任力模型，完成人才地圖之初步建設。

本集團向僱員提供之酬金待遇乃按其職務及當時市場趨勢釐定，亦同時向僱員提供僱員福利，包括養老金、醫療保障及公積金等。

於二零一八年十二月三十一日，本集團共有員工1,694名（二零一七年：1,716名）。

截至二零一八年十二月三十一日止年度，本集團的員工成本總額（包括工資、花紅、社會保險及公積金）約為人民幣142.3百萬元（二零一七年：約人民幣118.8百萬元）。

#### 上市所得款項用途

本公司股份於二零一五年七月三日開始在聯交所主板買賣，本集團上市所得款項淨額約為人民幣378.8百萬元，該等款項已按招股說明書中披露的所得款項用途使用。

截至二零一八年十二月三十一日，該等款項中的約人民幣37.9百萬元已用於補充營運資金，約人民幣189.4百萬元已用於擴大產能，約人民幣37.9百萬元開發新產品，約人民幣18.9百萬元已用於支付租賃山東彩客東奧化學有限責任公司（「彩客東奧」）一期和二期的租金，以及約人民幣20.6百萬元已用於收購彩客東奧全部股權。

# Environment, Social and Governance Report

## 環境、社會及管治報告

### CORPORATE PROFILE

#### BUSINESS REVIEW AND CORE VALUE

Since the Group's establishment in 1997, it has been committed to producing the world's leading dyes, agrochemicals, pigment intermediates and other fine chemicals, and was successfully listed on the Stock Exchange in 2015. As of today, it has become one of the industry leaders, and owns the world's largest production base of DSD Acid and DMSS, and one of the world's three largest mononitrotoluene production plant. In order to ensure the stability and quality of its products, the Group has set up its Research and Development Center ("R&D Centre") in Beijing, which strives to continuously innovate and optimize existing green production technologies and products. These have earned the supports of clients all over the world, and maintained desirable long-term cooperative relationships respectively. Tsaker Chemical has taken the pre-emptive opportunities, noticing in advance that environmental protection, innovation and technology are the essential elements of sustainable development. In recent years, the Group has taken the advantage of the Country's enhanced environmental control and manufacturing requirements, and has further solidified its market position.

#### TSAKER CHEMICAL'S VISION

Tsaker Chemical intends to uphold its corporate mission "to build a better world with green technology" through its pursuance of excellence, innovation, integrity, leadership, synergy and social responsibility. The Group's sustainability approach focuses on integrating environmental protection and innovation concepts into its operations, in order to maximize values for the stakeholders and contribute to a sustainable future.

### 企業簡介

#### 業務回顧和核心理念

自一九九七年成立以來，本集團致力生產世界領先的染料、農業、顏料中間體等多種精細化學品，並於二零一五年成功在聯交所上市。迄今，成為行業領導者之一，並擁有全球最大的DSD酸、DMSS的生產廠房，及全球三大一硝基甲苯之一的生產廠房。為能確保其優質產品的穩定性，彩客化學在北京設立研發中心－彩客科技，力求不斷創新及優化現有綠色生產科技及產品，贏得各國客戶的支持，保持與其良好的長期合作關係。彩客化學早著先機，預知環保、創新及技術乃持續業務發展的要素。近年，隨著國家對化工產業在環境管制及工藝要求的提升，本集團順勢而行，進一步鞏固市場地位。

#### 彩客化學的願景

彩客化學持續以追求卓越、創新、誠信、領導力、協作和社會責任的精神，實踐其企業使命：讓綠色科技為世界添彩。本集團的可持續發展方針著重於從運營中融入環保及創新的概念，促進企業綠色發展的同時，為持份者增添價值。





# Environment, Social and Governance Report

## 環境、社會及管治報告

### ABOUT THIS REPORT

Tsaker Chemical Group Limited (the “**Company**” or “**Tsaker Chemical**”, together with its subsidiaries, the “**Group**”) hereby publishes its Environment, Social and Governance (ESG) Report (“**ESG**” Report) and presents its sustainability performance. The report content aims to increase the transparency of the Group’s sustainability strategy, and describe how the Group has achieved steady growth in its performance, by blending in essential elements for sustainable development such as safety and environmental protection through its creativity and professionalism.

### REPORTING STANDARD AND SCOPE

This report has been prepared in accordance with the Environment, Social and Governance Reporting Guide set out in Appendix 27 of the Listing Rules prescribed by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The report covers Tsaker Chemical’s activities from 1 January 2018 to 31 December 2018 (the “**Reporting Period**”). The scope of the report includes the Group’s environmental and social performance in its Beijing headquarter, Tsaker Technology, the Dongguang production plants (Hebei Tsaker dye intermediates manufacturing plant and Tsaker Cangzhou) the Dong’ao production plant. Information on corporate governance will be separately presented in the annual report in accordance with Appendix 14 of the Listing Rules.

### 關於本報告

彩客化學集團有限公司（「**本公司**」或「**彩客化學**」，連同其附屬公司，下稱「**本集團**」）在此發表其環境、社會及管治報告（「**ESG**」報告），披露其可持續發展的表現。本報告內容旨在增加本集團可持續發展戰略的透明度，描述本集團如何透過其創造力及專業，於生產過程中植入安全和環保等可持續發展的重要元素，實現業績穩健增長。

### 報告準則及範圍

本報告乃根據香港聯合交易所有限公司（「**聯交所**」）上市規則附錄二十七《環境、社會及管治報告指引》所編製。本報告涵蓋了從二零一八年一月一日起至二零一八年十二月三十一日止（「**報告期**」）彩客化學的ESG報告範圍涵蓋北京總辦事處、彩客科技、東光生產廠房（河北彩客染料中間體廠房及彩客滄州）及東奧生產廠房的環境和社會表現。企業管治的資料將根據主板上市規則附錄十四於年報中單獨列出。

# Environment, Social and Governance Report

## 環境、社會及管治報告

### STAKEHOLDER COMMUNICATION

The Group places great emphasis on the valuable opinions of all stakeholders regarding the operations and believes that their feedbacks will help the Group to continuously improve the quality of its products and services, which in turn optimizes its corporate management. The Group hopes to transparently communicate with its stakeholders the direction and progress of its sustainable development through a range of diversified communication channels, so that the Group can understand and consider the opinions of all parties to formulate development plans. The communication channels between the Group and its stakeholders are as follows:

### 與持份者的溝通

本集團重視各方持份者對我們在營運上的寶貴意見，深信其回饋有助於本集團不斷改善其產品和服務質素，以及優化企業管理。本集團希望能透過多樣化的溝通渠道，透明地與持份者溝通其可持續發展的方向及進度，讓本集團能瞭解及考慮各方意見，以制定發展計劃。本集團與各方持份者的溝通渠道如下：

Stakeholder group 持份者團體	Communication channel 溝通方式
Community 社區	Donation 捐獻 Community Service 社區服務 Social Media 社交媒體 Sponsor universities' science research 贊助高校科研
Industry Association 業界商會	Interview 訪問 Seminars 研討會
Social Media 媒體	Interview 訪問 Group's Website 集團網站 Social Media 社交媒體
Suppliers 供應商	Site visits 實地考察 Evaluation and assessment 評估及審核 Direct Communication 直接溝通

# Environment, Social and Governance Report

## 環境、社會及管治報告

Stakeholder group 持份者團體	Communication channel 溝通方式
Customers 客戶	Direct Communication 直接溝通 Group's Website 集團網站 Social Media 社交媒體 Satisfaction Survey for Customers 客戶滿意度調查
Employees 員工	Continuous Communication 保持溝通 Performance Appraisals 績效考核 Meeting 會議 Seminars and workshops 研討會及工作坊
Investors 投資者	Face-to-face Meeting and Teleconference 面談及電話會議 Continuous Communication 保持溝通 Investor Relations page in the Group's Website 集團網站的投資者關係分頁 Annual Report, Financial Reports and Announcements 年報、財務報表和公告
Shareholders 股東	General Meeting 大會 Annual Report, Financial Reports and Announcements 年報、財務報表和公告 Direct Communication 直接溝通 Investor Briefing 投資者簡報 Group's website 集團網站
Government 政府	Public consultation 公眾諮詢 Continuous Communication 保持溝通

# Environment, Social and Governance Report

## 環境、社會及管治報告

### MATERIALITY ASSESSMENT

In order to formulate approach for sustainable development and manage associated risks in a more efficient way, the Group's Board of Directors has appointed a third-party environmental consultancy company to identify and discuss sustainable development issues related to the business. The identified environmental and social issues are as follows:

### 重要性評估

為更有效制定可持續發展方針及管理相關風險，本集團的董事會已委派第三方環境顧問公司，以識別及共議與業務相關的可持續發展議題。所識別的環境及社會議題如下：

#### Environmental topics 環境議題

Air pollutant emissions  
大氣污染物排放  
Energy consumption  
能源使用  
Greenhouse gas (GHG) emissions  
溫室氣體排放  
Water consumption  
用水  
Wastewater discharge  
污水排放  
Waste management  
廢棄物管理

#### Social topics 社會議題

Supply chain management  
供應鏈管理  
Quality assurance  
品質保證  
Protection of intellectual property rights  
維護智慧財產權  
Safeguarding customers' privacy  
保障客戶私隱  
After-sale services  
售後服務  
Safeguarding employees' health and safety  
保障員工健康與安全  
Employment and labour practices  
僱傭和勞工常規  
Employees' well-being  
員工福祉  
Training and development  
培訓和發展  
Anti-corruption  
反貪污  
Community investment  
社區投資



# Environment, Social and Governance Report

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### REPORTING THEME

Based on the current development status and business associated topics, the reporting theme of the year is “emphasis on environmentally friendly and safety production, adding colors to the community”.

#### Emphasis on environmentally friendly and safety production

Emphasis on safety and environmental protection (“S&E”) production and sees employees’ safety, energy conservation and emissions reduction as the cornerstone of efficient and high-quality production.

#### Adding colors to the community

Cultivate a team which works on fulfilling corporate social responsibility together, in purpose of making community a better place.

### CONTACT DETAILS

If you have any comments or suggestions upon this report, please contact the investor relations department at the following address:

Building No. 10, 109 Jinghaisanlu, Beijing Economic-Technological Development Area, the PRC

Telephone:  
086-10-56532886

### 報告主題

根據現時的发展概況及與業務相關的議題，本年度的報告主題為「著重安環生產，增添社區色彩」：

#### 著重安環生產

重視安全及環保（「安環」）生產重點，以員工安全、節能減排為高效及高質生產的基石。

#### 增添社區色彩

培育團隊，攜手履行社會責任，讓社區健康，更富色彩。

### 聯絡資料

若閣下對本報告有任何意見或建議，請以下文所載的地址聯絡資本市場部：

中國北京經濟技術開發區經海三路109號院10號樓

電話：  
086-10-56532886

# Environment, Social and Governance Report

## 環境、社會及管治報告

### HIGH QUALITY PRODUCTS

The manufacturing of environmentally friendly and high-quality products depends on the quality of the materials procured and the quality assurance of the products produced. To align with the corporate development direction, the Group has incorporated management approach with environmental protection elements in supply chain management and quality assurance.

### SUPPLY CHAIN MANAGEMENT

While maintaining a stable supply chain, the Group is also required suppliers to match its the corporate development direction. The Group tries its best to procure environmental friendly raw materials to improve products' environmental friendliness and reduce environmental pollution caused during production. Under the framework of the ISO14001:2004 environmental management system, the Group appoints the procurement department to establish a supply chain management system. In addition to the rating of quality, safety and stability of products, production continuity, price, delivery timeframe and service, the Group considers the environmental and social performances as a selection factor. When procuring hazardous chemicals, it is mandatory for manufacturers to obtain valid production and operation licenses to ensure that the quality and source of raw materials fulfil product and regulatory requirements.

The Group emphasizes on providing equal opportunities. Suppliers who are engaged for the first time will be differentiated according to their graded scores, and suppliers that were eliminated due to low scores may make reference to the feedback provided and undergo re-evaluation.

### 高質產品

綠色優質產品的產出取決於所採購物料之品質及對生產產品的品質監控。為配合企業發展方向，本集團已在供應鏈管理及品質保證植入有環保元素的管理方針。

### 供應鏈管理

本集團在維持穩定供應鏈的同時，亦要求供應商符合本集團的發展方向。本集團盡可能選購環保原材料以提高產品的環保性及減少生產過程中所造成的環境污染。在ISO14001:2004環境管理體系的框架下，本集團委派採購部設立供應鏈管理體系。除了對其品質安全性及穩定性、生產連續性、價格、交貨期及服務評分外，亦以其環境及社會表現為選擇要素。在採購危險化學品時強制規定其生產商必須獲得有效的生產及經營許可證，以確保原材料品質及來源符合產品及法規要求。

本集團著重於提供平等機會。首次接觸的供應商將按分數劃分等級，而因分數低被淘汰的供應商可根據所提供的回饋作出改善，重新進行評估。

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

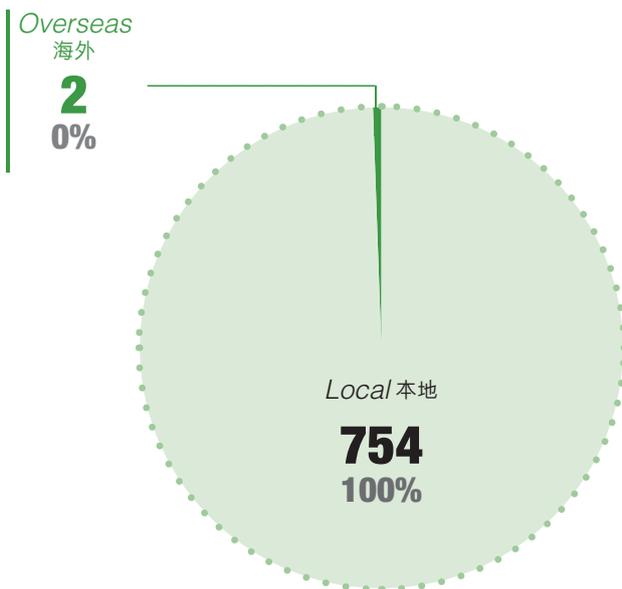
In order to ensure that suppliers with continued cooperation are able to meet the above requirements, and have sound environmental and social performances at the same time, the Group conducts on-site supplier inspections annually, and takes proper monitoring measures and determine the term of cooperation according to the grades assessed. Through the close communication with suppliers, the Group influences and works with suppliers to move towards more environmentally friendly operations.

Considering that a significant amount of carbon will be released when transporting requisite materials, unless specified by its customers, the Group selects to cooperate with local suppliers as much as possible to reduce environmental pollution while promoting local economic development.

為確保持續合作的供應商能符合以上要求的同時，在環境及社會責任上有良好表現，本集團會於每年對供應商進行實地考察，並按照所評等級，採取適當監督措施及決定合作期。本集團藉與供應商緊密的溝通，影響並與供應商共同邁向更環保的運營。

考慮到在運輸所需材料上會排放出大量的碳，除非客戶指定，本集團盡可能選擇與本地供應商合作，減少對環境所產生的污染並同時推動本地經濟發展。

### Suppliers geographical distribution 供應商地理分佈



# Environment, Social and Governance Report

## 環境、社會及管治報告

### QUALITY ASSURANCE

The Group believes that its success and reputation are built on its innovative and professional quality products. Therefore, in addition to searching for suitable raw materials, the Group strictly oversees the quality of its products and provides customers with safe and satisfying products and services.

Tsaker Chemical is dedicated to applying creativity to continuously improve product quality and develop new products. In line with the Group's environmentally friendly production concept, Tsaker's R&D Centre regularly collects wastewater from each premise to analyze the chemical composition, proactively studies the industrial plasticity, and explores the possibility of turning waste into useful resources. In addition, Tsaker's R&D Centre also provides technical support to the Group's strategy development department while analyzing the feasibility of products with the intention to develop and providing product quality testing procedures and guidelines formulated based on the ISO9001:2008 Quality Management System for the experienced quality assurance department of each product across all premises. The Group has a comprehensive range of testing equipment at each premise for the quality assurance department to enhance the accuracy and efficiency of the testing process. For existing products, the Group also continues to develop the possibility of optimizing products for product advancement and maintain competitiveness within the industry.

### 品質保證

本集團認為其成功及口碑建基於其創新及專業的高質產品。因此，除搜羅合適的原材料外，本集團對產品品質嚴格把關，為客戶提供安全及讓其滿意的產品及服務。

彩客化學旨在運用創造力不斷提升產品品質及研發新產品。配合本集團環保生產概念，彩客科技定期向各基地收集廢水，對其化學成份進行分析，積極研究其工藝可塑性，探索轉廢為寶的可能。此外，彩客科技亦為本集團的戰略發展部門提供技術支援、分析有意研發產品的可行性及為各產品及基地的資深測驗部提供根據ISO9001:2008品質管制體系而制定的產品品質檢測程式及指引。本集團在各基地設有一應俱全的驗測設備，為測驗部加強執行質驗的準確性及效率。對於現有產品，本集團亦持續研究優化產品的可能，讓所出產品猶勝從前，保持業內競爭力。



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The Group's ongoing efforts have been well recognized by local governments and professional organizations. As of 31 December, 2018, Tsaker Chemical's research and development and technology have received the following ten awards and certifications:

本集團多年的努力深受當地政府及專業機構的肯定。截至二零一八年十二月三十一日，彩客化學的研發及技術共獲得下列十個獎項及認證：

Awarding Organization 頒授機構	Name of Corporate Award 企業獎項名稱
Cangzhou People's Government 滄州市人民政府	Hundreds of Key Technological Transformation Projects 百項重點技術改造項目
Industry and Information Technology Department of Hebei Province 河北省工業和信息化廳	Industrial Cooperate Development Association Certificate of Hebei Providence 河北省工業企業研發機構證書
Hebei Provincial Department of Science and Technology 河北省科學技術廳	Science Technology Achievements of Hebei Providence 河北省科學技術成果
Industry and Information Technology Department of Hebei Province 河北省工業和信息化廳	Hebei SME Famous Brand 河北省中小企業名牌產品
Hebei Small and Medium-sized Enterprises ("SME") Famous Brand Approval 河北省中小企業名牌審定委員會	
Hebei Administration for Industry & Commerce 河北省工商行政管理局	Well-known Trademark of Hebei 河北省著名商標
China Dyestuff Industry Association 中國染料工業協會	China Dyestuff Century Excellence Corporation Award 中國染料百年優秀企業獎
Hebei Provincial Department of Science and Technology 河北省科學技術廳	Hebei Dye and Pigment Intermediates Engineering Technology Centre Hebei 河北省染料與顏料中間體工程技術研究中心
Hebei Provincial Finance Department 河北省財政廳	
Hebei Development and Reform Commission 河北省發展和改革委員會	
Hebei Provincial Department of Science and Technology 河北省科學技術廳	Technological SME of Hebei Providence 河北省科技型中小企業

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Awarding Organization 頒授機構	Name of Corporate Award 企業獎項名稱
China Petroleum and Chemical Industry Federation 中國石油和化學工業聯合會	2018 China Petroleum and Chemical Industry Top 100 Private Enterprises 2018年中國石油和化工民營企業百強
Hebei Development and Reform Commission 河北省發展和改革委員會	Hebei Provincial Enterprise Technical Centre 河北省認定企業技術中心
Hebei Provincial Department of Finance 河北省財政廳	
State Taxation Administration of Hebei Province 河北省國家稅務局	
Hebei Province Local Taxation Bureau 河北省地方稅務局	
ShiJiaZhuang Customs District People's Republic of China 石家莊海關	

In addition to the quality of its products, the Group also takes safety and environmental friendliness concerns into consideration when selecting packaging materials in order to focus on environmental protection while ensuring product safety. The packaging materials used in the Group's Dongguang production factory are mainly paper material, plastic, wood and rattan. The Group purchases reusable packaging materials for short-distance transportation of products within premises to avoid wasting resources and reduce waste generation. When packing products, in addition to following customers' and industrial requirements, the Group also ensures that the materials are durable. On one hand, this measure prevents any leakage of product. On the other hand, it considers that product quality will not be affected due to expiry during storage or hoarding.

除產品自身的品質外，本集團亦在選購包裝材料時考慮到各種涉及安環的問題，務求注重環保之餘，亦可確保產品的安全性。本集團的東光生產廠房所使用包裝材料主要為紙質類物料、塑膠、木和藤。本集團會購入可重用的包裝材料以供在廠房內短距運輸產品之用，以免浪費資源及減少產生廢棄物。在包裝產品時，除了依據客戶及業內要求包裹外，亦確保物料堅固。一則以免產品洩漏，二來考慮客戶在保存或囤積產品時不會因期限而影響其品質。

Packaging Material	包裝材料	2018	2017*
Total Packaging Material (tonnes)	包裝材料總量 (噸)	2,021	1,523
Amount of Recycled and Reused Package Material (tonnes)	回收及回用的包裝材料數量 (噸)	178	-
Recycled and Reused Percentage	回收及回用百分比	9%	-

\*Note: The Group has improved the relevant data collection system during the Reporting Period and therefore, there is a relatively significant difference from the data

\*註：本集團在本報告年度完善相關資料統計系統，故此，資料相比下有明顯的偏差



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Maintaining the hygiene of the factories is also one of the necessary elements to ensure the product quality. Therefore, each production area is cleaned twice a day to keep the premises tidy and clean.

#### PROTECTING INTELLECTUAL PROPERTY RIGHTS

In its vision of pursuing integrity, the Group considers the importance of protecting intellectual property rights and customer privacy, and formulates relevant policies and guidelines in accordance with the local laws and regulations. The Group strictly requires employees to follow these policies to manage and protect the proprietary technology of the Group and its stakeholders' information to support its commercial interests and confidentiality.

#### SAFEGUARDING CUSTOMER PRIVACY

The Group respects the privacy of each stakeholder, when negotiating with suppliers, customers or partners, the Group signs a confidentiality agreement to safeguard the interests of all parties. In addition, the Group also requires all employees to collect only the necessary personal or commercial information from customers and carefully process the information to ensure that the information is not leaked.

#### AFTER-SALE SERVICES

The steady growth of the business stems from the trust and support of customers. Therefore, the Group places high emphasis on the importance to good relations with customers. In order to ensure customer satisfaction, customer service personnel will keep in touch with customers after product delivery and provide them with customer satisfaction surveys and collect opinions to improve services. According to the survey conducted during the Reporting Period, we did not receive any dissatisfaction with the products and services, and all products have received a score of over 95 (out of 100), maintaining the reputation of high-quality products and services within the industry.

保持廠房的衛生亦是確保產品品質不可或缺的條件之一。故此，各車間每天均進行兩次的清潔，保持廠房整潔。

#### 保護知識產權

在堅持誠信的願景中，本集團考慮到保護知識產權及客戶私隱的重要性，並按照當地法律及規例制定相關政策及守則。本集團嚴謹規定員工遵循該等政策，處理及保護本集團的專有技術及持份者的資料，以支援其商業權益及機密。

#### 保障客戶私隱

本集團尊重各持份者的私隱，在與供應商、客戶或合作夥伴協商時均簽訂保密協議，以保障各方利益。此外，本集團亦要求所有員工僅向客戶收集有需要的個人或商業資料，並會將資料謹慎處理，以確保資料不被外泄。

#### 售後服務

業務的穩定增長，源於客戶的信任和支援。因此，本集團十分重視與客戶的良好關係。為確保客戶滿意度，客戶服務人員會於產品交付後與客戶保持聯繫並向其提供客戶滿意度調查表，收集意見以完善服務。根據年內調查，並無接獲對產品及服務不滿的意見，所有產品的評分均獲得高於95分（滿分為100），維持業內高質產品及服務的美譽。

## Environment, Social and Governance Report

### 環境、社會及管治報告

To efficiently handle customers' enquiries, the Group has established a complaint handling and product recall process. In case of any aftersales complaints on the product, the Group will take the product to the quality assurance department for inspection. If the investigation result shows that the incident was the Group's fault, relevant department(s) will arrange product recall and will produce a new batch of the products for the customers within the negotiated timeframe. In order to avoid repeated mistakes, the Group will also use the complaints as case studies to discuss and improve the production assurance process and responsive measures to improve product and service quality. Through the Group's efforts in the overall quality of its products and services, there was no product recalled due to safety and health issues during the Reporting Period.

#### SAFE AND ENVIRONMENTALLY FRIENDLY PRODUCTION

As a responsible chemical corporate, in addition to cautious day-to-day oversight and operation, it is also necessary to protect the health and safety of employees and the environment. The Group values the safety and environmentally friendliness during production. In order to comply with local requirements and enhance the implementation of relevant measures, Tsaker Chemical has established a safety and environmental protection ("S&E") department at each premise. Its main roles are to hold weekly meetings with production staff and responsible personnel, provide measures or feedbacks on safe and environmentally friendly production, and understand and communicate the latest relevant policies for sooner implementation. The establishment of the S&E department will ensure that the Group is responsible for its employees and the environment throughout operation, and will also reduce the risks of production efficiency caused by human and environmental factors.

為能有效率地對處理客戶的訴求，本集團已制定投訴處理及產品回收流程。如有任何產品售後投訴，本集團將抽取產品到質檢部進行檢驗。如調查結果指出事件為本集團的過失，相關部門將會安排產品回收，並會在洽談的時限內為客戶重新製造產品。為避免重複犯錯，本集團亦會將投訴事件用作案例分享，以商討完善生產驗測工序及應對措施，改進產品質量及服務品質。通過本集團在產品與服務的整體質素上所施的努力，在報告期間，並沒產品因安全與健康問題而須回收。

#### 安環生產

作為有負責心的化工企業，除了日常仔細的監管及操作外，亦要以保障員工及環境的健康與安全為己任。本集團的生產以安環為重點。為符合當地要求及增強相關措施的執行性，彩客化學已在各基地設立安環部。其主要工作為與各生產管理人員及負責人進行每週會議並提供有關安環生產的方案或回饋，並瞭解和傳達最新相關政策並儘早實行。安環部的落成能確保本集團在運營上對員工及環境負責之餘，亦降低因人為及環境因素對生產效率所帶來的風險。

#### SAFETY

The Group's daily operations involve chemical processing and mixing procedures. Pursuing the principle of "prevention for safety", the Group has implemented adequate safety measures across all premises in accordance with local fire and GB/T28001-2011 occupational health and safety management system, providing employees with a safe and secure workplace.

#### Managing dangerous chemicals

The Group develops and conducts strict supervision on the safety management system from the aspects of storage, loading and unloading, transportation, and handling. To prevent the danger caused by chemical reaction, hazardous chemicals are classified and stored separately. In addition, Cangzhou's liquid hazardous chemical handling procedures are supervised by responsible personnel to ensure its safe transportation to the premise. The Group also provides employees with regular drill trainings on the hazardous chemicals handling to reduce the risk of injury to employees due to misuse. The above helps the Group to safely use and dispose of dangerous goods during production, and reduce the impact on employees and environment due to issues such as misuse and leakage.

#### Instilling safety knowledge

Each employee has to be instructed by a qualified staff member for a three-month probationary period. During this period, the employee has to follow the guidance of qualified staff as the first lesson in safe production. Upon successful completion of assessment, employees are required to attend regular safety courses and examinations arranged and undertake annual physical examination to ensure that their operational knowledge and physical condition are sufficient to safeguard their occupational safety and cope with the arranged assignments.

#### 安全

本集團的日常運作包括對化學物處理及混合程序。奉行「安全第一，預防為主」的原則，本集團已在各基地根據當地消防及職業健康及GB/T28001-2011安全管理體系要求，實行充足的安全措施，為員工提供能安心工作的場所。

#### 管理危險化學物

本集團從儲存、裝卸、運輸、及使用等環節制定安全管理制度並進行嚴格監管。為防止造成因化學作用而產生的危險，危險化學物均進行分類和分區獨立存放。另外，滄洲的液體危險化學物裝卸程序均有負責人監管，確保其安全傳輸至基地。本集團對員工亦定期進行有關危險化學物使用的培訓，降低員工因誤用而受傷的風險。以上有助本集團在生產時能安全地使用及處理危險品，減低因誤用和洩漏等問題對員工及環境所產生的影響。

#### 灌輸安全知識

每名員工在入職時必需通過由合資格的職員指導下，為期三個月的試用期。期間，職員必須依從合資格的職員的指引工作，作為安全生產的第一課。成功通過考核後，員工須定期進行所編排的安全課程及考試和進行年度體檢，以確保其操作知識及身體狀況足以保障自身職業安全及應付所安排的工作。

## Environment, Social and Governance Report

### 環境、社會及管治報告



Safety literary show organized in Dongguang premise  
在東光廠房舉辦的安全文藝匯演

The Group also encourages employees to participate in safety promotion activities on site or in district in addition to undergoing relevant training, so that employees can learn and communicate in a more vivid way while enhancing the Group's overall safe production awareness and promoting a safe production community. Internally, the Group has organized a number of activities, including safety literary shows, safety knowledge competitions and emergency rescue competitions. These activities allow employees to enhance safety awareness, and strengthen employees' cooperation and interaction. Externally, the Group actively participated in the *Safe Production Month Program, Hekou District 2018* during the Reporting Period. According to the theme of "Prioritize your life, Safe Development", the Group held a number of safety-promoting activities and brought the concept of safe production to the community.

本集團亦鼓勵員工在接受相關培訓之餘，在廠房或區內參與安全宣傳活動，讓員工能通過更生動的方式學習及交流，提升本集團整體安全生產意識及宣導安全生產社區。對內，本集團已舉辦多項活動安全文藝匯演、安全知識競賽活動及應急救援比賽。此等活動除讓員工提高安全意識外，也加強員工的合作及互動。對外，本集團積極參與報告期內《河口區2018年「安全生產月」》，並跟據「生命至上·安全發展」安全月主題，進行多個宣傳安全活動，並將安全生產的概念帶到社區。



Fire drill organized in Dong'ao premise  
在東奧廠房進行的火警演習

#### Setting up preventive measures

In the premises' production site, the Group has adopted a series of dust-proof and noise control measures to protect employees' occupational health and safety while reducing the impacts on the surrounding environment. Each production premise has also established a maintenance department to carry out daily inspections and maintain equipment to ensure its normal operation and reduce accidents caused by mechanical failures.

The Group distinguishes the production sites areas using color codes in accordance to the potential risks at each premise, and clearly instructs these along with the safety guidelines within the plants to remind employees to pay extra attention and wear appropriate personal protective equipment. On top of that, the Group cooperates with the local fire brigade to ensure that each plant has sufficient firefighting equipment and escape routes in accordance with the local fire protection requirements, and conducts regular chemical leakage and fire drills to enhance employees' coping ability in case of such accidents and to minimize the impact. Besides, the Group also built emergency ponds in each premise to deal with fire accidents in order to meet local safety requirements.

#### 設立防患措施

在基地的生產區域，本集團已採取一系列防塵及防噪音的措施，在保障員工職業健康及安全的同時，減低對周圍環境的影響。各生產基地亦設有維護部，進行日常巡視及保修設備以確保其正常運作及降低因機件故障而發生的意外。

本集團在各生產基地根據潛在的風險以顏色劃分區域，並在基地各處連同安全指引清楚標示，提醒員工需在該處額外留神及配戴適當的個人防護設備。此外，本集團與當地消防隊合作，除了確保各基地根據當地消防要求設有足夠的消防設備及逃生路線，亦會定期進行化學物洩漏及火災預演，提高員工在遇到此等意外時的應對能力，以將影響減至最低。其次，為符合當地安全要求，本集團亦在各廠房建設應急池，應付火警意外。

# Environment, Social and Governance Report

## 環境、社會及管治報告

### Automated production

To reduce employees' occupational risks and improve production efficiency, the Group is committed to developing the feasibility of automated production processes. The Dong'ao production plant has adopted an advanced automated system to monitor the entire production process and identify any failures. Other than manual maintenance, the production line does not require manual operation, which greatly improves the stability of product quality and the operational safety. The Group will continue to explore the possibility of automated operations at other premises to enhance overall production safety and efficiency.

Under the Group's sound safety management, there were no cases of work-related injury or fatality during the Reporting Period, achieving the goal of safe production and zero injury or fatality.

### ENVIRONMENTAL PROTECTION

As a member of the chemical industry, the Group recognizes the pertaining environmental risks. Other than operating in accordance with the national environmental laws and regulations, the Group has integrated green technology into production, aiming to reduce pollution, lower emission, and utilize resources, prioritizing the minimization of impacts on the environment and natural resources.

### 自動化生產

為減低員工的職業風險及提高生產效率，本集團致力研究將生產程式自動化的可行性。東奧生產廠房已採用先進的自動化系統，監測整個生產流程及識別任何故障。除需人手進行維修工作外，生產線已不需人手操作，大大提升產品品質的穩定性及作業的安全性。本集團將繼續在其他基地探索自動化操作的可能性，以加強整體生產安全及效率。

在本集團良好的安全管理下，本報告期間並無任何因工作而受傷或死亡的案件，實現安全生產及零傷亡的目標。

### 環保

作為化工產業的一員，本集團意識其運作潛在的環境風險。除根據國家的環境法律及條例合規運作外，本集團已在生產上運用綠色科技，致力減污、減排及善用資源，以對環境及天然資源影響最少化為運營重點。





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

### Environmental policy

To regulate daily environmental practices, the Group follows the international standards of ISO14001: 2004 Environmental Management System to stipulate environmental policies and conducts green operation under the guidance of the S&E department. The environmental policies are summarized as follows:

- Strictly comply with the national environmental laws and regulations;
- Carry out operational guidance established based on the international standards;
- Collect relevant information to finding areas of improvements with the assistance of the environmental audit team
- Explore feasible green technology to reduce environmental impact; and
- Provide environmental trainings for employees and uphold an environmental mind-set for daily operation.

The Group's major environmental footprints are energy consumption, greenhouse gas (GHG) emissions, air pollutant emissions, water consumption, wastewater discharge and the generation of hazardous and non-hazardous wastes.

### 環境政策

為規範日常環保作業，本集團根據所獲的國際標準 ISO14001：2004 環境管理體系，制定環境政策，在安環部的引導下實行綠色運營。環境政策概述如下：

- 嚴格遵守國家的環境法律及規例；
- 執行根據國際標準制定及操作指引；
- 由環境審計小組從旁協助，收集相關資料以劃定改善範圍作出改進；
- 發掘可行的綠色科技以降低環境影響；及
- 為員工提供環境培訓並持環境意識執行日常工作。

本集團主要的環境足跡為能源使用、溫室氣體排放、大氣污染物排放、用水、污水排放及有害及無害廢棄物產生。

# Environment, Social and Governance Report

## 環境、社會及管治報告

### Energy consumption and greenhouse gas (“GHG”) emissions

The majority of the Group's energy consumption includes the electricity in all premises, the natural gas and coal in the Dongguang production plant, and the natural gas and purchased steam in the Dong'ao production plant. The use of natural gas and coal contributes to direct GHG emissions, while the use of electricity and purchased steam contributes to indirect greenhouse gas emissions. In the face of global warming caused by GHG, the Group advocates energy conservation and emission reduction. Employees must work with the energy system within operations to use energy efficiently.

In term of electricity consumption, employees must follow the electricity management guidelines to avoid wastage. They are summarized as follows:

- Centralize production approach on major power-consuming equipment to reduce electricity consumption of each unit;
- Gradually switch to high efficiency and energy-saving facilities in operation areas;
- Carry out regular patrols and maintenance to ensure equipment's proper operation;
- Turn off idling machines;
- Report electricity consumption to the environmental audit team by the end of each month; and
- Encourage all departments to make new electricity-saving suggestions.

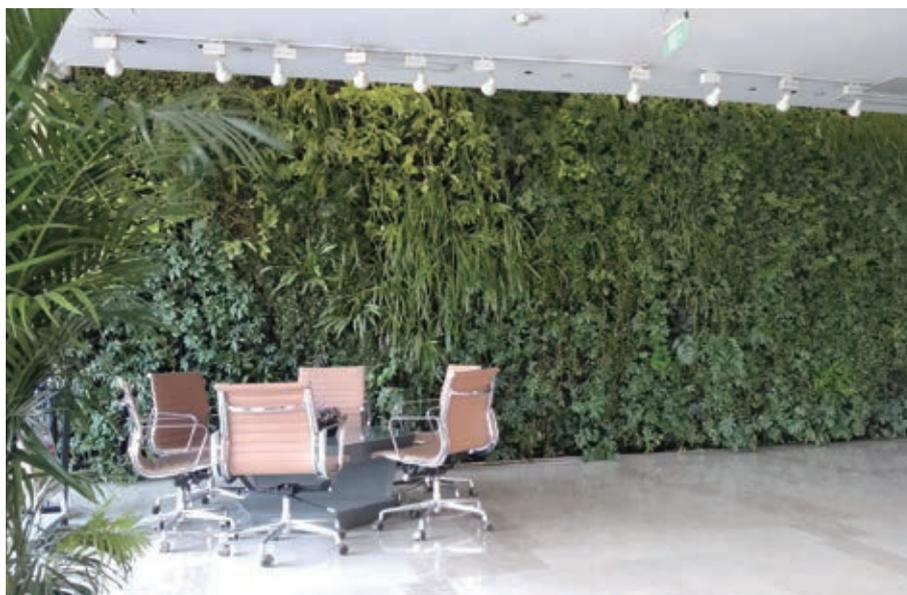
### 能源使用及溫室氣體排放

本集團的能源使用主要為各基地的電、東光生產廠房的天然氣和煤炭及東奧生產廠房的天然氣及外購蒸汽。天然氣及煤炭的使用引致直接溫室氣體排放，而電及外購蒸汽的使用則引致間接溫室氣體排放。面對因溫室氣體而導致的全球暖化問題，本集團宣導節能減排。員工須在營運中配合能源制度，高效地使用能源。

在用電方面，員工需遵循用電管理指引，避免浪費。其概述如下：

- 對重大耗電設備集中生產，降低每生產單位的電耗；
- 在車間作業區內，逐步改用高效節電設備；
- 定期巡視及維修確保設備正常運作；
- 禁止設備空轉現象；
- 月末向環境審計小組匯報用電量；及
- 鼓勵各部門提出節電新建議。

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



The lobby in Tsaker's R&D Centre office uses glass walls and green wall to create a green working environment

彩客科技辦公樓採用落地玻璃及植物牆，打造綠色工作環境

The office building of Tsaker's R&D Centre considers environmentally friendly elements during construction. To efficiently utilize natural light, all the windows built are glass walls façade for reducing electricity consumption from lighting fixtures. Moreover, the building also uses energy-saving lighting fixtures to reduce electricity consumption and lower emissions. The Group installed a green wall in the lobby to improve indoor air quality and shape a comfortable working environment for the employees.

彩客科技的辦公樓在建築時已考慮環保元素。為有效利用自然光，所建窗戶均為落地玻璃，以減低燈具的耗電。此外，樓內亦選用節能燈具，節省用電，減低排放。本集團在大堂內設置植物牆，改善室內空氣質素，為員工營造舒適的工作環境。

## Environment, Social and Governance Report

### 環境、社會及管治報告

In the production line, to avoid the increase of electricity consumption by machines due to deterioration, the Group regularly renews outdated machines in accordance with energy ratings. In the Reporting Period, the Group has replaced 3 more energy-efficient machines in the Cangzhou and the Dong'ao production plant, resulting in a reduction of 32%, 60% and 27% of electricity respectively, compared to the original models.

In terms of coal, the Dongguang production plant firstly uses the previously purchased coal to prevent it from turning old and affecting its performance. As the Dong'ao production plant has switched to using natural gas and purchasing steam as the energy source, and the Dongguang production plant has gradually switched to using natural gas for energy, the emissions of GHG have decreased significantly compared to the previous use of coal as the main energy source, hence reducing the environmental impacts. Same as monitoring electricity consumption, the usage of coal and natural gas is summarized weekly and reported to the environmental audit team to review the consumption and performance for achieving resource utilization.

Because of the Group's sound management in energy consumption, the energy intensity is decreased by 12% as compared to the same period last year. The efficient use of energy has benefited the Group to reduce carbon emissions. In the Reporting Period, the direct GHG and indirect GHG emission have reduced by 18% and 24% respectively, compared to the same period last year.

在生產線上，為不因機器變舊原故而增加耗電，本集團按照能源級別定期更換淘汰機器。在報告期間，本集團在彩客滄洲及東奧生產廠房更換三台更節能的機器，比原來的型號分別節省32%、60%及27%的電。

在用煤炭而言，東光生產廠房優先使用先前所購入的煤炭，以免煤炭變舊影響其表現。由於現時東奧生產廠房已改用天然氣及外購蒸汽作能源，而東光生產廠房則逐步改用天然氣作能源，所排放的溫室氣體已較之前使用煤炭為主要能源時大幅減少，因此降低對環境的影響。與電用量監管一致，所用的煤炭及天然氣數量會於每週結算，呈交環境審計小組，監察用量及表現，以達致資源化。

由於本集團在能源使用方面的妥善管理，能源密度較去年同期已降低12%。能源的高效利用亦為本集團減低碳排放。本報告年度的直接溫室氣體及間接溫室氣體排放密度較去年同期分別減少18%和24%。

Energy consumption	能源使用	2018	2017
Electricity (MWh)	電 (兆瓦時)	49,223	53,374
Coal (tonnes)	煤炭 (噸)	72,502	82,780
Coal (MWh)	煤炭 (兆瓦時)	397,282	453,601
Natural Gas ('000 m <sup>3</sup> )	天然氣 (千立方米)	14,712	7,359
Natural Gas (MWh)	天然氣 (兆瓦時)	159,099	79,577
Steam (tonnes)	蒸汽 (噸)	25,576	-
Steam (MWh)	蒸汽 (兆瓦時)	19,860	-
Total Energy Consumption (MWh)	總能源用量 (兆瓦時)	625,464	586,552
Energy Intensity (total energy consumption/M' RMB Revenue)	能源密度 (總能源用量 / 百萬人民幣收入)	412	470

## Environment, Social and Governance Report

### 環境、社會及管治報告

GHG emissions	溫室氣體排放	2018	2017
Direct GHG emission (tCO <sub>2</sub> e)	直接溫室氣體排放 (噸二氧化碳當量)	40,250	40,389
Indirect GHG emission (tCO <sub>2</sub> e)	間接溫室氣體排放 (噸二氧化碳當量)	35,709	38,712
Total GHG mission (tCO <sub>2</sub> e)	總溫室氣體排放 (噸二氧化碳當量)	75,959	79,101
Direct GHG Emission Intensity (direct GHG emission/M' RMB Revenue)	直接溫室氣體排放密度(直接溫室氣體排放/百萬人民幣收入)	27	32
Indirect GHG Emission Intensity (indirect GHG emission/M' RMB Revenue)	間接溫室氣體排放密度(間接溫室氣體排放/百萬人民幣收入)	24	31
GHG Emission Intensity (total GHG emission/M' RMB Revenue)	溫室氣體排放密度(總溫室氣體排放/百萬人民幣收入)	50	63

#### Air pollutant emissions

The air pollutant emissions of the Group's operation is mainly attributable to the release of nitrogen oxide ("NOx"), sulfur oxide ("SOx") and particulate matters ("PM") from burning coal in the Dongguang production plant and using natural gas in all production plants. To prevent environmental pollution caused by air pollutant emissions, the Group has set up coal procurement guidelines and smoke handling and monitoring equipment in all premises, in order to ensure the emission of smoke is far below the emission standards.

The procurement guidelines states that the premises should procure low sulfur content coal to reduce SOx emissions. Emitted smoke goes through treatment equipment to undergo denitrification, desulfurization and dust removal, and is discharged after the removal of over 90% air pollutants. Emitted smoke also undergoes real time monitoring for sampling to ensure its compliance.

#### 大氣污染物排放

本集團運營的大氣污染物排放主要源自於東光生產廠房的煤炭使用及各生產廠房的天然氣使用所排放的氮氧化物、硫氧化物及粉塵。為避免因空氣排放而對環境造成污染，本集團在該基地已設立煤炭採購指引、煙氣處理及線上監測設備，確保所排放的煙氣遠低於排放標準。

其採購指引列明基地該採購低硫含量的煤炭，以降低硫氧化物的排放。所排放的煙氣將通過處理設備，進行脫硝、脫硫及除塵，除去高於九成的大氣污染物後排出。所排的煙氣亦會實時上傳，並進行抽驗以確保其合規性。

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Other than that, the Group is also dedicated to investing in cleaner energy source for production. Besides using natural gas and purchasing steam to replace coal as the energy source in the Dong'ao production plant since last year, the Group has also renovated the Dongguang production plant progressively during the Reporting Period. For instance, the two-existing coal-fired boilers had been converted into natural gas boilers, which were piloted in September and launched in November to reduce air pollutant emissions by half. The Group plans on transforming the two remaining boilers as to move forwards the harm-free target.

In Tsaker Cangzhou, the Group had dismantled the incinerator used to treat certain hazardous waste due to the application of new technology resulting a reduction of certain waste generation. Meanwhile, it lowered the emissions of air pollutants.

除此之外，本集團亦致力投入清潔能源作生產。除了於去年開始在東奧生產廠房改由天然氣及外購蒸汽取代燃煤作能源，本年亦在東光生產廠房進行逐步改建。其中，已將原先兩台的煤炭鍋爐改造成天然氣鍋爐，在九月份試行，並在十一月投產，將本來的大氣污染物排放減半。本集團計劃將於兩年內把剩餘兩台鍋爐改造，向無害化目標進發。

而在彩客滄洲，本集團因新工藝的應用，減少部份危廢的產生，已於本報告期間將原來用作處理該危廢的焚化爐拆除，同時亦降低大氣污染物排放。

Air pollutant emissions	大氣污染物排放	2018	2017
NOx emissions (tonnes)	氮氧化物 (噸)	113	147
NOx emissions intensity (NOx emissions/ M' RMB Revenue)	氮氧化物排放密度 (氮氧化物 排放 / 百萬人民幣收入)	0.075	0.117
SOx emissions (tonnes)	硫氧化物 (噸)	107	143
SOx emissions intensity (SOx emissions/ M' RMB Revenue)	硫氧化物排放密度 (硫氧化物 排放 / 百萬人民幣收入)	0.071	0.115
PM emissions (tonnes)	粉塵 (噸)	17	13
PM emissions (tonnes) (PM emissions/ M' RMB Revenue)	粉塵排放密度 (粉塵排放 / 百萬人民幣收入)	0.011	0.010

After the Group's implementation of various emissions reduction measures, NOx and SOx emissions intensities had reduced by 36% and 38% as compared to the same period last year respectively. Although the emissions of PM increased slightly, it was assured that the emissions did not exceed the emission standards in the Reporting Period. Tsaker Chemical will continue to explore feasible emissions reduction measures to constantly reduce impacts on the environment.

在本集團實行各種減排措施後，較上年同期分別減少36%的氮氧化物及38%硫氧化物排放密度。雖然煙塵的排放略有上升，但於報告期內已確保排放量不超過排放標準。彩客化學將繼續探究可行的減排措施，持續減低對環境的影響。

# Environment, Social and Governance Report

## 環境、社會及管治報告

### Water consumption and wastewater discharge

The Group consumes a considerable amount of water during production and recognizes water as an important natural resource and hence, establishes water using guidelines for all premises to follow in order to efficiently utilize water resources. These include:

- Perform regular maintenance inspection to ensure that the machines do not drip;
- Notify maintenance department to repair immediately in case of discovered damage and leakage;
- Collect cleaning water used on-site to treat in the wastewater treating facility;
- Report water consumption and wastewater amount to the environmental audit team each month; and
- Encourage employees to actively participate in water-saving activities to increase water reduction awareness.

The main water source comes from the local government municipal department; therefore, there is no issue in sourcing water.

### 用水和廢水排放

本集團在生產過程中需大量用水，亦意識水為一重要天然資源，固因而制訂的用水指引，供各廠房跟從，務求有效地盡用水資源。其中包括：

- 維修技工須定期巡視，確保機械並無溢水現象；
- 如發現有損壞漏水的情況及時通知維修部進行維修；
- 收集廠內清潔用水並需於污水處理設施處理；
- 每月向環境審計小組彙報用水及廢水量；及
- 鼓勵員工積極參加節約用水活動，增強節約用水自覺性。

由於水源主要來自市政府服務部門，因此在求取適用水源方面並無問題。

Water Consumption	用水	2018	2017
Water Consumption (m <sup>3</sup> )	水用量 (立方米)	1,654,323	1,276,251
Water Intensity (water consumption/ M' RMB Revenue)	用水密度 (水用量 / 百萬人民幣收入)	1,091	1,023

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Wastewater discharged by the Group is derived into industrial wastewater and domestic sewage. If it is directly discharged without treatment, the wastewater would lead to ecological and environmental impacts such as soil and water source pollution. In view of this, the Group has obtained the relevant wastewater discharge licenses and appoints an environmental protection company to take charge of each premises' wastewater handling facility, including wastewater treatment facility and online monitoring equipment, while conducting regular inspections to ensure that the treated wastewater meets the local emission standards prior to discharge.

本集團所排放的廢水分為工業廢水及生活污水。如不對其進行處理直接排放，將對生態環境造成影響，如土壤及水源污染。有見及此，本集團除取得相關廢水排放許可證外，已委派環保公司，負責在各廠房的廢水處理工程，包括設立污水處理設施及線上監測設備，並定期進行檢查，保證經處理的廢水達當地排放標準後方可排出。

Wastewater	廢水	2018	2017
Wastewater quantity (m <sup>3</sup> )	廢水量 (立方米)	689,954	601,210

To optimize water resource, the Group has set up rainwater harvesting facilities and impermeable system in each premise. The collected rainwater and surface water will directly enter the built rainwater and sewerage diffidence system for treatment, and will be used for industrial cooling and irrigation purposes after treatment. Excess water due to the limited storage space is also ensured to discharge with compliance, reducing the associated environmental impacts. In the Reporting Period, the Group has reused 130,167 m<sup>3</sup> of water, which is attributed to 7.3% of the total water consumption.

為善用水資源，本集團在各廠房建立雨水收集設施及防滲系統。所收集的雨水及地表水將直接進入所建的雨污分離設施進行處理，事後用作工業冷卻及澆水之用。因存放空間不足而多出的水，亦將確保其合規排放，減少相關的環境影響。在報告期間，本集團共重用130,167立方米的水，佔整體水用量的7.3%。

#### Waste management

The Group's waste mainly includes hazardous waste, industrial waste and domestic waste, etc. To further promote an environmentally friendly production, the Group has upheld the principle of "utilize resources and reduce contamination" and has been committed to optimizing resource and reducing waste during operational processes.

#### 廢棄物管理

本集團的廢棄物主要包括有害廢棄物、工業廢棄物及生活垃圾等。旨在進一步宣揚環保生產，本集團對於廢棄物管理一直堅持著「資源化、無害化」的原則，承諾在運營過程中善用資源，減少浪費。





#### Hazardous Waste

If hazardous waste produced is not handled properly during business operation, it could potentially harm the environment and ecology as well as releasing harmful gases to impact human health. Thus, the Group takes a proactive attitude to strictly monitor, properly handle and reduce various hazardous waste, such as industrial oil waste, sludge, coal cinder, etc., as a way to lower the risk of accidental spill and leakage.

To reduce the production of hazardous waste, the Group's Dongguang production plant has increased the inspection frequency to lower the destruction rate of operating equipment and thereby reduce the amount of oil needed for repairing machines. The Group also collects and recycles the coal cinder/ash produced from burning to minimize waste.

The Group has invested resources in the proper handling of hazardous waste. The Group follows the legal requirements to set up dangerous goods storage warehouses in each premise to store waste and appoints qualified contractors and dangerous waste handling company for collection. The Group has installed a new dangerous goods storage warehouses in the Dong'ao production plant to properly segregate and store different wastes. As a means to increase the efficiency of handling hazardous waste, the Group has assembled an incinerator in the Dong'ao production plant, capable of processing up to 60 tonnes of liquid hazardous waste, enabling the plant to fulfil the local environmental protection requirements to handle hazardous waste within the site.

In order to raise employees' awareness of the crisis of hazardous waste and reduce the risk of accidents, the Group also formulates emergency measures on safe and environmentally friendly incidents and provides employees with relevant regular trainings. The Group has also provided employees with protective equipment, such as eye-protecting goggles and gloves, in order to prevent occupational accidents.

#### 有害廢棄物

在營運業務時生產有害廢棄物如處理不善，有機會危害環境和生態，且會在分解過程中釋出有害氣體，影響人體健康。為此，本集團採取積極的態度，嚴格監管、妥善處理以及減少各種有害廢棄物，如工業廢油、污泥及煤渣等，從中降低意外濺出或洩漏的風險。

為減少各種有害廢棄物的產生，本集團的東光生產廠房在車間則加強運轉設備的巡檢頻次，以減少該等設備的損壞率，從而減少維修機械所需的機油用量。本集團亦會收集及回收因燒煤炭所產生的煤渣成工業原物料，減少浪費。

本集團亦在妥善處理有害廢棄物方面投放資源。本集團根據法例要求，在各廠房設置危險廢棄物儲存倉庫存放廢棄物，並由合資格的承包商和危廢處理公司收取處理。本集團在報告期間為東奧生產廠房添置新的危險廢棄物儲存倉庫，以便妥善分類及存放各廢棄物。為提高有害廢棄物處理效率，本集團在東奧廠房已設立每日可處理高達60噸的液體有害廢棄物的焚燒爐，讓廠房能符合當地環保要求，自行處理有害廢棄物。

為提高員工對有害廢棄物的危機意識和減低事故發生的風險，本集團亦制定安環事故專項應急措施，並定期對員工作出相關培訓。本集團更為所以負責員工提供防護裝備，如護目鏡及手套，務求預防工傷意外。

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## 環境、社會及管治報告

### Non-hazardous Waste

During operation, the Group's non-hazardous wastes generated are domestic waste, food waste, scrap ironware, waste plastic and waste tray. To reduce waste production, the Group integrates the concept of recycling and resource optimization into daily operation and life. As to encourage recycling, the Group implements waste segregation and recycles packaging materials, including papers, wood materials, metals, and plastics, and other general waste. In terms of handling food waste from the canteen, the Dong'ao production plant distributes the waste to the relevant handling company.

### 無害廢棄物

在營運過程中，本集團所產生的無害廢棄物為生活垃圾、食堂廚餘、廢鐵、廢塑膠和廢託盤。為減少廢棄物產生，本集團藉以將環保回收及物盡其用理念融入日常運作及生活當中。為鼓勵回收，本集團實施廢棄物分類，並回收紙、木材、金屬及塑膠等包裝及一般垃圾。而在處理食堂廚餘方面，東奧廠房則將垃圾交由相關處理公司處置。

Waste	廢棄物	2018	2017
Hazardous waste produced (tonnes)	已產生的有害廢棄物 (噸)	1,820	1,656
Hazardous waste recycled (tonnes)	已回收的有害廢棄物 (噸)	1,415	1,050
Hazardous waste recycled percentage	有害廢棄物回收百分比	78%	63%
Non-hazardous waste produced (tonnes)	已產生的無害廢棄物 (噸)	272	164
Non-hazardous waste recycled (tonnes)	已回收的無害廢棄物 (噸)	139	41
Non-hazardous waste percentage	無害廢棄物回收百分比	51%	25%

As the Group values resource optimization, it enhances the recycling of different waste and thus, the recycling rate of hazardous waste and non-hazardous waste has increased by 15% and 26%, respectively. The Group will keep on searching for waste reduction and recycling approaches and will uphold the "utilize resources and reduce contamination" concept to reduce environmental footprints from operation.

基於本集團著重物盡其用，為各廢棄物加強回收，因此有害廢棄物及無害廢棄物的回收率分別增加15%及26%。本集團將繼續尋求減廢及回收方案，堅持其「資源化、無害化」的原則，減少營運的環境足跡。

### COLORING THE COMMUNITY

As a people-oriented corporate, the Group believes that while promoting safe and environmentally friendly production, through the cultivation of the Company's corporate culture and knowledge, the team will work together to color the community cohesively. The Group strives to ensure employees' well-being, development and health, and create a concordant work environment and community.

### 為社區增添色彩

作為一家以人為本的企業，本集團深信在提倡安環生產的同時，透過對員工的企業文化及知識的培育，凝聚團隊，共同努力，為社區增添色彩。本集團力求保障員工的福祉、發展及身心健康，以塑造理想的工作環境和社區。

# Environment, Social and Governance Report

## 環境、社會及管治報告

### EMPLOYMENT AND LABOR PRACTICES

The Group regards employees as valuable assets and the driving force behind business development. In this regard, the Group adopts the principle of equality and fairness to eliminate discrimination in its recruitment process. The Group has established a fair and open promotion mechanism. Staff members undergo performance evaluations held by the Human Resources Department and the respective department heads. Promotion opportunities will be offered correspondingly. This enables staff members to have prospective personal career development.

### 僱傭和勞工常規

本集團視員工為重要的資產及推動業務發展的源動力。因此，本集團在僱傭方面採用平等及公正的原則，杜絕歧視，選賢任能。本集團已建構公平及公開的晉升機制，員工會於每年進行由人力資源部及部門主管安排的績效評價，評核員工表現及提供相應的晉升機會，使其擁有良好的個人職業發展。

Employee category	僱傭類別	Number of employees 僱員人數		% of employees 僱員百分比	
		2018	2017	2018	2017
Male	男	1,098	1,091	77%	75%
Female	女	335	365	23%	25%
Management	管理層	69	63	5%	4%
Senior	主任	52	75	4%	5%
Junior	初級員工	1,312	1,318	92%	91%
18-30 years old	18-30歲	229	283	16%	19%
31-50 years old	31-50歲	1,127	1,119	79%	77%
51 or above	51歲或以上	77	54	5%	4%
Beijing	北京	77	97	5%	7%
Hebei	河北	1,116	1,121	78%	77%
Shandong	山東	227	228	16%	16%
Others	其他	13	10	1%	1%

Turnover rate	流失率	2018	2017
The Group overall employee turnover rate	本集團整體員工流失率	8.58%	9.83%

(The employment data above includes Tsaker Technology, the Dongguang production plants (Hebei Tsaker (dye intermediates manufacturing plant) and Tsaker Cangzhou) and the Dong'ao production plant only.)

(以上的僱傭數據僅包含彩客科技、東光生產廠房(河北彩客(染料中間體廠房)及彩客滄州)及東奧生產廠房。)

In the Reporting Period, the overall employee turnover rate of the Group had decreased by 1.25% as compared to the previous year. In order to ensure that daily operations are not affected by staff turnover, the Group has appointed the Human Resources Department to identify the reasons for employee turnover and maintain or lower the turnover rate to avoid the operational disruption.

本集團整體員工流失率於本報告年度較去年下降1.25%。為確保日常運作不受員工流失影響，本集團已委派人力資源部負責瞭解員工流失原因，並保持流失率相約或更低，不讓營運受阻。

## Environment, Social and Governance Report

### 環境、社會及管治報告

The Group respects human rights and forbids child labor and forced labor, and prohibits suppliers and/or partners from these behaviors. Tsaker Chemical strictly abides to all relevant labor laws and regulations, and has formulated corresponding internal policies, which are carried out by the Human Resources Department.

The Human Resources Department is responsible for verifying the identification documents, age and labor rights of new employees. If the misuse of child labor is discovered, the Group will not only immediately terminate the labor contract, but will also help the individual to reenroll in school. The Group accepts other adult family members as a replacement to work until the child labor is qualified in age, in order to lower the impact on its household income. In addition, if the child labor was confirmed to be sick or injured during the employment period, the Group would arrange it to undertake treatment at qualified medical institutions, and all fees associated during the medical treatment period would be covered.

The Group encourages employees to get off work on time to ensure adequate resting time. According to the "Employee handbook", employees could work overtime only on a voluntary basis. If any forced labor behavior is discovered, the Management Department would intervene to cease the infringement actions, and make reasonable compensation to the relevant employee. During the Reporting Period, the Group was not aware of any child labor or forced labor cases.

#### TRAINING AND DEVELOPMENT

As the business expands continuously, the Group believes that the personal growth and career development of employees will help the Group to maintain its competitiveness and fulfil its vision. The Group has formulated corresponding internal policies and actively provided diversified training to employees. Upon entry into the Group, all new employees can hone their skills and enrich their knowledge through various learning opportunities offered and support the Group's operations.

本集團尊重人權，從不僱傭童工及強制勞工，更禁止供應商和或合作夥伴有其行為。彩客化學嚴格遵守相關的勞工法律及規例，亦已制定相關的內部政策，由人力資源部負責執行。

人力資源部負責核實新入職員工的身份證明文件、年齡及工作權利。如發現誤用童工，本集團將立即終止與其勞工合約，並幫助其重新就學。在其成年前，本集團可接納其家庭內其他成年人代替其崗位，以減輕其家庭的經濟負擔。另外，終止合約時如確認該童工患病或負傷，本集團將安排其到合規格的醫療機構接受治療，並會負責所有的醫療費和就醫期間的生活費。

本集團鼓勵員工準時下班以確保有足夠的作息時間。根據員工手冊，員工必須在自願的情況下進行加班工作。如有發現強迫勞工的行為發生，管理部門將立即停止其侵權行為，並對該員工作出適當賠償。於報告期內，本集團沒發現任何童工或強制勞工案件。

#### 培訓和發展

隨著業務不斷擴展，本集團認為員工個人成長和職業發展有助企業持續其競爭力以實現其願景。彩客化學已制定相關內部政策，積極為員工提供多樣化培訓，讓員工由入職開始便能透過各種學習機會，增值自我及建立技能，支持本集團的運營。

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

In addition to on-job training, the Group has established a mentoring program in which experienced staff members will guide the new employees and ensure department's smooth operation. The Group also implements an "In-house Lecturer" program where senior staff members share their industry associated experiences to enhance internal knowledge exchange and further strengthen team communication.

Our Group is committed to applying the "demand-based training" model to nurture talents and has appointed the Human Resources Department to issue the "Employee Training Demand Questionnaire" at the end of the year. The department shall formulate training plans for employees upon their summarized skills and needs. The program focuses on employees' knowledge, skills, environmental protection and safety, and management training. In addition to raising the overall professional standards, the awareness of the safety and environmental protection is also infiltrated into employees' roles. Information regarding trainings provided by the Group during the Reporting Period is as follows:

除入職培訓外，本集團制定「師帶徒」機制，安排富經驗的員工從旁協助新入職員工的日常職務並確保部門的正常運作。本集團亦實行「內部講師」計劃，由資深員工分享與行業有關的重要知識，旨在加強內部知識交流，同時進一步加深團隊溝通。

本集團根據「以需定培」的理念，委派人力資源部門於年終發放《員工培訓需求調查表》，總結各員工的水準及崗位需求，規劃員工的培訓計劃。計劃內容主要集中於員工的知識及技能、安環及管理培訓。除提高整體專業水準外，亦將安環意識滲入員工的工作內。本報告年度有關集團所提供的培訓資料如下：

<b>Overall training</b>	<b>整體培訓</b>	<b>2018</b>	2017
Topics	課題	86	34
Total hours of topics	課題總時數	440	427
<b>Average training hours by employee category</b>	<b>按僱傭類別平均的受訓時數</b>	<b>2018*</b>	2017
Male	男	1,580	564
Female	女	1,367	359
Management	管理層	899	1,343
Senior	主任	3,215	1,145
Junior	初級員工	1,334	437

Note\*: Partial training information of this Reporting Period is not categorized by seniority and thus, there is slight subtle variance in the average training hours by seniority.

註\*：本報告期間的部份培訓資料並無按職級紀錄，所以按職級的平均受訓時數略有偏差。

# Environment, Social and Governance Report

## 環境、社會及管治報告

### ANTI-CORRUPTION

The Group respects ethical business operations and has established mechanisms to oversee the business practices, and strictly prohibits any corruption behavior, and the Internal Audit Department is responsible for monitoring. The code of anti-corruption has been stipulated in the “employee handbook” and the Company’s policies, stating that employees should avoid any conflict of interest at work. The Group also provides corresponding trainings to remind employees of the importance of business ethics.

Besides, the Group has also established a whistle-blowing mechanism to enable employees to report suspicious behavior through different channels. In case of suspected case, the Internal Audit Department and the Human Resources Department will jointly investigate and evaluate the authenticity and seriousness of the case. If the case is confirmed, the Group would investigate the parties involved and undertake necessary disciplinary and legal actions. All reported cases with reference value, regardless of their authenticity, would be taken into consideration of relevant policy enhancement, for the purpose of assuring the Group’s ethical operation. Due to the Group’s effective practices, there was no relevant corruption cases occurred during the Reporting Period.

### EMPLOYEE WELL-BEING

The creation of a harmonious working environment can unite our employees and promote community development cohesively. On top of building an ideal working environment and harmonious corporate culture, the Group hopes the team can contribute to adding values to the community together. Therefore, the Group has established numerous physical and mental health measures for the employees, promoting work-life balance, while noticing the community trends and development, and blending into the community.

### 反貪污

本集團推崇廉潔的商業運營，已建立機制規範經營行為，嚴禁任何貪污行為，並由內審部負責進行監察。有關反貪污的守則已被納入員工手冊和公司規章，列明員工在工作上應避免任何利益衝突。集團亦提供相關培訓，提醒員工職業道德的重要性。

除此以外，本集團亦已設立舉報機制，讓員工可透過多渠道舉報可疑行為。如有可疑案件，內審部跟人力資源部將共同進行察控，從而斷定案件真偽及嚴重性。如案件屬實，本集團將對相關涉案人士追究，並作出適當處分，如有需要將交由司法機關處理。此外，所有舉報案件不論真偽，如有參考價值，都會被紀錄在案參詳及改進，讓集團確保有道德的經營。基於集團的有效規範，在報告期內，並未有發現任何有關貪污的案件。

### 員工福祉

通過營造和諧的工作環境，能凝聚員工力量，共同推動社區發展。本集團盼望在建立理想的工作環境及和諧的企業文化之餘，亦能讓團隊合力為社區增添價值。因此，本集團設立多項員工身心健康的措施，提倡勞逸結合，同時留意社區動向及發展，融入社區。



Employees arranged their own performances and participated the 3rd Annual Literary Show for cultural exchange  
員工參加第三屆文藝匯演，自行編排表演作文化交流

#### Healthy Environment

The Group creates a healthy environment in the factory areas and put efforts to promote the employees' well-being. Starting from diet, the Group provides balanced meals for the employees, and purchases fresh and quarantined food ingredients for the purpose of ensuring the employees have healthy diets. Besides, the Group provides bicycles for employees to use within the premises, and encourages employees to travel by them. While promoting wellness, it can also reduce the carbon emissions caused by transportation and spread the message of safety and environmental protection culture. The Group has established sports grounds across all premises for employees to exercise and relax, in turn strengthens the team bonding.

#### Team Activity

As an initiative to promote team spirit and healthy lifestyle, the Group regularly organizes team building activities to enhance employees' sense of belonging and strengthen cooperation among employees. During the Reporting Period, the Group held the 3rd Annual Literary Show and the 13th Annual Sports Day to promote cultural exchanges and healthy lifestyle. Apart from leisure, the programs strengthen the bonding among employees and create a harmonious working environment.

#### 健康環境

集團在廠房一帶塑造健康環境，為員工身心健康出一份力。集團由飲食著手，為員工提供均衡營養的膳食，並且採購新鮮及通過檢疫的食材，旨於確保員工的飲食健康。另外，本集團於廠房各地設有單車供員工使用，鼓勵員工以單車代步，在鍛煉體能同時，又能減低車輛的碳排放，從中推廣安環文化。集團在各廠房均設有供員工使用的運動場，讓員工能通過運動，舒展身心，加強互動。

#### 團建活動

作為促成團隊精神及健康的舉措，集團定期舉辦團建活動以提高員工的歸屬感及加強員工之間的合作。秉承集團的傳統，集團於報告期內舉辦一年一度，第三屆文藝匯演及第十三屆運動會，持續提倡文化交流及運動健康，增添工作趣味性之餘，透過不同的項目加強團隊合作及員工之間的關係，營造和諧的工作環境。

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



Employees participated the 13th Annual Sport day  
員工參與第十三屆運動會

Attributing to the participation of the employees and the cooperation between different departments, the Group has created a corporate culture that focuses on the wellness of our employees and treats the factory as their home through various activities.

### COMMUNITY INVESTMENT

Our Group strives to extend the lively life towards the community, and also treats the future generations as talents that could contribute to the continuity of environmentally friendly and safety concept. Thus, the Group has continued to cooperate with tertiary institutions and sponsor the scientific research projects of their Chemical Engineering Departments, and support the development of environmentally friendly products to build a better world. During the Reporting Period, Tsaker Chemical has funded a total of 2 million RMB to Tianjin University.

全賴各員工及部門的合作和參與，本集團透過各種活動，塑造出既注重員工身心健康，且以廠為家的企業文化。

### 社區投資

本集團竭力將生活色彩擴展至社區，更視青年為未來棟樑及延續安環理念的一員。因此，本集團持續與高等院校合作，資助化學工程部的科研專案，支援發展環保的產品，為世界添彩。在報告期內，彩客化學共向天津大學資助人民幣200萬元。



#### LOOKING FORWARD

The Group regards the principle of “to build a better world with green technology” as the focus of the corporate development. While maintaining and enhancing product quality and enriching product range, the Group will keep exploring the possibilities of enhancing safety and environmentally friendly production, such as implanting automated production and green technology, and reducing social and environmental risks, and thus smoothing the production process, which in turn prepare for the continuity of market extension. In addition to enhancing production efficiency, the Group hopes to fulfill its corporate social responsibility, be responsible for the safety of the employees and the environment, and continue to convey the importance of safety and environmentally friendly production and make contribution to the community.

#### 展望未來

展望未來，集團依然視「讓綠色科技，為世界添彩」為企業發展的重點。在維持和提升產品質量及豐富產品線的同時，本集團將繼續在運營上探索更多能加強安全及環保生產的可能性，如植入自動化生產及綠色科技，減低相關環境及社會的運營風險，從而使生產流程更順暢。集團希望在提高生產效率之餘，亦能履行企業社會責任，對員工的安全及環境負責，並繼續將安環生產的重要性帶至社區，為社區的發展增添價值。

# Environment, Social and Governance Report

## 環境、社會及管治報告

### HKEX ESG REPORTING GUIDE CONTENT INDEX

### 聯交所《環境、社會及管治報告指引》索引

Aspect	KPI	Description	Statement/Section	Page No.
層面	關鍵績效指標	描述	聲明／章節	頁數
<b>A. Environment 環境</b>				
<b>Aspect A1: EMISSIONS</b>				
<b>層面 A1：排放物</b>				
A1	<i>General disclosure</i> 一般披露	Information on: 資料有關： (a) the policies; and 政策；及 (b) compliance 法規。	(a) Environmental protection 環保； (b) The Group complied with relevant laws and regulations and there were no related material non-compliance cases in the Reporting Period 報告期內本集團已遵守相關法律及規例，並無沒發生相關重大違規事件	47-57
A1.1		The types of emissions and respective emissions data. 排放物種類及相關排放資料。	Environmental protection 環保	48-57
A1.2		Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 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）。	Environmental protection 環保	52
A1.3		Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 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）。	Environmental protection 環保	57
A1.4		Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 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）。	Environmental protection 環保	57

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## 環境、社會及管治報告

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層面	關鍵績效指標	描述	聲明／章節	頁數
	A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	Environmental protection 環保	48-55
	A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 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。	Environmental protection 環保	55-57
<b>Aspect A2: USE OF RESOURCES</b>				
<b>層面A2：資源使用</b>				
A2	General disclosure 一般披露	Policies 政策	Environmental protection 環保	47-57
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). 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）。	Environmental protection 環保	51
A2.2		Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度（如以每產量單位、每項設施計算）。	Environmental protection 環保	54
A2.3		Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Environmental protection 環保	49-51
A2.4		Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 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。	Environmental protection 環保	54
A2.5		Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量（以噸計算）及（如適用）每生產單位佔量。	Environmental protection 環保	41

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## 環境、社會及管治報告

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層面	關鍵績效指標	描述	聲明／章節	頁數
<b>Aspect A3: THE ENVIRONMENT AND NATURAL RESOURCES</b>				
<b>層面A3：環境及天然資源</b>				
A3	<i>General disclosure</i> 一般披露	Policies 政策	Environmental protection 環保	47-57
A3.1		Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 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。	Environmental protection 環保	47-57
<b>B. 社會</b>				
<b>Aspect B1: EMPLOYMENT</b>				
<b>層面B1：僱傭</b>				
B1	<i>General disclosure</i> 一般披露	Information on: 資料有關： (a) the policies; and 政策；及 (b) compliance 法規。	(a) Employment and labour practices 僱傭和勞工常規； (b) The Group complied with relevant laws and regulations and there were no related material non-compliance cases in the Reporting Period 報告期內本集團已遵守相關法律及規例，並無沒發生相關重大違規事件	58
B1.1		Total workforce 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。	Employment and labour practices 僱傭和勞工常規	58
B1.2		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。	Employment and labour practices; 僱傭和勞工常規；集團選擇披露整體僱員流失比率資料	58

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Aspect	KPI	Description	Statement/Section	Page No.
層面	關鍵績效指標	描述	聲明／章節	頁數
<b>Aspect B2: HEALTH AND SAFETY</b>				
<b>層面B2：健康與安全</b>				
B2	<i>General disclosure</i> 一般披露	Information on: 資料有關： (a) the policies; and 政策；及 (b) compliance 法規。	(a) Safety 安全； (b) The Group complied with relevant laws and regulations and there were no related material non-compliance cases in the Reporting Period 報告期內本集團已遵守相關法律及規例，並無沒發生相關重大違規事件	44-47
B2.1		Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	Safety 安全	47
B2.2		Lost days due to work injury. 因工傷損失工作日數。	Safety 安全	47
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。	Safety 安全	44-47
<b>Aspect B3: DEVELOPMENT AND TRAINING</b>				
<b>層面B3：發展及培訓</b>				
B3	<i>General disclosure</i> 一般披露	Policies 政策	Training and development 培訓和發展	59-60
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。	All employees of the Group are required to undergo regular trainings 本集團員工均須進行定期培訓	-
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。	Training and development 培訓和發展	60

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Aspect	KPI	Description	Statement/Section	Page No.
層面	關鍵績效指標	描述	聲明／章節	頁數
<b>Aspect B4: LABOUR STANDARDS</b>				
<b>層面B4：勞工準則</b>				
B4	<i>General disclosure</i> 一般披露	Information on: 資料有關： (a) the policies; and 政策；及  (b) compliance 法規。	(a) Employment and labour practices 僱傭和勞工常規；  (b) The Group complied with relevant laws and regulations and there were no related material non-compliance cases in the Reporting Period 報告期內本集團已遵守相關法律及規例，並無沒發生相關重大違規事件	59
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。	Employment and labour practices 僱傭和勞工常規	59
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。	Employment and labour practices 僱傭和勞工常規	59
<b>Aspect B5: SUPPLY CHAIN MANAGEMENT</b>				
<b>層面B5：供應鏈管理</b>				
B5	<i>General disclosure</i> 一般披露	Policies 政策	Supply chain management 供應鏈管理	37-38
B5.1		Number of suppliers by geographical region. 按地區劃分的供應商數目。	Supply chain management 供應鏈管理	38
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。	Supply chain management 供應鏈管理	37-38

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<b>Aspect B6: PRODUCT RESPONSIBILITY</b>				
<b>層面B6：產品責任</b>				
B6	<i>General disclosure</i> 一般披露	Information on: 資料有關： (a) the policies; and 政策；及 (b) compliance 法規。	(a) High quality products; 高質產品； (b) The Group complied with relevant laws and regulations and there were no related material non-compliance cases in the Reporting Period 報告期內本集團已遵守相關法律及規例，並無沒發生相關重大違規事件	39-43
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。	Quality assurance 品質保證	43
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。	Quality assurance 品質保證	42-43
B6.3		Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障智慧財產權有關的慣例。	Protecting intellectual property rights 維護智慧財產權	42
B6.4		Description of quality assurance process and recall procedures. 描述品質檢定過程及產品回收程式。	Quality assurance 品質保證	39-43
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。	Safeguarding customers' privacy 保障客戶私隱	42

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<b>Aspect B7: ANTI-CORRUPTION</b>				
<b>層面B7：反貪污</b>				
B7	General disclosure 一般披露	Information on: 資料有關： (a) the policies; and 政策；及 (b) compliance 法規。	(a) Anti-corruption; 反貪污； (b) The Group complied with relevant laws and regulations and there were no related material non-compliance cases in the Reporting Period 報告期內本集團已遵守相關法律及規例，並無沒發生相關重大違規事件	61
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。	Anti-corruption 反貪污	61
B7.2		Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程式，以及相關執行及監察方法。	Anti-corruption 反貪污	61
<b>Aspect B8: COMMUNITY INVESTMENT</b>				
<b>層面B8：社區投資</b>				
B8	General disclosure 一般披露	Policies 政策	Community investment 社區投資	63
B8.1		Focus areas 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）。	Community investment 社區投資	63
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）。	Community investment 社區投資	63





## Directors and Senior Management 董事及高級管理層

As at the date of this annual report, the biographical details of the Directors and senior management are as follows:

### DIRECTORS

#### Executive Directors

**Mr. GE Yi (former name: GE Yuanyuan)**, aged 37, is an executive Director, the Chief Executive Officer and the Chairman of our Company, responsible for overall business strategy and major business decisions of our Group. Mr. Ge joined us in February 2007 and was promoted to vice-president and president in December 2011 and August 2012 respectively.

Mr. Ge obtained a master's degree in International Business Management from Middlesex University in the United Kingdom in February 2007 and completed studies in chemical engineering from Tianjin University in the PRC in July 2004.

**Mr. BAI Kun**, aged 42, is the chief financial officer of the Company, being responsible for the financial operations of the Group. Mr. Bai has been an executive Director since 25 August 2016. Mr. Bai joined the Group in September 2014 as the Chief Financial Officer. Mr. Bai is also the sole director of Tsaker Hong Kong. His work experience includes acting as manager for the Tianjin branch of PricewaterhouseCoopers (普華永道中天會計師事務所有限公司天津分所) from September 2002 to February 2010 and the financial controller of Tianjin Walkman Biomaterial Co., Ltd. from February 2010 to August 2014. Mr. Bai is a Certified Public Accountant of China. Mr. Bai obtained a master's degree in Technoeconomics and Management in March 2002 and a bachelor's degree in Technoeconomics in July 1999 from Tianjin University.

**Ms. ZHANG Nan**, aged 36, has been an executive director since 10 January 2019. Ms. Zhang has been the director of human resources and the director of strategic development of the Group since January 2013, and is responsible for the Group's human resources management, industry research, development planning and investment project research. She has been serving as the deputy general manager of the Group since August 2018. Her work experience includes serving as the Human Resources Manager of Beijing Touqu Technology Co., Ltd. (北京投趣科技有限公司) from August 2008 to July 2010. She was a director of human resources of Chexun Internet Co., Ltd.(車訊互聯網股份有限公司) from September 2010 to January 2013. Ms. Zhang graduated from Inner Mongolia University of Finance and Economics in July 2007, majoring in business administration.

於本年度報告的日期，董事及高級管理層的履歷如下：

### 董事

#### 執行董事

戈弋先生(曾用名：戈元元)，37歲，為本公司的執行董事、行政總裁兼主席，負責本集團的整體業務策略及主要業務決策。戈先生於二零零七年二月加入本公司，並分別於二零一一年十二月及二零一二年八月獲晉升為副總裁及總裁。

戈先生於二零零七年二月自英國密德薩斯大學獲得國際工商管理碩士學位，並於二零零四年七月完成中國天津大學化學工程的學業。

白崑先生，42歲，為本公司首席財務官，負責本集團的財務營運業務。白先生於二零一六年八月二十五日起擔任執行董事。白先生於二零一四年九月加入本集團，擔任首席財務官。白先生亦為彩客香港的唯一董事。其工作經歷包括二零零二年九月至二零一零年二月擔任普華永道中天會計師事務所有限公司天津分所經理及於二零一零年二月至二零一四年八月擔任天津市威曼生物材料有限公司的財務總監。白先生為中國註冊會計師。白先生於二零零二年三月取得技術經濟及管理碩士學位，並於一九九九年七月自天津大學取得技術經濟學士學位。

張楠女士，36歲，於二零一九年一月十日起擔任執行董事。張女士於二零一三年一月起出任本集團人力資源總監兼戰略發展總監，負責本集團人力資源管理、行業研究、發展規劃及投資項目研究。二零一八年八月起，張女士擔任本集團副總經理。彼的工作經驗包括自二零零八年八月至二零一零年七月擔任北京投趣科技有限公司人力資源經理，自二零一零年九月至二零一三年一月擔任車訊互聯網股份有限公司人力資源總監。張女士於二零零七年七月畢業於內蒙古財經大學，主修工商管理專業。

## Directors and Senior Management 董事及高級管理層

### Non-executive Directors

**Mr. FONTAINE Alain Vincent**, aged 64, is a non-executive Director. He is responsible for providing advice on corporate governance and internal control matters. He has been a member of the advisory board of Ocean Equity Partners Fund L.P. (the entity which controls Wider Pacific) since September 2012. Mr. Fontaine serves as an executive director and vice-chairman of the Hong Kong Venture Capital and Private Equity Association. In 2000, he founded Investel Asia, a venture capital and private equity firm and served as its managing director from January 2004 to December 2006. He was the chief executive officer of Newcom LLC from January 2007 to September 2008. Prior to joining our Group in April 2015, Mr. Fontaine served various positions within the BCE Inc. group, the largest communications company in Canada, including Bell Canada, Bell Ardis and Tata Cellular, for approximately 16 years of his career. Mr. Fontaine has also been acting as a non-executive director of D&G Technology Holding Company Limited, a company listed on the Hong Kong Stock Exchange (stock code: 1301) since August 2016 and as an independent director of China Lending Corporation, a company listed on NASDAQ (ticker: CLDC) from July 2016 to December 2017.

Mr. Fontaine obtained a bachelor's degree in Electrical Engineering from the University of Sherbrooke in Canada in June 1979. He has been a member of the Order of Engineers of Québec since January 1980.

### 非執行董事

**FONTAINE Alain Vincent**先生，64歲，為非執行董事，負責就企業管治及內部控制事宜提供意見。彼自二零一二年九月起為Ocean Equity Partners Fund L.P.（控制Wider Pacific的實體）顧問委員會成員。Fontaine先生為香港創業及私募投資協會有限公司的執行董事及副主席。彼於二零零零年創立Investel Asia（創業及私募投資公司）並自二零零四年一月至二零零六年十二月擔任董事總經理。彼於二零零七年一月至二零零八年九月任Newcom LLC行政總裁。於二零一五年四月加入本集團前，Fontaine先生於其事業生涯中約16年在加拿大最大的通訊公司BCE Inc.集團（包括Bell Canada、Bell Ardis及Tata Cellular）擔任多個職位。於二零一六年八月起，Fontaine先生擔任德基科技控股有限公司的非執行董事，該公司在香港聯交所上市（股份代號：1301），且自二零一六年七月至二零一七年十二月，Fontaine先生擔任中國貸款集團的獨立董事，該公司在納斯達克上市（交易代碼：CLDC）。

Fontaine先生於一九七九年六月獲得加拿大University of Sherbrooke電器工程學士學位。彼自一九八零年一月起為魁北克工程師協會(Order of Engineers)會員。



## Directors and Senior Management 董事及高級管理層

### Independent non-executive Directors

**Mr. HO Kenneth Kai Chung**, aged 53, is an independent non-executive Director, being responsible for overseeing the management of our Group independently. Between January 2014 and March 2015, Mr. Ho served as a managing director of Munsun Asset Management (Asia) Ltd. Since November 2013, Mr. Ho became an independent non-executive director of TK Group (Holdings) Limited (stock code: 2283) and an independent non-executive director of BBI Life Sciences Corporation (stock code: 1035) from October 2014 onwards. From August 2015 to August 2018, Mr Ho became the chief financial officer and joint company secretary for Greentown Service Group Co. Ltd. Mr. Ho has served as the Investment consultant of Greentown Service Group Co. Ltd. since August 2018. Mr. Ho previously worked in various international financial institutions, such as a senior research analyst of Credit Lyonnais Securities (Asia) Limited from September 1996 to February 1999, and a vice president in the Research Department of Institutional Equities, Asia Pacific Department of JP Morgan from February 1999 to October 2004. Mr. Ho served various positions in HSBC, such as the Head of China Value and Growth Research in CIBM Research Asia of HSBC Markets (Asia) Limited in September 2004, Head of China Research of HSBC (Securities Business) Beijing Representative Office in June 2008, and Hong Kong China equity sales director of HSBC in January 2011.

Mr. Ho received a Master of Commerce degree, specialising in Finance from the University of New South Wales in Australia in April 1991, and a bachelor's degree in Economics from the University of Sydney in Australia in May 1988. He was awarded as Chartered Financial Analyst by the Institute of Chartered Financial Analysts in September 1998, and has been a CFA charter holder and a member of the Association for Investment Management and Research since January 1999.

### 獨立非執行董事

何啟忠先生，53歲，為獨立非執行董事，負責獨立監管本集團的管理工作。於二零一四年一月至二零一五年三月，何先生擔任麥盛資產管理（亞洲）有限公司董事總經理。何先生自二零一三年十一月起擔任東江集團（控股）有限公司（股份代號：2283）的獨立非執行董事，並自二零一四年十月起擔任BBI生命科學有限公司（股份代號：1035）的獨立非執行董事。於二零一五年八月至二零一八年八月，何先生擔任綠城服務集團有限公司的首席財務官和聯席公司秘書。於二零一八年八月起，何先生擔任綠城服務集團有限公司的投資顧問。何先生曾於多家國際金融機構任職，例如彼於一九九六年九月至一九九九年二月曾為Credit Lyonnais Securities (Asia) Limited的高級研究分析師，其後於一九九九年二月至二零零四年十月出任摩根大通亞太分部機構證券研究部副總裁。何先生曾於HSBC擔任多個職位，例如彼於二零零四年九月擔任HSBC Markets (Asia) Limited的CIBM Research Asia中國價值增長研究(China Value and Growth Research)主管、於二零零八年六月擔任HSBC（證券業務）北京代表辦事處中國研究主管及於二零一一年一月擔任HSBC香港中國股票銷售總監。

何先生於一九九一年四月取得澳大利亞新南威爾士大學商學碩士學位，專攻金融學，及於一九八八年五月取得澳大利亞悉尼大學經濟學學士學位。於一九九八年九月，彼獲特許財務分析師協會授予特許金融分析師資格，並自一九九九年一月以來一直為特許財務分析師特許持有人及投資管理研究聯會會員。

## Directors and Senior Management 董事及高級管理層

**Mr. ZHU Lin (former name: ZHU Xiaolin)**, aged 45, is an independent non-executive Director, being responsible for overseeing the management of our Group independently. Mr. Zhu is also a partner of Beijing Legendhouse CPAs (北京潤衡會計師事務所) and a director of Beijing Run Qin Consulting Co. Ltd. (北京潤勤諮詢有限公司). Mr. Zhu has been a non-executive director of Beijing Chexun Internet Company Limited (北京車訊互聯網股份有限公司), a company whose shares are listed on the Over the Counter Bulletin in the PRC (新三板), since July 2016. Prior to joining our Group in March 2015, Mr. Zhu was a senior manager at the mergers and acquisitions department of PricewaterhouseCoopers Consulting (Shenzhen) Co., Ltd. (Beijing Branch) (普華永道諮詢(深圳)有限公司北京分公司) from October 2003 to November 2005. Mr. Zhu obtained a bachelor's degree in Overseas Financial Accounting (會計系外國財務會計專門化) from Central Institute of Finance and Banking (currently known as Central University of Finance and Economics) in the PRC in June 1995. Mr. Zhu has been a member of the Chinese Institute of Certified Public Accountants since February 2000.

**Mr. YU Miao**, aged 42, is an independent non-executive Director, being responsible for overseeing the management of our Group independently. Mr. Yu is also a partner of Global Law Office. Mr. Yu has been a non-executive director of Beijing Chexun Internet Company Limited (北京車訊互聯網股份有限公司), a company whose shares are listed on the Over the Counter Bulletin in the PRC (新三板), since July 2016. Prior to joining our Group in March 2015, Mr. Yu was a partner of Global Law Office from March 2006 to June 2010, and subsequently a partner of Norton Rose (Asia) LLP from June 2010 to June 2011. Mr. Yu returned to Global Law Office as a partner in July 2011 and has been a partner there since then. Mr. Yu obtained a postgraduate diploma in International Law from The University of Nottingham in the United Kingdom in December 2001, and a bachelor's degree in Economic Law from Heilongjiang University in the PRC in July 1999. Mr. Yu was qualified as a lawyer in the PRC in March 2000.

朱霖先生(曾用名:朱小林), 45歲, 為獨立非執行董事, 負責獨立監管本集團的管理工作。朱先生亦為北京潤衡會計師事務所合夥人及北京潤勤諮詢有限公司董事。於二零一六年七月起, 朱先生擔任北京車訊互聯網股份有限公司(其股份於中國新三板上市)的非執行董事。於二零一五年三月加入本集團之前, 朱先生於二零零三年十月至二零零五年十一月擔任普華永道諮詢(深圳)有限公司北京分公司合併收購部高級經理。朱先生於一九九五年六月取得中國中央財政金融學院(現稱中央財經大學)會計系外國財務會計專門化學士學位。自二零零零年二月起, 朱先生為中國註冊會計師協會會員。

于淼先生, 42歲, 為獨立非執行董事, 負責獨立監管本集團的管理工作。于先生亦為環球律師事務所合夥人。於二零一六年七月起, 于先生擔任北京車訊互聯網股份有限公司(其股份於中國新三板上市)的非執行董事。於二零一五年三月加入本集團之前, 于先生於二零零六年三月至二零一零年六月為環球律師事務所合夥人, 其後於二零一零年六月至二零一一年六月為諾頓羅氏(亞洲)有限責任公司合夥人。于先生於二零一一年七月以合夥人身份重返環球律師事務所, 並自此一直為該事務所合夥人。于先生於二零零一年十二月取得英國諾丁漢大學國際法碩士學位, 並於一九九九年七月取得中國黑龍江大學經濟法學士學位。于先生於二零零零年三月取得中國律師資格。



## Directors and Senior Management 董事及高級管理層

### SENIOR MANAGEMENT

**Mr. GE Yi** is an executive Director, the Chief Executive Officer and the Chairman of our Company. For details about Mr. Ge's background, see "Directors" under this section.

**Mr. BAI Kun** is an executive Director, is the chief financial officer of our Company. For details about Mr. Bai's background, see "Directors" under this section.

**Ms. ZHANG Nan** has been appointed as an executive Director of the Group with effect from 10 January 2019 and her primary responsibilities include overseeing, monitoring and implementing the internal controls of the Group; and ensuring the Company's compliance with the relevant laws and regulations including the Rules Governing the Listing of Securities on the Stock Exchange. For details about Ms. Zhang's background, see "Directors" under this section.

**Mr. SHI Qiang**, aged 63, is the chief engineer of our Company, being responsible for the strategic development of our Group. Prior to joining our Group in April 2004, Mr. Shi worked in the Chemical Research Institute of Inner Mongolia Autonomous Region (內蒙古自治區化工研究院) (the "**Research Institute**") from January 1986 to March 2004 and served various positions, including the director of the design office of the Research Institute. Before that, Mr. Shi worked at the Inner Mongolia Yellow River Construction Bureau Share Limited Corporation (內蒙古黃河工程局股份有限公司) (formerly known as "Inner Mongolia Yellow River Construction Bureau" (內蒙古黃河工程局) prior to its reform in 2000), a provider of hydropower engineering services in Inner Mongolia, the PRC, from January 1982 to December 1985. Mr. Shi has approximately 30 years of experience in the chemical industry. Mr. Shi joined our Group in April 2004 and has served various positions in our Group. Mr. Shi obtained a bachelor's degree in chemical engineering from Tianjin University in May 1982. In August 1994, Mr. Shi was awarded the title of "Senior Engineer" (高級工程師) by the Office of Leading Group for Professional Title Reform of the Inner Mongolia Autonomous Region (內蒙古自治區職稱改革領導小組辦公室), and in October 2012, Mr. Shi was awarded the title of "Energy Manager" (能源管理師) by the Development and Reform Commission of Hebei Province.

### 高級管理層

**戈戈先生**，本公司執行董事、行政總裁兼主席。有關戈戈先生背景的詳情，請參閱本節「董事」。

**白崑先生**，本公司執行董事、首席財務官。有關白崑先生背景的詳情，請參閱本節「董事」。

**張楠女士**，於二零一九年一月十日獲任本集團執行董事，主要職責包括監管、監察及執行本集團的內部監控；以及確保本公司符合相關法律及規則包括聯交所證券上市規則。有關張女士背景的詳情，請參閱本節「董事」。

**石強先生**，63歲，為本公司的總工程師，負責本集團的策略開發。於二零零四年四月加入本集團前，石先生自一九八六年一月至二零零四年三月任職於內蒙古自治區化工研究院（「**研究院**」）並擔任多個職位，包括研究院的設計辦公室主任。此前，石先生自一九八二年一月至一九八五年十二月任職於內蒙古黃河工程局股份有限公司（二零零零年改革前稱「內蒙古黃河工程局」，一家位於中國內蒙古的水電工程服務供貨商）。石先生於化工行業擁有約30年經驗。石先生於二零零四年四月加入本集團，歷任本集團多個職位。石先生於一九八二年五月取得天津大學化學工程學士學位。於一九九四年八月，石先生榮獲內蒙古自治區職稱改革領導小組辦公室頒發的「高級工程師」職稱，於二零一二年十月，石先生榮獲河北省發改委頒發的「能源管理師」職稱。

## Directors and Senior Management 董事及高級管理層

### JOINT COMPANY SECRETARIES

**Ms. YANG Xue**, aged 30, graduated from Zhejiang University in 2014 and Qingdao University in 2011 with a Master's degree in Engineering and Bachelor's degree in Engineering respectively. Ms. Yang joined the Group in March 2016, and has been appointed as the joint company secretary since 26 July 2018. She initially served at the Strategy Development Department, providing support to the expansion of the Group's industry chain and the formulation of its investment strategies. From March 2017, Ms. Yang acted as a capital management manager in the Finance Department of the Group, and is responsible for the coordination work in relation to the management and financing of the Group's working capital. From January 2018, the assistant to the Company's chief financial officer was assumed by Ms. Yang, and she assisted in handling capital market related matters. Prior to joining the Group, Ms. Yang worked in the Marketing Department of Wanhua Chemical Group Co., Ltd. (Shanghai Stock Exchange Stock Code: 600309) from 2014 to 2016, focusing on the research and analysis of the domestic and foreign chemical markets and related industries.

### 聯席公司秘書

楊雪女士，30歲，於二零一四年畢業於浙江大學及二零一一年畢業於青島大學，分別獲工學碩士學位及工學學士學位。楊女士於二零一六年三月加入本集團，並於二零一八年七月二十六日起獲委任為聯席公司秘書。最初任職於戰略發展部，為本集團產業鏈擴展及投資策略制定提供支援。自二零一七年三月起，楊女士擔任本集團財務部之資本管理經理，負責本集團營運資金管理及融資的協調工作。自二零一八年一月起，楊女士擔任本公司首席財務官助理，並協助處理資本市場相關事宜。於加入本集團前，自二零一四年至二零一六年，楊女士任職於萬華化學集團股份有限公司（上海證券交易所股份代號：600309）市場部，專注於國內外化工市場及相關行業的研究與分析。



# Directors' Report

## 董事會報告

The Board is pleased to announce the Directors' Report and the audited consolidated financial statements of the Group for the year ended 31 December 2018.

### CORPORATE INFORMATION AND LISTING

The Company is a limited liability company incorporated in the Cayman Islands on 29 October 2014. The Shares have been listed on the Stock Exchange since 3 July 2015.

### PRINCIPAL BUSINESS

The Group is primarily engaged in the manufacturing and sale of dye intermediates, agricultural chemical intermediates, pigment intermediates and battery materials, and the provision of environmental technology consultancy services. Analysis on the principal business of the Group for the year ended 31 December 2018 is set out in note 4 to the consolidated financial statements.

### RESULTS

Results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 136 and 137 of this annual report.

### FINAL DIVIDEND

The Board recommends the payment of a final dividend of RMB0.064 per ordinary share for the year ended 31 December 2018. Such final dividend is subject to the approval by the Shareholders at the annual general meeting (the "AGM") which will be held on 14 June 2019. The dividend will be paid on or about 26 July 2019 to the Shareholders whose names appear on the register of members of the Company (the "Register of Members") on 28 June 2019.

董事會欣然提呈本集團截至二零一八年十二月三十一日止年度之董事會報告及經審核綜合財務報表。

### 公司資料及上市

本公司於二零一四年十月二十九日在開曼群島註冊成立的有限公司。本公司的股份自二零一五年七月三日起在聯交所主板上市。

### 主要業務

本集團的主要業務為染料及農業化學品中間體、顏料中間體及電池材料的生產和銷售，以及環保技術諮詢。有關本集團於截至二零一八年十二月三十一日止年度的主要業務的分析載列於綜合財務報表附註4。

### 業績

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本年報第136和137頁之綜合損益及其他全面收益表。

### 末期股息

董事會建議就截至二零一八年十二月三十一日止年度派付末期股息每股普通股人民幣0.064元。此末期股息須經股東於二零一九年六月十四日舉行之股東週年大會（「股東週年大會」）上批准方可作實，並將於二零一九年七月二十六日或前後派付予於二零一九年六月二十八日名列本公司股東名冊（「股東名冊」）的股東。

## BUSINESS REVIEW

Please see the section headed "Management Discussion and Analysis" on pages 16 to 20 of this annual report for details.

### Environment Policy and Performance

We focus on environmental, health and safety protection. As a producer of dye intermediates, agricultural chemical intermediates, pigment intermediates and battery materials, and as a provider of environmental protection technology, we have developed production processes that comply with all applicable national and local standards in environmental, health and safety protection in all material respects. We also believe that implementing and maintaining advanced development in our environmental, health and safety protection measures serve as a competitive strength. Producers that do not meet the local environmental, health and safety protection standards may incur losses and fines imposed by the local government.

For the year ended 31 December 2018, we were subject to inspections organized by the local government from time to time and we had not received any notifications or warnings and had not been subject to any fines or penalties in relation to any breach of any applicable environmental, health and safety laws or regulations that could have a material adverse effect on our operation. For the year ended 31 December 2018, we had not lost any order from our customers due to environmental, health and safety concerns. We believe that our awareness of the environmental, health and safety issues and dedication to their protection makes us a leader in this area from an early stage.

Integrating environmental protection is a part of our operating philosophy. Our technological improvements were made with a view towards complying with or strengthening our environmental, health and safety protection measures. Producers that are unable to meet the environmental, health and safety standards of the local government and the downstream customers would incur a higher cost for fines and remediation and might not be competitive in the industry in the long run.

### 業務回顧

詳情載於本年報之「管理層討論及分析」中第16頁至第20頁。

### 公司的環境政策和表現

我們關注環境、健康及安全保護。作為染料及農業化學品中間體、顏料中間體及電池材料生產商，以及環保技術提供商，我們已在所有重大方面開發出符合環境、健康及安全保護方面的所有適用國家及地方標準的生產流程。我們亦認為實行及保持我們於環境、健康及安全保護措施的先進開發是一項競爭優勢。不符合地方環境、健康及安全保護標準的生產商可遭致損失及被地方政府處以罰款。

截至二零一八年十二月三十一日止年度，我們受到地方政府不時組織的檢查，且並無收到任何通知或警告，亦無因違反任何適用的環境、健康及安全法律或法規被處以可能對我們的業務構成重大不利影響的任何罰款或處罰。截至二零一八年十二月三十一日止年度，我們不曾因環境、健康及安全問題而失去任何客戶訂單。我們相信，我們對環境、健康及安全問題的意識以及我們對其保護事項的投入在早期令我們成為這一方面的領導者。

整合環保乃我們經營理念的一部份。我們的技術改進的目的在於遵守或加強我們的環境、健康及安全保護措施。無法達到地方政府以及下游客戶的環境、健康及安全標準的生產商將會產生更高額的罰款及補救成本，並可能無法在行業內具備長遠的競爭力。



The Group has set up the “Environmental Protection Administrative System” to implement the discharge of the duties of the person in charge and staff of every level and every department, and confirm the disposal treatments and standards of sewage, waste gas and solid waste. We have also set up the “Accountability system for Tsaker Chemical” to enhance the safety and environment awareness of all our employees and mitigate and root out any negligent acts, leading employees to fulfil their responsibility with lofty professionalism and to ensure the quality of work, so that a standardised management can be implemented.

The Group puts a lot of emphasis on corporate social responsibilities, focusing on environmental protection, safety and health, and continues to be committed to ensuring that the business activities of the Group are in line with the relevant environmental and safety supervisory requirements. We have already obtained Quality Management System ISO9001, Environmental Management System ISO14001 and Occupational Health Safety Management System GB/T 28001-2011 for our management system.

### **Compliance with related laws and regulations**

The Group always places focus on strict compliance with applicable laws and regulations in all material aspects, including the non-compliance incidents as disclosed in the Prospectus, setting up and improving the existing administrative system, enhancing daily operation and supervision, adopting effective measures to avoid and reduce risks and violation of rules. The following are some of the primary laws and regulations applicable to the Group in the PRC.

#### **Laws on Work Safety**

The Group has a comprehensive safety production management system and detailed operation procedures in place. In addition to the daily production safety inspection, routine comprehensive safety production inspection on Dongguang Production Plants, Dongao Production Plants and Dongying Production Plant are conducted weekly to thoroughly investigate any safety loopholes. Control on safety production is strengthened by adopting feasible preventive measures. We ensure to put in place various safety production systems, measures and responsibilities as well as the effectiveness of relevant contingency plans.

本集團制定了《環境保護管理制度》，落實了各級負責人、部門及員工的崗位職責、明確了廢水、廢氣及廢物的處理方法和標準。我們亦制定了《彩客化學問責制度》，以強化全體員工的安全環保意識，減少和杜絕各類工作失職行為，引導員工恪盡職守，確保工作質量，實行規範和標準化管理。

本集團十分重視企業社會責任，關注環保、安全與健康，並將繼續致力確保業務活動符合環保及安全監管規定。我們已就管理體系取得質量管理體系ISO9001、環境管理體系ISO14001認證及職業健康安全體系GB/T 28001-2011。

### **公司對有關法律和法規的遵守**

本集團始終重視在所有重大方面嚴格遵循所適用的法律和法規，包括在招股說明書中披露的不合規事項，制定和完善公司現行管理制度，加強日常管理與監督，採用有效措施以防範和減少風險和違規事項發生。以下為一些本集團於中國所適用的主要法律和法規。

#### **安全生產法**

本集團制定了完善的安全生產管理制度和具體的安全生產業務操作流程。除日常安全生產檢查外，東光生產廠房、東奧生產廠房，以及東營生產廠房每周都會開展例行的全面安全生產檢查，對安全隱患進行徹底排查，採取切實可行的措施，全面加強安全生產防控力度。確保安全生產各項制度落實到位、安全生產措施落實到位、安全生產責任落實到位，以及應急預案的實用性落實到位。

***The Environmental Protection Law, the Law on the Prevention and Treatment of Water Pollution and the Law on the Prevention and Treatment of Solid Waste Pollution***

The latest communique of the Fifth Plenary Session of the 18th Central Committee of the Communist Party of China proposed to enhance the effort on environmental protection as to increase the environmental quality as the core, implementing the strictest environmental protection system to thoroughly realise the plan of prevention and treatment of air, water and soil contamination and the vertical administrative system of monitoring the executability of environmental institutions below the provincial level.

Voluntarily abiding by the Environmental Protection Law of the People's Republic of China, the Law of the People's Republic of China on Prevention and Control of Water Pollution and the Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Waste, enhancing environmental awareness and achieving green production management is not only the common opportunities and challenges faced by enterprises, but also the foundation of their ongoing operations. The Group strictly abides by the above laws and regulations and adopts effective environmental protection measures to minimize the impacts of our operations on the environment.

Our production facilities have already been equipped with pollution control equipment such as monitoring equipment on generators to control and record the gas pollutants and the emission level of sewage and solid waste. We have also set up a series of internal policies and plans for environmental risks avoidance to ensure the compliance with the applicable state, industrial and local standard laws, regulations and policy requirements, including reports on the gas pollutants, the emission level of sewage and solid waste and regular assessment on such emission level to the local safety and environmental departments (Environmental Protection Bureau of Dongguang County, Work Safety Supervisory Bureau of Dongguang County, Environmental Protection Bureau of Dongying Port Economic Development Zone, Work Safety Supervisory Bureau of Dongying Port Economic Development Zone and Service Center of Hekou Blue Economic and Industrial Park). We constantly strengthen the development of clean production technologies to satisfy the increasing standard of environmental protection. When there is deviation from any applicable emission standards, we will investigate the cause and adopt corresponding corrective measures. Furthermore, our emission of sewage and solid waste and air pollutants is subject to the monitor by the above-mentioned safety and environmental departments.

***環境保護法、水污染防治法，及固體廢物污染環境防治法***

中國共產黨十八屆中央委員會第五次全體會議提出：加大環境治理力度，以提高環境質量為核心，實行最嚴格的環境保護制度，深入實施大氣、水、土壤污染防治行動計劃，實行省以下環保機構監測執法垂直管理制度。

自覺遵守《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》及《中華人民共和國固體廢物污染環境防治法》，提高環保意識，實現綠色生產管理，是企業所共同面臨的機遇與挑戰，是企業持續運營的前提。本集團嚴格遵守上述法律法規，採取有效的環保措施，盡量減少我們的經營運作對環境的影響。

我們的生產設施已安裝污染控制設備例如於發電機組的監控設備以控制及記錄氣體污染物、廢水及固體廢棄物的排放水平。我們亦制定一系列規避環境風險的內部政策及計劃以確保遵守適用國家、行業及地方標準法律、法規及政策的規定，包括向地方安全及環境部門（東光縣環保局、東光縣安全生產監督局、東營港經濟開發區環保局、東營港經濟開發區安全生產監督局、河口藍色經濟產業園服務中心）匯報氣體污染物、廢水及固體廢棄物的排放水平及定期評估該等排放水平。我們不斷加強清潔生產工藝研發，以滿足日益提高的環保標準。倘我們發現任何偏離適用排放標準的情況，我們將調查原因及將採取相應的糾正措施。此外，我們排放廢水及固體廢棄物及排放氣體污染物亦受上述地方安全及環境部門的監控。

### **The Regulations on the Control of Foreign Exchange**

Gain generated from the exporting business of the Group represents a relatively large proportion of the total revenue for the year and is denominated and settled in USD. Along with the constant promotion of internationalizing RMB, we do not only closely monitor the fluctuation of foreign currency, but also strictly comply with the regulations on the control of foreign exchange in foreign exchange filing registration, foreign exchange settlement, foreign exchange operating activities and foreign exchange investing activities.

### **The Foreign Trade Law**

The Group has corresponding internal export business management system and operation procedures in place, and promptly conducts filing registration to export department. We engage in trade activities that are in compliance with relevant laws and abide by the trade order. In order to maintain fair market competition, we do not engage in improper competition behaviours, such as selling at an improperly low price, bid-rigging, issuing false advertisement and bribery. For exporting, the Group also seriously studies and strictly complies with the laws and regulations of the export destination countries, such as the anti – dumping law in India, product liability laws and regulations in Germany and product safety and liability laws and regulations in the United States of America.

### **The Labour Law**

The Group developed and improved its existing internal management system to safeguard the rights of its employees, including the Safety Education Training System, the Identification and Treatment Management System for Hidden Safety Perils, and Management Regulations on On-site Sanitation and Cleaning. The Group stringently implements national protocols and standards on labour safety and health and conducts labour safety and health education for workers to prevent labour accidents and reduce occupational hazards.

### **外匯管理條例**

本集團出口業務所取得的收益佔全年總收益比例較大，均以美元定價和結算。隨著人民幣國際化進程的不斷推進，我們不僅密切監督匯率波動以防範外匯風險，也嚴格遵循外匯管理條例的規定進行外匯備案登記、外匯收支結算、外匯經營活動，以及外匯投資活動等。

### **對外貿易法**

本集團制定了相應的內部出口業務管理制度和業務流程，並及時向對外貿易主管部門辦理備案登記，從事符合法律要求的貿易活動，遵守貿易秩序，維護市場公平競爭，不實施以不正當的低價銷售商品、串通投標、發佈虛假廣告及進行商業賄賂等不正當競爭行為。在對外貿易中，本集團亦認真研究和嚴格遵守出口目的地國家有關的法律及法規，如印度的反傾銷法、德國產品責任法及法規、美國產品安全及責任法律及法規等。

### **勞動法**

本集團制訂和完善了內部保障勞動者權利的現行內部管理制度，包括《安全教育培訓制度》、《安全隱患排查治理管理制度》、《現場衛生清潔管理規定》等。本集團嚴格實施國家勞動安全和衛生的條例和標準，為勞動者提供勞動安全和健康教育，防範勞動事故和減少職業危害。

### Social Insurance and Housing Provident Funds

The Group complied with the PRC laws, rules and regulations, including the Social Insurance Law, the Regulations on Unemployment Insurance, the Regulations on Work Injury Insurance and the Regulations on the Administration of Housing Provident Fund. We make contributions to social insurance in full and on time including pension insurance, medical insurance, work injury insurance, unemployment insurance and maternity insurance as well as housing provident fund. For the year ended 31 December 2018, the Group did not receive any penalty from relevant administrative department.

In light of, including but not limited to, the above-mentioned primary laws and regulations, our internal control department is responsible for monitoring from time to time our compliance with and abidance by the applicable laws and regulations and other relevant PRC laws and regulations as well as supervising the implementation of necessary measures. In addition, we plan to provide our Directors, senior management and employees with continuing training development programs and updates regarding the relevant PRC laws and regulations on a regular basis to proactively identify any concerns and issues relating to potential non-compliance in order to reduce the Group's risk of deviating from them.

### IMPORTANT RELATIONSHIP WITH STAKEHOLDERS

**Customers:** We have built strong, long-standing relationships with our major customers, established a strong customer base and have become the key supplier to our major customers. We have passed a number of stringent qualification and certification processes required by our customers to establish our stable customer base. We have had relationships with our major customers for over ten years. We believe that these long-term relationships enable us to establish and maintain market leadership in the dye and pigment intermediates industry.

During the Review Year, we attended industry conferences to solicit new potential customers and maintain relationships with existing customers. To further enhance our business relationship with our customers, our sales team visited our major customers from time to time to conduct customer surveys to understand their evolving needs and obtained feedback on the quality of our products. We are dedicated to providing quality customer services and after-sales services. We endeavour to supply our products to our customers in a timely manner.

### 社會保險及住房公積金

本集團遵守相關的中國法律、條例及法規，包括《社會保險法》、《失業保險條例》、《工傷保險條例》及《住房公積金管理條例》等，為員工按時、足額繳納社會保險費，包括養老保險、醫療保險、工傷保險、失業保險和生育保險，以及住房公積金。截至二零一八年十二月三十一日止年度，本集團未收到任何有關行政部門的罰款。

針對包括但不限於上述主要法律和法規，我們的內部控制部門負責不時監控我們對適用法規及其他相關中國法律法規的合規及遵守情況，及監督任何必要措施的實施。此外，我們計劃定期向董事、高級管理層及僱員提供持續培訓及發展課程及有關相關中國法律法規的最新資料，藉以主動找出任何潛在不合規或違反本集團管理制度的問題及事宜，以減低本集團因有關偏離而須承受的風險。

### 與利益相關者的重要關係

**客戶：**我們已與主要客戶建立穩固的長期業務關係，建立了強大的客戶基礎，並成為主要客戶的關鍵供貨商。我們已通過我們的客戶所要求的多項嚴格資格及認證過程，以建立穩固的客戶基礎。我們已與主要客戶有超過約十年的業務關係。我們相信該等長期的業務關係使我們能夠在染料及顏料中間體行業建立並保持市場領導地位。

於回顧年內，我們出席行業會議以開發潛在的新客戶及維持與現有客戶的關係，為進一步鞏固我們與客戶的業務關係，我們的銷售團隊會不時到訪主要客戶，進行客戶意見調查以了解其不斷變化的需求及取得有關產品質量的回饋意見。我們致力於提供優質客戶服務及售後服務，並努力爭取及時向客戶供應產品。

**Suppliers:** We choose our suppliers of raw materials mainly based on the prices and quality of raw materials offered by different suppliers. We issue purchase orders to our suppliers typically on a monthly basis that set out the quantities, prices and specifications of the products to be purchased, delivery arrangement, credit terms and the quality examination procedures at arms' length negotiations between the parties based on normal commercial terms.

For the year ended 31 December 2018, we were able to obtain raw materials from our suppliers on terms and quality acceptable to us and we had not experienced any material disruption to the supply of any raw materials required for our production or experienced any difficulty in sourcing alternative suppliers for such raw materials. In addition, we believe the relationship between us and our major suppliers has been and will continue to be good and stable. All of our domestic procurements were paid in Renminbi. All of our foreign procurements were paid in USD.

**Employees:** In addition to competitive salaries, we provide employees with supplementary compensation benefits, such as free shift dormitories, free shuttle bus transportation, and meal allowance. In addition, we value our employees and provide them with continuing education, on-job training and encourage their career development through accumulating on-the-job experience. For the employees of our subsidiaries that operate in the PRC, we are required to make contributions to various government sponsored employee benefit funds, including social insurance fund, basic pension insurance fund and unemployment, maternity and work-related insurance funds in accordance with applicable PRC laws and regulations.

For the year ended 31 December 2018, there have been no labour disputes or strikes at any of our production facilities. Our current relationship with our employees and the labour unions are good and are based on mutual support and respect.

**供貨商：**我們主要根據不同供貨商所提供的原材料價格及質量甄選原材料供貨商。我們一般按月向供貨商下達採購訂單，其中載明將予採購產品的採購數量、價格及規格、交付安排、信用期及各方按一般商業條款公平磋商的質量檢驗程序。

截至二零一八年十二月三十一日止年度，我們一直能夠按我們可接受的條款及質量自供貨商取得原材料，而我們生產所需原材料的供應並無出現任何重大中斷，在向其他原材料供貨商採購有關原材料時亦無受到任何困難。此外，我們相信，我們與主要供貨商之間的關係良好、穩定並將繼續保持。我們對所有國內採購以人民幣付款。我們所有海外採購均以美元付款。

**僱員：**除有競爭力的薪金外，我們亦提供僱員補充薪酬福利，例如免費倒班宿舍、免費往返巴士及餐補。此外，我們重視僱員，並向其提供持續教育及在職培訓機會，並鼓勵通過積累工作經驗促進事業發展。我們必須為我們中國營運附屬公司的僱員根據中國相關法律法規向各類由政府資助的僱員福利基金作出供款，包括社保基金、基本養老保險基金及失業、生育和工作相關保險基金。

截至二零一八年十二月三十一日止年度，我們的任何生產設施均無發生勞工糾紛或罷工。我們與僱員及工會關係良好，秉承互相支持及互相尊重的原則。

## RISK FACTORS

Risks and uncertainties can affect the Group's businesses, financial conditions, operational results or growth prospects, leading to a divergence from the expected or historical results. Key risk factors affecting the Group are outlined below. In dealing with these risk factors, the Group keeps in touch with our stakeholders with the aim of understanding and addressing their concerns.

### Global economy and macroeconomic conditions

Any adverse change in the global economic downturn, geopolitical tensions, the PRC's economic, political and social conditions, as well as governmental policies may affect our sales, which will result in pressure on the prices, volume and margins achieved or achievable in the future. A decline in demand or a shift to lower value end products with a lower demand for our products resulting from deteriorating economic condition may adversely affect our business, financial condition, results of operations and prospects.

In this regard, the Group will actively gain understanding of the changes in domestic and overseas markets to promptly grasp information of industries in the upper and lower stream in relation to our products and adopt strategies to ensure steady growth in our profits. We will maintain good cooperative relationships with major clients by providing them with products highly functional and of consistent quality. In addition, we will establish an enriched product structure and portfolio to diversify the risk of concentration of products. Our products are sold all over the world to avoid risk of regional economy fluctuations. We keep developing new customers to lower the dependence on one single customer.

### Foreign exchange risk

The foreign exchange risk refers to the risk of loss caused by fluctuation in exchange rate. The foreign exchange risk of the Group is mainly related to its exporting activities. Along with the continuous expansion of the export business scale, the operation of the Group may be affected by the future fluctuation in exchange rate.

## 風險因素

風險及不明朗因素可能影響本集團的業務、財務狀況、營運業績或發展前景，導致業績偏離預期或過往表現。下文羅列出一些對本集團有影響的主要風險因素。在應對這些風險因素的時候，本集團與各相關方保持聯繫，以了解和響應他們的關注。

### 全球經濟及宏觀經濟的狀況

全球經濟狀況低迷，地緣政局緊張，以及中國經濟、政治及社會環境及政府政策的任何不利變動，均可能對我們的銷售造成影響，從而對已實現或日後可實現的價格、銷量及利潤率造成壓力。因經濟狀況轉差導致需求下降或需求轉向低價值的低端產品而對我們產品的需求下降，則可能對我們的業務、財務狀況、經營業績及前景造成不利影響。

對此，本集團積極了解國內外市場環境變化，及時掌握產品上下遊行業信息，採取穩定盈利增長的策略，我們與主要客戶保持良好合作，為客戶提供具有優越性能及持久質量的產品。同時，我們建立並不斷豐富產品結構和種類，以分散產品集中度風險。我們產品全球銷售，分散了地區經濟波動風險。我們不斷開發新客戶，降低了對單一客戶依賴度。

### 外匯風險

外匯風險指因匯率變動產生損失的風險。本集團承受的外匯風險主要與本集團的出口經營活動有關。隨着公司出口業務規模不斷擴大，未來匯率波動可能對本集團經營造成影響。

In view of this, the Group resets the export price every quarter to avoid the risk of foreign exchange fluctuation, and concentrated purchase in China to lower the foreign exchange risk. The Group will actively monitor the impact of change in currency exchange rates on the Group and, while taking into account the nature of its business, adopt measures based on scientific identification and effective balance to control relevant risk in order to avoid material loss.

For the year ended 31 December 2018, the Group neither drew up any hedging policy, nor adopted any hedging instruments.

### **We are exposed to risks associated with fluctuations in prices of raw materials and supply**

The prices of raw materials on which we depend may be affected by a number of factors, including market supply and demand, changes in PRC import duties, PRC and global economic conditions and changes to the PRC or international environmental and regulatory requirements. The prices of the raw materials are to a certain extent related to the price of crude oil. Fluctuations in oil prices may affect the prices of toluene, an upstream raw material of PNT, which, in turn, may also affect the prices of PNT. Any significant increases in the cost of the raw materials may increase our cost of production and negatively affect our profit margin and, more generally, our business, financial condition, results of operations and prospects. A reduction in, or lack of availability of, raw materials or interruptions in the supply chain, may also impact our profitability to the extent that we are required to pay higher prices for, or are unable to secure adequate supplies of the necessary raw materials.

對此，本集團採取對外銷售每季度重新定價的方法及時應對匯率變動的風險因素，以及集中國內採購，降低外匯風險。本集團將繼續密切關注匯率變動對本集團外匯風險的影響，結合自身業務性質，在科學識別和有效衡量的基礎上採取措施控制外匯風險，避免產生重大損失。

截至二零一八年十二月三十一日止年度，本集團並未制定對沖政策，亦未採取任何對沖工具。

### **我們面臨與原材料價格波動及供應有關的風險**

我們倚賴的原材料的價格可能受眾多因素影響，包括市場供需、中國進口關稅變動、中國及全球經濟狀況及國內外環境以及監管規定發生變化。原材料價格某種程度上與原油價格息息相關。油價波動可能影響甲苯（PNT的上游原材料）價格，從而亦可能影響PNT的價格。原材料成本一旦大幅增加，我們的生產成本可能增加，並可能對我們的利潤率造成負面影響，通常繼而會對我們的業務、財務狀況、經營業績及前景造成負面影響。原材料減少或短缺或供應鏈中斷亦會影響我們的盈利能力，導致我們須就必需的原材料支付更高價格，甚至或無法取得充足的供應。

In this regard, we choose our suppliers of raw materials based on the prices and quality of raw materials offered by different qualified suppliers. We purchase critical raw materials from several suppliers to avoid possible risk of relying on one single supplier. We issue purchase orders to our suppliers typically on a monthly basis that set out the quantities, prices and specifications of products purchase, delivery arrangement, credit terms and the quality examination procedures at arms' length negotiations between the parties based on normal commercial terms. Furthermore, we attach importance to maintaining good relationships with major suppliers to ensure we can secure sufficient supply of raw materials of stable quality in a timely manner and avoid any adverse effect of reduction in, or lack of availability of, raw materials or interruptions in the supply chain. In response to price changes of raw materials, we seek to adjust the prices at which we sell our products to shift any increase in our costs to our customers so as to maintain our profit margins.

#### **Expansion into new markets presents increased risks**

The competitive conditions and customer preferences of new markets may be different from our existing markets. As a result, our future operation in these markets may be less successful than those in the DSD Acid and DMSS markets. Customers in these new markets might not be familiar with our brand and we may need to build up brand awareness with greater effort than we originally planned. We may find it more difficult in new market to hire, train and retain qualified employees. This may have material adverse effect on our business, financial condition, results of operations and prospects.

In this regard, we will strengthen preliminary research and commercial feasibility analysis in relation to new markets, increase research and development of new products, technologies and techniques and hire experienced staff to fulfil our development plan for the future.

對此，我們根據不同供貨商所提供的原材料價格及質量甄選符合我們要求的合格供應商。我們對重要原材料選擇多家供應商，避免單一供貨商可能出現的風險。我們一般按月向供貨商下達採購訂單，其中載明產品採購數量、價格及規格、交付安排、信用期及各方按一般商業條款公平磋商的質量檢驗程序。此外，我們同樣重視與主要供貨商之間保持良好的業務關係，從而確保我們可以及時獲得充足的、質量穩定的原材料供應，避免因原材料減少、短缺或供應鏈中斷而對我們的負面影響。倘原材料價格改變，我們會嘗試調整產品售價，將增加的成本轉嫁予客戶以保持利潤率。

#### **拓展新市場將會導致更多的風險**

新市場的競爭條件及客戶偏好可能有別於我們的現有市場。因此，我們日後於該等市場經營業務可能不如在DSD酸及DMSS市場成功。該等新市場的客戶可能並不熟悉我們的品牌，我們可能需要付出比原先計劃更多的努力以建立品牌知名度。我們可能會更難以在新市場聘請、培訓及挽留合資格僱員。這都將會對我們的業務、財務狀況、經營業績及前景產生重大不利影響。

對此，我們會加強新市場的前期調研和商業可行性分析，加大對新產品、新技術及新工藝的研發投入，僱用有經驗的員工，以達成我們的未來發展計劃。



### We experience seasonal fluctuations

We experience seasonal fluctuations in our business and results of operations. Sales of our products and our production activities are generally slower during the first quarter of each year as a result of the Chinese New Year holidays in the first quarter, where many of the consumer product manufacturers stop production. Furthermore, large quantity of herbicide is typically produced ahead of the farming seasons for use during the farming seasons. As a result, demand for agricultural chemical intermediates such as ONT and OT, a raw material of certain herbicide, also correspond to this seasonal trend. Failure to manage seasonality in our business may cause our revenue and financial condition to be adversely affected.

In this regard, we make reasonable arrangements for the production and sales of products based on their respective market demand to cope with our exposure to seasonal fluctuation. For agricultural chemical intermediates such as ONT and OT, we conduct meticulous analysis and research on the seasonal demand for our products in various regions or countries and make active moves in developing domestic and overseas markets to mitigate the impact of seasonal factors. In addition, we carefully monitor and control the fluctuation in our working capital arising from seasonal movements of revenue so as to take timely and effective action and provide our business with stable and adequate cash for operations.

### ANALYSIS OF FINANCIAL KEY PERFORMANCE INDICATORS

Please see the section headed "Management Discussion and Analysis" on pages 23 to 29 of this annual report for details.

### OUTLOOK

Please see the section headed "Management Discussion and Analysis" on pages 21 of this annual report for details.

### EVENT AFTER THE REPORTING PERIOD

Details of event after the reporting period are set out in note 37 to the consolidated financial statements.

### 我們存在季節性波動

我們的業務及經營業績存在季節性波動。由於春節假期在第一季度，期間許多消費品製造商停工，故於每年的第一季度我們的產品銷售及生產活動一般會放緩。此外，大量的除草劑通常在農忙期前生產以供農忙期使用。因此，對若干除草劑的原材料 ONT 及 OT 等農業中間體的需求亦符合該季節趨勢，未能管理業務的季節性因素可能對我們的收益及財務狀況造成不利影響。

對此，我們根據不同產品的市場需求，合理安排各產品的生產和銷售，以應對季節性波動帶來的影響。對於 ONT 及 OT 等農藥中間體，我們認真分析和研究不同地區或國家對我們產品的季節性需求，積極開拓國內外市場，以降低季節性因素的影響。同時，我們謹慎監察及控制因收益的季節性變化而帶來的營運資金波動，適時採取有效措施，以為我們的業務提供穩定及足夠的營運現金。

### 財務關鍵表現指標分析

詳情載於本年報之「管理層討論及分析」中第23頁至第29頁。

### 展望

詳情載於本年報之「管理層討論及分析」中第21頁。

### 報告期後事項

有關報告期後事項之詳情載於綜合財務報表附註37。

## FINANCIAL OVERVIEW

The highlight of results and assets and liabilities of the Group for the last five financial years are set out on page 8 of this annual report. This highlight does not constitute part of the audited consolidated financial statements.

## APPLICATION OF PROCEEDS FROM LISTING

Please see the section headed "Management Discussion and Analysis" on page 30 of this annual report for details.

## MAJOR CUSTOMERS AND SUPPLIERS

### Major customers

For the year ended 31 December 2018, the top five customers attributable to the Group accounted for approximately 41.9% (2017: approximately 31.3%) of its total revenue, and the turnover attributable to its largest single customer accounted for approximately 14.5% of its total revenue (2017: approximately 10.9%).

### Major suppliers

For the year ended 31 December 2018, the top five suppliers of the Group accounted for approximately 37.2% (2017: approximately 40.2%) of its total purchases, and the turnover attributable to its largest single supplier accounted for approximately 20.6% of its total purchases (2017: approximately 13.3%).

During the Reporting Period, none of the Directors or any of their close associates or any Shareholders (who to the knowledge of the Directors own more than 5% of the Company's share capital in issue) had interest in any of the Group's top five customers or suppliers.

## PROPERTY, PLANT AND EQUIPMENT

Details of changes in property, plant and equipment of the Group for the year ended 31 December 2018 are set out in note 14 to the consolidated financial statements.

## 財務概要

本集團過去五個財政年度之業績以及資產及負債概要載列於本年報第8頁。本概要並不構成經審核綜合財務報表的一部份。

## 上市所得款項用途

詳情載於本年報之「管理層討論及分析」中第30頁。

## 主要客戶及供貨商

### 主要客戶

截至二零一八年十二月三十一日止年度，本集團前五名客戶的交易額佔本集團總收入約41.9%（二零一七年：約31.3%），而本集團之單一最大客戶的交易額佔本集團總收入約14.5%（二零一七年：約10.9%）。

### 主要供貨商

截至二零一八年十二月三十一日止年度，本集團前五名供貨商的交易額佔本集團總購貨額約37.2%（二零一七年：約40.2%），而本集團之單一最大供貨商的交易額佔本集團總購貨額約20.6%（二零一七年：約13.3%）。

於報告期內，概無董事、任何彼等的緊密聯繫人或任何股東（據董事所知擁有本公司的已發行股本的5%以上）於本集團五大客戶或供貨商中擁有權益。

## 物業、廠房及設備

本集團於截至二零一八年十二月三十一日止年度期間的物業、廠房及設備變動詳情載於綜合財務報表附註14。

## RESERVES

Details of changes in reserves of the Group for the year ended 31 December 2018 are set out in the consolidated statement of changes in equity on page 140.

## DISTRIBUTABLE RESERVES

As at 31 December 2018, the Company's reserves available for distribution amounted to approximately RMB595.0 million (as at 31 December 2017: approximately RMB599.2 million).

## BANK AND OTHER BORROWINGS

Details of bank and other borrowings of the Group as at 31 December 2018 are set out in note 24 to the consolidated financial statements.

## DIRECTORS

For the year ended 31 December 2018 and as at the date of this annual report, the Directors are as follows:

### Executive Directors:

Mr. GE Yi  
Ms. DUAN Weihua (resigned on 26 July 2018)  
Mr. BAI Kun  
Ms. JIN Ping (resigned on 26 July 2018)  
Ms. ZHANG Nan (appointed on 10 January 2019)

### Non-executive Directors:

Mr. XIAO Yongzheng (resigned on 10 January 2019)  
Mr. FONTAINE Alain Vincent

### Independent non-executive Directors:

Mr. HO Kenneth Kai Chung  
Mr. ZHU Lin  
Mr. YU Miao

## 儲備

本集團之儲備於截至二零一八年十二月三十一日止年度期間的變動詳情載於第140頁的綜合權益變動表。

## 可供分派儲備

於二零一八年十二月三十一日，本公司可供分派儲備約為人民幣595.0百萬元（於二零一七年十二月三十一日：約人民幣599.2百萬元）。

## 銀行借款及其他借款

關於本集團於二零一八年十二月三十一日之銀行借款及其他借款的詳情載於綜合財務報表附註24。

## 董事

截至二零一八年十二月三十一日止年度，至本年報日期，董事如下：

### 執行董事：

戈弋先生  
段衛華女士（已於二零一八年七月二十六日辭任）  
白崑先生  
晉平女士（已於二零一八年七月二十六日辭任）  
張楠女士（於二零一九年一月十日獲委任）

### 非執行董事：

肖勇政先生（已於二零一九年一月十日辭任）  
FONTAINE Alain Vincent先生

### 獨立非執行董事：

何啟忠先生  
朱霖先生  
于淼先生

In accordance with the article 16.19 of the Articles of Association, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) will retire from office by rotation and will be eligible for re-election at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. Thus, Mr. HO Kenneth Kai Chung and Mr. BAI Kun will retire by rotation and being eligible, will offer themselves for re-election as the Directors at the forthcoming AGM.

In accordance with article 16.2 of the Articles of Association, any Director appointed by the Board either to fill a casual vacancy or as an addition will hold office until the next following general meeting of the Company after his/her appointment. Thus, Ms. ZHANG Nan will retire and being eligible, will offer herself for re-election as the Director at the forthcoming AGM.

Circular containing details of the Directors to be re-elected at the forthcoming AGM will be despatched to the Shareholders in due course.

#### CHANGES TO INFORMATION OF DIRECTORS

Details of changes to any of the information in relation to any Director during the Reporting Period required to be disclosed pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules are set out in the section headed "Directors and Senior Management" contained herein.

#### DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management are set out on pages 72 to 77 hereof.

#### CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received the confirmation from each of the independent non-executive Directors in respect of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors are independent.

根據組織章程細則第16.19條，現時三分之一董事（倘若其數目並非為三的倍數，則取最接近而不少於三分之一之數目）將輪值告退，並有資格在每次股東週年大會膺選連任，惟各董事須最少每三年輪值告退一次。因此，何啟忠先生及白崑先生將於應屆股東週年大會輪值退任，並符合資格及願意膺選連任為董事。

根據組織章程細則第16.2條，任何由董事會委任以填補臨時空缺，或作為新增名額的董事任期將直至其獲委任後本公司下屆股東大會為止。因此，張楠女士將於應屆股東週年大會退任，並符合資格及願意膺選連任為董事。

載有應屆股東週年大會上膺選連任的董事詳情的通函將適時向股東寄發。

#### 董事資料之變動

於報告期內，根據上市規則第13.51(2)條(a)至(e)段及(g)段，須予披露有關任何董事之資料之任何變動之詳情載於本年報之「董事及高級管理層」一節。

#### 董事和高級管理層

董事和高級管理層的履歷詳情載於本年報第72頁至第77頁。

#### 獨立非執行董事獨立性的確認

本公司已收到各獨立非執行董事根據上市規則第3.13條確認彼等的獨立性，而本公司認為全體獨立非執行董事均為獨立人士。

### DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

None of the Directors has entered into any service contract with the Company or any of its subsidiaries which is of a duration exceeding three years or which is not determinable within one year without payment of compensation (other than statutory compensation).

### MAJOR CONTRACTS AND INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDER IN MAJOR TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

For the year ended 31 December 2018, none of the Directors and their connected entities (as defined in the Companies Ordinance) either directly or indirectly, have a material interest in any transactions, arrangements and contracts to which the Company or its holding company or any of its subsidiaries or fellow subsidiaries is a party which is material to the business of the Group.

### MANAGEMENT CONTRACTS

During the Reporting Period, no contracts concerning the management and administration of the whole or any substantial part of the businesses of the Company were entered into or existed.

### REMUNERATION POLICY

The Remuneration Committee is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, with regard to the Group's operating results, individual performance and comparable market practices.

Details of the remuneration of Directors and the five highest paid individuals for the Reporting Period are set out in notes 8 and 9 to the consolidated financial statements.

### 董事之服務合約及委聘函

概無董事與本公司或任何其附屬公司訂立期限超過三年或不可於一年內不付賠償（法定賠償除外）而終止的服務合約。

### 重要合約及董事與控股股東於重要交易、安排或合約的權益

截至二零一八年十二月三十一日止年度，概無董事及其有關連的實體（定義見公司條例）於本公司、其控股公司、其任何附屬公司或同系附屬公司作為訂約方並對本集團業務而言屬重要交易、安排或合約中直接或間接擁有重大權益。

### 管理合約

於報告期內，本公司並無就有關整體全部或任何重要部份業務的管理及行政工作簽訂或訂有任何合約。

### 薪酬政策

薪酬委員會之設立旨在根據本集團之經營業績、董事與高級管理層之個人表現及可資比較之市場慣例審查本集團有關董事及高級管理層之薪酬政策及薪酬架構。

有關於報告期內董事及五位最高薪酬人士的薪酬詳情載於綜合財務報表附註8和9。

## PENSION SCHEMES

Details of pension schemes of the Group are set out in note 2.4 to the consolidated financial statements.

## 退休金計劃

本集團退休金計劃詳情載於綜合財務報表附註2.4。

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

As at 31 December 2018, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (as defined in Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code, are set out as follows:

## 董事及最高行政人員於股份、相關股份及債權證中擁有的權益及淡倉

於二零一八年十二月三十一日，董事及本公司最高行政人員擁有根據《證券及期貨條例》第XV部第7及8分部已知會本公司及聯交所的本公司或其任何相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份及債權證的權益及淡倉（包括根據《證券及期貨條例》的該等條文彼等被當作或視為擁有的權益及淡倉），或根據《證券及期貨條例》第352條已登記於須予備存之登記冊，或根據證券交易的標準守則須知會本公司及聯交所的權益及淡倉如下：

### (i) Interest in the Company

### (i) 本公司權益

Name of Director 董事名稱	Nature of interest 權益性質	Number of Shares or underlying Shares held 持有股份或相關股份數目	Approximate percentage of shareholding <sup>(2)</sup> 股權概約百分比 <sup>(2)</sup>
GE Yi 戈弋	Interest in a controlled corporation <sup>(3)(6)</sup> 於受控制法團權益 <sup>(3)(6)</sup>	690,117,000 (L) <sup>(1)</sup> (好倉) <sup>(1)</sup>	66.09%
	Interest of other parties to an agreement required to be disclosed under section 317 of the SFO <sup>(4) (5)</sup> 根據證券及期貨條例第317條須予披露於協議其他方所持之權益 <sup>(4) (5)</sup>	61,100,000 (L) <sup>(1)</sup> (好倉) <sup>(1)</sup>	5.85%

**Notes:**

- The Letter "L" denotes long position in the Shares.
- As at 31 December 2018, the number of issued Shares of the Company was 1,044,250,000 Shares.
- These Shares represent Shares held by Cavalli or which Cavalli is interested in. Cavalli is wholly owned by Mr. Ge Yi.
- On 21 December 2017, Mr. Ge Yi, Cavalli and Success Asia Global Limited entered into an agreement to regulate their dealing in the Shares (the "Success Agreement"). As such, each party to the Success Agreement was deemed to have interests in the Shares and/or underlying Shares held by the other parties to the Success Agreement under Section 317 of the SFO, and Mr. Ge Yi is deemed to be interested in 26,100,000 Shares (long position) in which Success Asia Global Limited is interested in.
- On 26 March 2018, Mr. Ge Yi, Cavalli and NH Tsiker entered into an agreement to regulate their dealing in the Shares (the "NH Agreement"). As such, each party to the NH Agreement was deemed to have interests in the Shares and/or underlying Shares held by the other parties to the NH Agreement under Section 317 of the SFO, and Mr. Ge Yi is deemed to be interested in 35,000,000 Shares (long position) in which NH Tsiker is interested in.
- 1,000,000 Shares were disposed of by Cavalli pursuant to a settlement agreement dated 6 December 2018 (the "Settlement Agreement") and pursuant to such agreement, Cavalli has an option exercisable on or before 31 May 2019 to acquire such 1,000,000 Shares at an exercise price of HK\$3.5 per Share. The 690,117,000 Shares include such 1,000,000 Shares.

**附註：**

- 「好倉」指該股份中的好倉。
- 於二零一八年十二月三十一日，本公司已發行股份之數目為1,044,250,000股。
- 該等股份由Cavalli持有或Cavalli於其中擁有權益，而Cavalli為戈弋先生全資擁有。
- 於二零一七年十二月二十一日，戈弋先生、Cavalli及成亞環球有限公司訂立協議（「成亞協議」），規管彼等於股份之交易。因此，根據證券及期貨條例第317條，成亞協議的各訂約方被視作於其他訂約方持有的股份及／或相關股份中擁有權益，而戈弋先生被視為於成亞環球有限公司擁有權益的26,100,000股股份中擁有權益（好倉）。
- 於二零一八年三月二十六日，戈弋先生、Cavalli與NH Tsiker訂立協議（「NH協議」），規管彼等於股份之交易。因此，根據證券及期貨條例第317條，NH協議的各訂約方被視作於NH協議其他訂約方持有的股份及／或相關股份中擁有權益，而戈弋先生被視作於NH Tsiker擁有之35,000,000股股份中擁有權益（好倉）。
- Cavalli根據日期為二零一八年十二月六日之結算協議（「結算協議」）出售1,000,000股股份，根據該協議，Cavalli有權於二零一九年五月三十一日或之前按可予行使價格每股3.5港元收購該等1,000,000股股份。690,117,000股股份包括該等1,000,000股股份。

**(ii) Interest in associated corporations**

**(ii) 於相聯法團之權益**

Name of Director	Name of associated corporation	Nature of interest	Percentage of interest in the corporation 於法團之股權概約百分比
董事名稱	相關法團名稱	權益性質	
GE Yi 戈弋	Cavalli Enterprises <sup>(1)</sup> Inc. ("Cavalli")	Beneficial owner 實益擁有人	100.00%

**Note:**

- Cavalli is wholly-owned by Mr. Ge Yi, an executive Director. For the purpose of Part XV of the SFO, Mr. Ge Yi is deemed to be interested in the Shares held by Cavalli.

**附註：**

- Cavalli由執行董事戈弋先生全資擁有。就《證券及期貨條例》第XV部而言，戈弋先生被視作於Cavalli所持的股份中擁有權益。

Save as disclosed above, as at 31 December 2018, none of the Directors or chief executives of the Company had any interests or short positions in the Shares or underlying Shares or debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

#### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

No arrangement has been made by the Company or any of its subsidiaries for any Director to acquire benefits by means of the acquisition of Shares in or debentures of the Company or any other body corporate, and no rights to any share capital or debt securities of the Company or any other body corporate were granted to any Director or their respective spouse or children under 18 years of age, nor were any such rights exercised during the Review Year.

#### SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2018, to the knowledge of the Directors, the following persons (other than the Directors or chief executives of the Company) had an interest or a short position in the Shares or underlying Shares of the Company which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and recorded in the register of the Company maintained under Section 336 of the SFO:

除上文所披露者外，截至二零一八年十二月三十一日止，概無董事或本公司最高行政人員於本公司或其相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份或債權證中，擁有根據《證券及期貨條例》第XV部第7及8分部須知會本公司及聯交所的股份、相關股份及債權證的權益及淡倉（包括根據《證券及期貨條例》的該等條文彼等被當作或視為擁有的權益及淡倉），或須登記於根據《證券及期貨條例》第352條須予備存的登記冊內，或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

#### 董事購買股份或債權證的權利

本公司或其附屬公司於回顧年內的任何時間概無訂立任何安排，致使董事可藉購買本公司或任何其他法人團體股份或債權證而獲益，且並無董事或彼等之配偶或18歲以下的子女獲授予任何權利以認購本公司或任何其他法人團體的股本或債務證券，或已行使任何該等權利。

#### 主要股東於股份及相關股份中的權益及淡倉

於二零一八年十二月三十一日，就本公司董事所知，下列人士（並非董事及本公司最高行政人員）於本公司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3分部須向本公司披露並已登記於本公司根據《證券及期貨條例》第336條須予備存之登記冊內之權益或淡倉：



## Directors' Report 董事會報告

Name of Shareholder 股東名稱	Capacity/Nature of interest 身份／權益性質	Number of securities 證券數目	Approximate percentage of shareholding <sup>(5)</sup> 股權概約百分比 <sup>(5)</sup>
Cavalli	Beneficial owner <sup>(2)(9)</sup> 實益擁有人 <sup>(2)(9)</sup>	690,117,000 (L) <sup>(1)</sup> (好倉) <sup>(1)</sup>	66.09%
	Interest of other parties to an agreement required to be disclosed under section 317 of the SFO <sup>(6)(8)</sup> 根據證券及期貨條例第317條 須予披露之於協議其他方 所持之權益 <sup>(6)(8)</sup>	61,100,000 (L) <sup>(1)</sup> (好倉) <sup>(1)</sup>	5.85%
Qi Lin 綦琳	Interest of spouse <sup>(3)</sup> 配偶權益 <sup>(3)</sup>	751,217,000 (L) <sup>(1)</sup> (好倉) <sup>(1)</sup>	71.94%
Winshare Hongtai (Shenzhen) Investment Partnership (Limited Partnership) 文軒宏泰(深圳)投資 合夥企業(有限合夥)	Beneficial owner 實益擁有人	66,171,000 (L) <sup>(1)</sup> (好倉) <sup>(1)</sup>	6.34%
Success Asia Global Limited 成亞環球有限公司	Beneficial owner and person having a security interest in shares <sup>(5)(9)</sup> 實益擁有人及持有股份保證 權益之人士 <sup>(5)(9)</sup>	52,200,000 (L) <sup>(1)</sup> (好倉) <sup>(1)</sup> 26,100,000 (S) <sup>(4)</sup> (淡倉) <sup>(4)</sup>	5.00% 2.50%
	Interest of other parties to an agreement required to be disclosed under section 317 of the SFO <sup>(6)</sup> 根據證券及期貨條例第317條 須予披露之協議其他方 所持之權益 <sup>(6)</sup>	725,117,000 (L) <sup>(1)</sup> (好倉) <sup>(1)</sup>	69.44%
NH Tsiker	Beneficial owner and person having a security interest in shares <sup>(7)(9)</sup> 實益擁有人及持有股份 保證權益之人士 <sup>(7)(9)</sup>	105,000,000 (L) <sup>(1)</sup> (好倉) <sup>(1)</sup> 35,000,000 (S) <sup>(4)</sup> (淡倉) <sup>(4)</sup>	10.06% 3.35%
	Interest of other parties to an agreement required to be disclosed under section 317 of the SFO <sup>(6)</sup> 根據證券及期貨條例第317條 須予披露之協議其他方 所持之權益 <sup>(6)</sup>	716,217,000 (L) <sup>(1)</sup> (好倉) <sup>(1)</sup>	68.59%

Notes:

- (1) The letter "L" denotes long position in the Shares.
- (2) 1,000,000 Shares were disposed of by Cavalli pursuant to the Settlement Agreement and pursuant to such agreement, Cavalli has an option exercisable on or before 31 May 2019 to acquire such 1,000,000 Shares at an exercise price of HK\$3.5 per Share. The 690,117,000 Shares include such 1,000,000 Shares.
- (3) Ms. Qi Lin, as the spouse of Mr. Ge Yi, is deemed to be interested in the 751,217,000 Shares which Mr. Ge Yi is interested or deemed to be interested in under the SFO.
- (4) The letter "S" denotes short position in the Shares.
- (5) The interests of Success Asia Global Limited consist of the interests (long position) in 26,100,000 Shares and the interests (short position) in 26,100,000 Shares held by it. Success Asia Global Limited was deemed interested in 26,100,000 Shares (long position) in the capacity as a person having a security interest in the Shares. Therefore, Success Asia Global Limited is taken to be interested in the total of 52,200,000 Shares (long position) and 26,100,000 Shares (short position) under the SFO.
- (6) On 21 December 2017, Mr. Ge Yi, Cavalli and Success Asia Global Limited entered into the Success Agreement. As such, each party to the Success Agreement was deemed to have interests in the Shares and/or underlying Shares held by the other parties to the Success Agreement under Section 317 of the SFO.
- (7) The interests of NH Tsiker consist of the interests (long position) in 35,000,000 Shares and the interests (short position) in 35,000,000 Shares held by it. NH Tsiker was deemed interested in 70,000,000 Shares (long position) in the capacity as a person having a security interest in the Shares. Therefore, NH Tsiker is taken to be interested in the total of 105,000,000 Shares (long position) and 35,000,000 Shares (short position) under the SFO.

附註：

- (1) 「好倉」指該股份中的好倉。
- (2) Cavalli根據結算協議出售1,000,000股股份，根據該協議，Cavalli有權於二零一九年五月三十一日或之前按可予行使價格每股3.5港元收購該等1,000,000股股份。690,117,000股股份包括該等1,000,000股股份。
- (3) 綦琳女士作為戈弋先生之配偶被視為於戈弋先生擁有權益或根據證券及期貨條例視作擁有權益的751,217,000股股份中擁有權益。
- (4) 「淡倉」指該股份中的淡倉。
- (5) 成亞環球有限公司之權益包括其所持26,100,000股股份之權益(好倉)及26,100,000股股份之權益(淡倉)。成亞環球有限公司被視作以對股份持有保證權益的身份於26,100,000股股份中擁有權益(好倉)。因此，根據證券及期貨條例，成亞環球有限公司被視作於合共52,200,000股股份中擁有權益(好倉)及26,100,000股股份中擁有權益(淡倉)。
- (6) 於二零一七年十二月二十一日，戈弋先生、Cavalli及成亞環球有限公司訂立成亞協議。因此，根據證券及期貨條例第317條，成亞協議的各訂約方被視作於成亞協議其他訂約方持有的股份及／或相關股份中擁有權益。
- (7) NH Tsiker之權益包括其所持35,000,000股股份之權益(好倉)及35,000,000股股份之權益(淡倉)。NH Tsiker亦被視作以對股份持有保證權益的身份於70,000,000股股份中擁有權益(好倉)。因此，根據證券及期貨條例，NH Tsiker被視作於合共105,000,000股股份中擁有權益(好倉)及35,000,000股股份中擁有權益(淡倉)。

- (8) On 26 March 2018, Mr. Ge Yi, Cavalli and NH Tsiker entered into the NH Agreement. As such, each party to the NH Agreement was deemed to have interests in the Shares and/or underlying Shares held by the other parties to the NH Agreement under Section 317 of the SFO.
- (9) Out of the 690,117,000 Shares, 26,100,000 Shares and 70,000,000 Shares has been pledged by Cavalli to Success Asia Global Limited and NH Tsiker respectively.
- (10) As at 31 December 2018, the number of issued Shares was 1,044,250,000 Shares.
- (8) 於二零一八年三月二十六日，戈弋先生、Cavalli與NH Tsiker訂立NH協議。因此，根據證券及期貨條例第317條，NH協議的各訂約方被視作於NH協議其他訂約方持有的股份及／或相關股份中擁有權益。
- (9) 690,117,000股股份中，26,100,000股股份及70,000,000股股份已被Cavalli分別抵押予成亞環球有限公司及NH Tsiker。
- (10) 於二零一八年十二月三十一日，已發行股份之數目為1,044,250,000股。

Save as disclosed above, as at 31 December 2018, the Directors have not been aware of any person (other than the Directors or chief executives of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would be required to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or to be recorded in the register maintained under Section 336 of the SFO.

除上文所披露者外，於二零一八年十二月三十一日，就董事所知，概無任何其他人士（並非董事及本公司最高行政人員）於本公司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3分部須予披露，或須登記於《證券及期貨條例》第336條所述的登記冊內之權益或淡倉。

### SHARE OPTION SCHEME

The Group did not have any share option scheme for the year ended 31 December 2018.

### 購股權計劃

截至二零一八年十二月三十一日止年度期間，本集團概無任何購股權計劃。

### DEBENTURES ISSUED

The Company did not issue any debentures for the year ended 31 December 2018.

### 已發行的債權證

截至二零一八年十二月三十一日止年度，本公司概無發行債權證。

### EQUITY-LINKED AGREEMENT

For the year ended 31 December 2018, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company or subsisted as at the end of the year.

### 股票掛鈎協議

截至二零一八年十二月三十一日止年度或年度結束時，本公司概無訂立或存在任何股票掛鈎協議將會或可導致本公司發行股份，或規定本公司訂立任何協議將會或可導致本公司發行股份。

### SHARE CAPITAL

Details of changes in the share capital of the Company for the Review Year are set out in note 27 to the consolidated financial statements.

### 股本

本公司之股本於回顧年內的變動詳情載於綜合財務報表附註27。

## PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

For the year ended 31 December 2018, as the Board believed that the value of the Shares of the Company could not reflect their intrinsic value and the repurchase of Shares would reflect the Board's confidence in the Company's development prospects, the Company repurchased a total of 2,404,500 Shares from the Stock Exchange at the total consideration (before expenses) of HK\$12,547,310. The repurchased 2,404,500 Shares were subsequently cancelled on 11 January 2019.

Details of the repurchase are as follows:

Month 月份	Total number of Shares repurchased 已購回股份數目	Highest purchase price per Share 每股最高購買價 HK\$ 港元	Lowest purchase price per Share 每股最低購買價 HK\$ 港元	Total consideration (before expenses) 總代價(扣除開支之前) HK\$ 港元
December 12月	2,404,500	5.62	4.60	12,547,310

Save as disclosed above, neither the Company, nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities for the year ended 31 December 2018.

## PRE-EMPTIVE RIGHT

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands that would oblige the Company to offer new shares on a pro rata basis to the existing Shareholders.

## CHARITABLE DONATIONS

During the Review Year, the Group made charitable and other donations in a total amount of RMB2.0 million.

## 購買、贖回或出售上市證券

截至二零一八年十二月三十一日止年度，因董事會認為，本公司股份價值未能反應其內在價值，股份回購可反應董事會對本公司的發展前景充滿信心，本公司於聯交所購回合共2,404,500股股份，總代價(扣除開支前)為12,547,310港元。已購回之2,404,500股股份其後已於二零一九年一月十一日註銷。

購回詳情如下：

除上文所披露者外，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、出售或贖回本公司上市證券。

## 優先購買權

組織章程細則及開曼群島法律項下並無優先購買權條文，規定本公司須按比例基準向現有股東發售新股份。

## 慈善捐贈

於回顧年內，本集團已作出慈善捐款及其他捐獻合共人民幣2.0百萬元。

## UNDERTAKINGS OF NON-COMPETITION

Our Controlling Shareholders have entered into the Deed of Non-competition in favour of our Company (for itself and as trustee for the benefit of each of its subsidiaries), under which our Controlling Shareholders have undertaken to our Company that they will not, and will procure that none of their respective associates (other than members of our Group) will, directly or indirectly (including through anybody corporate, partnership, joint venture or other contractual arrangement) or as principal or agent, either on any of their own account or with each other or in conjunction with or on behalf of any person, firm or company or through any entities (except in or through any members of our Group):

- carry on, engage, participate or hold any right or interest in or render any services to or otherwise be involved in any business which is in competition, directly or indirectly, with or is likely to be in competition, directly or indirectly, with our business, whether as a Shareholder, Director, officer, partner, agent, lender, employee, consultant or otherwise, and whether for profit, reward or otherwise; and
- take any action which interferes with or disrupts or may interfere with or disrupt our business (as defined in the Prospectus) including, but not limited to, solicitation of any of the then current customers, suppliers or employees from any members of our Group.

Please refer to the Prospectus for details of the Deed of Non-competition.

The Company has received the annual confirmation from the Controlling Shareholders in respect of their compliance during the Reporting Period with the non-competition undertakings under the Deed of Non-competition issued to the Company in 2018.

The independent non-executive Directors have reviewed the compliance with the Deed of Non-competition during the Reporting Period based on data and the confirmation provided or given by the Controlling Shareholders, and are satisfied that the Controlling Shareholders have complied with the Deed of Non-competition.

## 不競爭承諾

控股股東以本公司（本身及為附屬公司利益而作為受託人）為受益人訂立不競爭契據，據此，控股股東向本公司承諾不會並將不會促使彼等各自的聯繫人（本集團成員公司除外）直接或間接（包括通過任何法團、合夥企業、合資企業或其他合同安排）或作為主事人或代理人自行或共同、或連同或代表任何人士、企業或公司或透過任何實體（屬於或透過本集團任何成員公司除外）進行若干活動：

- 以股東、董事、高級職員、合夥人、代理人、貸款人、僱員、顧問或其他身份進行、從事、參與任何與業務直接或間接競爭或可能競爭的業務或持有其中任何權利或權益或為其提供任何服務或以其他方式牽涉其中，不論是否為利益、回報或其他；及
- 採取任何干擾或妨礙或可能干擾或妨礙我們的業務（定義見招股說明書）的行動，包括但不限於招攬任何本集團成員公司當時的客戶、供應商或僱員。

關於不競爭契據的詳情，請參見招股說明書。

本公司已收到控股股東就彼等於報告期內已遵守不競爭承諾的年度確認書，確認二零一八年度控股股東已遵守其向本公司出具的不競爭契據所作的各項承諾。

獨立非執行董事已根據控股股東所提供或彼等給予的數據及確認，審閱不競爭契據於報告期內之履行情況，並滿意控股股東已遵守不競爭契據。

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2018, no Directors or any of their associates had any interests in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group.

### RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTION

During the Review Year, the Group entered into certain transactions with related parties as defined in accordance with applicable accounting standards, and details of which are set out in note 33 to the consolidated financial statements of this annual report. Such related party transactions include the connected transactions (fully exempted pursuant to Chapter 14A of Listing Rules). The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of Listing Rules.

### MATERIAL LITIGATION

For the year ended 31 December 2018, the Company has not been involved in any material litigation or arbitration. To the best knowledge of the Directors, there is no material litigation or claim pending or threatened against the Company.

### PERMITTED INDEMNITY PROVISIONS

Pursuant to article 34.1 of the Articles of Association, every Director, auditor or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all actions, costs, charges, losses, damages and expenses incurred or sustained by him as a Director, auditor or other officer of the Company by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own fraud or dishonesty. The Group has taken out and maintained directors' liability insurance throughout the year, which provides appropriate cover for the Directors. Every Director, auditor or other officer of the Company is therefore entitled to be indemnified subject to the Company Law or other relevant regulations for the year ended 31 December 2018. The permitted indemnity provision was in force during the year ended 31 December 2018 for the benefit of the Directors.

### 董事於競爭業務的權益

於二零一八年十二月三十一日，概無董事或彼等的聯繫人於任何與本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有任何權益。

### 關聯方交易及關連交易

於回顧年度，本集團與根據適用會計準則定義的關聯方進行若干交易。詳情載於本年報綜合財務報表附註33。該等關聯方交易包括按上市規則第14A章獲全面豁免的關連交易。本公司確認符合上市規則第14A章的披露規定。

### 重大法律訴訟

截至二零一八年十二月三十一日止年度，本公司並無涉及任何重大法律訴訟或仲裁。就董事所深知，也不存在任何尚未完結或對本公司存在威脅性的重大法律訴訟或索賠。

### 獲准許的彌償條文

根據組織章程細則第34.1條的規定，各董事、核數師或本公司其他高級管理人員有權從本公司的資產中獲得彌償，以彌償其作為董事、核數師或本公司其他高級管理人員因就各自之職務或信託履行職責或假定職責時作出、贊同或未作出之任何行為而產生或遭致的所有訴訟、成本、費用、損失、損害及開支（因彼等自身欺詐或不誠實而產生或導致者除外（如有））。本集團於年內已辦理及維持董事責任保險，為董事作適當的保障。因此，截至二零一八年十二月三十一日止年度期間，各董事、核數師或其他高級管理人員，在符合公司法或其他相關法規之前提下，都有權獲得彌償。獲准許的彌償條文於截至二零一八年十二月三十一日止年度內為董事的利益生效。

### DISCLOSURE UNDER RULE 13.21 OF THE LISTING RULES

In light of a loan facility of US\$50 million (the “**December 2017 Loan Facility**”) provided by three banks on 5 December 2017 to the Company’s directly-wholly-owned subsidiary, Tsaker Hong Kong, the banks included an additional requirement regarding the December 2017 Loan Facility, which required Mr. Ge shall not cease to own at least 51% of the beneficial interest in the issued share capital in the Company, carrying at least 51% of the voting right free from any security; and shall not cease to have management control over Tsaker Hong Kong, the Company and/or the Group. For details, please refer to the announcement dated 5 December 2017 of the Company.

### AUDIT COMMITTEE

The Audit Committee has reviewed with the management the accounting principles and practices adopted by and the audited consolidated financial statements of the Group for the year ended 31 December 2018.

### CORPORATE GOVERNANCE CODE

The Company is committed to maintaining a high standard of corporate governance practices. Information of the corporate governance practices adopted by the Company is set out in the section headed “Report of Corporate Governance” on pages 104 to 127 of this annual report.

### PUBLIC FLOAT

Based on information publicly available to the Company and to the best knowledge of the Directors, at least 25% of the Company’s total issued shares, being the minimum percentage of public float as prescribed by the Stock Exchange and under the Listing Rules, was held by the public at all times during the Reporting Period and as at the date of this annual report.

### 根據上市規則第13.21條作出之披露

有關三家銀行於二零一七年十二月五日向本公司直接全資附屬公司彩客香港提供金額為50百萬美元之貸款融資（「二零一七年十二月貸款融資」），銀行就二零一七年十二月貸款融資提出額外要求，要求戈先生不應終止擁有本公司已發行股本的至少51%之實益權益（附帶至少51%免除任何抵押之投票權）；及不應終止控制彩客香港、本公司及／或本集團之管理。有關詳情，請參閱本公司日期為二零一七年十二月五日之公告。

### 審核委員會

審核委員會已與管理層共同審閱本集團所採納的會計原則及慣例，以及截至二零一八年十二月三十一日止年度經審核綜合財務報表。

### 企業管治守則

本公司致力維持高水平之企業管治常規。有關本公司所採納之企業管治常規資料載於本年報第104頁至第127頁之「企業管治報告」。

### 公眾持有量

根據本公司可公開獲得的資料及就董事所深知，於報告期內的任何時間及直至本年報日期，本公司已發行股份總額中至少有25%（即聯交所及上市規則規定的最低公眾持股比例）由公眾人士持有。

#### AUDITOR

Ernst & Young has been appointed as auditor of the Company for the year ended 31 December 2018. Ernst & Young has audited the accompanying financial statements which were prepared in accordance with Hong Kong Financial Reporting Standards.

Ernst & Young is required to retire in the forthcoming AGM, and is eligible and offers itself for re-election. A resolution for the re-appointment of Ernst & Young as the auditor of the Company will be proposed at the AGM.

#### CLOSURE OF THE REGISTER OF MEMBERS

The Register of Members will be closed from 11 June 2019 to 14 June 2019, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the AGM, during which period no share transfers will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 10 June 2019.

The Register of Members will also be closed from 25 June to 28 June 2019, both days inclusive, in order to determine the entitlement of the Shareholders to receive the final dividend during which period no share transfers will be registered. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 24 June 2019.

By order of the Board  
GE Yi  
*Chairman and Chief Executive Officer*

Beijing, the PRC, 28 March 2019

#### 核數師

安永會計師事務所獲委任為截至二零一八年十二月三十一日止年度的核數師。安永會計師事務所已審核隨附的財務報表，該等報表按香港財務報告準則編製。

安永會計師事務所須於即將舉行的股東週年大會上退任，並符合資格及願意膺選連任。有關續聘安永會計師事務所為核數師的決議案將於股東週年大會上提呈。

#### 暫停辦理股份過戶登記手續

為釐定有權出席股東週年大會的股東身份，本公司將於二零一九年六月十一日至二零一九年六月十四日期間（包括首尾兩日）暫停辦理股份過戶登記手續。為符合資格出席股東週年大會，所有已填妥的股份過戶文件連同相關股票須不遲於二零一九年六月十日下午四時三十分送交本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓，以作登記。

為釐定有權收取末期股息的股東身份，本公司亦將於二零一九年六月二十五日至六月二十八日期間（包括首尾兩日）暫停辦理股份過戶登記手續。為符合資格獲得末期股息，所有已填妥的股份過戶文件連同相關股票須不遲於二零一九年六月二十四日下午四時三十分送交本公司股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓，以作登記。

承董事會命  
主席及行政總裁  
戈弋

中國北京，二零一九年三月二十八日





# Report of Corporate Governance

## 企業管治報告

The Board is pleased to present the corporate governance report of the Company for the period from 1 January 2018 to 31 December 2018.

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance to safeguard the interests of its shareholders and enhance its value and accountability. The Company has adopted the corporate governance code and corporate governance report under Appendix 14 to the Listing Rules as its own corporate governance code. The Company has been in compliance with all applicable code provisions under the corporate governance code throughout the Reporting Period, except for code provision A.2.1 which stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company will continue to review and monitor its corporate governance practices in order to ensure the compliance with the corporate governance code.

### THE BOARD

#### Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group's strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the Board has established three Board committees, including the Audit Committee, the Remuneration Committee and the Nomination Committee. The Board has delegated to the Board committees responsibilities as set out in their respective terms of reference.

All Directors shall ensure that they carry out their duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and the Shareholders at all times.

The Company has arranged appropriate insurance cover in respect of liability arising from legal action against its Directors, and will conduct annual review on such insurance cover.

董事會欣然呈列本公司自二零一八年一月一日起至二零一八年十二月三十一日止期間之企業管治報告。

### 企業管治常規

本公司致力維持高水平的企業管治，以保障股東權益並提升企業價值及問責性。本公司已採納上市規則附錄十四所載之企業管治守則及《企業管治報告》作為其本身之企業管治守則。於報告期內，除守則條文第A.2.1條（該條規定主席及行政總裁之職務須分開，且不得由同一人士擔任）外，本公司一直遵守企業管治守則項下之所有適用守則條文。本公司將繼續檢討並監察其企業管治常規，以確保遵守企業管治守則。

### 董事會

#### 責任

董事會負責本集團的整體領導，並監察本集團的策略性決定以及監察業務及表現。董事會已向本集團的高級管理層授與本集團日常管理及營運的權力及責任。為監察本公司事務的特定範疇，董事會已成立三個董事會委員會，包括審核委員會、薪酬委員會及提名委員會。董事會已向該等董事會委員會授與各職權範圍所載的責任。

全體董事須確保彼等本着真誠、遵守適用法律及法規，無論何時均以符合本公司及股東利益的方式履行職責。

本公司已就針對董事的法律訴訟安排適當責任保險，並將每年審視該保險之保障範圍。

### Board Composition

As at the end of the Reporting Period, the Board comprised two executive Directors, two non-executive Directors and three independent non-executive Directors, and as at the date of this report, the Board comprised three executive Directors, one non-executive Director and three independent non-executive Directors, as set out below:

#### Executive Directors:

Mr. GE Yi (*Chairman and Chief Executive Officer*)

Ms. DUAN Weihua (*chief development officer*)  
(resigned as the executive director of  
the Group on 26 July 2018)

Mr. BAI Kun (*chief financial officer*)

Ms. JIN Ping (*Vice President*) (resigned as  
the executive director of the Group on 26 July 2018)

Ms. ZHANG Nan (*appointed as the executive  
director of the Group on 10 January 2019*)

#### Non-executive Directors:

Mr. XIAO Yongzheng (*resigned as  
the non-executive director on 10 January 2019*)

Mr. FONTAINE Alain Vincent

#### Independent non-executive Directors:

Mr. HO Kenneth Kai Chung

Mr. ZHU Lin

Mr. YU Miao

The biographies of the Directors are set out in the section headed "Directors and Senior Management" of this annual report.

During the Reporting Period, the Board met the requirements of Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one possessing appropriate professional qualifications or accounting or related financial management expertise.

### 董事會組成

截止報告期末，董事會由兩名執行董事、兩名非執行董事及三名獨立非執行董事組成。而於本報告之日，董事會由三名執行董事、一名非執行董事及三名獨立非執行董事組成，詳情如下：

#### 執行董事：

戈弋先生 (*主席兼行政總裁*)

段衛華女士 (*首席發展官*) (已於二零一八年七月二十六日辭任本集團執行董事)

白崑先生 (*首席財務官*)

晉平女士 (*副總裁*) (已於二零一八年七月二十六日辭任本集團執行董事)

張楠女士 (於二零一九年一月十日獲任本集團執行董事)

#### 非執行董事：

肖勇政先生 (已於二零一九年一月十日辭任非執行董事)

FONTAINE Alain Vincent先生

#### 獨立非執行董事：

何啟忠先生

朱霖先生

于淼先生

董事履歷載於本年報之「董事及高級管理層」一節。

於本報告期內，董事會已遵守上市規則第3.10(1)及3.10(2)條有關委任至少三名獨立非執行董事 (其中至少一名獨立非執行董事須擁有適當的專業資格或會計或相關財務管理專業知識) 的規定。

The Company has also complied with Rule 3.10A of the Listing Rules, which relates to the appointment of independent non-executive directors representing at least one-third of the Board.

Each of the independent non-executive Directors has confirmed his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

Save as disclosed in the biographies of the Directors as set out in the section headed “Directors and Senior Management” of this annual report, none of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship) with any other Directors or any chief executive.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and expertise to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee.

As regards the corporate governance code provision requiring directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as their identity and the time involved to the issuer, the Directors have agreed to disclose their commitments to the Company in a timely manner.

### INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Any newly appointed Director would be provided with necessary induction and information to ensure that he/she has a proper understanding of the Group's operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations. The Company also arranges regular seminars to provide Directors with updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Group's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

本公司亦已遵守上市規則第3.10A條有關委任相當於董事會成員三分之一的獨立非執行董事的規定。

由於各獨立非執行董事均已根據上市規則第3.13條確認其獨立性，故本公司認為彼等均為獨立人士。

除本年報之「董事及高級管理層」一節所載董事履歷中所披露者外，概無董事與任何其他董事或最高行政人員有任何個人關係（包括財務、業務、家族或其他重大／相關關係）。

全體董事（包括獨立非執行董事）均為董事會帶來各種不同的寶貴營商經驗、知識及專門技能，使其有效率及有效地運作。獨立非執行董事應邀於審核委員會、薪酬委員會及提名委員會任職。

鑒於企業管治守則條文要求董事披露於上市公司或機構所持職務的數量及性質及其他重大承擔，以及彼等的身份及於發行人任職的時間，故董事已同意適時向本公司披露彼等的承擔。

### 入職及持續專業發展

任何新委任的董事均獲提供必要的入職培訓及數據，以確保其對本集團的營運及業務以及其於相關法規、法例、規則及條例下對彼等的責任有適當程度的了解。本公司亦定期為董事安排研討會，以不時為彼等提供上市規則及其他相關法律及監管規定最新發展及變動的更新資料。董事亦定期獲提供有關本集團表現、狀況及前景的更新數據，使董事會全體及各董事得以履行彼等的職責。

## Report of Corporate Governance 企業管治報告

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. From time to time, the joint company secretaries of the Company update and provide the Directors with written training materials in relation to their roles, functions and duties.

本公司鼓勵全體董事進行持續專業發展，藉此發展及更新其知識及技能。本公司聯席公司秘書不時更新及提供有關董事角色、職能及職責的書面培訓材料。

A summary of training received by the Directors for the Reporting Period according to the records provided by the Directors is as follows:

根據董事提供的記錄，於報告期內，董事接受的培訓概述如下：

Name of Director	董事姓名	Nature of Continuous Professional Development 持續專業發展課程性質
<b>Executive Directors</b>		
Mr. GE Yi	戈弋先生	A, B
Mr. BAI Kun	白崑先生	A, B, C
<b>Non-executive Directors</b>		
Mr. XIAO Yongzheng	肖勇政先生	B
Mr. FONTAINE Alain Vincent	FONTAINE Alain Vincent先生	A, B
<b>Independent non-executive Directors</b>		
Mr. HO Kenneth Kai Chung	何啟忠先生	B
Mr. ZHU Lin	朱霖先生	A, B
Mr. YU Miao	于淼先生	B

Notes:

附註：

- A: attending seminars and/or conferences and/or forums and/or briefings
- B: reading materials on various topics, including corporate governance matters, directors' duties and responsibilities, Listing Rules and other relevant laws
- C: participating in training provided by law/accounting firms and that relating to the business of the Company

- A: 出席研討會及／或會議及／或論壇及／或簡報會
- B: 閱讀多種類別議題的材料，議題包括企業管治、董事職務及職責、上市規則及其他相關法例
- C: 參加律師／會計師所提供的培訓、與本公司業務有關的培訓

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

In accordance with the code provision A.2.1 of the Corporate Governance Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company deviates from the code provision A.2.1 because Mr. GE Yi performs both the roles of the chairman and the chief executive officer of the Company. Since Mr. GE has been with the Group for many years, he has a thorough understanding in our business, management, customers and products. With his extensive experience in business operation and management, the Board believes that vesting the two roles in the same person provides the Company with strong and consistent leadership and facilitates effective implementation and execution of our business decisions and strategies, and is beneficial to the business prospects and management of the Company.

Under the leadership of Mr. GE, the Board works effectively and performs its responsibilities with all key and appropriate issues discussed in a timely manner. In addition, as all major decisions are made in consultation with members of the Board and relevant Board committees, and there are three independent non-executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers and authorities between the Board and the management of the Company. To maintain a high standard of corporate governance practices of the Company, the Board shall nevertheless review the effectiveness of the structure and composition of the Board from time to time in light of prevailing circumstances.

### APPOINTMENT AND RE-ELECTION OF DIRECTORS

Mr. GE Yi, being the executive Director, has entered into a service contract with the Company for a term of three years commencing on 15 June 2018, which is subject to renewal upon mutual agreement.

Mr. BAI Kun, being the executive Director, has entered into a service contract with the Company for a term of three years commencing on 25 August 2016, which is subject to renewal upon mutual agreement.

### 主席及行政總裁

根據企業管治守則守則條文第A.2.1條，主席及行政總裁的職位須有所區分，且不應由同一人擔任。本公司偏離守則條文第A.2.1條，原因是戈弋先生同時擔任本公司主席兼行政總裁。由於戈先生加入本集團多年，彼已深入了解我們業務、管理、客戶及產品。憑借其於業務營運及管理的豐富經驗，董事會認為兩個職位由同一人擔任令本公司之領導穩固一致，並有效落實及執行業務決策及策略，有利於本公司業務前景及管理。

在戈先生的領導下，董事會有效運作並履行其職責，適時商討所有重要及適當問題。此外，由於所有主要決策均經諮詢董事會成員及相關董事委員會後作出，且董事會有三名獨立非執行董事提出獨立意見，故董事會認為有足夠保障措施確保董事會及本公司管理層權力及權限平衡。董事會將不時根據現況檢討董事會架構及組成之效益，以保持本公司的高水平企業管治常規。

### 董事的委任及重選連任

執行董事戈弋先生已與本公司簽立服務合約，自二零一八年六月十五日起計為期三年，可待雙方同意後予以續期。

執行董事白崑先生已與本公司簽立服務合約，自二零一六年八月二十五日起計為期三年，可待雙方同意後予以續期。

Ms. ZHANG Nan, being the executive Director, has entered into a service contract with the Company for a term of three years commencing on 10 January 2019, which is subject to renewal upon mutual agreement.

Each of the non-executive Directors and the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years commencing from 15 June 2018, renewable upon mutual agreement.

No Director has entered into a service contract with the Company or any of its subsidiaries which is of a duration exceeding three years or which is not determinable within one year without payment of compensation (other than statutory compensation).

In accordance with article 16.19 of the Articles of Association, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) will retire from office by rotation and will be eligible for re-election at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. Therefore, Mr. HO Kenneth Kai Chung and Mr. BAI Kun will retire by rotation and being eligible, will offer themselves for re-election as the Director at the forthcoming AGM.

In accordance with article 16.2 of the Articles of Association, any Director appointed by the Board either to fill a casual vacancy or as an addition will hold office until the next following general meeting of the Company after his/her appointment. Therefore, Ms. ZHANG Nan will retire and being eligible, will offer herself for re-election as the Director at the forthcoming AGM.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition and making recommendations to the Board on the appointment or re-election of Directors and succession planning for Directors.

執行董事張楠女士已與本公司簽立服務合約，自二零一九年一月十日起計為期三年，可待雙方同意後予以續期。

各非執行董事及獨立非執行董事已與本公司簽署自二零一八年六月十五日起年期三年的聘書，可待雙方同意後予以續期。

概無董事與本公司或任何其附屬公司訂立期限超過三年或不可於一年內不付賠償（法定賠償除外）而終止的服務合約。

根據組織章程細則第16.19條，現時三分之一董事（倘若其數目並非為三的倍數，則取最接近而不少於三分之一之數目）將輪值告退，並有資格在每次股東週年大會膺選連任，惟各董事須最少每三年輪值告退一次。因此，何啟忠先生及白崑先生將於應屆股東週年大會輪值退任，並符合資格及願意膺選連任為董事。

根據組織章程細則第16.2條，任何由董事會委任以填補臨時空缺，或作為新增名額的董事任期將直至其獲委任後本公司下屆股東大會為止。因此，張楠女士將於應屆股東週年大會退任，並符合資格及願意膺選連任為董事。

董事的委任、重選連任及罷免程序及過程已載於組織章程細則。提名委員會負責檢討董事會的組成方式，並就董事的委任、重選連任及接任計劃向董事會提供推薦建議。

### BOARD MEETINGS

The Company will adopt the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of no less than fourteen days are given for all regular board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board meetings and Board Committee meetings, reasonable notice is generally given by the Company. The agenda and accompanying board papers are dispatched to the Directors or committee members at least three days before the Board meetings or Board Committee meetings to ensure that the Directors have sufficient time to review the papers and be adequately prepared for the meetings or Board Committee meetings. When Directors or committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting. Minutes of meetings shall be kept by the joint company secretaries with copies circulated to all Directors for information and records.

Minutes of the Board meetings and Board Committee meetings are recorded in sufficient detail on the matters considered by the Board and the Board Committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and Board Committee meeting are/will be sent to the Directors for comments within a reasonable time after the date on which the meeting is held. The minutes of the Board meetings are open for inspection by the Directors.

### 董事會會議

本公司將採納定期舉行董事會會議之慣例，每年召開至少四次董事會會議，大約每季一次。全體董事將獲發不少於十四天之通知以召開定期董事會會議，令全體董事均獲機會出席定期會議並討論議程事項。

就其他董事會及董事會委員會會議而言，本公司通常會發出合理通知。會議通知中已包括會議議程及相關董事會文件，並至少在舉行董事會或董事會委員會會議日期的三天前向董事或委員會成員送出，以確保董事有充足時間審閱有關文件及充分準備出席會議或董事會委員會會議。倘董事或委員會成員未能出席會議，則彼等會獲悉將予討論的事宜及於會議召開前有機會知會主席有關彼等的意見。聯席公司秘書應備存會議紀錄，並提供該等會議紀錄副本予所有董事作其參閱及紀錄之用。

董事會會議及委員會會議的會議紀錄會詳盡記錄董事會及董事會委員會所考慮的事宜及所達致的決定，包括董事提出的任何問題。各董事會會議及董事會委員會會議的會議紀錄草擬本會／將會於會議舉行後的合理時間內寄送至各董事，以供彼等考慮。董事會會議的會議紀錄公開供所有董事查閱。

## Report of Corporate Governance 企業管治報告

During the Reporting Period, eight Board meetings and one annual general meeting were held, and the attendance of the individual Directors at these meetings is set out in the table below:

於報告期內，董事會共舉行8次董事會會議及1次股東週年大會，個別董事出席情況載於下表：

Directors	董事	Meeting Attended/ Number of Board meetings 出席會議／董事會次數	Meeting Attended/ Number of General meetings 出席會議／股東會次數
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. GE Yi	戈弋先生	8/8	1/1
Ms. DUAN Weihua <sup>(1)</sup>	段衛華女士 <sup>(1)</sup>	2/2	1/1
Mr. BAI Kun	白崑先生	8/8	1/1
Ms. JIN Ping <sup>(2)</sup>	晉平女士 <sup>(2)</sup>	2/2	1/1
<b>Non-executive Directors</b>	<b>非執行董事</b>		
Mr. XIAO Yongzheng	肖勇政先生	8/8	1/1
Mr. FONTAINE Alain Vincent	FONTAINE Alain Vincent先生	8/8	1/1
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>		
Mr. HO Kenneth Kai Chung	何啟忠先生	6/8	0/1
Mr. ZHU Lin	朱霖先生	8/8	1/1
Mr. YU Miao	于淼先生	7/8	1/1

Note:

附註：

- (1) Ms. DUAN Weihua resigned as an executive Director of the Company on 26 July 2018. She attended all the Board meetings held prior to the date of her resignation.
- (2) Ms. JIN Ping resigned as an executive Director of the Company on 26 July 2018. She attended all the Board meetings held prior to the date of her resignation.

- (1) 段衛華女士於二零一八年七月二十六日辭任本公司執行董事，她出席了在其辭任日期之前舉行之所有董事會會議。
- (2) 晉平女士於二零一八年七月二十六日辭任本公司執行董事，她出席了在其辭任日期之前舉行之所有董事會會議。



### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Specific enquiry has been made to all the Directors and each of the Directors has confirmed that he/she complied with the Model Code throughout the Reporting Period.

During the Reporting Period, the Company also adopted its own code of conduct regarding employees' securities transactions on terms no less exacting than the standard set out in the Model Code for the compliance by its relevant employees who are likely to be in possession of unpublished inside information of the Company in respect of their dealings in the Company's securities.

### DELEGATION BY THE BOARD

The Board reserves for its decision on all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense. Directors are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

### 進行證券交易的標準守則

本公司已採納標準守則作為其自身有關董事進行證券交易的行為守則。經向全體董事作出具體查詢後，各董事已確認，彼等於報告期內一直遵守標準守則。

於報告期內，本公司亦已採納一套其條款不遜於標準守則所訂標準的僱員證券交易的自身行為守則，以供可能掌握本公司的未公開內幕消息的僱員遵照規定買賣本公司證券。

### 董事會的授權

董事會對本公司所有重大事宜保留決策權，包括：批准及監督一切政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易（特別是可能牽涉利益衝突者）、財務資料、委任董事及其他主要財務及營運事宜。董事於履行彼等職責時可尋求獨立專業意見，費用由本公司承擔。彼等亦被鼓勵向本公司高級管理層進行獨立諮詢。

本集團的日常管理、行政及營運交予高級管理層負責。董事會定期檢討所授權職能及職責。管理層訂立任何重大交易前須取得董事會批准。

### CORPORATE GOVERNANCE FUNCTION

The Board recognizes that corporate governance should be the collective responsibility of Directors and their corporate governance duties include:

- (a) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors;
- (d) to develop and review the Company's policies and practices on corporate governance and making recommendations to the Board and report to the Board on matters;
- (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report; and
- (f) to review and monitor the Company's compliance with the Company's whistleblowing policy.

### BOARD COMMITTEES

#### Audit Committee

The Audit Committee comprise three members, namely Mr. Zhu Lin (chairman), Mr. Xiao Yongzheng and Mr. Yu Miao, of which Mr. Zhu Lin and Mr. Yu Miao are independent non-executive Directors and Mr. Xiao Yongzheng is a non-executive Director.

### 企業管治職能

董事會確認，企業管治應屬董事的共同責任，彼等的企業管治職能包括：

- (a) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (b) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (c) 制定、檢討及監察適用於僱員及董事之操守守則及合規手冊；
- (d) 制定及檢討本公司之企業管治政策及常規，並向董事會推薦其意見及匯報相關事宜；
- (e) 檢討本公司對企業管治守則之遵守情況及在企業管治報告之披露；及
- (f) 檢討及監察本公司對本公司的舉報政策的遵守情況。

### 董事委員會

#### 審核委員會

審核委員會由三名成員組成，即朱霖先生（主席）、肖勇政先生及于淼先生，其中朱霖先生及于淼先生為獨立非執行董事，而肖勇政先生則為非執行董事。

The main duties and responsibilities of the Audit Committee are as follows:

審核委員會的主要職責如下：

1. to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and to deal with any questions of its resignation or dismissal;
  2. to monitor the integrity of the Company's financial statements and annual report and accounts, half-year report and, if the preparation of publication, quarterly reports, and to review significant financial reporting judgments contained in them;
  3. in reviewing these reports mentioned above before submission to the Board, focusing particularly on:
    - (i) any changes in accounting policies and practices;
    - (ii) major judgmental areas;
    - (iii) significant adjustments resulting from the audit;
    - (iv) the Group's going concern assumption and any qualifications;
    - (v) compliance with accounting standards; and
    - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
  4. to review the Company's financial controls, internal control and risk management systems and to audit any significant connected transaction, so as to ensure that management has performed its duty to establish an effective internal control system;
1. 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，以及處理任何有關該核數師辭職或辭退該核數師的問題；
  2. 監察本公司的財務報表以及年度報告及賬目、半年度報告及（若擬刊發）季度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見；
  3. 在向董事會提交上述有關報告前，特別針對下列事項加以審閱：
    - (i) 會計政策及實務的任何更改；
    - (ii) 涉及重要判斷性的地方；
    - (iii) 因核數而出現的重大調整；
    - (iv) 本集團持繼續經營的假設及任何保留意見；
    - (v) 是否遵守會計準則；及
    - (vi) 是否遵守有關財務申報的上市規則及法律規定；
  4. 檢討本公司的財務監控、內部監控及風險管理系統，對重大關連交易進行審核，確保管理層有履行職責建立有效的內部控制系統；

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| <p>5. to discuss the risk management and internal control system with management to ensure that management has performed its duty to have an effective system. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;</p> <p>6. to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;</p> <p>7. to review and monitor the training and continuous professional development of directors and senior management, and the Company's policies and practices on compliance with legal and regulatory requirements; and</p> <p>8. to review the Company's compliance with the code and disclosure in the corporate governance report.</p> | <p>5. 與管理層討論風險管理及內部監控系統，確保管理層已履行職責去建立有效的系統。討論內容應包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足；</p> <p>6. 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；</p> <p>7. 檢討及監察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方面的政策及常規；及</p> <p>8. 檢討本公司遵守守則的情況及在企業管治報告內的披露。</p> |
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The written terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company for inspection.

審核委員會的書面職權範圍於聯交所及本公司網站可供查閱。

During the Reporting Period, the Audit Committee held a total of three meetings to discuss and consider the following:

於報告期內，審核委員會共舉行3次審核委員會會議以討論及考慮以下內容：

- |   |   |
|---|---|
| <ul style="list-style-type: none"><li>• it reviewed the annual results of the Company and its subsidiaries for the financial year ended 31 December 2017 financial year and the auditor's report prepared by the external auditor on accounting matters and the major findings during the audit;</li><li>• it reviewed the interim results of the Company and its subsidiaries for the period ended 30 June 2018; and</li></ul> | <ul style="list-style-type: none"><li>• 審閱本公司及其附屬公司於截至二零一七年十二月三十一日止財政年度的全年業績，以及由外聘核數師就會計事宜及審核過程中的重大發現所編製的核數師報告；</li><li>• 審閱本公司及其附屬公司截至二零一八年六月三十日止期間之中期業績；及</li></ul> |
|---|---|

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- it reviewed the financial reporting system, compliance procedures, internal control (including the adequacy of resources, staff qualifications and experience, training programme and budget of the Company's accounting and financial reporting function), risk management system and procedures and the re-appointment of external auditor. The Board did not have separate opinion on any recommendation and suggestion by the Audit Committee in relation to the selection, appointment, retirement or removal of external auditor.
- 對財務申報系統、合規程序、內部監控（包括本公司會計及財務申報部門僱員的資源、資歷、培訓課程及預算是否充足）、風險管理系統及程序以及續聘外聘核數師作出檢討。董事會並無偏離審核委員會就甄選、委任、退任或罷免外聘核數師作出的任何推薦建議。

The attendance of members of the Audit Committee at the meetings are set out in the following table:

各審核委員會成員出席會議的情況載於下表：

Name of members	委員姓名	Actual attendance/Required attendance 已出席次數／應出席次數
Mr. ZHU Lin	朱霖先生	3/3
Mr. XIAO Yongzheng	肖勇政先生	3/3
Mr. YU Miao	于淼先生	3/3

### NOMINATION COMMITTEE

The Nomination Committee currently comprise three members, namely Mr. GE Yi (chairman), Mr. HO Kenneth Kai Chung and Mr. ZHU Lin, of which Mr. GE Yi is an executive Director and Mr. HO Kenneth Kai Chung and Mr. ZHU Lin are independent non-executive Directors.

### 提名委員會

提名委員會現時由三名成員組成，即戈弋先生（主席）、何啟忠先生及朱霖先生，其中戈弋先生為執行董事，而何啟忠先生及朱霖先生則為獨立非執行董事。

The main duties and responsibilities of the Nomination Committee are as follows:

提名委員會的主要職責如下：

1. to analyse the standards and procedures for selection of Directors and senior management appointed by the Board; review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
1. 研究董事及由董事會聘任的高級管理層的選擇標準和程序，至少每年檢討董事會的架構、人數、組成及成員多元化（包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
2. to determine the policy for the nomination of Directors, identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship. In identifying suitable individuals, the Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
2. 訂定提名董事的政策，物色具備合適資格可擔任董事的人士，挑選被提名人士出任董事。委員會於物色合適人士時，應考慮有關人士的長處，並以客觀條件充分顧及董事會成員多元化的裨益；
3. to assess the independence of the independent non-executive Directors;
3. 評核獨立非執行董事的獨立性；
4. to review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
4. 在適當情況下檢討董事會成員多元化政策；及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度；以及每年在企業管治報告內披露檢討結果；
5. to assess and review the candidates for director and senior management to be potentially appointed by the Board, make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer, taking into the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future; and
5. 評估及審查董事候選人和由董事會聘任的高級管理層候選人，及因應本公司的企業策略及日後需要的技能、知識、經驗及多元化組合，就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議；及
6. to examine the assessment standards for Directors and senior management appointed by the Board, conduct the relevant assessments and make recommendations to the Board.
6. 研究董事及由董事會聘任的高級管理層的考核標準，進行考核並向董事會提出建議。

The Nomination Committee will assess the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision. The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

The Company believes that the diversity of Board composition has many benefits to the performance of the Company. As such, the Company has adopted the Board Diversity Policy to ensure in designing the Board's composition, board diversity will be considered from a number of aspects, including but not limited to age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The Board Diversity Policy is summarised as follows:

**PURPOSE:** Aim to set out the approach to achieve diversity on the Board.

**POLICY STATEMENT:** With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board.

**IMPLEMENTATION:** The Company is committed to selecting the best person for the role. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition (including gender, age, length of service) will be disclosed in the Corporate Governance Report annually.

提名委員會按誠信、經驗、技能以及為履行職責所付出之時間及努力等標準評估候選人或在任人。提名委員會之建議將於其後提交董事會以作決定。提名委員會的書面職權範圍於聯交所及本公司網站可供查閱。

本公司相信董事會成員多元化將對提升本公司的表現益處良多，因此本公司已採納董事會成員多元化政策，確定在設定董事會成員組合時會從多個方面考慮董事會成員多元化，包括（但不限於）年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件顧及董事會成員多元化的益處。董事會成員多元化政策的概要載列如下：

目的：旨在列載董事會成員為達致多元化而採取的方針。

政策聲明：為達致可持續及均衡的發展，本公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵元素。董事會所有委任均以用人唯才為原則，並在考慮人選時以適當的條件充分顧及董事會成員多元化的裨益。

選擇標準：本公司致力於選擇最佳人選作為董事會成員。甄選人選將按一系列多元化範疇為基準，除教育背景、專業經驗、技能、知識及服務任期外，亦包括但不限於性別、年齡、文化背景及種族。最終將按人選的長處及可為董事會提供的貢獻而作決定。董事會組成（包括性別、年齡、服務任期）將每年在企業管治報告內披露。

## Report of Corporate Governance 企業管治報告

During the Reporting Period, the Nomination Committee held one meeting to discuss and consider the following:

1. the structure, size and composition (including the skills, knowledge and experience) of the Board;
2. the roles of the chairman and the chief executive officer of the Company are held by the same person, and believes that vesting the two roles in the same person provides the Company with strong and consistent leadership and facilitates effective implementation and execution of our business decisions and strategies, and is beneficial to the business prospects and management of the Company; and
3. the Board Diversity Policy.

The attendance of members of the Nomination Committee at the meeting is set out in the following table:

Name of members	委員姓名	Actual attendance/Required attendance 已出席次數 / 應出席次數
Mr. GE Yi	戈弋先生	1/1
Mr. HO Kenneth Kai Chung	何啟忠先生	1/1
Mr. ZHU Lin	朱霖先生	1/1

### REMUNERATION COMMITTEE

The Remuneration Committee comprises three members, namely Mr. YU Miao (chairman), Mr. XIAO Yongzheng and Mr. HO Kenneth Kai Chung, of which Mr. YU Miao and Mr. HO Kenneth Kai Chung are independent non-executive Directors and Mr. XIAO Yongzheng is a non-executive Director.

於報告期內，提名委員會共舉行一次提名委員會會議以討論及考慮以下內容：

1. 董事會之架構、人數及組成（包括技能、知識和經驗）；
2. 主席及行政總裁兩個職位由同一人擔任的職責，認為兩個職位由同一人擔任令本公司之領導穩固一致，並有效落實及執行業務決策及策略，有利於本公司業務前景及管理；及
3. 董事會成員多元化政策。

各提名委員會成員出席該等會議的情況載於下表：

### 薪酬委員會

薪酬委員會由三名成員組成，即于淼先生（主席）、肖勇政先生及何啟忠先生，其中于淼先生及何啟忠先生為獨立非執行董事，而肖勇政先生則為非執行董事。



The main duties and responsibilities of the Remuneration Committee are as follows:

薪酬委員會的主要職責如下：

1. to make recommendations to the Board on the Company's policy and structure for all directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy according to standards including salaries paid by comparable companies, time commitment and responsibilities concerned, and employment terms of other positions within the Company and its subsidiaries;
1. 就本公司董事及高級管理人員的全體薪酬政策及架構，及根據同類公司支付的薪酬、須付出的時間及職責、本公司及其附屬公司內其他職位的僱用條件等標準就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
2. to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
2. 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
3. to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
3. 向董事會建議個別執行董事及高級管理層的薪酬待遇，包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償）；
4. to make recommendations to the Board on the remuneration of non-executive Directors;
4. 就非執行董事的薪酬向董事會提出建議；
5. to consider salaries paid by comparable companies, time commitment and responsibility and employment conditions elsewhere in the Group;
5. 考慮同類公司支付的薪酬，須付出的時間及職責以及本集團內其他職位的僱傭條件；
6. to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive for the Company;
6. 檢討及批准向執行董事及高級管理層就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；
7. to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
7. 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；及
8. to ensure that no director or any of his associates is involved in deciding his own remuneration.
8. 確保任何董事或其任何聯繫人不得參與釐定他自己的薪酬。

## Report of Corporate Governance 企業管治報告

The written terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

薪酬委員會的書面職權範圍於聯交所及本公司網站可供查閱。

During the Reporting Period, the Remuneration Committee held two meetings to discuss and consider the following:

於報告期內，薪酬委員會曾舉行2次薪酬委員會會議以討論及考慮以下內容：

- the 2018 and 2019 remuneration packages of Directors and senior management; and
- the employee remuneration policies and structure of the Group.

- 董事及高級管理層的二零一八年及二零一九年薪酬待遇；及
- 本集團員工薪酬政策及架構。

The attendance of members of the Remuneration Committee at the meeting is set out in the following table:

各薪酬委員會成員出席該等會議的情況載於下表：

Name of members	委員姓名	Actual attendance/Required attendance 已出席次數／應出席次數
Mr. Yu Miao	于淼先生	2/2
Mr. Xiao Yongzheng	肖勇政先生	2/2
Mr. Ho Kenneth Kai Chung	何啟忠先生	2/2

### REMUNERATION OF SENIOR MANAGEMENT

The remuneration of senior management of the Company (including 2 Directors, whose biographies are set out on page 72 of this annual report) during the Reporting Period falls under the following bands:

### 高級管理層的薪酬

於報告期內，本公司的高級管理層（包括2名董事，彼等之履歷載於本年報第72頁）的酬金等級載列如下：

Band of remuneration (RMB)	酬金等級（人民幣）	Number of individuals 人數
RMB1,000,001 to 1,500,000	人民幣1,000,001至1,500,000元	2
RMB0 to 1,000,000	人民幣0至1,000,000元	1

Further particulars of Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 8 and 9 to the consolidated financial statements respectively.

有關須根據上市規則附錄十六予以披露之董事酬金及五位最高薪酬僱員的進一步詳情，分別載於綜合財務報表附註8及9。

### DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the period from the Reporting Period which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on the Company's performance, positions and prospects.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the independent auditor regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on page 128 of this annual report.

### RISK MANAGEMENT AND INTERNAL CONTROL

#### Responsibility of the Board

The Board acknowledges that it is the responsibility of the Board for ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems, to safeguard Shareholders' investments and the Company's assets, and review the effectiveness of such systems by the Audit Committee on an annual basis.

The Audit Committee assists the Board in the performance of its regulatory and corporate governance role in the Group's financial, operational, compliance, risk management and internal controls, as well as financial and internal audit functions. Risk management and internal control systems can only make reasonable but not absolute guarantees to prevent major misrepresentations or losses, which are designed to manage rather than eliminate the risk of failing to meet business objectives.

#### 董事有關財務報表的財務申報責任

董事明白彼等須編製本公司報告期內的財務報表的職責，以真實公平地反映本公司及本集團的狀況以及本集團的業績及現金流量。

管理層已向董事會提供必要的闡釋及數據，使董事會能對提呈予董事會批准的本公司財務報表進行知情的評估。本公司已向董事會全體成員提供有關本公司表現、狀況及前景的每月更新數據。

董事並不知悉與可能對本集團持續經營構成重大疑問的事件或狀況有關的任何重大不確定因素。

獨立核數師就彼等有關本公司綜合財務報表的申報責任作出的聲明載於本年報第128頁的獨立核數師報告。

#### 風險管理及內部監控

##### 董事會責任

董事會明白本身需負責建立和維持恰當且有效風險管理及內部監控系統，以保障股東的投資及本公司的資產，並透過審核委員會至少每年檢討系統的有效性。

審核委員會協助董事會履行其於本集團財務、運營、合規、風險管理及內部監控，以及財務及內部審計職能方面資源的監管及企業管制角色。風險管理及內部監控系統只能作出合理而非絕對的保證以防範重大失實陳述或損失，其建立旨在管理而非消除未能達成業務目標的風險。

### Internal audit department

The Group has established an Internal Audit Department, whereby such department plays an important role in monitoring the internal governance of the Company. The major responsibilities of the internal control department include standardizing and reviewing operating risks, financial positions and internal control of the Company, as well as conducting regular and comprehensive audits of all subsidiaries and affiliates of the Company. The Internal Audit Department reports to the Audit Committee at its annual meeting in respect of the adequacy and effectiveness of its work in the previous year and the work plan for the following year.

### Risk management and internal control system

The Group adopted the three lines of defence model in the management of risk. Operational management forms the core of the first line of defence as they contact with the risk sources in the first place. They are responsible for identifying, reporting and preliminarily managing risks in their daily operations. Our second line of defence is aimed to facilitate and monitor the implementation of effective risk management practices by operational management and assists risk owners in defining risk exposures and reporting adequate risk-related information throughout the Company. Our internal audit function is the core of the third line of defence and mainly responsible for checking, auditing and monitoring the work performed by the first and second lines of defence.

The Company's risks are identified from business processes in our established enterprise-wide risk assessment methodologies. We select key participants across the Company who are involved in each of the business process as interviewees to identify the risks to form our risk universe. Each risk within the risk universe is assessed in terms of likelihood of occurrence and the significance of impact, taken into account the current internal controls in place to mitigate these risks. The risk assessment results are reported to senior management, the Audit Committee and the Board for the confirmation of our risk response strategies and the development of our improvement measures, based on their preferences towards risk, the available resources for risk mitigation, and the current controls in place. The Board and the Audit Committee assess and review the effectiveness of the Group's risk management and internal control systems (covering all key controls including strategy, finance, operation, and compliance controls) on an annual basis.

### 內審部

本集團已建立集團內審部，該部門於監察本公司的內部管治方面扮演重要角色。內審部的主要職責包括規範及檢討本公司的營運風險、財務狀況及內部監控等事宜，以及對本公司的所有附屬公司及分支機構進行定期全面審核。內審部於每年定期會議上向審核委員會匯報其於上一年度有關內部監控是否足夠及有效的工作結果，以及下一年度的工作計劃。

### 風險管理及內部監控系統

本集團採取三道防線模式管理風險。營運管理人員是第一道防線的核心，因為一旦出現風險，彼等首當其衝。營運管理人員負責識別、報告及初步管理日常營運中存在的風險。第二道防線旨在推動及監察營運人員高效實施風險管理措施，協助風險責任人界定風險敞口及整個公司報告充足的風險信息。內部審核功能是第三道防線，主要負責檢查、審核及監察第一及第二道防線的工作。

根據我們建立的全面風險評估方法，本公司從業務流程出發，進行風險識別。我們選擇各個業務流程的主要負責人作為受訪者，識別流程中的風險，並匯總形成最終的風險清單。風險清單中的各風險按發生的可能性及影響程度評估，並考慮目前降低該等風險所採用的內部監控。風險評估結果向管理層、審核委員會及董事會匯報，以根據彼等的風險偏好、可用於降低風險的資源及目前已存在的內部監控狀況等因素來確認我們的風險應對策略和制定改善方案。董事會連同審核委員會每年評估及檢討本集團之風險管理及內部監控系統（包含所有重大監控，包括策略、財務、運營及合規監控）的有效性。

During the Review Year, the Company reviewed the report prepared by the Internal Audit Department containing the investigation results and improvement suggestions as well as the management letter prepared by the external auditor, and promptly took appropriate improvement measures to mitigate the risks.

The Company's internal control system is based on Internal Control-Integrated Framework of the Committee of Sponsoring Organisations of the Treadway Commission ("COSO"), and has five components, namely Control Environment, Risk Assessment, Control Activities, Information and Communication, and Monitoring Activities. The system intends to facilitate the design and functioning of good control practices and reduce the likelihood and impact of risks to an acceptably low level, in order for us to achieve our objectives in operations, reporting, and compliance.

Any material internal control defects identified are timely communicated and carefully evaluated for their potential impacts. The departments or functions who are owners of these controls, are required to propose corrective measures and obtain approval from management before implementation. The implementation status is monitored by both management and the Internal Audit Department to ensure these control defects are properly resolved in a timely manner.

The Group has also established policies and procedures for the handling and dissemination of inside information, including "Material Information Internal Reporting System of Tsaker Chemical Group Limited" and "Information Disclosure Management System of Tsaker Chemical Group Limited". The information or data to be disclosed should be properly reviewed and approved by our compliance functions and management to ensure its timeliness, accuracy, sufficiency and effectiveness, and is closely monitored after disclosure.

During the Review Year, the Board has reviewed the risk management and internal control system of the Group, and considered that the design and implementation of the risk management and internal control system of the Group are effective and efficient in all material respects.

於回顧年內，本公司已檢討了內審部編製的載有調查結果及改善建議的報告，亦檢討外聘核數師編製的管理層建議書，並及時採取相應的改善措施，以降低風險。

本公司的內部監控系統乃基於特雷德韋委員會贊助組織委員會（「COSO」）的內部監控整合框架，包括監控環境、風險評估、監控活動、信息及溝通和監督活動五個部份。該系統旨在推動良好監控實踐的設計及實施，降低風險發生的可能性，並將風險影響降低到可接受水平，以便實現我們的管理、申報及合規目標。

我們及時就所識別的重大內部監控瑕疵進行溝通，並審慎評估潛在風險。身為監控責任人的部門提出糾正措施，並於實施前獲得管理層批准。管理層及內審部監察實施情況，確保及時妥善解決監控瑕疵。

本集團亦制定了處理及發佈內幕消息政策及程序，包括《彩客化學集團有限公司重大信息內審部報告制度》和《彩客化學集團有限公司信息披露管理制度》。將予披露的信息或數據由資本市場部及管理層妥為審閱及批准，確保內幕消息的及時、準確、充分及有效，並於披露後密切監察。

於回顧年內，董事會已檢討本集團的風險管理及內部監控系統，並認為我們的風險管理及內部監控系統的設計及實施在所有重大方面均有效及充分。

## AUDITOR'S REMUNERATION

The remuneration of the auditor in respect of the audit and non-audit services provided to the Company for the Reporting Period is as follows:

Type of services	服務類別	Amount (RMB) 金額 (人民幣元)
Audit services	核數服務	5,345,000
Non-audit services in relation to:	關於以下各項的非審核服務：	
Interim results reviewing	中期業績審閱	700,000
Agreed upon procedure	議定程序	250,000
Taxation consulting	稅務諮詢	—*
Other service	其他服務	100,000
Total	總計	6,395,000

\* As at the date of the annual report, the Company and Ernst & Young Tax Services Limited were still negotiating the tax-related charges for the year ended 31 December 2018 (for the year ended 31 December 2017: USD8,973.56).

## 核數師酬金

就核數師於報告期內向本公司提供的核數及非核數服務之酬金載列如下：

\* 於年度報告的日期，本公司與安永稅務及諮詢有限公司就截至二零一八年十二月三十一日止年度稅務相關服務費用正在協商中（截至二零一七年十二月三十一日止年度：8,973.56美元）。

## COMPANY SECRETARIES

Ms. YANG Xue was appointed as the joint company secretary of the Company on 26 July 2018, and is responsible for advising the Board on corporate governance matters and ensuring that the Board policy and procedures, and the applicable laws, rules and regulations are followed.

In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company also engages Ms. LEUNG Suet Lun of TMF Hong Kong Limited (a company secretarial service provider) as the other joint company secretary to assist Ms. YANG Xue to discharge her duties as one of the joint company secretaries of the Company. Ms. YANG Xue is the primary contact person of the Company.

For the year ended 31 December 2018, Ms. YANG Xue and Ms. LEUNG Suet Lun have undertaken no less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules.

## 公司秘書

楊雪女士於二零一八年七月二十六日獲委任為本公司的聯席公司秘書，負責就企業管治事宜向董事會提出建議，並確保遵循董事會的政策及程序、適用法律、規則及法規。

為維持良好的企業管治並確保符合上市規則及適用香港法律，本公司亦委聘達盟香港有限公司（公司秘書服務提供商）梁雪綸女士為本公司的另一位聯席公司秘書，協助楊雪女士履行彼作為本公司其中一名聯席公司秘書的職責。楊雪女士為本公司的主要聯絡人。

截至二零一八年十二月三十一日止年度，楊雪女士及梁雪綸女士已符合上市規則第3.29條進行不少於15小時的相關專業培訓。

### COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognises the importance of timely and non-selective disclosure of information on the Company, which will enable shareholders and investors to make the informed investment decisions.

The annual general meetings of the Company provide opportunity for shareholders to communicate directly with the Directors. The Chairman of the Company and the chairmen of the Board Committees of the Company will attend the annual general meetings to answer shareholders' questions. The external auditor will also attend the annual general meetings to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

To promote effective communication, the Company adopts a Shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and its shareholders and maintains a website at <http://www.tsaker.com>, where the up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

### SHAREHOLDERS' RIGHTS

To safeguard the Shareholders' interests and rights, a separate resolution will be proposed for each issue at general meetings, including the election of individual directors.

All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and the poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each general meeting.

### 與股東的溝通及投資者關係

本公司認為，與股東的有效溝通對加強投資者關係及使投資者了解本集團的業務、表現及策略非常重要。本公司亦深信及時與非選擇性地披露本公司數據以供股東及投資者作出知情投資決策的重要性。

本公司股東週年大會提供股東與董事直接溝通的機會。本公司主席及本公司各董事會委員會主席將出席股東週年大會解答股東提問。外部核數師亦將出席股東週年大會，並解答有關審計行事、核數師報告的編製及內容、會計政策及核數師獨立性的提問。

為促進有效的溝通，本公司採納股東通訊政策，旨在建立本公司與股東的相互關係及溝通，並設有網站(<http://www.tsaker.com>)，本公司會於網站刊登有關其業務營運及發展的最新數據、財務資料、企業管治常規及其他資料，以供公眾人士讀取。

### 股東權利

為保障股東的利益及權利，本公司會於股東大會上就各事項（包括選舉個別董事）提呈獨立決議案。

於股東大會上提呈的所有決議案將根據上市規則以投票方式進行表決，投票結果將於各股東大會舉行後及時於本公司及聯交所網站刊登。

## CONVENING AN EXTRAORDINARY GENERAL MEETING AND PUTTING FORWARD PROPOSALS

According to the Articles of Association, Shareholders may put forward proposals for consideration at general meetings of the Company. Any one or more member(s) of the Company 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 any one of the joint company secretaries 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 21 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 to convene such general meeting shall be reimbursed to the requisitionist(s) by the Company.

## PROCEDURES FOR PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law. However, shareholders who wish to propose resolutions may follow Article 12.3 of the Articles of Association for requisitioning an extraordinary general meeting and including a resolution at such meeting. The requirements and procedures are set out in the section headed "CONVENING AN EXTRAORDINARY GENERAL MEETING AND PUTTING FORWARD PROPOSALS" in this annual report.

## ENQUIRIES TO THE BOARD

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to the capital market department of the Company at its headquarters through email at [ir@tsaker.com](mailto:ir@tsaker.com).

## CONSTITUTIONAL DOCUMENTS

There was no change in the Articles of Association during the Reporting Period.

## 召開股東特別大會及提呈建議

根據組織章程細則，股東可於本公司股東大會上提出建議以供考慮。任何一位或以上於遞呈要求當日持有本公司有權於本公司股東大會上投票並繳足股本不少於十分之一的股東，有權隨時透過向董事會或本公司任何一名聯席公司秘書發出書面要求召開本公司股東特別大會，以處理有關要求中指明的任何事項；上述會議應於相關要求遞呈後兩個月內舉行。倘遞呈後21日內董事會未有召開該大會，則遞呈要求人士可自行按正常程序召開大會，而遞呈要求人士因董事會未有召開股東大會而合理產生的所有開支應由本公司向要求人士作出償付。

## 於股東大會上提呈議案的程序

開曼群島公司法並無規定允許股東於股東大會上提呈新的決議案。然而，擬提呈決議案的股東可按本公司組織章程細則第12.3條，要求召開股東特別大會並於會上提呈決議案。本年報「召開股東特別大會及提呈建議」一節載列有關的要求及程序。

## 向董事會提出查詢

股東如欲向董事會作出有關本公司的查詢，可透過電郵向本公司總部之資本市場部查詢，電郵地址為 [ir@tsaker.com](mailto:ir@tsaker.com)。

## 章程文件

於報告期間組織章程細則並無修訂。



# Independent Auditor's Report

## 獨立核數師報告



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**To the shareholders of Tsaker Chemical Group Limited**  
(Incorporated in the Cayman Islands with limited liability)

**致彩客化學集團有限公司全體股東**  
(於開曼群島註冊成立的有限公司)

### Opinion

We have audited the consolidated financial statements of Tsaker Chemical Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 136 to 273, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### 意見

我們已審核第136至273頁所載彩客化學集團有限公司(「貴公司」)及其附屬公司「貴集團」的綜合財務報表，包括於二零一八年十二月三十一日的綜合財務狀況報表，及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

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》的披露要求妥為擬備。

### 意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表須承擔的責任」一節中作進一步闡述。根據香港會計師公會的《專業會計師道德守則》(「守則」)，我們獨立於貴集團，並已履行守則中的其他道德責任。我們相信，我們獲得的審計憑證能充足及適當地為我們的意見提供基礎。



### Key audit matters

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

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

### 關鍵審計事項

根據我們的專業判斷，關鍵審計事項為該等對本期綜合財務報表的審計最為重要的事項。這些事項均在我們審計整體綜合財務報表及出具意見時進行處理，而我們不會對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何處理的描述也以此為背景。

我們已履行本報告「核數師就審計綜合財務報表須承擔的責任」一節所述的責任，包括與這些關鍵審計事項相關的責任。因此，我們的審計包括執行為應對綜合財務報表重大錯報風險的評估而設的程序。審計程序的結果，包括應對下述關鍵審計事項所執行之程序，為我們就隨附的綜合財務報表的審計意見提供基礎。



**Key audit matters (continued)**  
**Recognition of deferred tax assets**

Several of the Company's subsidiaries had accumulated tax losses of RMB38,897,000 as at 31 December 2018. The Group has recognised deferred tax assets of RMB8,911,000 against the tax losses to the extent that the realisation of the related tax benefits through future taxable profits is probable.

Recognition of deferred tax assets requires critical management judgement about the likelihood and magnitude of creating future taxable profits to offset the tax losses, including expectations for future sales and margin developments and overall market and economic conditions. Actual profits are likely to be different from those forecasts since anticipated events frequently do not occur as expected and unforeseen events may arise, and their impact on estimates and forecasts may be material.

The Group's accounting policies and disclosures about the deferred tax assets are included in Note 2.4 Summary of significant accounting policies, Note 3 Significant accounting judgements and estimates and Note 26 Deferred tax to the consolidated financial statements.

**How our audit addressed the key audit matter**

Our audit procedures included, amongst others, evaluating the assumptions used in projecting the expected future taxable profits such as sales volume, sales price and margin, by comparing these key inputs with the Group's historical data and economic forecasts as well as by reviewing supporting documents for those assumptions made such as sale contracts and budget prepared by management, and assessing the income tax rate applicable to the deferred tax assets to be recognised. We involved our tax experts to assist us with corporate income tax reconciliation review. We also reviewed the adequacy of disclosures made in the Group's consolidated financial statements in respect of the recognition of deferred tax assets.

**關鍵審計事項 (續)**  
**遞延稅項資產確認**

於二零一八年十二月三十一日，貴公司若干附屬公司的累計稅務虧損為人民幣38,897,000元。貴集團就稅務虧損已確認的遞延稅項資產為人民幣8,911,000元，該確認以相關稅務虧損對應的稅項利益很可能透過日後應課稅溢利實現為限。

確認遞延稅項資產需要對未來應稅溢利的可能性和幅度作出重要的管理判斷，以抵銷稅務虧損，包括對未來銷售和溢利變動情況的預期以及整體市場和經濟狀況的預期。實際溢利可能與那些預測不同，因為預期事件經常不會如期發生，並且可能出現未預見的事件，並且它們對估計及預測的影響可能是重大的。

貴集團有關遞延稅項資產之會計政策及披露載於綜合財務報表附註2.4主要會計政策概要、附註3主要會計判斷及估計以及附註26遞延稅項。

**我們的審計如何處理該事項**

我們的審計程序包括（其中包括）評估用於預測未來應課稅溢利的假設，如銷售量、銷售價格、毛利等，方式為將此等關鍵假設與貴集團的歷史數據及經濟預測進行比較，審查諸如銷售合同、管理層編製的預算等假設的支持文件，以及評估適用於將予確認的遞延稅項資產的所得稅率。我們邀請內部稅務專家協助我們進行企業所得稅調節審查。我們亦審查貴集團綜合財務報表就確認遞延稅項資產所作出披露之適當性。



**Key audit matter (continued)**  
**Withholding tax for retained profits of subsidiaries**

As at 31 December 2018, the majority of retained profits of the Group were generated from subsidiaries located in Mainland China. Distribution of such profits is subject to withholding income tax. Based on management's estimation of profits to be distributed in the foreseeable future, dividends of RMB161,738,000 will be distributed from Mainland China to overseas holding companies. Therefore, deferred tax liability of RMB8,087,000 was recognised for the retained profits generated from subsidiaries located in Mainland China. Management expects that except for the aforementioned dividends, the remaining retained profits will be used for the subsidiaries' continuing reinvestment.

The process to determine the provision for withholding taxes for retained profits is complex and involves significant management's estimates and judgement on the cash flow forecasts of overseas holding companies, as well as the subsidiaries in Mainland China.

The Group's accounting policies and disclosures about the deferred tax liabilities are included in Note 2.4 Summary of significant accounting policies, Note 3 Significant accounting judgements and estimates and Note 26 Deferred tax to the consolidated financial statements.

**How our audit addressed the key audit matter**

Our audit procedures included, amongst others, evaluating management's assumptions and estimates in relation to the likelihood of the subsidiaries in Mainland China to distribute a dividend in the foreseeable future through comparison with their development, investment as well as dividend plans. We also assessed the cash demands of the overseas holding companies by reviewing the cash flow forecasts, liquidity analysis and other commitments. We obtained management's representation with respect to the distribution plan of the subsidiaries' retained earnings. We also reviewed the adequacy of disclosures made in the Group's consolidated financial statements in respect of the withholding tax for the subsidiaries' retained profits.

**關鍵審核事項 (續)**  
**附屬公司保留溢利的預扣稅**

於二零一八年十二月三十一日，貴集團大多數保留溢利乃產生自位於中國大陸的附屬公司。該等溢利之分派需預扣所得稅。根據管理層對可見未來將予分派溢利的估計，中國大陸的附屬公司將向海外控股公司派發為數人民幣161,738,000元之股息。因此，就位於中國大陸之附屬公司產生之保留溢利確認遞延稅項負債人民幣8,087,000元。管理層預期，除上述股息外，餘下保留溢利將用作附屬公司之持續在投資之用。

確認保留溢利的預扣稅撥備的程序乃屬複雜，涉及管理層對海外控股公司以及中國大陸附屬公司的現金流預測的重大估計及判斷。

貴集團有關遞延稅項負債之會計政策及披露載於綜合財務報表附註2.4主要會計政策概要、附註3主要會計判斷及估計及附註26遞延稅項。

**我們的審計如何處理該事項**

我們的審計程序包括(其中包括)透過比較中國大陸附屬公司發展、投資及股息計劃評估管理層，就中國大陸附屬公司於可見的將來宣派股息的可能性所用的假設及估計。我們亦透過審閱現金流量預測、流動性分析及其他承諾，評估海外控股公司的資本需求。我們取得管理層就附屬公司保留盈利分配計劃的聲明。我們亦審查貴集團綜合財務報表就附屬公司保留溢利之預扣稅作出之披露之充分性。



#### Other information included in the Annual Report

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

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

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

#### Responsibilities of the directors for the consolidated financial statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the 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 of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

#### 年報包括的其他資料

貴公司董事須對其他資料負責。其他資料包括刊載於年報內的所有資料，惟不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表發表的意見並不涵蓋其他資料，而我們亦不會就此發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，從而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獲悉的資料存在重大不符或似乎存在重大錯誤陳述的情況。基於我們已執行的工作，倘我們認為此其他資料存在重大錯誤陳述，則我們須報告該事實。我們就此並無任何事項需報告。

#### 董事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的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需的內部監控負責。

在編製綜合財務報表時，貴公司董事須負責評估貴集團持續經營之能力，並披露與持續經營有關之事項（如適用）。除非董事有意將貴集團清盤，或停止運營，或除此之外並無其他實際可行之辦法，否則貴公司董事須採用以持續經營為基礎之會計法。

審核委員會協助貴公司董事履行監督貴集團財務報告過程的責任。



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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional 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.

### 核數師就審計綜合財務報表須承擔的責任

我們的目標為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。我們僅向整體股東作出本報告，除此以外不可用作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔法律責任。

合理保證為高水準的保證，但不能保證按照香港審計準則進行的審計將在某一重大錯誤陳述存在時總能發現。錯誤陳述可由欺詐或錯誤引起，倘合理預期有關錯誤陳述單獨或匯總起來可能影響綜合財務報表使用者根據該等綜合財務報表作出的經濟決定，則被視作重大。

作為根據香港審計準則進行審計的一部分，我們會在審計過程中運用專業判斷及保持專業懷疑態度。我們亦會：

- 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該等風險，並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，或凌駕於內部監控之上，因此未能發現由於欺詐而導致的重大錯誤陳述的風險高於未能發現由於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監控，以設計適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。



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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

#### 核數師就審計綜合財務報表須承擔的責任 (續)

- 評價董事所採用的會計政策是否恰當及所作出的會計估計和相關披露是否合理。
- 對董事採用持續經營為會計基礎是否恰當作出結論。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因素，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定因素，則須在核數師報告中提請注意綜合財務報表中的相關披露，或倘有關的披露不足，則須修訂意見。我們的結論是基於核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體呈報、結構和內容，包括披露，以及綜合財務報表是否以中肯呈報的方式反映有關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責指導、監督及執行 貴集團審計工作。我們為審計意見承擔全部責任。



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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Bennett S.H. Wai.

**Ernst & Young**  
*Certified Public Accountants*

Hong Kong

28 March 2019

#### **核數師就審計綜合財務報表須承擔的責任 (續)**

我們就 (其中包括) 審計的計劃範圍、時間安排及重大審計發現 (包括我們在審計中識別出內部控制的任何重大缺陷) 與 貴公司審核委員會溝通。

我們亦向 貴公司審核委員會提交聲明, 說明我們已符合有關獨立性的相關專業道德要求, 並就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, 以及相關的防範措施 (如適用) 與他們溝通。

從與審核委員會溝通的事項中, 我們決定哪些事項對本期間綜合財務報表的審計最為重要, 因而構成關鍵審計事項。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, 我們認為披露這些事項所造成的負面後果合理預期將可能超過公眾知悉事項的利益而不應在報告中披露, 否則我們會在核數師報告中描述這些事項。

出具本獨立核數師報告的審計專案合夥人是韋少雄。

**安永會計師事務所**  
*執業會計師*

香港

二零一九年三月二十八日



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

Year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

		Notes 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>REVENUE</b>	<b>收益</b>	5	<b>1,515,882</b>	1,247,392
Cost of sales	銷售成本		<b>(991,789)</b>	(884,403)
Gross profit	毛利		<b>524,093</b>	362,989
Other income and gains	其他收入及收益	5	<b>11,488</b>	8,885
Selling and distribution expenses	銷售及分銷開支		<b>(48,462)</b>	(42,679)
Administrative expenses	行政開支		<b>(132,336)</b>	(121,804)
Other expenses	其他開支		<b>(5,528)</b>	(4,901)
Finance costs	財務成本	6	<b>(22,785)</b>	(15,559)
Exchange losses, net	匯兌虧損淨額		<b>(17,555)</b>	(5,872)
<b>PROFIT BEFORE TAX</b>	<b>除稅前溢利</b>	7	<b>308,915</b>	181,059
Income tax expense	所得稅開支	10	<b>(86,098)</b>	(44,953)
<b>PROFIT FOR THE YEAR</b>	<b>年內溢利</b>		<b>222,817</b>	136,106
<b>OTHER COMPREHENSIVE INCOME</b>	<b>其他全面收益</b>			
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods (net of tax):	可能於其後期間重新分類至損益的其他全面收益／(虧損) (扣除稅項):			
Exchange differences on translation of foreign operations	換算外國業務的匯兌差額		<b>7,016</b>	(11,656)
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods (net of tax):	將於其後期間不會重新分類至損益的其他全面收益 (扣除稅項):			
Equity investments designated at fair value through other comprehensive income	指定按公允價值計入其他全面收益之股權投資		<b>(1,041)</b>	—

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

Year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

	Notes 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>	年內其他全面收益，扣除稅項	<b>5,975</b>	(11,656)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	年內全面收益總額	<b>228,792</b>	124,450
Profit attributable to:	下列人士應佔溢利：		
Owners of the parent	母公司擁有人	<b>222,901</b>	136,131
Non-controlling interests	非控股權益	<b>(84)</b>	(25)
		<b>222,817</b>	136,106
Total comprehensive income attributable to:	下列人士應佔全面收益總額：		
Owners of the parent	母公司擁有人	<b>228,876</b>	124,475
Non-controlling interests	非控股權益	<b>(84)</b>	(25)
		<b>228,792</b>	124,450
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>	母公司普通權益擁有人應佔每股盈利		
Basic and diluted (expressed in RMB per share)	基本和攤薄 (按每股人民幣列示)	13	0.13

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 December 2018  
二零一八年十二月三十一日

		Notes 附註	31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	1,496,085	1,119,738
Prepaid land lease payments	預付土地租賃款項	15	76,063	80,636
Other intangible assets	其他無形資產		3,086	1,211
Investments in joint ventures	於合營公司之投資		—	900
Equity investments designated at fair value through other comprehensive income ("FVOCI")	指定按公允價值計入其他全面收益(「按公允價值計入其他全面收益」)之股權投資		9,287	—
Available-for-sale investments	可供出售投資	16	—	31,251
Deferred tax assets	遞延稅項資產	26	23,931	23,883
Restricted cash	受限現金	21	9,598	7,449
Other non-current assets	其他非流動資產		16,045	13,303
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>1,634,095</b>	<b>1,278,371</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	17	209,998	114,967
Trade receivables	貿易應收款項	18	186,316	276,438
Notes receivable	應收票據	19	68,224	51,800
Prepayments and other receivables	預付款項及其他應收款項	20	266,073	157,023
Restricted cash	受限現金	21	20,170	17,868
Cash and cash equivalents	現金及現金等價物	21	124,275	359,787
<b>Total current assets</b>	<b>流動資產總值</b>		<b>875,056</b>	<b>977,883</b>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	22	345,506	369,798
Other payables and accruals	其他應付款項及應計費用	23	100,910	125,968
Contract liabilities	合約負債		7,755	—
Interest-bearing bank and other borrowings	計息銀行及其他借款	24	230,806	87,000
Income tax payable	應付所得稅		52,475	15,000
Current portion of long-term borrowings	長期借款的即期部份	24	134,020	107,576
<b>Total current liabilities</b>	<b>流動負債總值</b>		<b>871,472</b>	<b>705,342</b>

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 December 2018  
二零一八年十二月三十一日

		Notes 附註	31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
<b>NET CURRENT ASSETS</b>	流動資產淨值		<b>3,584</b>	272,541
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	總資產減流動負債		<b>1,637,679</b>	1,550,912
<b>NON-CURRENT LIABILITIES</b>	非流動負債			
Deferred income	遞延收入	25	<b>23,316</b>	21,555
Deferred tax liabilities	遞延稅項負債	26	<b>8,087</b>	–
Interest-bearing bank and other borrowings	計息銀行及其他借款	24	<b>286,391</b>	387,421
Total non-current liabilities	非流動負債總額		<b>317,794</b>	408,976
Net assets	資產淨值		<b>1,319,885</b>	1,141,936
<b>EQUITY</b>	權益			
<b>Equity attributable to owners of the parent</b>	母公司擁有人應佔權益			
Share capital	股本	27	<b>67,491</b>	67,491
Treasury shares	庫存股份		<b>(11,031)</b>	–
Reserves	儲備	28	<b>1,262,636</b>	1,073,800
			<b>1,319,096</b>	1,141,291
Non-controlling interests	非控股權益		<b>789</b>	645
Total equity	權益總額		<b>1,319,885</b>	1,141,936

**Ge Yi**  
戈弋  
Director  
董事

**Bai Kun**  
白崑  
Director  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔											
		Share capital	Treasury shares	Share premium	Capital reserve	Safety production fund	Statutory reserve	Fair value reserve of financial assets at FVOCI 按公允價值計入其他全面收益之金融資產之公允價值儲備	Translation reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	庫存股份	股份溢價	資本儲備	安全生產基金	法定儲備	價值儲備	匯兌儲備	保留溢利	合計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2017	於二零一七年十二月三十一日	67,491	-	650,828	(308,202)	43,875	92,520	-	39,502	555,277	1,141,291	645	1,141,936
Effect of adoption of HKFRS 9	採納香港財務報告準則第9號之影響	-	-	-	-	-	-	2,675	-	(98)	2,577	-	2,577
At 1 January 2018 (restated)	於二零一八年一月一日 (經重列)	67,491	-	650,828	(308,202)	43,875	92,520	2,675	39,502	555,179	1,143,868	645	1,144,513
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	222,901	222,901	(84)	222,817
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	-	-	(1,041)	7,016	-	5,975	-	5,975
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	(1,041)	7,016	222,901	228,876	(84)	228,792
Repurchase of own shares	購回自有股份	-	(11,031)	-	-	-	-	-	-	-	(11,031)	-	(11,031)
Capital injection from minority shareholders	少數股東注資	-	-	-	-	-	-	-	-	-	-	228	228
Transfer of fair value reserve upon the disposal of financial assets at FVOCI	於出售按公允價值計入其他全面收益之金融資產時轉讓公允價值儲備	-	-	-	-	-	-	(2,639)	-	2,639	-	-	-
Dividend distributed to shareholders (Note 12)	分派予股東的股息 (附註12)	-	-	-	-	-	-	-	-	(42,617)	(42,617)	-	(42,617)
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	-	19,729	-	-	(19,729)	-	-	-
Appropriation to safety production fund	撥入安全生產基金	-	-	-	-	4,348	-	-	-	(4,348)	-	-	-
Conversion into a joint stock company with limited liability of a subsidiary	轉換為附屬公司之股份有限公司	-	-	-	202,438	-	(33,000)	-	-	(169,438)	-	-	-
At 31 December 2018	於二零一八年十二月三十一日	67,491	(11,031)	650,828*	(105,764)*	48,223*	79,249*	(1,005)*	46,518*	544,587*	1,319,096	789	1,319,885

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔								Non-controlling interests	Total equity
		Share capital	Share premium	Capital reserve	Safety production fund 安全生產基金	Statutory reserve	Translation reserve	Retained profits	Total		
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	30,649	593,724	(308,202)	39,900	84,295	51,158	469,461	960,985	-	960,985
Profit for the year	年內溢利	-	-	-	-	-	-	136,131	136,131	(25)	136,106
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	-	(11,656)	-	(11,656)	-	(11,656)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	(11,656)	136,131	124,475	(25)	124,450
Issue of shares	發行股份	36,842	57,104	-	-	-	-	-	93,946	-	93,946
Capital contributions from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	670	670
Dividend distributed to shareholders (Note 12)	分派予股東的股息 (附註12)	-	-	-	-	-	-	(38,115)	(38,115)	-	(38,115)
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	8,225	-	(8,225)	-	-	-
Appropriation to safety production fund	撥入安全生產基金	-	-	-	3,975	-	-	(3,975)	-	-	-
At 31 December 2017	於二零一七年十二月三十一日	67,491	650,828*	(308,202)*	43,875*	92,520*	39,502*	555,277*	1,141,291	645	1,141,936

\* These reserve accounts comprise the consolidated reserves of RMB1,262,636,000 and RMB1,073,800,000 in the consolidated statements of financial position as at 31 December 2018 and 31 December 2017, respectively.

\* 該等儲備賬包括列於綜合財務狀況表內分別為二零一八年十二月三十一日及二零一七年十二月三十一日之綜合儲備人民幣1,262,636,000元及人民幣1,073,800,000元。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
	Notes 附註		
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金流量</b>		
Profit before tax	除稅前溢利	<b>308,915</b>	181,059
Adjustments for:	就下列各項作出調整：		
Finance costs	財務成本	6 <b>22,785</b>	15,559
Exchange gains, net	匯兌收益淨額	<b>(906)</b>	(1,161)
Interest income	利息收入	5 <b>(999)</b>	(1,277)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損	7 <b>1,987</b>	625
Depreciation	折舊	14 <b>60,528</b>	58,110
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	15 <b>4,573</b>	4,573
Amortisation of other intangible assets	其他無形資產攤銷	<b>74</b>	4
Amortisation of other non-current assets	其他非流動資產攤銷	<b>5,272</b>	-
Amortisation of deferred income	遞延收入攤銷	<b>(2,128)</b>	(1,973)
Impairment of trade receivables	貿易應收款項減值	7 <b>15</b>	614
Impairment of property, plant and equipment	物業、廠房及設備減值	7 <b>719</b>	-
Write-down of inventories to net realisable value	存貨撇減至可變現淨值	7 <b>1,686</b>	835
		<b>402,521</b>	256,968
Increase in inventories	存貨增加	<b>(96,717)</b>	(34,036)
Decrease/(increase) in trade and notes receivable	貿易應收款項及應收票據減少／(增加)	<b>73,684</b>	(43,276)
Increase in prepayments and other receivables	預付款項及其他應收款項增加	<b>(86,605)</b>	(39,067)
(Decrease)/increase in trade payables	貿易應付款項(減少)／增加	<b>(2,891)</b>	113,836
Decrease in other payables and accruals	其他應付款項及應計費用減少	<b>(10,761)</b>	(1,470)
(Increase)/decrease in restricted cash	受限現金(增加)／減少	<b>(95)</b>	199

## Consolidated Statement of Cash Flows

### 綜合現金流量表

Year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

		Notes 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Cash generated from operations	經營產生的現金		<b>279,136</b>	253,154
Interest received	已收利息		<b>999</b>	1,277
Interest paid	已付利息		<b>(22,901)</b>	(15,559)
Income tax paid	已付所得稅		<b>(40,583)</b>	(47,307)
Net cash flows from operating activities	經營活動所得現金流量淨額		<b>216,651</b>	191,565
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動所得現金流量</b>			
Proceeds on disposal of available-for-sale investments	出售可供出售投資所得款項		<b>1,964</b>	-
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目		<b>(464,459)</b>	(245,968)
Proceeds on disposal of joint ventures	出售合營公司所得款項		<b>300</b>	-
Purchases of other intangible assets	購買其他無形資產		<b>(1,948)</b>	(1,103)
Proceeds on disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項		<b>453</b>	227
Purchases of available-for-sale investments	購買可供出售投資	16	<b>(3,275)</b>	(12,951)
Proceeds from government grants	政府補助所得款項		<b>3,892</b>	2,527
Net cash flows used in investing activities	投資活動所用現金流量淨額		<b>(463,073)</b>	(257,268)



# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

		Notes 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金流量</b>			
Funding to related parties	給予關聯方的資金		-	(87,933)
Proceeds from bank loans and other borrowings	銀行貸款及其他借款所得款項	29	<b>254,402</b>	520,170
(Increase)/Decrease in restricted cash for bank loans and other borrowings	銀行貸款及其他借款之受限現金(增加)/減少	29	<b>(4,356)</b>	46,945
Capital contribution from non-controlling interests	非控股權益注資		<b>228</b>	670
Service fee payment for other borrowings	其他借款之服務費款項		-	(5,000)
Repurchase of own shares	購回自有股份		<b>(11,031)</b>	-
Repayment of bank loans and other borrowings	償還銀行貸款及其他借款	29	<b>(186,622)</b>	(503,097)
Dividend paid	已付股息		<b>(42,617)</b>	(38,115)
Proceeds from issue of shares	發行股份所得款項		-	93,946
Net cash flows from financing activities	融資活動所得現金流量淨額		<b>10,004</b>	27,586
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物減少淨額</b>		<b>(236,418)</b>	(38,117)
Cash and cash equivalents at beginning of year	年初現金及現金等價物	21	<b>359,787</b>	396,743
Effect of foreign exchange rate changes, net	匯率變動的淨影響		<b>906</b>	1,161
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年末現金及現金等價物</b>	21	<b>124,275</b>	359,787

# Notes to Financial Statements

## 財務資料附註

31 December 2018  
二零一八年十二月三十一日

### 1. CORPORATE AND GROUP INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands. The registered office address of the Company is P.O. Box 472, 2nd Floor, Harbour Place, 103 South Church Street, George Town, Grand Cayman, KY1-1106, Cayman Islands.

The Company is an investment holding company. During the year, the Company's subsidiaries were involved in the following principal activities:

- manufacture and sale of pigment intermediates
- manufacture and sale of dye and agricultural chemical intermediates
- manufacture and sale of battery materials
- environmental technology consultancy service

In the opinion of the Directors, the ultimate holding company and parent of the Company is Cavalli Enterprises Inc., a company registered in the British Virgin Islands and controlled by Mr. Ge Yi ("Mr. Ge").

### 1. 公司及本集團資料

本公司為一家於開曼群島註冊成立的有限公司。本公司註冊辦事處的地址是P.O. Box 472, 2nd Floor, Harbour Place, 103 South Church Street, George Town, Grand Cayman, KY1-1106, Cayman Islands。

本公司為一家投資控股公司。於年內，本公司的附屬公司主要從事以下活動：

- 顏料中間體的生產和銷售
- 染料及農業化學品中間體的生產和銷售
- 電池材料的生產和銷售
- 環保技術諮詢服務

董事認為，本公司最終控股公司及母公司為 Cavalli Enterprises Inc.，一家於英屬處女群島註冊的公司及為由戈弋先生（「戈先生」）控股的公司。

## 1. CORPORATE AND GROUP INFORMATION

(continued)

## Information about subsidiaries

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

Name 公司名稱	Place and date of incorporation/ establishment 註冊成立／成立地點及日期	Issued ordinary/ registered share capital 已發行普通股／ 註冊股本	Percentage of equity interest attributable to the Company 本公司應佔股權百分比 %		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Tsaker Chemical (Hongkong) Co., Limited (Tsaker Hongkong) (彩客化學(香港)有限公司)(彩客香港)	Hong Kong 2 September 2010 香港 二零一零年九月二日	HK\$34,174,000 34,174,000港元	100	-	Investment holding and sale of chemicals 投資控股及化學品銷售
Tsaker Chemical industry (Cangzhou) Company Limited (Tsaker Chemical Industry) (彩客化工(滄州)有限公司)(彩客化工)	Hebei, People's Republic of China ("PRC") 28 September 2017 中華人民共和國(「中國」) 河北 二零一七年九月二十八日	RMB70,000,000 人民幣70,000,000元	-	100	Investment holding 投資控股
Tsaker Chemical (Cangzhou) Co., Limited (Tsaker Cangzhou) (彩客化學(滄州)有限公司)(彩客滄州)	Hebei, PRC 23 September 2005 中國河北 二零零五年九月二十三日	RMB55,000,000 人民幣55,000,000元	-	100	Production and sale of chemicals 化學品生產和銷售
Hebei Tsaker Chemical Co., Limited (Hebei Tsaker) (河北彩客化學股份有限公司)(河北彩客)	Hebei, PRC 7 May 2013 中國河北 二零一三年五月七日	RMB100,000,000 人民幣100,000,000元	-	100	Production and sale of chemicals 化學品生產和銷售
Tsaker Chemical(Dongying) Co., Limited (Tsaker Dongying) (彩客化學(東營)有限公司)(彩客東營)	Shandong, PRC 20 May 2014 中國山東 二零一四年五月二十日	RMB250,000,000 人民幣250,000,000元	-	100	Production and sale of chemicals 化學品生產和銷售
Tsaker Technology (Beijing) Co., Limited (Tsaker Beijing) (彩客科技(北京)有限公司)(彩客北京)	Beijing, PRC 17 October 2013 中國北京 二零一三年十月十七日	RMB100,000,000 人民幣100,000,000元	-	100	Technical support and sale of chemicals 技術支援和化學品銷售
Shandong Tsaker Dongao Chemicals Co., Limited (Tsaker Dongao) (山東彩客東奧化學有限公司)(彩客東奧)	Shandong, PRC 15 March 2004 中國山東 二零零四年三月十五日	RMB200,000,000 人民幣200,000,000元	-	100	Production and sale of chemicals and leasing 化學品生產和銷售及租賃
Dongying Tsaker Huahan Chemical Company Limited (Tsaker Huahan) (東營彩客華翰化學有限公司)(彩客華翰)	Shandong, PRC 22 August 2017 中國山東 二零一七年八月二十二日	RMB20,000,000 人民幣20,000,000元	-	51	Production and sale of chemicals 化學品生產和銷售
Tsaker Chemical (Xiajin) Company Limited (Tsaker Xiajin) (彩客化學(夏津)有限公司)(彩客夏津)	Shandong, PRC 2 December 2016 中國山東 二零一六年十二月二日	RMB10,000,000 人民幣10,000,000元	-	100	Production and sale of chemicals 化學品生產和銷售

## 1. 公司及本集團資料(續)

## 有關附屬公司資料

本公司主要附屬公司的詳情載列如下：

### 1. CORPORATE AND GROUP INFORMATION

(continued)

#### Information about subsidiaries (continued)

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

### 2.1 BASIS OF PREPARATION

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

#### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2018. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

### 1. 公司及本集團資料 (續)

#### 有關附屬公司資料 (續)

上表載列之本集團附屬公司，乃董事認為對本年度業績有重大影響或構成本集團淨資產之主要部份。董事認為提供其他附屬公司之詳情會令此等資料過於冗長。

### 2.1 編製基準

本財務報表乃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」）（包括香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例披露要求編製。除按公允價值計量之股權投資外，財務報表已根據歷史成本慣例編製而成，以人民幣（「人民幣」）呈列，而當中所有金額均湊整至最接近的千位，惟另有註明者除外。

#### 合併基準

綜合財務報表包括本公司及其附屬公司（統稱為「本集團」）截至二零一八年十二月三十一日止年度的財務報表。附屬公司指由本公司直接或間接控制之實體（包括結構性實體）。控制權指倘本集團能夠或有權從參與投資對象的業務中分享其非固定回報，並能夠通過其對投資對象的權力（即令本集團現時能夠指導投資對象相關活動的現有權利）影響回報金額。

### 2.1 BASIS OF PREPARATION (continued)

#### Basis of consolidation (continued)

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

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

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

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

### 2.1 編製基準 (續)

#### 合併基準 (續)

倘本公司直接或間接擁有投資對象中少於大多數的投票權或類似權利，本集團將於評估其是否對投資對象擁有權力時考慮所有相關事實及情況，包括：

- (a) 與投資對象其他投票權持有人的合約安排；
- (b) 來自其他合約安排的權利；及
- (c) 本集團的投票權及潛在投票權利。

附屬公司與本公司之財務報表之報告期間相同，並採用一致之會計政策編製。附屬公司之業績由本集團獲得控制權當日起作綜合入賬，直至有關控制權終止當日為止。

損益及其他全面收益之各個組成部份歸屬於本集團母公司之擁有人及非控股權益，即使此舉會導致非控股權益有虧絀結餘。所有有關本集團各成員公司間之交易之集團內部公司間資產及負債、權益、收益、開支及現金流量會於綜合計算時全數抵銷。

### 2.1 BASIS OF PREPARATION (continued)

#### Basis of consolidation (continued)

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

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

### 2.1 編製基準 (續)

#### 合併基準 (續)

倘事實及情況顯示上文附屬公司之會計政策所述三項控制因素之一項或多項出現變化，本集團會重新評估其是否控制被投資方。並無失去控制權之附屬公司擁有權權益變動以股本交易入賬。

倘本集團失去對附屬公司之控制權，則終止確認(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控股股東權益之賬面值及(iii)於權益內記錄之累計匯兌差額；及確認(i)已收代價之公允價值；(ii)所保留任何投資之公允價值及(iii)損益表中任何因此產生之盈餘或虧損。先前已於其他全面收益內確認之本集團應佔部份重新分類至損益或保留溢利(如適當)。基準與本集團直接出售相關資產或負債所需使用之基準相同。

**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES**

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

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i>
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i>
HKFRS 9	<i>Financial Instruments</i>
HKFRS 15	<i>Revenue from Contracts with Customers</i>
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i>
Amendments to HKAS 40	<i>Transfers of Investment Property</i>
HK(IFRIC)-Int 22	<i>Foreign Currency Transactions and Advance Consideration</i>
<i>Annual Improvements to HKFRSs 2014-2016 Cycle</i>	Amendments to HKFRS 1 and HKAS 28

Except for the amendments to HKFRS 2, the amendments to HKFRS 4, the amendments to HKAS 40 and *Annual Improvements to HKFRSs 2014-2016 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below:

**2.2 會計政策及披露之變動**

本集團於本年度財務報表首次採納以下新訂及經修訂香港財務報告準則。

香港財務報告準則第2號之修訂	以股份為基礎的支付交易的分類及計量
香港財務報告準則第4號之修訂	應用香港財務報告準則第9號「金融工具」與香港財務報告準則第4號「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	來自與客戶訂立之合約的收益
香港財務報告準則第15號之修訂	澄清香港財務報告準則第15號來自與客戶訂立之合約的收益
香港會計準則第40號之修訂	轉讓投資物業
香港（國際財務報告詮釋委員會）— 詮釋第22號	外幣交易及預付代價
香港財務報告準則二零一四年至二零一六年週期的年度改進	香港財務報告準則第1號及香港會計準則第28號之修訂

除與編製本集團財務報表無關之香港財務報告準則第2號之修訂、香港財務報告準則第4號之修訂、香港會計準則第40號之修訂及香港財務報告準則二零一四年至二零一六年週期的年度改進外，該等新訂及經修訂香港財務報告準則之性質及影響說明如下：

**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES** (continued)**HKFRS 9 Financial Instruments**

HKFRS 9 *Financial Instruments* replaces HKAS 39 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement; impairment; and hedge accounting.

The adoption of HKFRS 9 *Financial Instruments* from 1 January 2018 resulted in changes in accounting policies and adjustments to the amounts recognised in the financial statements. The new accounting policies are set out below. In accordance with the transitional provisions in HKFRS 9, comparative figures have not been restated.

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.

**2.2 會計政策及披露之變動 (續)****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號金融工具於二零一八年一月一日或之後開始的年度期間取代香港會計準則第39號金融工具：確認及計量，合併金融工具會計處理的所有三個方面：分類及計量；減值及對沖會計處理。

自二零一八年一月一日起採納香港財務報告準則第9號金融工具已導致會計政策出現變動及就於財務報表確認的金額作出調整。新的會計政策載於下文。根據香港財務報告準則第9號之過渡條文，並未重列比較數字。

於二零一八年一月一日（首次應用香港財務報告準則第9號之日期），本集團管理層已評估適用於本集團所持金融資產的業務模式，並將其金融工具歸類為適合香港財務報告準則第9號的類別。

	Notes	Under HKAS 39 根據香港 會計準則 第39號	Re- classification 重新分類	Re- measurement 重新計量	Under HKFRS 9 根據香港 財務報告 準則第9號
	附註				
<b>Financial assets – amortised cost</b>	<b>金融資產 – 攤銷成本</b>				
Trade receivables	貿易應收款項 (b)	276,438	–	(131)	276,307
<b>Financial assets – at FVOCI</b>	<b>金融資產 – 按公允價值計入其他全面收益</b>				
Available-for-sale financial assets	可供出售金融資產 (a)	31,251	(31,251)	–	–
Financial assets at FVOCI	按公允價值計入其他全面收益之金融資產 (a),(b)	–	31,251	2,675	33,926
Deferred tax assets	遞延稅項資產 (b)	23,883	–	33	23,916
<b>Equity</b>	<b>權益</b>				
Fair value reserve of financial assets at FVOCI	按公允價值計入其他全面收益之金融資產之公允價值儲備 (b)	–	–	2,675	2,675
Retained profits	保留溢利 (b)	555,277	–	(98)	555,179



**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES** (continued)**HKFRS 9 Financial Instruments** (continued)**(a) Classification and measurement**

Under HKFRS 9, the Group initially 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.

Under HKFRS 9, debt financial instruments are subsequently measured at fair value through profit or loss (“FVPL”), amortised cost, or FVOCI. The classification is based on two criteria: the Group’s business model for managing the assets; and whether the instruments’ contractual cash flows represent “solely payments of principal and interest” on the principal amount outstanding (the “SPPI criterion”).

The new classification and measurement of the Group’s debt financial assets are as follows:

Debt instruments at amortised cost for financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the SPPI criterion. This category includes the Group’s trade and notes receivables, financial assets included in prepayments and other receivables, restricted cash, cash and cash equivalents and financial assets included in other non-current assets.

**2.2 會計政策及披露之變動 (續)****香港財務報告準則第9號金融工具 (續)****(a) 分類及計量**

根據香港財務報告準則第9號，本集團初步按其公允價值加交易成本（倘為並非按公允價值計入損益之金融資產）計量金融資產。

根據香港財務報告準則第9號，債務金融工具隨後按公允價值計入損益（「按公允價值計入損益」）、攤銷成本或按公允價值計入其他全面收益計量。分類乃基於兩個標準作出：本集團管理資產的業務模式；及工具的合約現金流量是否為就未償還本金額的「純粹本金及利息付款」（「SPPI標準」）。

本集團債務金融資產之新分類及計量如下：

金融資產按攤銷成本列賬的債務工具指在業務模式內以持有金融資產以收取符合SPPI標準的合約現金流量為目的的金融資產。此類別包括本集團的貿易應收款項及應收票據、計入預付款項及其他應收款項之金融資產、受限現金、現金及現金等價物及計入其他非流動資產的金融資產。

**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES** (continued)**HKFRS 9 Financial Instruments** (continued)**(a) Classification and measurement** (continued)

Debt instruments at FVOCI, with gains or losses recycled to profit or loss on derecognition. Currently the Group does not hold any assets of this category.

Other financial assets are classified and subsequently measured as follows:

Equity instruments at FVOCI, with no recycling of gains or losses to profit or loss on derecognition. This category only includes equity instruments, which the Group intends to hold for the foreseeable future and which the Group has irrevocably elected to so classify upon initial recognition or transition. The Group classified its equity instruments as equity instruments at FVOCI. Equity instruments at FVOCI are not subject to an impairment assessment under HKFRS 9. Under HKAS 39, the Group's equity instruments were classified as available-for-sale financial assets.

The assessment of the Group's business models was made as of the date of initial application, 1 January 2018. The assessment on whether contractual cash flows on debt instruments are solely comprised of principal and interest was made based on the fact and circumstances as at the initial recognition of the assets.

The accounting for the Group's financial liabilities remains largely the same as it was under HKAS 39. Similar to the requirements of HKAS 39, HKFRS 9 requires contingent consideration liabilities to be treated as financial instruments measured at fair value, with the changes in fair value recognised in profit or loss.

**2.2 會計政策及披露之變動 (續)****香港財務報告準則第9號金融工具 (續)****(a) 分類及計量 (續)**

按公允價值計入其他全面收益的債務工具於終止確認時收益或虧損結轉至損益。本集團現時概無持有任何該類別的資產。

其他金融資產分類及其後計量如下：

按公允價值計入其他全面收益的股權工具於終止確認時概無收益或虧損結轉至損益。此類別僅包括本集團擬就可預見未來持有及於初步確認或過渡後本集團不可撤回地選擇如此分類的股權工具。本集團將其股權工具分類為按公允價值計入其他全面收益的股權工具。按公允價值計入其他全面收益的股權工具毋須遵守香港財務報告準則第9號項下的減值評估規定。根據香港會計準則第39號，本集團的股權工具已分類為可供出售金融資產。

本集團的業務模式評估乃於首次應用日期（即二零一八年一月一日）進行。債務工具的合約現金流量評估是否僅包括本金及利息乃根據於初步確認資產時的事實及情況進行。

本集團金融負債的會計處理很大程度上仍與香港會計準則第39號規定者一致。與香港會計準則第39號的規定相近，香港財務報告準則第9號規定將或然代價負債視作按公允價值計量的金融工具，而公允價值變動於損益內確認。

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

#### HKFRS 9 Financial Instruments (continued)

##### (b) Impairment

The adoption of HKFRS 9 has fundamentally changed the Group's accounting for impairment losses for financial assets by replacing HKAS 39's incurred loss approach with a forward-looking expected credit loss ("ECL") approach.

HKFRS 9 requires the Group to record an allowance for ECLs for all loans and other debt financial assets not held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate.

For trade receivables, the Group has applied the standard's simplified approach and has calculated ECLs based on lifetime expected credit losses. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

### 2.2 會計政策及披露之變動 (續)

#### 香港財務報告準則第9號金融工具 (續)

##### (b) 減值

香港財務報告準則第9號透過以前瞻性預期信貸虧損(「預期信貸虧損」)法取代香港會計準則第39號的產生虧損法，故採納香港財務報告準則第9號已基本上改變本集團金融資產減值虧損的會計處理。

香港財務報告準則第9號要求本集團就所有未按公允價值計入損益持有的貸款及其他債務金融資產的預期信貸虧損記錄撥備。預期信貸虧損乃基於根據合約應付的合約現金流量與本集團預期收取的所有現金流量之間的差額。該差額其後按接近資產原有的實際利率貼現。

就貿易應收款項而言，本集團已運用標準簡化方法，並已根據全期預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算的撥備矩陣，並按與債務人相關之前瞻性因素及經濟環境調整。

**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES** (continued)**HKFRS 9 Financial Instruments** (continued)**(b) Impairment** (continued)

For other receivables included in current and non-current financial assets, the ECL is based on the 12-month ECL. The 12-month ECL is the portion of lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL.

The Group considers a financial asset in default when contractual payments are 12 months past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

The adoption of the ECL requirements of HKFRS 9 resulted in increases in impairment allowances of the Group's debt financial assets. The increase in allowance resulted in adjustment to retained profits.

**2.2 會計政策及披露之變動** (續)**香港財務報告準則第9號金融工具** (續)**(b) 減值** (續)

就計入即期及非即期金融資產的其他應收款項而言，預期信貸虧損乃基於十二個月預期信貸虧損計算。十二個月預期信貸虧損為報告日期後十二個月內可能發生金融工具違約事件而產生的全期預期信貸虧損的一部份。然而，倘自產生起信貸風險一直大幅上升，則撥備將根據全預期信貸虧損計算。

倘合約付款逾期十二個月，則本集團認為金融資產違約。然而，在若干情況下，倘內部或外部資料反映，在沒有計及本集團持有的任何信貸提升措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可認為金融資產違約。

採納香港財務報告準則第9號之預期信貸虧損規定導致本集團債務金融資產的減值撥備增加。撥備增加導致對保留溢利進行調整。

**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES** (continued)**HKFRS 15 Revenue from Contracts with Customers and its amendments**

HKFRS 15 supersedes HKAS 11 *Construction Contracts*, HKAS 18 *Revenue* and related interpretations and it applies to all revenue arising from contracts with customers, unless those contracts are in the scope of other standards. The new standard establishes a five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The Group elected to adopt HKFRS 15 using the modified retrospective method to all contracts that are not completed at the date of initial application. The Group concluded that the transitional adjustment to be made on 1 January 2018 to retained earnings upon initial adoption of HKFRS 15 is nil. It is because the Group recognises revenue upon the transfer of significant risks and rewards, which coincides with the fulfilment of performance obligations. Under the modified retrospective method, the comparative information has not been restated.

The impact on the Group's consolidated statement of financial position as at 1 January 2018:

**2.2 會計政策及披露之變動 (續)****香港財務報告準則第15號來自與客戶訂立之合約的收益及其修訂**

香港財務報告準則第15號代替香港會計準則第11號*建築合約*、香港會計準則第18號*收益*及相關詮釋，其適用於與客戶訂立之合約產生的所有收益，惟該等合約處於其他準則的範疇之內。新準則建立一個五步模式，將來自與客戶訂立之合約的收益入賬。根據香港財務報告準則第15號，收益按能反映實體預期就交換向客戶轉讓貨物或服務而有權獲得的代價金額確認。

本集團選擇使用經修訂追溯方法對首次應用日期尚未完成的所有合約採納香港財務報告準則第15號。本集團認為於初步採納香港財務報告準則第15號後毋須於二零一八年一月一日對保留盈利作出過渡調整，原因為本集團於轉讓重大風險及回報後確認收益，此與履行履約責任相符。根據經修訂追溯法，並未重列對比資料。

有關對本集團於二零一八年一月一日之綜合財務狀況表產生之影響如下：

		Under HKAS 18 根據香港會計 準則第18號	Reclassification 重新分類	Under HKFRS 15 根據香港財務 報告準則第15號
Contract liabilities	合約負債	-	4,485	4,485
Other payables and accrued expenses	其他應付款項及應計費用	125,968	(4,485)	121,483

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

#### HKFRS 15 Revenue from Contracts with Customers and its amendments (continued)

The Group received short-term advances from customers. Prior to the adoption of HKFRS 15, the Group re-presented these advances in other payables in the consolidated statement of financial position. Upon the adoption of HKFRS 15, the Group reclassified the advances amount to “contract liabilities”.

The Group principally derives revenue from sales of products.

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods sold or services performed, stated net of discounts, returns and value-added taxes. The Group recognises revenue when the specific criteria have been met for each of the Group's activities, as described below.

The Group's contracts with customers for the sales of dye and agricultural chemical intermediates, pigment intermediates and other products generally include one performance obligation. Revenue from the sales of products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products. The Group has insignificant service revenue which is recognised over time when the customer concurrently receives and consumes the benefits as the Group performs.

### 2.2 會計政策及披露之變動 (續)

#### 香港財務報告準則第15號來自與客戶訂立之合約的收益 (續)

本集團收到客戶短期墊款。於採納香港財務報告準則第15號之前，本集團於綜合財務狀況表之其他應付款項中呈列該等墊款。於採納香港財務報告準則第15號後，本集團將墊款重新分類至「合約負債」。

本集團收益主要來自產品的銷售。

收益按已收或應收代價之公允價值計量，指就所售貨物或提供服務的應收款項，經扣除折扣、退貨及增值稅列賬。當符合下文所述本集團各業務的特定標準時，本集團確認收益。

本集團就銷售染料及農業化學品中間體、顏料中間體及其他產品與客戶訂立的合約一般包括一項履約責任。銷售產品的收益於資產的控制權轉讓於客戶時確認，通常為交付產品時確認。倘客戶同時收取及消耗本集團履約產生之利益時，本集團擁有少量隨著時間推移確認之服務收益。

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

### HKFRS 15 Revenue from Contracts with Customers and its amendments (continued)

Determining whether revenue of the Group should be reported gross or net is based on a continuing assessment of various factors. Since the Group has the sole discretion in determining the pricing, takes the full responsibility of a good or service provided to the customers, and is also responsible for the risk associated with the goods before change of control over the goods, and the customers' complaints and requests, the Group considers it controls the specified goods or services before their delivery to its customers and is a principal in the transactions. Accordingly, the Group recognises revenues on the gross basis. Otherwise, the Group records the net amount earned as commissions from products sold or services provided.

As required for the consolidated financial statements, the Group disaggregated revenue recognised from contracts with customers into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. Refer to note 5 for the disclosure on disaggregated revenue.

## 2.2 會計政策及披露之變動 (續)

### 香港財務報告準則15號來自與客戶訂立之合約的收益 (續)

釐定本集團收益是否按總額或淨額呈報乃基於多項因素的持續性評估。由於本集團可全權釐定價格、對提供予客戶之貨物或服務承擔全部責任，亦於貨物控制權出現變動前負責與貨物有關的風險、客戶投訴及要求。本集團認為於特定貨物或服務交付予客戶前，其擁有控制權且為交易中的當事人。因此，本集團按總額基準確認收益。否則，本集團將所賺取的淨額列作所售產品或所提供服務的佣金。

按綜合財務報表規定，本集團將客戶合約收益分拆為描述收益及現金流量性質、金額、時間及不確定性如何受經濟因素影響的類別。有關分拆收益之披露請參閱附註5。

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

### HK(IFRIC)-Int 22 Foreign Currency Transactions and Advance Consideration

HK(IFRIC)-Int 22, provides guidance on how to determine the date of the transaction when applying HKAS 21 to the situation where an entity receives or pays advance consideration in a foreign currency and recognises a non-monetary asset or liability. The interpretation clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset (such as a prepayment) or non-monetary liability (such as deferred income) arising from the payment or receipt of the advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the entity must determine the transaction date for each payment or receipt of the advance consideration. The interpretation has had no impact on the Group's financial statements as the Group's accounting policy for the determination of the exchange rate applied for initial recognition of non-monetary assets or non-monetary liabilities is consistent with the guidance provided in the interpretation.

## 2.2 會計政策及披露之變動 (續)

### 香港 (國際財務報告詮釋委員會) – 詮釋第 22號外幣交易及預付代價

香港 (國際財務報告詮釋委員會) – 詮釋第 22號在應用香港會計準則第21號時為在實體以外幣收取或支付預付代價及確認非貨幣資產或負債的情況下如何釐定「交易日期」提供指引。該詮釋澄清，就釐定於初步確認有關資產、開支或收入 (或其中部份) 所用的匯率時，交易日期為實體初步確認因支付或收取預付代價而產生的非貨幣資產 (如預付款項) 或非貨幣負債 (如遞延收入) 之日。倘確認有關項目前存在多筆預付款或預收款，實體須就每筆付款或預付代價之收款確定交易日期。該詮釋並無對本集團的財務報表造成任何影響，原因為本集團為釐定非貨幣資產或非貨幣負債初步確認而應用的匯率的會計政策與該詮釋所提供的指引一致。



**2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS**

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

Amendments to HKFRS 3	<i>Definition of a Business</i> <sup>2</sup>
Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i> <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>4</sup>
HKFRS 16	<i>Leases</i> <sup>1</sup>
HKFRS 17	<i>Insurance Contracts</i> <sup>3</sup>
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> <sup>2</sup>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i> <sup>1</sup>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i> <sup>1</sup>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i> <sup>1</sup>
Annual Improvements 2015-2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 <sup>1</sup>

**2.3 已頒佈但尚未生效之香港財務報告準則**

本集團於本財務報表中尚未應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第3號之修訂	業務的定義 <sup>2</sup>
香港財務報告準則第9號之修訂	具有負補償的提前還款特性 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營公司之間之資產出售或注資 <sup>4</sup>
香港財務報告準則第16號	租賃 <sup>1</sup>
香港財務報告準則第17號	保險合約 <sup>3</sup>
香港會計準則第1號及香港會計準則第8號之修訂	重大的定義 <sup>2</sup>
香港會計準則第19號之修訂	計劃修正、縮減或清償 <sup>1</sup>
香港會計準則第28號之修訂	對聯營公司及合營企業之長期權益 <sup>1</sup>
香港（國際財務報告詮釋委員會）— 詮釋第23號	所得稅處理的不確定性 <sup>1</sup>
二零一五年至二零一七年週期的年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號之修訂 <sup>1</sup>

**2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS***(continued)*

- 1 Effective for annual periods beginning on or after 1 January 2019
- 2 Effective for annual periods beginning on or after 1 January 2020
- 3 Effective for annual periods beginning on or after 1 January 2021
- 4 No mandatory effective date yet determined but available for adoption

Of those standards, HKFRS 16 will be applicable for the Group's financial year ending 31 December 2019 and is expected to have some impacts upon adoption. Whilst management has performed a detailed assessment of the estimated impacts of these standards, that assessment is based on the information currently available to the Group, including expectations of the application of transitional provision options and policy choices. The actual impacts upon adoption could be different to those below, depending on additional reasonable and supportable information being made available to the Group at the time of applying the standards and the transitional provisions and policy options finally adopted.

**2.3 已頒佈但尚未生效之香港財務報告準則 (續)**

- 1 對始於二零一九年一月一日或其後之年度期間生效
- 2 對始於二零二零年一月一日或其後之年度期間生效
- 3 對始於二零二一年一月一日或其後之年度期間生效
- 4 尚未釐定強制生效日期但可供採納

於該等準則中，香港財務報告準則第16號將適用於本集團截至二零一九年十二月三十一日止財政年度，預期在採納後產生一些影響。管理層已詳細評估該等準則之預計影響，惟評估乃按本集團現有資料（包括預期應用過渡性條文選擇及選擇政策）作出。採納後的實際影響可能與下述者有別，視乎本集團於應用該等準則及過渡性條文以及最終選用的政策時所得額外合理及輔助資料而定。

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(continued)

HKFRS 16, replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group will adopt HKFRS 16 from 1 January 2019. The Group plans to adopt the transitional provisions in HKFRS

### 2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港財務報告準則第16號取代香港會計準則第17號租賃、香港（國際財務報告詮釋委員會）— 詮釋第4號釐定安排是否包括租賃、香港（詮釋常務委員會）— 詮釋第15號經營租賃— 優惠及香港（詮釋常務委員會）— 詮釋第27號評估涉及租賃法律形式交易的實質。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項可選租賃確認豁免— 低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期作出租賃付款為負債（即租賃負債）及代表可使用相關資產的權利為資產（即有使用權資產）。除非有使用權資產符合香港會計準則第40號投資物業的定義，或涉及應用重估模型的物業、廠房及設備類別，否則有使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及因租賃付款而減少。承租人將須分別確認租賃負債的利息開支及有使用權資產的折舊開支。承租人將亦須於若幹事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定該等付款的一項指數或比率變更而引致未來租賃付款變更。承租人一般將重新計量租賃負債的數額確認為有使用權資產的調整。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人的會計處理方式。出租人將繼續使用與香港會計準則第17號相同的分類原則對所有租賃進行分類，並將之分為經營租賃及融資租賃。香港財務報告準則第16號要求承租人及出租人較根據香港會計準則第17號作出更多披露。承租人可選擇用完整的追溯法或調整後回溯法來應用該準則。本集團將於二零一九年一月一日起採納香港財務報告準則第16號。本集團計劃採納香港財務報告準則第16號之過渡性條文，以確認初次採納的累計影響，並對二零一九年一月一日之保留盈利年初結餘作出調整，以及不會重列比較數字。此外，本集團計劃將新規定應用於先前已應用香港會計準則第17號而識別為租賃的合約，並按剩餘租

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

*(continued)*

16 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2019 and will not restate the comparatives. In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying HKAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. During 2018, the Group has performed a detailed assessment on the impact of adoption of HKFRS 16. The Group estimated that, due to the fact that all existing operating lease contracts, as lessee, would be terminated within 12 months at the date of initial application, the impact of adoption of HKFRS 16 would be minimal as at 1 January 2019.

### 2.3 已頒佈但尚未生效之香港財務報告準則 (續)

賃付款的現值計量租賃負債，以及使用本集團於首次應用日期的增量借貸利率貼現。使用權資產將按租賃負債金額計量，並按緊接首次應用日期前在財務狀況表中確認與租賃相關的任何預付或應計租賃付款金額進行調整。本集團計劃對租賃期限自首次應用日期起計十二個月內終止之租賃合約使用該準則所允許之豁免。於二零一八年，本集團已對採納香港財務報告準則第16號的影響作出詳細評估。本集團估計，由於所有作為承租人之現有經營租賃合約可於初步應用日期起計12個月終止，採納香港財務報告準則第16號之影響於二零一九年一月一日甚微。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

## 2.4 主要會計政策概要

### 於聯營公司及合營公司的投資

聯營公司由本集團持有不少於20%的附股權投票權的長期權益，並可對其行使重大影響的實體。重大影響為參與被投資公司財務及營運政策決策的權力，但非控制或共同控制該等政策。

合營公司為一項合營安排，據此，擁有安排共同控制權的人士均有權享有合營公司的淨資產。共同控制為合約協定應佔安排控制權，其僅在相關活動決策必須獲應佔控制權的人士一致同意方存在。

本集團於聯營公司及合營公司的投資按權益會計法以本集團應佔淨資產減任何減值虧損於綜合財務狀況表列賬。對於可能存在不一致的會計政策已作出調整，以使其一致。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Investments in associates and joint ventures (continued)

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in profit or loss. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

## 2.4 主要會計政策概要 (續)

### 於聯營公司及合營公司的投資 (續)

本集團應佔聯營公司及合營公司收購後業績及其他全面收益計入損益。此外，倘直接於聯營公司或合營公司的權益確認有關變動，則本集團會視乎情況於綜合權益變動表確認其應佔任何變動。本集團與其聯營公司或合營公司間交易的未變現收益及虧損將以本集團於聯營公司或合營公司的投資為限對銷，惟倘未變現虧損為所轉讓資產減值的憑證。收購聯營公司或合營公司所產生商譽乃計入作為本集團於聯營公司或合營公司投資的部份。

倘於聯營公司投資成為於合營公司投資，反之亦然，則保留權益不會重新計量。而投資將繼續以權益法列賬。於所有其他情況下，於失去對聯營公司的重大影響或共同控制合營公司後，本集團按其公允價值計量及確認任何保留投資。於失去重大影響或共同控制後聯營公司或合營公司賬面值與保留投資及出售所得款項的公允價值間的任何差額乃於損益確認。

倘於聯營公司或合營公司的投資分類為持作出售，則根據香港財務報告準則第5號列為持作可供出售之非流動資產及已終止經營業務入賬。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Business combinations and goodwill

The acquisition of subsidiaries and business under common control, where applicable, has been accounted for using the pooling of interests method, with reference to the principle set out in Accounting Guideline 5 *Merger Accounting for Common Control Combinations* issued by the HKICPA. The financial statements of the businesses under common control are prepared for the same reporting period as the Company, using consistent accounting policies.

The pooling of interests method of accounting involves incorporating the financial statement items of the combining entities or businesses in which the common control combinations occur as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling shareholder. The net assets of the combining entities or businesses are combined using the existing book values from the controlling shareholder's perspective. No amount is recognised in respect of goodwill or the excess of the acquirers' interest in the net fair value of acquirees' identifiable assets, liabilities and contingent liabilities over the cost of investment at the time of common control combination.

The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under common control or since their respective dates of incorporation/establishment, where this is a shorter period, regardless of the date of the common control combination. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation.

## 2.4 主要會計政策概要 (續)

### 業務合併及商譽

按照香港會計師公會所頒佈之會計指引第5號「就受共同控制下之合併使用合併會計法」所載原則，收購受共同控制之附屬公司及業務（倘適用）已採用權益聯營合併會計法入賬。受共同控制之業務之財務報表按與本公司相同之呈報期間採用一致之會計政策編製。

權益聯營合併會計法涉及計入出現共同控制綜合的合併實體或業務的財務報表項目，猶如該等項目自該等合併實體或業務首次受有關控股股東控制當日起已經綜合處理。合併實體或業務的資產淨值依據控股股東的觀點，採用現行賬面值合併。不會就商譽或收購方於被收購方可識別資產、負債及或然負債公允價值淨額的權益超出共同控制實體綜合當時投資成本的差額確認任何數額。

綜合損益及其他全面收益表包括各綜合實體或業務自所呈報之最早日期或該等綜合實體或業務首次受共同控制當日或自其各自之註冊成立／成立日期起（以較短期間者為準）之業績，不論共同控制合併之日期。集團內公司間交易所引致之結餘、交易、未變現盈虧及股息均於綜合賬目時抵銷。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Business combinations and goodwill (continued)

Business combinations, other than business combinations under common control, are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

## 2.4 主要會計政策概要 (續)

### 業務合併及商譽 (續)

業務合併(共同控制下的業務合併除外)乃以購買法入賬。轉讓之代價乃以收購日期的公允價值計算,該公允價值為本集團轉讓的資產於收購日期的公允價值、本集團向被收購方的前度擁有人承擔的負債,及本集團發行以換取被收購方控制權的股本權益的總和。於各業務合併中,本集團選擇是否以公允價值或被收購方可識別資產淨值的應佔比例,計算於被收購方屬現時擁有人權益的非控股權益,並賦予擁有人權利在清盤時按比例分佔實體的淨資產。非控股權益的一切其他成份乃按公允價值計量。與收購相關的成本於產生時列為開支。

當本集團收購業務時,須根據合約條款、收購日之經濟環境及相關條件對涉及之金融資產及承擔之金融負債進行評估,併合理分類及確認,其中包括將內嵌式衍生工具與被收購方主合約分開。

倘業務合併分階段進行,先前持有的股權按收購日期的公允價值重新計量,而任何收益或虧損於損益中確認。



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Business combinations and goodwill (continued)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

## 2.4 主要會計政策概要 (續)

### 業務合併及商譽 (續)

由收購方將予轉讓的任何或然代價將於收購日期按公允價值確認。分類為一項資產或負債的或然代價根據公允價值的變動按公允價值計量，並確認於損益中。分類為權益的或然代價並無重新計量，而其後結算於權益中入賬。

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前由持有的被收購方股權的公允價值總額，超過與所收購可識別資產淨值及所承擔負債的差額。如該代價及其他項目低於所收購資產淨值的公允價值，於重新評估後其差額將於損益中確認為議價收購收益。

於初步確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行檢討。本集團於十二月三十一日進行商譽之年度減值測試。為進行減值測試，無論本集團其他資產或負債是否已分配予該等單位或單位組別，因業務合併而購入的商譽自購入之日被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產生單位或現金產生單位組別。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Business combinations and goodwill (continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

### Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

## 2.4 主要會計政策概要 (續)

### 業務合併及商譽 (續)

減值乃通過評估與商譽有關的現金產生單位(或現金產生單位組別)的可收回金額釐定。當現金產生單位(或現金產生單位組別)的可收回金額低於賬面金額時，減值虧損便予以確認。已就商譽確認的減值虧損不得於未來期間撥回。

倘商譽已分配予現金產生單位(或現金產生單位組別)的部份而該單位的部份業務已出售，則在釐定所出售業務的收益或虧損時，與所出售業務相關的商譽會計入該業務的賬面值。在該情況下出售的商譽，乃根據所出售業務的相對價值及現金產生單位的保留份額進行計量。

### 公允價值計量

公允價值乃於計量日期按照市場參與者之間的正常交易出售資產應收到或轉讓負債應支付的價格。公允價值計量基於以下推定：出售資產或轉讓負債的交易發生在資產或負債的主要市場，或若無主要市場，則發生在對該資產或負債最有利的市場。本集團必須可進入該主要市場或最有利市場。資產或負債的公允價值採用市場參與者在對資產或負債定價時會採用的假設(假定市場參與者以其最佳經濟利益行事)計量。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Fair value measurement (continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial information are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial information on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

## 2.4 主要會計政策概要 (續)

### 公允價值計量 (續)

非金融資產的公允價值計量計及市場參與者透過以最佳方式盡可能利用該資產或將該資產售予會以最佳方式盡可能利用該資產的另一名市場參與者產生經濟利益的能力。

本集團採用適合相關情況的估值技術，對於該等估值技術，具有充分的數據用於計量公允價值，盡可能利用相關可觀察輸入數據，並盡可能減少對不可觀察輸入數據的使用。

於財務資料中計量或披露其公允價值的所有資產及負債按下述公允價值層級分類，以對公允價值計量整體屬重要的最低級輸入數據為基礎：

- 第1級 – 基於相同資產或負債的活躍市場報價（未經調整）
- 第2級 – 基於具有以下特徵的估值技術：該估值技術中對公允價值計量屬重要的最低級輸入數據可直接或間接觀察
- 第3級 – 基於具有以下特徵的估值技術：該估值技術中對公允價值計量屬重要的最低級輸入數據不可觀察

對於以經常性基準在財務資料確認的資產及負債，本集團可透過於各報告期末重新評估分類（基於對公允價值計量整體屬重要的最低級輸入數據）確定該架構中不同層級之間是否發生轉換。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

## 2.4 主要會計政策概要 (續)

### 非金融資產減值

倘一項資產(存貨及金融資產除外)存在減值跡象,或需要進行年度減值測試,則會估計資產的可收回金額。資產可收回金額按該資產或現金產生單位的使用價值及公允價值減出售成本兩者中的較高金額計算,並按個別資產釐定,除非該資產不能產生基本上獨立於其他資產或資產組別所產生現金流入,否則可收回金額將按該資產所屬現金產生單位釐定。

減值虧損僅於資產賬面值超過其可收回金額時方會確認。評估使用價值時,估計未來現金流量採用反映當前市場對資金時間價值及資產特定風險的評估之稅前折現率貼現至其現值。減值虧損按與該減值資產功能相符的開支類別於產生期間從損益扣除。

於各報告期末,將就是否有跡象顯示之前確認的減值虧損可能已不存在或可能減少作出評估。倘存在上述跡象,則會估計可收回金額。就之前確認的資產(商譽除外)減值虧損僅於用以釐定該資產可收回金額的估計出現變動時方予撥回,惟撥回金額不得超過倘過往年度並無就該資產確認減值虧損情況下原應釐定的賬面值(扣除任何折舊/攤銷)。該等減值虧損撥回計入產生期間的損益內。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)**Related parties**

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

**2.4 主要會計政策概要 (續)****關聯方**

以下人士將被視為與本集團有關聯：

- (a) 倘為符合下列任何條件的人士或其近親：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司的主要管理層成員；

或

- (b) 該人士為符合下列任何條件的實體：
- (i) 該實體與本集團屬同一集團的成員公司；
  - (ii) 實體為另一實體（或另一實體的母公司、附屬公司或同系附屬公司）的聯營公司或合營公司；
  - (iii) 該實體與本集團為同一第三方的合營公司；
  - (iv) 實體為一名第三方實體的合營公司，而另一實體為該第三方實體的聯營公司；
  - (v) 該實體為本集團或與本集團有關聯的實體就僱員利益設立的離職後福利計劃；
  - (vi) 該實體由(a)項所列人士控制或共同控制；
  - (vii) (a)(i)項所列人士對該實體具有重大影響力或為該實體（或該實體的母公司）的主要管理層成員；及
  - (viii) 實體、或一間集團之任何成員公司（為集團之一部份）向本集團或本集團之母公司提供主要管理人員服務。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to profit or loss. Any subsequent revaluation surplus is credited to profit or loss to the extent of the deficit previously charged. An annual transfer from the asset revaluation reserve to retained profits is made for the difference between the depreciation based on the revalued carrying amount of an asset and the depreciation based on the asset's original cost. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

## 2.4 主要會計政策概要 (續)

### 物業、廠房及設備及折舊

除在建工程外，物業、廠房及設備乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本，包括其購買價及使該資產達至營運狀況及地點作擬定用途之任何直接應佔成本。成本亦可包括由權益轉撥的外幣購買物業、廠房及設備符合作現金流量對沖的任何收益或虧損。

物業、廠房及設備項目投產後所產生的支出，如維修及保養費用，一般於產生期間自損益扣除。於符合確認準則的情況下，用於重大檢測的支出將於該資產的賬面值中撥充資本，列作重置項目。倘物業、廠房及設備多數部份均需不時更換，則本集團會將該等部份確認為擁有特定可使用年期的個別資產，並予以相應折舊。

估值會經常進行，其次數須足以確保重估資產之公允價值與賬面值並無重大差距。物業、廠房及設備之價值改變乃作為資產重估儲備之變動處理。倘個別資產之虧損高於該儲備之總額，超出之虧損數額則在損益中扣除。隨後之任何重估盈餘乃以先前扣除之虧損為限計入損益。每年從資產重估儲備轉撥至保留溢利之金額，乃根據資產重估賬面值所計算之折舊與根據資產原來成本所計算之折舊兩者之差額作出。於出售重估資產時，就早前估值變現之資產重估儲備有關部份將轉撥至保留溢利作為儲備變動。

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

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

Buildings	5%
Machines and equipment	9% to 19%
Office equipment	18% to 32%
Motor vehicles	9% to 24%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents buildings, machinery and equipment under construction or installation, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

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

每項物業、廠房及設備項目之折舊以直線法按其成本值以估計可用年期撇銷至其剩餘價值。就此目的而採用之主要年率如下：

樓宇	5%
機器及設備	9%至19%
辦公設備	18%至32%
汽車	9%至24%

倘一項物業、廠房及設備各部份之可使用年期並不相同，該項目各部份之成本將按合理基礎分配，而每部份將作個別折舊。剩餘價值、可用年期及折舊方法於最少每屆財政年度結算日予以複議，在適當情況下加以調整。

一項物業、廠房及設備（包括初步確認之任何重大部份）於出售或估計其使用或出售不再產生經濟利益時，將終止確認。於資產終止確認年度因其出售或報廢並在損益表確認之任何盈虧乃有關資產之出售所得款項淨額與賬面值之差額。

在建工程乃指在建設或安裝過程中的樓宇、機器及設備，其乃按成本減減值虧損列賬，並無折舊。成本包括工程的直接成本及建設期間有關借款的資本化借貸成本。完成及備用時，在建工程重新分類至物業、廠房及設備的適當分類。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

### Research and development costs

All research costs are charged to profit or loss as incurred.

### Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

## 2.4 主要會計政策概要 (續)

### 無形資產 (商譽除外)

所單獨收購的無形資產於首次確認時按成本計量。於業務合併時取得的無形資產成本為其於收購日期的公允價值。無形資產的可使用年期乃評估為有限或無限。可使用年期為有限的無形資產隨後在可使用的經濟年期內作攤銷，並在有跡象顯示無形資產可能減值時進行減值評估。可使用年期為有限的無形資產的攤銷期和攤銷法至少於各財政年度末作檢討。

### 研發成本

所有研究成本會於產生時自損益扣除。

### 租賃

除法定業權外，凡將資產之擁有權絕大部份回報及風險撥歸本集團之租約均被列為融資租約處理。於融資租約訂立時，租賃資產成本以租約須付最低租金之現值撥作資產，連同租賃責任（不包括利息部份）一同入賬，以反映購買及融資活動。按資本化融資租約持有之資產（包括融資租賃項下之預付土地租賃款項）計入物業、廠房及設備內，並按租約期或估計該等資產可使用年期兩者中之較短者計算折舊。該等租約之融資成本計入損益中，從而於租約期內按期產生固定之扣除額。

出租人仍保留資產擁有權的絕大部份回報及風險的租賃均列作經營租賃處理。倘本集團為承租人，根據經營租賃的應付租金扣除從出租人收取的任何優惠後於租賃期限內按直線基準從損益扣除。

經營租賃項下的預付土地租賃款項初時按成本列賬，其後於租賃期限內按直線基準確認。



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018)

#### Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially 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. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition (applicable from 1 January 2018)" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

## 2.4 主要會計政策概要 (續)

投資及其他金融資產（自二零一八年一月一日起適用之香港財務報告準則第9號項下之政策）

#### 初步確認及計量

金融資產於初步確認時分類為其後按攤銷成本、按公允價值計入其他全面收益及按公允價值計入損益計量。

於初步確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用未調整重大融資成分影響的可行權宜方法的貿易應收款項外，本集團初步按公允價值加上（倘金融資產並非按公允價值計入損益）交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項根據下文就「收益確認（自二零一八年一月一日起適用）」所載之政策按香港財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公允價值計入其他全面收益進行分類及計量，需產生純粹為支付本金及未償還本金利息（「SPPI」）的現金流量。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

##### Initial recognition and measurement (continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

### 2.4 主要會計政策概要 (續)

#### 投資及其他金融資產 (自二零一八年一月一日起適用之香港財務報告準則第9號項下之政策) (續)

##### 初步確認及計量 (續)

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。

所有一般買賣的金融資產於交易日期 (即本集團承諾購買或出售資產的日期) 確認。一般買賣指須於按照市場規定或慣例普遍設定的期間內交付資產的金融資產買賣。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

##### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

##### Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

### 2.4 主要會計政策概要 (續)

投資及其他金融資產 (自二零一八年一月一日起適用之香港財務報告準則第9號項下之政策) (續)

##### 其後計量

金融資產的其後計量取決於以下分類：

##### 按攤銷成本列賬之金融資產 (債務工具)

倘滿足以下兩個條件，本集團將按攤銷成本計量金融資產：

- 於旨在持有金融資產以收取合約現金流量的業務模式中持有的金融資產；及
- 金融資產的合約條款於特定日期產生的現金流量純粹為支付本金及未償還本金的利息。

按攤銷成本列賬之金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益內確認。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)**Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018)** (continued)**Subsequent measurement** (continued)

*Financial assets at fair value through other comprehensive income (debt instruments)*

The Group measures debt investments at fair value through other comprehensive income if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to profit or loss.

**2.4 主要會計政策概要 (續)**

投資及其他金融資產(自二零一八年一月一日起適用之香港財務報告準則第9號項下之政策)(續)

**其後計量 (續)**

按公允價值計入其他全面收益的金融資產(債務工具)

倘滿足以下兩個條件，本集團將按公允價值計入其他全面收益計量債務投資：

- 於旨在持有金融資產以收取合約現金流量及出售金融資產的業務模式中持有的金融資產。
- 金融資產的合約條款於特定日期產生的現金流量純粹為支付本金及未償還本金的利息。

就按公允價值計入其他全面收益的債務投資而言，利息收入、外匯重估及減值虧損或撥回於損益中確認，並按與按攤銷成本列賬之金融資產相同的方式計量。其餘公允價值變動於其他全面收益中確認。終止確認時，於其他全面收益中確認的累計公允價值變動將重新計入損益。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)**Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018)** (continued)**Subsequent measurement** (continued)

*Financial assets designated at fair value through other comprehensive income (equity investments)*

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

**2.4 主要會計政策概要 (續)**

投資及其他金融資產(自二零一八年一月一日起適用之香港財務報告準則第9號項下之政策)(續)

**其後計量 (續)**

*指定按公允價值計入其他全面收益的金融資產 (股權投資)*

於初步確認時，本集團可選擇於股權投資符合香港會計準則第32號金融工具：呈報項下的股權定義且並非持作買賣時，將其股權投資不可撤回地分類為指定按公允價值計入其他全面收益的股權投資。分類乃按個別工具基準釐定。

該等金融資產的收益及虧損概不會被重新計入損益。當確立支付權時，與股息相關的經濟利益很可能流入本集團且股息的金額能夠可靠計量時將股息於損益中確認為其他收入，惟當本集團於作為收回金融資產一部份成本的所得款項中獲益時則除外，於此等情況下，該等收益於其他全面收益入賬。指定按公允價值計入其他全面收益的股權投資不受減值評估影響。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)**Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018)** (continued)**Subsequent measurement** (continued)*Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value profit or loss are also recognised as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

**2.4 主要會計政策概要 (續)**

投資及其他金融資產(自二零一八年一月一日起適用之香港財務報告準則第9號項下之政策)(續)

**其後計量 (續)***按公允價值計入損益的金融資產*

按公允價值計入損益的金融資產包括持作買賣的金融資產，於初步確認時指定按公允價值計入損益的金融資產，或強制要求按公允價值計量的金融資產。倘為於近期出售或購回而收購金融資產，則該等金融資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。現金流量並非純粹支付本金及利息的金融資產，不論其業務模式如何，均按公允價值計入損益分類及計量。儘管如上文所述債務工具可按攤銷成本或按公允價值計入其他全面收益分類，但於初步確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為按公允價值計入損益。

按公允價值計入損益的金融資產按公允價值於財務狀況表列賬，而公允價值變動淨額於損益表中確認。

該類別包括本集團並無不可撤銷地選擇按公允價值計入其他全面收益進行分類的衍生工具及股權投資。分類為按公允價值計入損益的金融資產的股權投資的股息在支付權確立時，與股息相關的經濟利益很可能流入本集團且股息的金額能夠可靠計量時亦於損益中確認為其他收入。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018)

##### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

##### *Subsequent measurement*

The subsequent measurement of financial assets depends on their classification as follows:

### 2.4 主要會計政策概要 (續)

投資及其他金融資產（於二零一八年一月一日之前適用之香港會計準則第39號項下之政策）

##### *初步確認及計量*

金融資產乃於初步確認時分類為按公允價值計入損益之金融資產、貸款及應收款項及可供出售金融投資或指定為有效對沖中的對沖工具的衍生工具（倘適用）。當金融資產在初步確認時，均以公允價值加購買該等金融資產應計之交易成本計量，惟按公允價值計入損益之金融資產除外。

所有一般買賣的金融資產於交易日期（即本集團承諾購買或出售資產的日期）確認。一般買賣指須於按照市場規定或慣例普遍設定的期間內交付資產的金融資產買賣。

##### *其後計量*

金融資產的其後計量取決於以下分類：

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)**Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018)**  
(continued)**Subsequent measurement** (continued)*Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in profit or loss. The loss arising from impairment is recognised in profit or loss in finance costs for loans and in administrative expenses for receivables.

**2.4 主要會計政策概要 (續)**

投資及其他金融資產（於二零一八年一月一日之前適用之香港會計準則第39號項下之政策）(續)

**其後計量 (續)***貸款及應收款項*

有固定或可確定付款但並無在活躍市場報價之貸款及應收款項為非衍生金融資產。於初步計量後，該等資產其後用實際利率方法以攤銷成本減任何減值撥備計量。計算攤銷成本時，將考慮任何收購折讓或溢價，並計入屬於實際利率不可分割部份之費用或成本。實際利率攤銷乃計入損益之其他收入及收益。減值產生之虧損乃於損益中確認為財務成本（就貸款而言）及行政開支（就應收款項而言）。



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

#### Subsequent measurement (continued)

##### Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in profit or loss as other income in accordance with the policies set out for “Revenue recognition (applicable before 1 January 2018)” below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

## 2.4 主要會計政策概要 (續)

投資及其他金融資產 (於二零一八年一月一日之前適用之香港會計準則第39號項下之政策) (續)

#### 其後計量 (續)

##### 可供出售金融投資

可供出售金融投資指上市及非上市股權投資及債務證券之非衍生金融資產。分類為可供出售之股權投資指並非分類為持作買賣或指定為按公允價值計入損益之投資。

初步確認後，可供出售金融投資其後按公允價值計量，有關未變現盈虧則確認為可供出售投資重估儲備之其他全面收益，直至有關投資終止確認 (屆時累計盈虧於損益之其他收益中確認) 或直至有關投資被釐定為出現減值 (屆時相關累計盈虧自可供出售投資重估儲備重新分類至損益之其他收益或虧損) 為止。持有可供出售金融投資所賺取之利息及股息分別呈報為利息收入及股息收入，並根據下文就「收益確認 (於二零一八年一月一日之前適用)」所載之政策於損益之其他收益中確認。

倘非上市股權投資之公允價值因以下原因而不能可靠計量：(a) 該項投資之合理公允價值估算範圍存在重大變動或 (b) 在評估公允價值時未能合理評估及使用有關範圍內可能出現之多項估計，則該等投資以成本減任何減值虧損列賬。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)**Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018)** (continued)**Subsequent measurement** (continued)*Available-for-sale financial investments* (continued)

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to profit or loss.

**2.4 主要會計政策概要** (續)

投資及其他金融資產(於二零一八年一月一日之前適用之香港會計準則第39號項下之政策)(續)

**其後計量** (續)*可供出售金融投資* (續)

本集團評估短期內出售可供出售金融資產之能力及意向是否仍然適當。在少數情況下，倘本集團因市場不活躍而無法交易此類金融資產時，管理層有能力及意向在可見將來持有該等資產至到期，本集團可選擇重新分類該等金融資產。

倘某項金融資產在可供出售金融資產中重新分類，則重新分類日期之公允價值賬面值會成為其新攤銷成本，而該資產原先已計入權益之相關盈虧，在投資之剩餘年期按實際利率攤銷至損益。新攤銷之成本與到期金額之任何差額亦應在該資產之剩餘年期按實際利率攤銷。倘該資產其後釐定減值，原計入權益之金額則重新分類至損益。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Derecognition of financial assets (policies under HKFRS 9 applicable from 1 January 2018 and policies under HKAS 39 applicable before 1 January 2018)

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

## 2.4 主要會計政策概要 (續)

終止確認金融資產(自二零一八年一月一日起適用之香港財務報告準則第9號項下之政策及於二零一八年一月一日之前適用之香港會計準則第39號項下之政策)

金融資產(或(如適用)一項金融資產的一部份或一組同類金融資產之一部份)主要在下列情況下終止確認(即,自本集團的綜合財務狀況表中剔除):

- 收取該項資產現金流量的權利已屆滿;或
- 本集團已轉讓收取資產現金流量的權利,或已承擔責任根據「轉手」安排向第三方支付全數所得現金流量,且並無重大延誤;並且(a)已轉讓該資產的絕大部份風險及回報,或(b)並無轉讓或保留該資產的絕大部份風險及回報,但已轉讓該資產的控制權。

倘本集團已轉讓收取資產現金流量的權利,或已簽署轉手安排,其將評估是否仍保留該資產擁有權的風險及回報以及保留的程度。倘本集團並無轉讓或保留該資產絕大部份風險及回報,亦無轉讓該資產的控制權,則所轉讓資產將以本集團所持續涉及的資產為限而確認。在該情況下,本集團亦確認相關負債。所轉讓資產及相關負債均根據能反映本集團所保留權利及責任的基準計量。

以對所轉讓資產作出擔保的形式持續涉及的資產按資產原有賬面值與本集團應須償還的最高代價金額兩者的較低者計量。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018)

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

## 2.4 主要會計政策概要 (續)

### 金融資產減值 (自二零一八年一月一日起適用之香港財務報告準則第9號項下之政策)

本集團確認對並非按公允價值計入損益的所有債務工具預期信貸虧損的撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

#### 一般方法

預期信貸虧損分兩個階段進行確認。就自初步確認起未有顯著增加的信貸風險而言，預期信貸虧損提供予由未來十二個月內可能發生違約事件而導致的信貸虧損 (十二個月預期信貸虧損)。就自初步確認起經已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備 (全期預期信貸虧損)。

於各報告日期，本集團評估金融工具之信貸風險自初步確認以來是否顯著增加。於作出此項評估時，本集團會將金融工具於報告日期發生違約的風險與金融工具於初步確認日期發生違約的風險進行比較，並考慮無需付出不必要成本或精力即可獲得的合理可靠資料，包括過往及前瞻性資料。

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

###### General approach (continued)

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

#### 2.4 主要會計政策概要 (續)

##### 金融資產減值 (自二零一八年一月一日起適用之香港財務報告準則第9號項下之政策) (續)

###### 一般方法 (續)

就按公允價值計入其他全面收益的債務投資而言，本集團採用低信貸風險簡化法。於各報告日期，本集團會利用無需付出不必要成本或精力即可獲得的所有合理可靠資料評估債務投資是否可被視為低信貸風險。於作出此項評估時，本集團將重新評估債務投資的外部信用評級。此外，本集團認為倘合約付款逾期超過30日，則信貸風險大幅增加。

倘合約付款逾期90日，則本集團認為金融資產違約。然而，在若干情況下，倘內部或外部資料反映，在沒有計及本集團持有的任何信貸提升措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可認為金融資產違約。倘無合理預期收回合約現金流量，則會撇銷該金融資產。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

#### General approach (continued)

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

## 2.4 主要會計政策概要 (續)

金融資產減值(自二零一八年一月一日起適用之香港財務報告準則第9號項下之政策)(續)

#### 一般方法 (續)

按公允價值計入其他全面收益的債務投資及按攤銷成本列賬的金融資產於一般方法下會產生減值，除採用簡化方法計量的貿易應收款項及合約資產外，該等債務投資及金融資產將按以下階段分類以計量預期信貸虧損，詳情如下。

- 第1階段 – 自初步確認以來信貸風險並無顯著增加且虧損撥備乃按相當於十二個月預期信貸虧損計量的金融工具
- 第2階段 – 自初步確認以來信貸風險顯著增加但並無信貸減值金融資產且虧損撥備乃按相當於全期預期信貸虧損計量的金融工具
- 第3階段 – 於報告日期已發生信貸減值(但並非購買或源生信貸減值)且虧損撥備乃按相當於全期預期信貸虧損計量的金融資產

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

###### **Simplified approach**

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

#### 2.4 主要會計政策概要 (續)

金融資產減值(自二零一八年一月一日起適用之香港財務報告準則第9號項下之政策)(續)

###### **簡化方法**

就並無重大融資成分或本集團已應用未調整重大融資成分影響的可行權宜方法的貿易應收款項，本集團採用簡化方法計算預期信貸虧損。根據簡化方法，本集團將不追蹤信貸風險的變化，而是於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已設立根據本集團過往信貸虧損經驗計算的撥備矩陣，並按與債務人相關之前瞻性因素及經濟環境調整。

就貿易應收款項而言，本集團選擇採用簡化方法作為其會計政策以計算上文所述政策下的預期信貸虧損。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018)

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

#### Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

## 2.4 主要會計政策概要 (續)

### 金融資產減值 (於二零一八年一月一日之前適用之香港會計準則第39號項下之政策)

本集團於各報告期末評估是否有客觀跡象顯示一項金融資產或一組金融資產出現減值。當因初步確認該資產後發生一項或多項事件，且有關事件對可合理估計之金融資產或該組金融資產未來估計現金流量產生影響時，則出現減值。減值證據可包括債務人或一組債務人正經歷重大財務困難、拖欠或拖慢利息或本金付款、彼等可能會破產或進行其他財務重組及可觀察數據顯示估計未來現金流量有可計量之減少 (例如與拖欠有關之延遲或經濟狀況之變動)。

#### 按攤銷成本列賬之金融資產

對於按攤銷成本列賬的金融資產，本集團首先單獨評估個別重大的金融資產有否客觀減值跡象，或共同評估非個別重大的金融資產有否客觀減值跡象。倘本集團釐定個別已評估金融資產無客觀減值跡象，則有關資產不論是否重大，會計入一組信貸風險特徵相若的金融資產，共同作減值評估。對於個別作減值評估的資產，倘其減值虧損會確認或繼續會確認，則不會計入共同減值評估。



**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)**Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018)** (continued)**Financial assets carried at amortised cost** (continued)

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group. Include other criteria for writing off amounts charged to the allowance account against the carrying amount of impaired financial assets.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in profit or loss.

**2.4 主要會計政策概要 (續)**

金融資產減值 (於二零一八年一月一日之前適用之香港會計準則第39號項下之政策) (續)

**按攤銷成本列賬之金融資產 (續)**

已識別任何減值虧損金額按資產賬面值與估計未來現金流量 (不包括尚未產生的未來信貸虧損) 現值之差額計量。估計未來現金流量現值按金融資產原實際利率 (即首次確認時計算的實際利率) 折現。

有關資產之賬面值可透過使用備抵賬目作出抵減，而有關虧損於損益中確認。利息收入於經扣減之賬面值中持續產生，並採用計算減值虧損時用以折現未來現金流量之利率累算。貸款及應收款項連同任何相關撥備在預期待日後不可能收回且所有抵押品已變現或轉至本集團時撇銷。包括其他標準撥備計入津貼對已減值金融資產的賬面值相若。

倘於其後期間之估計減值虧損之數額因確認減值後發生之事件而增加或減少，則先前確認之減值虧損可通過調整備抵賬目而增加或減少。倘若撇銷於其後收回，則收回金額計入損益的其他開支內。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

#### Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, 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 discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

#### Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is removed from other comprehensive income and recognised in profit or loss.

## 2.4 主要會計政策概要 (續)

金融資產減值 (於二零一八年一月一日之前適用之香港會計準則第39號項下之政策) (續)

#### 按成本列賬之資產

如有客觀證據顯示一項非上市股本工具出現減值虧損，而由於該股本工具之公允價值不能可靠地計量，因而並無按公允價值列賬，或一項衍生資產已發生減值虧損，而該衍生資產與該等非上市股本工具相聯繫或以該等非上市股本工具進行交割，則該虧損數額乃以資產之賬面值及估計日後現金流量之現值兩者間差額計量，並按類似金融資產現時市場回報率貼現。該等資產之減值虧損不會予以撥回。

#### 可供出售金融投資

就可供出售金融投資而言，本集團會於各個報告期末評估有否客觀跡象顯示一項投資或一組投資出現減值。

當發生可供出售資產減值時，成本 (抵銷任何本金償付和攤銷) 和現有公允價值，扣減之前曾在損益確認的任何減值損失的差額，將撥離其他全面收益，並於損益中確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

#### Available-for-sale financial investments (continued)

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in profit or loss is removed from other comprehensive income and recognised in profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

## 2.4 主要會計政策概要 (續)

金融資產減值 (於二零一八年一月一日之前適用之香港會計準則第39號項下之政策) (續)

#### 可供出售金融投資 (續)

倘股權投資被列作可供出售類別，則客觀跡象將包括該項投資的公允價值大幅或長期跌至低於其成本值。「大幅」是相對於投資原始成本評估，而「長期」則相對於公允價值低於原始成本之時期而評估。倘出現減值跡象，則累計虧損 (按收購成本與現時公允價值的差額減該項投資先前確認在損益的任何減值虧損計量) 將從其他全面收益中移除，並確認於損益。分類為可供出售之股本工具的減值虧損不可透過損益撥回，而於減值後其公允價值增加會直接於其他全面收益中確認。

釐定何者屬「大幅」或「長期」時須進行判斷。作出判斷時，本集團評估 (其中包括) 投資公允價值低於成本之期間或程度。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)**Financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)****Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, and interest-bearing bank and other borrowings.

**Subsequent measurement**

The subsequent measurement of financial liabilities depends on their classification as follows:

**Loans and borrowings**

After initial recognition, interest-bearing bank and other borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

**2.4 主要會計政策概要 (續)**

金融負債(自二零一八年一月一日起適用之香港財務報告準則第9號項下的政策及於二零一八年一月一日前適用的香港會計準則第39號項下之政策)

**初步確認及計量**

金融負債乃於初步確認時分類為按公允價值計入損益之金融負債、貸款及借款、應付款項或指定為有效對沖中的對沖工具的衍生工具(倘適用)。

所有金融負債初步以公允價值確認,如為貸款及借款以及應付款項,則扣除直接應佔交易成本。

本集團之金融負債包括貿易及其他應付款項、計息銀行及其他借款。

**其後計量**

金融負債之其後計量取決於其如下分類:

**貸款及借款**

初步確認後,計息銀行及其他借款其後以實際利率法按攤銷成本計量,除非貼現之影響並不重大,此時則按成本列賬。有關收益及虧損於負債終止確認時及透過實際利率攤銷程序在損益中確認入賬。

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可分割部份之費用或成本後計算。實際利率攤銷計入損益之財務成本內。

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### **Derecognition of financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

##### **Offsetting of financial instruments (policies under HKFRS 9 applicable from 1 January 2018 and policies under HKAS 39 applicable before 1 January 2018)**

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

##### **Treasury shares**

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

#### 2.4 主要會計政策概要 (續)

終止確認金融負債(自二零一八年一月一日起適用的香港財務報告準則第9號項下的政策及於二零一八年一月一日前適用的香港會計準則第39號項下之政策)

金融負債於負債之責任已解除或註銷或屆滿時終止確認。

當現有金融負債為同一貸款人以條款明顯不同之負債取代時，或現有負債之條款有重大修改時，有關替換或修改則被視為終止確認原有負債並確認一項新負債，而有關賬面值之差額乃於損益中確認。

抵銷金融工具(自二零一八年一月一日起適用的香港財務報告準則第9號項下的政策及於二零一八年一月一日前適用的香港會計準則第39號項下之政策)

倘有現行可強制執行之法律權利抵銷已確認金額，並且擬以淨額基準進行結算或同時將資產變現及清償負債，方可將金融資產與金融負債抵銷，淨額於財務狀況表呈報。

##### **庫存股份**

本公司或本集團重新購入及持有的本身股權工具(庫存股份)按成本於權益中直接確認。就購買、銷售、發行或註銷本集團本身的股權工具而言，毋須於損益內確認收益或虧損。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)***Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

**Cash and cash equivalents**

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

**Provisions**

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

**2.4 主要會計政策概要 (續)****存貨**

存貨乃按成本值與可變現淨值兩者中較低者列賬。成本值按加權平均法計算，倘為在製產品及成品，則包括直接材料、直接勞力及其他適當比例開支。可變現淨值乃根據估計銷售價減除任何達致完成及出售所招致之估計成本計算。

**現金及現金等價物**

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時轉換為已知數額現金並於購入後一般在三個月內到期，且沒有重大價值變動風險之短期及高度流通投資，再扣除在要求時須償還及構成本集團現金管理方面一個完整部份之銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括並無限制用途之手頭及銀行現金（包括定期存款）以及性質與現金類似的資產。

**撥備**

倘因過往事件而導致本集團須承擔現時法定或推定責任，且日後大有可能因履行有關責任而導致資源流失，則須就此確認撥備，惟有關責任數額須能夠可靠估計。

倘貼現影響重大，則確認撥備之數額為預期日後履行有關責任所需開支於報告期末之現值。倘已貼現之現值隨時間而有所增加，則該等增幅將於損益中列作財務成本。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

## 2.4 主要會計政策概要 (續)

### 所得稅

所得稅包括即期稅項及遞延稅項。涉及於損益以外確認之項目之所得稅於損益以外確認，即於其他全面收益或直接於權益中確認。

即期稅項資產及負債以預期由稅務機關退稅或付給稅務機關之金額，基於截至報告期末已頒佈或實質上已頒佈之稅率（及稅法），並經考慮本集團經營業務所在國家當前之詮釋及慣例計量。

遞延稅項乃使用負債法，就於報告期末資產及負債之稅基與其就財務報告而言之賬面值之間之所有暫時性差異作出撥備。

所有應課稅暫時性差異均被確認為遞延稅項負債，惟：

- 倘若遞延稅項負債是由非業務合併交易中初步確認商譽或資產或負債而產生，及於交易時，遞延稅項負債對會計溢利或應課稅溢利或虧損均無影響；及
- 就與於附屬公司之投資有關之應課稅暫時性差異而言，倘暫時性差異之回撥時間為可以控制，而暫時性差異於可見將來可能不會回撥。

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

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

**2.4 主要會計政策概要** (續)**所得稅** (續)

遞延稅項資產會就所有可扣減之暫時性差異、結轉未運用稅項抵免及未運用稅務虧損確認入賬。確認遞延稅項資產的前提是有可能有應課稅溢利可用於抵銷可扣減之暫時性差異，結轉未運用稅項抵免及未運用稅務虧損可予動用，惟：

- 遞延稅項資產與初步確認一項交易（並非業務合併）之資產或負債所產生之可扣減暫時性差異有關，而於交易時，遞延稅項資產對會計溢利或應課稅溢利或虧損均無影響；及
- 就與於附屬公司之投資有關之可扣減暫時性差異而言，遞延稅項資產僅會於暫時性差異可能於可見將來將會回撥及應課稅溢利可用於抵銷暫時性差異時確認。



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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

**2.4 主要會計政策概要 (續)****所得稅 (續)**

遞延稅項資產之賬面值會於各報告期末檢討，並減至不再可能有足夠應課稅溢利令全部或部分遞延稅項資產得以動用為止。未確認之遞延稅項資產會於各報告期末重新評估，並於可能有足夠應課稅溢利令全部或部分遞延稅項資產得以收回時確認。

遞延稅項資產及負債乃根據於報告期末已頒佈或實質上已頒佈之稅率（及稅法），按預期於資產變現或負債償還期間適用之稅率計量。

倘及僅當本集團擁有可依法執行的權利，可於預期須清償或收回大額遞延稅項負債或資產的每個未來期間，抵銷與同一稅務機關向相同應課稅實體或不同應課稅實體徵收的所得稅有關的即期稅項資產與即期稅項負債及遞延稅務資產與遞延稅項負債，以按淨額基準結清即期稅項負債及資產，或同時變現資產及清償負債，則遞延稅務資產可與遞延稅務負債抵銷。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with.

When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

#### Revenue recognition (applicable from 1 January 2018)

##### Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

### 2.4 主要會計政策概要 (續)

#### 政府補助

倘有合理保證可收到政府補助且能夠滿足所附的所有條件，則政府補助按其公允價值確認。

若補助與開支項目有關，其將於其擬補償的成本開銷期間按系統基準確認為收入。

若補助與資產有關，其公允價值將貸記至遞延收入賬目並於相關資產的預期可使用年期按年度等額款項發放至損益作為其他收入。

#### 收益確認 (自二零一八年一月一日起適用)

##### 來自與客戶訂立之合約的收益

來自與客戶訂立之合約的收益於貨物或服務的控制權已按本集團預期有權就該等貨物或服務獲得之代價金額轉讓予客戶時確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Revenue recognition (applicable from 1 January 2018) (continued)

#### Revenue from contracts with customers (continued)

##### (a) Sale of industrial products

Revenue from the sale of industrial products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the industrial products.

##### (b) Provision of consultancy and maintenance services

The Group provides consultancy and maintenance services that are bundled together with the sale of environmental technology equipment to customers. The consultancy and maintenance services can be obtained from other providers and do not significantly customise or modify the environmental technology equipment.

Contracts for bundled sales of environmental technology equipment and consultancy and maintenance services are comprised of two performance obligations because the promises to transfer the environmental technology equipment and provide consultancy and maintenance services are capable of being distinct and separately identifiable. Accordingly, the transaction price is allocated based on the relative standalone selling prices of the environmental technology equipment and consultancy and maintenance services.

Revenue from provision of consultancy and maintenance services is recognised over time. The Group also determines that the customer benefits from the consultancy and maintenance services evenly throughout the year. Consequently, the Group concludes that the best measure of progress towards complete satisfaction of the performance obligation over time is a time-based measure and it recognises revenue on a straight-line basis throughout the year.

## 2.4 主要會計政策概要 (續)

### 收益確認 (自二零一八年一月一日起適用) (續)

#### 來自與客戶訂立之合約的收益 (續)

##### (a) 銷售工業產品

銷售工業產品的收益於資產控制權轉讓予客戶的時間點確認，通常於交付工業產品時確認。

##### (b) 提供諮詢及運維服務

本集團向客戶提供諮詢及運維服務，該服務與銷售環保技術設備捆綁銷售。諮詢及運維服務可從其他供應商取得，不會大幅定製或調整環保技術設備。

捆綁銷售環保技術設備以及諮詢及運維服務的合約包括兩類履約責任，原因為承諾轉讓環保技術設備與提供諮詢及運維服務可予區分及單獨識別。因此，交易價按環保技術設備以及諮詢及運維服務的相關單獨銷售價分配。

提供諮詢及運維服務所得收益隨著時間確認。本集團亦確定整個年度來自諮詢及運維服務的客戶利益。因此，本集團認為，隨著時間完成履約責任的最佳進度衡量標準乃為基於時間的衡量標準，並於整個年度使用直線法確認收益。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)**Revenue recognition (applicable from 1 January 2018)** (continued)**Other income**

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

**Revenue recognition (applicable before 1 January 2018)**

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (c) dividend income, when the shareholders' right to receive payment has been established.

**2.4 主要會計政策概要 (續)****收益確認 (自二零一八年一月一日起適用)** (續)**其他收入**

利息收入按應計基準及以實際利率法，透過採用將金融工具在預期可使用年期或較短期間（如適用）的估計未來現金收入準確貼現至金融資產的賬面淨值之比率予以確認。

**收益確認 (於二零一八年一月一日之前適用)**

收益乃於本集團可取得有關經濟利益及能可靠地計量有關收益時按下列基準確認：

- (a) 由銷售貨物所得收入乃於擁有權之重大風險及回報均轉予買家及本集團對該等項目已沒有保留一般視為與擁有權相關之管理權或對已售貨物之有效控制權後方可確認；
- (b) 利息收入按應計基準及以實際利率法，透過採用將金融工具在預期可使用年期或較短期間（如適用）的估計未來現金收入準確貼現至金融資產的賬面淨值之比率予以確認；及
- (c) 股息收入，在股東收取股息的權利確立時確認。

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Contract liabilities (applicable from 1 January 2018)

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

##### Pension scheme

Employees of the Group's subsidiaries in Mainland China are members of the state-sponsored pension scheme operated by the Mainland China government. The subsidiaries are required to contribute a certain percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions. The contributions are charged to profit or loss as they become payable.

#### 2.4 主要會計政策概要 (續)

##### 合約負債 (自二零一八年一月一日起適用)

合約負債指向本集團已收到客戶代價 (或應付代價金額) 的客戶轉讓貨物或服務的責任。倘客戶於本集團向客戶轉讓貨物或服務前支付代價，則於付款或付款到期時 (以較早者為準) 確認合約負債。合約負債於本集團根據合約履行時確認為收益。

##### 退休金計劃

本集團位於中國大陸之附屬公司的僱員為中國大陸政府營運的國家贊助退休金計劃的成員。附屬公司須以薪金成本之若干百分比向退休福利計劃供款，以為該等福利提供資金。本集團與退休福利計劃有關的唯一責任是作出所需的供款。供款於其應付時從損益扣除。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a capitalisation rate of 6.02% has been applied to the expenditure on the individual assets (2017: 7.51%).

### Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in Note 12 to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

## 2.4 主要會計政策概要 (續)

### 借貸成本

收購、興建或生產須經過長時間方可作擬定用途或銷售之合資格資產的直接應佔借貸成本資本化為該等資產之成本的一部份。在該等資產基本可作擬定用途或銷售時，停止將借貸成本予以資本化。有關借款等待用於合資格資產的期間作短期投資之投資收入所得可用於扣減已資本化之借貸成本。所有其他借貸成本均須於產生期間列作開支。借貸成本包括利息以及實體借入資金所產生的其他相關成本。

如資金乃屬一般貸款並用作購置合資格資產，則個別資產的開支按6.02%（二零一七年：7.51%）的比率撥作資本。

### 股息

末期股息經股東於股東大會上批准後方確認為負債。建議末期股息於財務報表附註12披露。

由於公司組織章程大綱及細則授予董事會權力宣派中期股息，擬派中期股息可即時派發及宣派。因此，中期股息於建議派發及宣派時直接確認為負債。

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Foreign currencies

These financial statements are presented in RMB. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. The functional currency of the Company is US dollars. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

#### 2.4 主要會計政策概要 (續)

##### 外幣

本財務報表以人民幣呈列。本集團旗下各實體有各自的功能貨幣，計入各實體財務報表的項目以該功能貨幣計量。本公司功能貨幣為美元。本集團實體記錄的外幣交易初步按交易日適用的相關功能貨幣匯率入賬。以外幣計值的貨幣資產及負債按報告期末功能貨幣適用匯率換算。償付或換算貨幣項目產生的差額會在損益確認。

償付或換算貨幣項目產生的差額會在損益表確認。

按歷史成本列賬以外幣計值的非貨幣項目以初步交易日期的匯率換算。以外幣按公允價值計量的非貨幣項目按釐定公允價值當日的匯率換算。換算非貨幣項目產生的收益或虧損按確認該項目的公允價值變動產生的收益或虧損處理（即其公允價值收益或虧損已於其他全面收益或損益確認的項目，其換算差額亦分別於其他全面收益或損益內確認）。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Foreign currencies (continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain entities within the Group are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the translation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the weighted average exchange rates for the year.

## 2.4 主要會計政策概要 (續)

### 外幣 (續)

就釐定於初步確認時用於非貨幣性資產或非貨幣性負債終止確認時產生的有關資產、開支或收入之關於預付或預收代價之匯率，初步交易日期為本集團初步確認由預付或預收代價產生的非貨幣性資產或非貨幣性負債之日期。倘存在多個預付或預收款項，則本集團須釐定每次支付或收到預付代價的交易日期。

本集團若干實體的功能貨幣為人民幣以外的貨幣。於報告期末，該等實體的資產及負債按報告期末適用的匯率換算為人民幣，而其損益按該年度的加權平均匯率換算為人民幣。

所產生匯兌差額於其他全面收益確認及於匯兌儲備累計。出售海外業務時，與該特定海外業務有關的其他全面收益部份於損益中確認。

就綜合現金流量表而言，海外附屬公司之現金流量已按年內加權平均匯率換算成人民幣。



### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### *Revenue from contracts with customers*

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

- (i) Identifying performance obligations in a bundled sale of environmental technology equipment and consultancy and maintenance services

The Group provides consultancy and maintenance services that are sold bundled together with the sale of environmental technology equipment to customers. The consultancy and maintenance services are a promise to transfer services in the future and are part of the negotiated exchange between the Group and the customer.

### 3. 重要會計判斷及估計

編製本集團之財務報表時，管理層須作出會影響所呈報收入、開支、資產及負債金額及其相關披露及或有負債披露之判斷、估計及假設。有關該等假設及估計之不確定性或會導致須就日後受影響之資產或負債賬面值作出重大調整。

#### 判斷

在應用本集團的會計政策時，除涉及估計的判斷外，管理層亦作出下列判斷，其對財務報表的已確認金額影響至為重大：

#### *來自與客戶訂立之合約的收益*

本集團將採用以下對釐定來自與客戶訂立之合約的收益的金額及時間有重大影響的判斷：

- (i) 確認捆綁銷售環保技術設備以及諮詢及運維服務的履約責任

本集團向客戶提供諮詢及運維服務，該服務與銷售環保技術設備捆綁銷售。諮詢及運維服務為日後轉讓服務的承諾，為本集團與客戶之間協商的交易。

**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES** (continued)**Judgements** (continued)**Revenue from contracts with customers** (continued)

## (i) (continued)

The Group determined that both environmental technology equipment and consultancy and maintenance services are each capable of being distinct. The Group also determined that the promises to transfer the environmental technology equipment and to provide consultancy and maintenance services are distinct within the context of the contract. The environmental technology equipment and consultancy and maintenance services are not inputs to a combined item in the contract. The Group is not providing a significant integration service because the presence of the environmental technology equipment and consultancy and maintenance services together in the contract does not result in any additional or combined functionality and neither the equipment nor the consultancy and maintenance modifies or customises the other. In addition, the environmental technology equipment and consultancy and maintenance services are not highly interdependent or highly interrelated, because the Group would be able to transfer the environmental technology equipment even if the customer declined consultancy and maintenance and would be able to provide consultancy and maintenance services in relation to equipment sold by other distributors. Consequently, the Group has allocated a portion of the transaction price to the environmental technology equipment and the consultancy and maintenance services based on relative standalone selling prices.

**3. 重要會計判斷及估計** (續)**判斷** (續)**來自與客戶訂立之合約的收益** (續)

## (i) (續)

本集團確認環保技術設備及提供諮詢及運維服務可予區分。本集團亦確認在合約內，承諾轉讓環保技術設備與提供諮詢及運維服務有所區分。環保技術設備與提供諮詢及運維服務並非合約綜合項目內的輸入資料。本集團並未提供重大整合服務，原因為合約內環保技術設備連同諮詢及運維服務的存在不會產生任何額外或合併功能，且設備以及諮詢及環保不會相互調整或定製。此外，環保技術設備與諮詢及運維服務並非高度相互獨立或高度相互關聯，原因為儘管客戶拒絕諮詢及運維服務，本集團能轉讓環保技術設備，並能就其他分銷商出售的設備提供諮詢及維護服務。因此，本集團按相關單獨售價分配部分交易價於環保技術設備以及諮詢及運維服務。

**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES** (continued)**Judgements** (continued)**Revenue from contracts with customers** (continued)

- (ii) Determining the timing of satisfaction of consultancy and maintenance services

The Group concluded that revenue for consultancy and maintenance services is to be recognised over time because the customer simultaneously receives and consumes the benefits provided by the Group. The fact that another entity would not need to re-perform the installation that the Group has provided to date demonstrates that the customer simultaneously receives and consumes the benefits of the Group's performance as it performs.

The Group determined that the input method is the best method in measuring the progress of the consultancy and maintenance services because there is a direct relationship between the Group's effort (i.e., labour hours incurred) and the transfer of services to the customer. The Group recognises revenue on the basis of the labour hours expended relative to the total expected labour hours to complete the services.

**3. 重要會計判斷及估計** (續)**判斷** (續)**來自與客戶訂立之合約的收益** (續)

- (ii) 釐定諮詢及維護服務的履約時間

本集團認為諮詢及維護服務的收益將於一段時間內確認，因為客戶同時接收及使用本集團所提供的利益。另一實體無需重新進行本集團迄今為止提供的安裝，這一事實表明客戶於本集團履約時同時接收及使用本集團履約所提供的利益。

本集團確定輸入法是衡量諮詢及維護服務進度的最佳方法，因為本集團的努力（即產生的工時）與向客戶轉讓服務間存在直接關係。本集團按相對於完成服務的預計總勞動時數所花費的工時來確認收益。

**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES** (continued)**Judgements** (continued)**Deferred tax liabilities**

The Group has recognised deferred tax liabilities of RMB8,087,000 (2017:Nil) for portion of its foreign-invested subsidiaries' undistributed earnings. Under the prevailing income tax law of the PRC and its relevant regulations, dividends paid by PRC enterprises out of profits earned after 31 December 2007 to non-PRC tax resident investors are subject to PRC withholding tax of 10%. A lower withholding tax rate of 5% may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. The Group in the past was charged with withholding tax at a rate of 5% when those PRC subsidiaries distributed profits to their holding companies outside Mainland China. Moreover, the holding company in Hong Kong obtained the Certificate of Resident Status from Inland Revenue Department of the Hong Kong Special Administrative Region for the calendar year 2016. Therefore, the Group applied 5% to provide for withholding taxes on retained profits to be distributed (Note 26).

**Estimation uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

**3. 重要會計判斷及估計 (續)****判斷 (續)****遞延稅項負債**

本集團就海外投資附屬公司之未分配盈利確認遞延稅項負債人民幣8,087,000元(二零一七年：無)。根據中國現行所得稅法及其相關規定，於二零零七年十二月三十一日以後中國企業以所賺取溢利派付予非中國稅務居民投資者的股息，須按10%稅率繳納中國預扣稅。倘中國與境外投資者所在的司法權區有稅務條約，則可採用較低的5%預扣稅率。本集團過去在中國附屬公司向中國境外控股公司分派溢利時，按5%的稅率支銷預扣稅。此外，於香港之控股公司已於二零一六歷年自香港特別行政區稅務局取得居民身份證明書。因此，本集團就將予分派的保留溢利，按5%作預扣稅撥備(附註26)。

**估計不明朗因素**

有關未來之主要假設以及其他於報告期末會為下個財政年度資產與負債賬面值帶來重大調整風險之主要估計不明朗因素描述如下。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences or tax losses can be utilised. Management's estimation is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with tax planning strategies (Note 26).

##### Impairment provision for receivables

*Provision for expected credit losses on trade receivables and prepayments and other receivables*

The Group uses a provision matrix to calculate ECLs for trade receivables and prepayments and other receivables. The provision rates are based on ageing for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

### 3. 重要會計判斷及估計 (續)

#### 估計不明朗因素 (續)

##### 遞延稅項資產

所有可扣稅暫時性差異及未動用稅項虧損僅於可能有未來應課稅溢利可抵銷可扣稅暫時性差異或可動用稅項虧損的情況下始入賬確認為遞延稅項資產。在決定可確認的遞延稅項資產金額時，管理層須根據可能的時間、未來應課稅溢利的水平連同稅項計劃戰略作出估計(附註26)。

##### 應收款項減值撥備

*貿易應收款項、預付款項及其他應收款項之預期信貸虧損撥備*

本集團採用撥備矩陣計量貿易應收款項、預付款項及其他應收款項的預期信貸虧損。撥備率乃以具類似虧損模式的若干客戶群分組的賬齡為基準。

撥備矩陣最初基於本集團觀察所得的歷史違約率。本集團將校準矩陣以透過前瞻性資料調整歷史信貸虧損經驗。例如，倘預期經濟狀況(即國內生產總值)預計於明年惡化，可能導致製造業違約數目增加，則調整歷史違約率。於各報告日期將更新觀察所得的歷史違約率並分析前瞻性估計的變化。

**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES** (continued)**Estimation uncertainty** (continued)**Impairment provision for receivables** (continued)

*Provision for expected credit losses on trade receivables and prepayments and other receivables* (continued)

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and prepayments and other receivables is disclosed in note 18 and note 20 to the financial statements.

**Property, plant and equipment – recoverable amount**

In accordance with the Group's accounting policy, each asset or cash-generating unit is evaluated every reporting period to determine whether there are any indications of impairment. If any such indication exists, an estimate of recoverable amount is performed and an impairment loss is recognised to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset or cash-generating group of assets is measured at the higher of fair value less costs of disposal and value in use.

Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties.

**3. 重要會計判斷及估計** (續)**估計不明朗因素** (續)**應收款項減值撥備** (續)

*貿易應收款項、預付款項及其他應收款項之預期信貸虧損撥備* (續)

對觀察所得的歷史違約率、預期經濟狀況及預期信貸虧損間的相關性予以評估為一項重要評估。預期信貸虧損金額對環境變化及預期經濟條件的變化敏感。本集團的歷史信貸虧損經驗及對經濟狀況的預測亦無法代表客戶未來實際違約情況。有關本集團貿易應收款項、預付款項及其他應收款項的預期信貸虧損資料於財務報表附註18及附註20中披露。

**物業、廠房及設備 – 可收回金額**

根據本集團之會計政策，每項資產或現金產生單位於各報告期間評估，以確定是否存在任何減值跡象。若存在任何該等跡象，將估算可收回金額，並在賬面值超過可收回金額的情況下確認減值虧損。資產或現金產生單位的可收回金額按公允價值減出售成本及使用價值兩者中之較高金額計量。

公允價值按於了解及自願之各方之間的公平交易中出售資產可獲得的金額釐定。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

#### Property, plant and equipment – recoverable amount (continued)

Value in use is generally determined as the present value of the estimated future cash flows of those expected to arise from the continued use of the asset in its present form and its eventual disposal. Present values are determined using a risk-adjusted pre-tax discount rate appropriate to the risks inherent in the asset. Future cash flow estimates are based on expected production and sales volumes, selling prices (considering current and historical prices, price trends and related factors) and operating costs. This policy requires management to make these estimates and assumptions which are subject to risk and uncertainty; hence there is a possibility that changes in circumstances will alter these projections, which may impact on the recoverable amount of the assets. In such circumstances, some or all of the carrying value of the assets may be impaired and the impairment would be charged against profit or loss.

#### Property, plant and equipment – estimated useful lives and residual values

The Group's management determines the estimated useful lives and residual values (if applicable) and consequently related depreciation/amortisation charges for its property, plant and equipment. These estimates are based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation/amortisation charge where useful lives are less than previously estimated lives, and it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

Actual economic lives may differ from estimated useful lives and actual residual values may differ from estimated residual values. Periodic review could result in a change in depreciable lives and residual values and therefore in depreciation/amortisation expense in future periods.

### 3. 重要會計判斷及估計 (續)

#### 估計不明朗因素 (續)

#### 物業、廠房及設備 – 可收回金額 (續)

使用價值通常按透過以現有形式繼續使用資產及其最終出售預期可產生的估計未來現金流的現值釐定。現值使用適用於資產固有風險的風險調整稅前貼現率釐定。未來現金流基於預期的生產和銷售量、售價(考慮當前及歷史價格、價格趨勢及相關因素)及營運成本估計。該政策要求管理層作出之估計及假設存在風險及不確定性。因此,有可能相關情況出現變化,導致更改該等預測,這可能會影響資產的可收回金額。在該等情況下,資產的部份或所有賬面值可能減值,該減值將自損益中扣除。

#### 物業、廠房及設備 – 估計可使用年期及剩餘價值

本集團管理層釐定物業、廠房及設備項目的估計可使用年期及剩餘價值(若適用),並隨後釐定相關折舊/攤銷費用。該等估計乃基於有關具有類似性質及功能的物業、廠房及設備的實際可使用年期的過往經驗。若可使用年期少於先前估計的年限,管理層將增加折舊/攤銷費用,並撇銷或撇減已廢棄或出售的技術過時或非戰略資產。

實際經濟壽命可能有別於估計可使用年期,實際剩餘價值可能有別於估計剩餘價值。定期檢討可能導致可折舊年限及剩餘價值變更以及未來期間的折舊/攤銷開支變更。

**4. OPERATING SEGMENT INFORMATION**

For management purposes, the Group is organised into business units based on their products and has four (2017: five, restated as four) reportable operating segments as follows:

- (a) the dye and agricultural chemical intermediates segment produces dye intermediate products for the use in production of dye related products and products for the use in the production of agricultural chemicals;
- (b) the pigment intermediates segment produces pigment intermediate products for the use in the production of pigments;
- (c) the environmental technology consultancy service segment engages in environmental protection; and
- (d) the battery materials segment engages in the manufacture and sale of battery materials.

To improve operating efficiency, the Group combined the dye intermediates segment and agricultural chemical intermediates segment into the dye and agricultural chemical intermediates segment as the new organisational structure during 2018. The corresponding information for the year ended 31 December 2017 has been restated accordingly.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated mainly based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit before tax except profit or loss of the Company is excluded from such measurement.

The measurement of segment assets and liabilities is same as total assets and total liabilities for the consolidated statement of financial position, excluding assets and liabilities related to the Company.

**4. 經營分部資料**

出於管理之目的，本集團按其產品劃分為業務單位，並有以下四個（二零一七年：五個，經重列為四個）可呈報經營分部：

- (a) 染料及農業化學品中間體分部生產用於染料相關產品生產的染料中間體產品及用於農業化學品生產的產品；
- (b) 顏料中間體分部生產用於顏料生產的顏料中間體產品；
- (c) 環保技術諮詢服務分部從事環保業務；及
- (d) 電池材料分部從事電池材料之生產及銷售。

為提高經營效益，本集團於二零一八年將染料中間體分部及農業化學品中間體分部並為染料及農業化學品中間體分部，作為新的組織架構。並已相應重列截至二零一七年十二月三十一日止年度的相關資料。

管理層獨立監察本集團的經營分部業績，以就資源分配及表現評估作出決策。分部表現主要基於可呈報分部溢利／虧損評估，此即對經調整除稅前溢利／虧損的計量。經調整除稅前溢利／虧損按與本集團除稅前溢利一致的方式計量，惟本公司損益未計入有關計量。

分部資產及負債乃按與綜合財務狀況表內資產總值及負債總額相同的方式計量，惟與本公司有關的資產及負債除外。



## 4. OPERATING SEGMENT INFORMATION (continued)

## 4. 經營分部資料 (續)

Year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Dye and agricultural chemical intermediates 染料及農業化學品中間體 RMB'000 人民幣千元	Pigment intermediates 顏料中間體 RMB'000 人民幣千元	Environmental technology consultancy service 環保技術諮詢服務 RMB'000 人民幣千元	Battery materials 電池材料 RMB'000 人民幣千元	Total segments 分部總值 RMB'000 人民幣千元
<b>Segment revenue:</b>	<b>分部收益：</b>					
Revenues from external customers	來自外部客戶的收益	1,212,082	262,479	38,315	3,006	1,515,882
Intersegment sales	分部間銷售	69,836	68,521	1,315	-	139,672
Total revenue	總收益	1,281,918	331,000	39,630	3,006	1,655,554
<i>Reconciliation</i>	<i>對賬</i>					
Elimination of intersegment sales	分部間銷售對銷					(139,672)
Revenue from continuing operations	來自持續經營業務之收益					1,515,882
<b>Segment results</b>	<b>分部業績</b>	332,926	43,522	(18,448)	(11,145)	346,855
Including:	包括：					
Interest income	利息收入	928	24	5	14	971
Finance costs	財務成本	(3,482)	(1,019)	-	(5)	(4,506)
<i>Reconciliation</i>	<i>對賬</i>					
Interest income	利息收入					28
Finance costs	財務成本					(18,279)
Elimination of other income due to unrealised gains	因未變現收益而對銷其他收入					(7,702)
Corporate and other unallocated expenses	企業及其他未分配開支					(11,987)
Profit before tax	除稅前溢利					308,915
<b>Segment assets</b>	<b>分部資產</b>	1,662,417	446,340	64,013	350,479	2,523,249
<i>Reconciliation</i>	<i>對賬</i>					
Elimination of intersegment receivables	分部間應收款項對銷					(998,767)
Corporate and other unallocated assets	企業及其他未分配資產					988,065
Elimination of inventories due to unrealised gains	因未變現收益而對銷存貨					(3,396)
Total assets	資產總值					2,509,151
<b>Segment liabilities</b>	<b>分部負債</b>	993,327	237,010	13,756	327,085	1,571,178
<i>Reconciliation</i>	<i>對賬</i>					
Elimination of intersegment payables	分部間應付款項對銷					(998,767)
Corporate and other unallocated liabilities	企業及其他未分配負債					616,855
Total liabilities	負債總額					1,189,266
<b>Other segment information</b>	<b>其他分部資料</b>					
Impairment losses recognised in profit or loss	於損益內確認的減值虧損	2,421	8	(12)	3	2,420
Depreciation and amortisation	折舊及攤銷	45,852	14,320	4,669	334	65,175
Capital expenditure	資本開支	408,891	17,257	745	13,141	440,034

31 December 2018  
二零一八年十二月三十一日

## 4. OPERATING SEGMENT INFORMATION (continued)

## 4. 經營分部資料 (續)

Year ended 31 December 2017 (restated)

截至二零一七年十二月三十一日止年度  
(經重列)

		Dye and agricultural chemical intermediates 染料及農業 化學品中間體 RMB'000 人民幣千元	Pigment intermediates 顏料中間體 RMB'000 人民幣千元	Environmental technology consultancy service 環保技術 諮詢服務 RMB'000 人民幣千元	Battery materials 電池材料 RMB'000 人民幣千元	Total segments RMB'000 人民幣千元
<b>Segment revenue:</b>	<b>分部收益：</b>					
Revenues from external customers	來自外部客戶的收益	1,009,891	236,177	526	798	1,247,392
Intersegment sales	分部間銷售	3,053	-	198	-	3,251
Total revenue	總收益	1,012,944	236,177	724	798	1,250,643
<i>Reconciliation</i>	<i>對賬</i>					
Elimination of intersegment sales	分部間銷售對銷					(3,251)
Revenue from continuing operations	來自持續經營業務之收益					1,247,392
<b>Segment results</b>	<b>分部業績</b>	179,698	48,256	(17,938)	(1,005)	209,011
Including:	包括：					
Interest income	利息收入	173	25	-	1	199
Finance costs	財務成本	(12,053)	(2,706)	-	(2)	(14,761)
<i>Reconciliation</i>	<i>對賬</i>					
Interest income	利息收入					1,078
Finance costs	財務成本					(798)
Elimination of other income due to unrealised gains	因未變現收益而對銷其他收入					(414)
Corporate and other unallocated expenses	企業及其他未分配開支					(27,818)
Profit before tax	除稅前溢利					181,059
<b>Segment assets</b>	<b>分部資產</b>	1,456,054	312,705	61,688	179,428	2,009,875
<i>Reconciliation</i>	<i>對賬</i>					
Elimination of intersegment receivables	分部間應收款項對銷					(707,416)
Corporate and other unallocated assets	企業及其他未分配資產					953,445
Elimination of inventories due to unrealised gains	因未變現收益而對銷存貨					350
Total assets	資產總值					2,256,254
<b>Segment liabilities</b>	<b>分部負債</b>	921,785	142,693	2,302	180,953	1,247,733
<i>Reconciliation</i>	<i>對賬</i>					
Elimination of intersegment payables	分部間應付款項對銷					(707,416)
Corporate and other unallocated liabilities	企業及其他未分配負債					574,001
Total liabilities	負債總額					1,114,318
<b>Other segment information</b>	<b>其他分部資料</b>					
Impairment losses recognised in profit or loss	於損益內確認的減值虧損	835	-	-	-	835
Depreciation and amortisation	折舊及攤銷	46,043	11,954	4,685	5	62,687
Capital expenditure	資本開支	138,143	39,648	2,929	115,978	296,698

## 4. OPERATING SEGMENT INFORMATION (continued)

## Geographical information

## (a) Revenue from external customers

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Mainland China	中國大陸	928,642	796,431
India	印度	164,078	135,920
Germany	德國	97,556	65,255
United States	美國	94,429	62,370
Taiwan	台灣	70,436	33,570
Spain	西班牙	43,207	30,012
Indonesia	印度尼西亞	36,936	45,807
Brazil	巴西	28,331	17,924
Italy	意大利	17,597	39,227
Japan	日本	17,240	13,660
Korea	韓國	7,292	2,680
Turkey	土耳其	4,180	1,346
Other countries/regions	其他國家／地區	5,958	3,190
		<b>1,515,882</b>	1,247,392

The revenue information above is based on the locations of the customers.

The Group's non-current assets are substantially located in Mainland China.

## 4. 經營分部資料 (續)

## 地理資料

## (a) 來自外部客戶的收益

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Mainland China	中國大陸	928,642	796,431
India	印度	164,078	135,920
Germany	德國	97,556	65,255
United States	美國	94,429	62,370
Taiwan	台灣	70,436	33,570
Spain	西班牙	43,207	30,012
Indonesia	印度尼西亞	36,936	45,807
Brazil	巴西	28,331	17,924
Italy	意大利	17,597	39,227
Japan	日本	17,240	13,660
Korea	韓國	7,292	2,680
Turkey	土耳其	4,180	1,346
Other countries/regions	其他國家／地區	5,958	3,190
		<b>1,515,882</b>	1,247,392

上述收益資料乃根據客戶所在位置編製。

本集團的非流動資產絕大部份位於中國大陸。

**4. OPERATING SEGMENT INFORMATION***(continued)***Geographical information** *(continued)***(b) Information about major customers**

In 2018, revenue of RMB219,745,000 (2017: RMB136,548,000) was derived from sales by the dye and agricultural chemical intermediates segment to a single customer.

**5. REVENUE, OTHER INCOME AND GAINS**

An analysis of revenue is as follows:

**4. 經營分部資料 (續)****地理資料 (續)****(b) 主要客戶資料**

於二零一八年，人民幣219,745,000元(二零一七年：人民幣136,548,000元)的收益來自染料及農業化學品中間體分部對一名客戶的銷售。

**5. 收益、其他收入及收益**

收益分析如下：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<i>Revenue from contracts with customers</i> 來自與客戶訂立之合約的收益		
Sales of goods and provision of consultancy and maintenance services 銷售貨物及提供諮詢及運維服務	1,515,882	1,247,392
	<b>1,515,882</b>	<b>1,247,392</b>

## 5. REVENUE, OTHER INCOME AND GAINS

(continued)

## Revenue from contracts with customers

## (i) Disaggregated revenue information

For the year ended 31 December 2018

## 5. 收益、其他收入及收益 (續)

## 來自與客戶訂立之合約的收益

## (i) 經分拆收益資料

截至二零一八年十二月三十一日止年度

Segments	分部	Dye and agricultural chemical intermediates	Pigment intermediates	Environmental technology consultancy service	Battery materials	Total
		染料及農業化學品中間體 RMB'000 人民幣千元	顏料中間體 RMB'000 人民幣千元	環保技術諮詢服務 RMB'000 人民幣千元	電池材料 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
<b>Types of goods or services</b>	<b>貨物或服務類型</b>					
Sale of chemical intermediates and battery materials	銷售化學品中間體及電池材料	1,212,082	262,479	-	3,006	1,477,567
Sale of environmental technology equipment	銷售環保技術設備	-	-	33,294	-	33,294
Provision of consultancy and maintenance services	提供諮詢及運維服務	-	-	5,021	-	5,021
Total revenue from contracts with customers	客戶合約收益總額	1,212,082	262,479	38,315	3,006	1,515,882
<b>Geographical markets</b>	<b>地區市場</b>					
Mainland China	中國大陸	696,320	191,001	38,315	3,006	928,642
India	印度	123,192	40,886	-	-	164,078
Germany	德國	96,958	598	-	-	97,556
United States	美國	82,254	12,175	-	-	94,429
Taiwan	台灣	70,436	-	-	-	70,436
Spain	西班牙	43,207	-	-	-	43,207
Indonesia	印度尼西亞	36,936	-	-	-	36,936
Brazil	巴西	28,331	-	-	-	28,331
Italy	意大利	17,597	-	-	-	17,597
Japan	日本	-	17,240	-	-	17,240
Korea	韓國	7,292	-	-	-	7,292
Turkey	土耳其	4,180	-	-	-	4,180
Other countries/regions	其他國家/地區	5,379	579	-	-	5,958
Total revenue from contracts with customers	客戶合約收益總額	1,212,082	262,479	38,315	3,006	1,515,882
<b>Timing of revenue recognition</b>	<b>收益確認時間</b>					
Goods transferred at a point in time	於某個時點轉讓之貨物	1,212,082	262,479	33,294	3,006	1,510,861
Services transferred over time	隨時間轉讓之服務	-	-	5,021	-	5,021
Total revenue from contracts with customers	客戶合約收益總額	1,212,082	262,479	38,315	3,006	1,515,882

**5. REVENUE, OTHER INCOME AND GAINS***(continued)***Revenue from contracts with customers** *(continued)***(i) Disaggregated revenue information** *(continued)*

The following tables shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

**5. 收益、其他收入及收益** *(續)*來自與客戶訂立之合約的收益 *(續)***(i) 經分拆收益資料** *(續)*

下表載列本報告期間確認的收益金額，當中包括於報告期初合約負債：

		2018 二零一八年 RMB'000 人民幣千元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	計入報告期初合約負債的 已確認收入：	
Sale of chemical intermediates	銷售化學品中間體	<b>4,485</b>

**5. REVENUE, OTHER INCOME AND GAINS***(continued)***Revenue from contracts with customers** *(continued)***(ii) Performance obligations**

Information about the Group's performance obligations is summarised below:

*Sale of goods, including chemical intermediates, battery materials and environmental technology equipment*

The performance obligation is satisfied upon delivery of the industrial products and payment is generally due within 30 to 90 days from delivery, except for new customers and small-sized customers, where payment in advance is normally required.

*Provision of consultancy and maintenance services*

Revenue from provision of consultancy and maintenance services is recognised over time and on a straight-line basis throughout the year.

The transaction prices allocated to the remaining performance obligations (partially unsatisfied) as at 31 December 2018 are as follows:

**5. 收益、其他收入及收益 (續)****來自與客戶訂立之合約的收益 (續)****(ii) 履約責任**

有關本集團履約責任的資料概述如下：

*銷售貨物 (包括化學品中間體、電池材料及環保技術設備)*

履約責任於交付工業產品後履行，支付一般於交付起30至90日到期，除新客戶及小型客戶通常須提前付款外。

*提供諮詢及運維服務*

提供諮詢及運維服務所得收益隨著時間確認，並於整個年度使用直線法確認。

於二零一八年十二月三十一日，配發予餘下履約責任 (部份未履約) 的交易價格如下：

		2018 二零一八年 RMB'000 人民幣千元
Within one year	一年內	7,480
More than one year	一年以上	3,027
		<b>10,507</b>

**5. REVENUE, OTHER INCOME AND GAINS***(continued)***Revenue from contracts with customers** *(continued)***(ii) Performance obligations** *(continued)*

The remaining performance obligations expected to be recognised in more than one year relate to consultancy and maintenance services that are to be satisfied within two years.

**5. 收益、其他收入及收益 (續)****來自與客戶訂立之合約的收益 (續)****(ii) 履約責任 (續)**

與諮詢及運維服務有關的餘下履約責任預期於一年以上確認，將在兩年內履約。

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Other income and gains	其他收入及收益		
Bank interest income	銀行利息收入	999	1,277
Government grants*	政府補助*	5,753	1,973
Sale of materials and scrap	銷售材料及廢料	4,413	5,486
Others	其他	323	149
		<b>11,488</b>	<b>8,885</b>

\* For the year ended 31 December 2018, government grants amounting to RMB5,753,000 (2017: RMB1,973,000) were recognised as income for the year necessary to compensate the costs and facilitate the Group's development. There are no unfulfilled conditions or contingencies attached to the grants.

\* 截至二零一八年十二月三十一日止年度，政府補助人民幣5,753,000元（二零一七年：人民幣1,973,000元）確認為年內收入，用以補足成本及促進本集團的發展。該等補助並無附帶任何未達成的條件或然事項。



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## 6. FINANCE COSTS

An analysis of finance costs is as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Interest on bank loans and other borrowings	計息銀行貸款及其他借款	38,411	34,385
Other finance costs	其他財務成本	9,400	2,512
Less: Interest capitalised	減：資本化利息	(25,026)	(21,338)
		<b>22,785</b>	15,559

The weighted average interest rate of capitalisation for the year ended 31 December 2018 was 6.02% (for the year ended 31 December 2017: 7.51%).

截至二零一八年十二月三十一日止年度資本化金額的加權平均利率為6.02%（截至二零一七年十二月三十一日止年度：7.51%）。

## 7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Cost of inventories sold	已售存貨的成本	988,558	884,403
Cost of services provided	提供服務成本	3,231	-
Depreciation	折舊	60,528	58,110
Research and development costs	研發成本	15,404	8,323
Amortisation of land lease payments	土地租賃付款攤銷	4,573	4,573
Auditor's remuneration	核數師薪酬	6,395	4,045
Employee benefit expense (excluding directors' and chief executive's remuneration (Note 8)):	僱員福利開支（不包括董事及主要行政人員的薪酬（附註8））：		
Wages, salaries and welfare	工資、薪金及福利	99,529	88,700
Pension and other social insurances	退休金及其他社會保險	26,331	18,763
Exchange losses, net	匯兌虧損淨額	17,555	5,872
Impairment of property, plant and equipment	物業、廠房及設備減值	719	-
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損	1,987	625
Impairment of trade receivables	貿易應收款項減值	15	614
Write-down of inventories to net realisable value	存貨撇減至可變現淨值	1,686	835

## 6. 財務成本

財務成本分析如下：

## 7. 除稅前溢利

本集團的除稅前溢利乃經扣除以下各項得出：

**8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION**

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

**8. 董事及主要行政人員的薪酬**

於本年度根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部規定所披露之董事及主要行政人員薪酬載列如下：

		<b>Group</b> 本集團	
		<b>2018</b> 二零一八年 <b>RMB'000</b> 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Fees	袍金	<b>875</b>	750
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	<b>2,303</b>	2,463
Performance related bonuses	表現花紅	<b>766</b>	1,070
Pension scheme contributions	退休金計劃供款	<b>336</b>	389
		<b>3,405</b>	3,922
		<b>4,280</b>	4,672

Certain executive directors of the Company are entitled to bonus payments which are determined as a percentage of the profit after tax of the Group.

本公司若干執行董事可獲發根據本集團除稅後溢利某一百分比計算之花紅。

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### 財務資料附註

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#### 8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

##### (a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Mr. Ho Kenneth Kai Chung 何啟忠先生	175	150
Mr. Zhu Lin 朱霖先生	175	150
Mr. Yu Miao 于淼先生	175	150
	<b>525</b>	450

There were no other emoluments payable to the independent non-executive directors during the year (2017: Nil).

#### 8. 董事及主要行政人員的薪酬 (續)

##### (a) 獨立非執行董事

年內已付獨立非執行董事之袍金載列如下：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Mr. Ho Kenneth Kai Chung 何啟忠先生	175	150
Mr. Zhu Lin 朱霖先生	175	150
Mr. Yu Miao 于淼先生	175	150
	<b>525</b>	450

於年內，並無應付獨立非執行董事的其他酬金（二零一七年：無）。

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#### 8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

##### (b) Executive directors and non-executive directors

#### 8. 董事及主要行政人員的薪酬 (續)

##### (b) 執行董事及非執行董事

2018	二零一八年	Salaries, allowances and benefits				Performance related bonuses	Pension scheme contributions	Total
		Fees	in kind					
		袍金	實物利益	薪金、津貼及	表現花紅	退休金	合計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Executive directors:	執行董事：							
Mr. Ge Yi	戈弋先生	-	1,212	200	125	1,537		
Ms. Duan Weihua <sup>(1)</sup>	段衛華女士 <sup>(1)</sup>	-	74	140	18	232		
Mr. Bai Kun	白崑先生	-	850	200	122	1,172		
Ms. Jin Ping <sup>(1)</sup>	晉平女士 <sup>(1)</sup>	-	167	226	71	464		
		-	2,303	766	336	3,405		
Non-executive directors:	非執行董事：							
Mr. Xiao Yongzheng <sup>(2)</sup>	肖勇政先生 <sup>(2)</sup>	175	-	-	-	175		
Mr. Fontaine Alain Vincent	Fontaine Alain Vincent先生	175	-	-	-	175		
		350	-	-	-	350		
Total	合計	350	2,303	766	336	3,755		

8. DIRECTORS' AND CHIEF EXECUTIVE'S  
REMUNERATION (continued)(b) Executive directors and non-executive  
directors (continued)

## 8. 董事及主要行政人員的薪酬 (續)

## (b) 執行董事及非執行董事 (續)

		Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Total
		袍金	薪金、津貼及 實物利益	表現花紅	退休金 計劃供款	合計
2017	二零一七年	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors:	執行董事：					
Mr. Ge Yi	戈弋先生	-	1,200	200	120	1,520
Ms. Duan Weihua	段衛華女士	-	127	240	29	396
Mr. Bai Kun	白崑先生	-	850	200	120	1,170
Ms. Jin Ping	晉平女士	-	286	430	120	836
		-	2,463	1,070	389	3,922
Non-executive directors:	非執行董事：					
Mr. Xiao Yongzheng	肖勇政先生	150	-	-	-	150
Mr. Fontaine Alain Vincent	Fontaine Alain Vincent先生	150	-	-	-	150
		300	-	-	-	300
Total	合計	300	2,463	1,070	389	4,222

(1) Resigned on 06 July 2018 from the position of directors.

(1) 於二零一八年七月六日辭任董事。

(2) Resigned on 10 January 2019 from the position of directors.

(2) 於二零一九年一月十日辭任董事。

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

於年內，概無任何董事放棄或同意放棄任何薪酬安排。

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## 9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two directors (2017: three directors), details of the remuneration for the year of the remaining three (2017: two) highest paid employees who are not directors of the Company are as follows:

	<b>2018</b> 二零一八年 <b>RMB'000</b> 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind 薪金、津貼及實物福利	<b>543</b>	1,072
Performance related bonuses 表現花紅	<b>1,605</b>	270
Pension scheme contributions 退休金計劃供款	<b>185</b>	–
	<b>2,333</b>	1,342

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

	<b>Number of employees</b> 僱員人數	
	<b>2018</b> 二零一八年 <b>RMB'000</b> 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Nil to RMB1,000,000 零至人民幣1,000,000元	<b>3</b>	2

## 9. 五名最高薪酬僱員

於年內五名最高薪酬僱員包括兩名董事（二零一七年：三名董事），並非本公司董事的餘下三名（二零一七年：兩名）最高薪酬僱員於年內的薪酬詳情如下：

	<b>2018</b> 二零一八年 <b>RMB'000</b> 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind 薪金、津貼及實物福利	<b>543</b>	1,072
Performance related bonuses 表現花紅	<b>1,605</b>	270
Pension scheme contributions 退休金計劃供款	<b>185</b>	–
	<b>2,333</b>	1,342

薪酬介乎以下範圍的非董事最高薪酬僱員的人數如下：

	<b>Number of employees</b> 僱員人數	
	<b>2018</b> 二零一八年 <b>RMB'000</b> 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Nil to RMB1,000,000 零至人民幣1,000,000元	<b>3</b>	2

### 10. INCOME TAX

#### Cayman Islands

Under the current income tax laws of the Cayman Islands, the Company is not subject to tax on any income or capital gain.

#### Hong Kong

Under the current income tax laws of Hong Kong, companies are subject to Hong Kong profits tax at 16.5% on assessable profits arising in or derived from Hong Kong.

#### Singapore

Under the current income tax laws of Singapore, companies are subject to Singapore profits tax at 17.0% on assessable profits arising in or derived from Singapore.

#### Mainland China

The Company's subsidiaries in Mainland China are subject to income tax at 25% unless otherwise specified.

Under the prevailing PRC Corporate Income Tax Law and the relevant regulations, any dividends paid by the Company's PRC subsidiaries from their earnings derived after 1 January 2008 to the Company's Hong Kong subsidiary are subject to a 5% or 10%, depending on the applicability of the Sino-Hong Kong tax treaty, PRC dividend withholding tax. For the Group, the historical applicable rate is 5%. The Group is therefore liable for withholding taxes on retained earnings distributable by those subsidiaries established in the PRC in respect of their earnings generated from 1 January 2008.

### 10. 所得稅

#### 開曼群島

根據開曼群島的現行所得稅法，本公司毋須就任何收入或資本收益繳納稅金。

#### 香港

根據香港現行所得稅法，公司須就在香港產生或來自香港的應課稅溢利按16.5%的稅率繳納香港利得稅。

#### 新加坡

根據新加坡現行所得稅法，公司須就在新加坡產生或來自新加坡的應課稅溢利按17.0%的稅率繳納新加坡利得稅。

#### 中國大陸

本公司於中國大陸附屬公司須按25%的稅率繳納所得稅（另有規定者除外）。

根據現行中國企業所得稅法及其相關法規，於二零零八年一月一日後，本公司之中國附屬公司須向本公司之香港附屬公司所派付之任何自其盈利衍生之股息為5%或10%，視乎中港稅收協定中國股息預扣稅之適用情況。就本集團而言，過往適用稅率為5%。因此，本集團就自二零零八年一月一日產生之盈利由該等於中國成立之附屬公司可予分派之保留盈利承擔預扣稅之義務。

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## 10. INCOME TAX (continued)

## Mainland China (continued)

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current – Mainland China Charge for the year	即期 – 中國大陸 年內支出	74,953	41,340
Current – Elsewhere	即期 – 其他地方	3,073	1,333
Deferred	遞延	8,072	2,280
Total tax charge for the year	年內稅項支出總額	<b>86,098</b>	44,953

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for Mainland China, in which the majority of the Company's subsidiaries are domiciled, to the tax expense at the effective tax rate is as follows:

採用中國大陸(本公司大部份附屬公司所在地)法定稅率計算的除稅前溢利適用的稅項開支與按實際稅率計算的稅務開支對賬如下:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Profit before tax	除稅前溢利	<b>308,915</b>	181,059
Tax at the statutory income tax rate (25%)	按法定所得稅稅率(25%) 計算的稅項	<b>77,229</b>	45,265
Effect of different tax rates	稅率差異的影響	<b>735</b>	(897)
Non-deductible expenses	不可扣減開支	<b>3,110</b>	1,083
Income not subject to tax	毋須課稅的收入	<b>(172)</b>	(824)
Additional deduction of research and development costs	研發成本其他扣減	<b>(2,677)</b>	–
Tax losses utilised from previous periods	動用過往期間的稅項虧損	<b>(789)</b>	–
Temporary differences (including tax losses) not recognised DTA	未確認遞延稅項資產之暫時性 差額(包括稅項虧損)	<b>575</b>	1,126
Withholding tax	預扣稅	<b>8,087</b>	(800)
Total income tax expense	所得稅開支總額	<b>86,098</b>	44,953



**11. ARRANGEMENTS WITH CHINA NATIONAL OFFSHORE OIL SALE (BEIJING) CO., LTD.**

The Group entered into various arrangements with China National Offshore Oil Sale (Beijing) Co., Ltd. (“CNOOC”), an unrelated party, for the sale of products and purchase of raw materials. Based on these arrangements, CNOOC is considered as the agent for and on behalf of the Group in the respective sale and purchase transactions.

In the sale arrangements, the Group has latitude in establishing prices and the primary responsibility for providing the goods to the customer, and bears inventory risk during shipment and credit risk for the amount receivable from end customers. Accordingly, the Group recognises revenue from the sale of products based on the respective amounts billed to end customers. Under all the above-mentioned arrangements, CNOOC provides certain administrative work and financing service (on improving the Group’s working capital management) in return for service and interest charges, respectively. The financing service under the arrangements of sale of products is related to expediting settlement of receivables while the financing service under the arrangement of purchase of raw materials is related to delaying settlement of payables. The service charges paid on administrative work relating to the sale of products from part of selling and distribution expenses of the Group while those relating to the purchase of raw materials are considered as part of the purchase cost of the related raw materials. Financing charges are recognised during the years ended 31 December 2018 and 2017 as other finance costs in profit or loss.

**12. DIVIDENDS**

The directors recommend a final dividend of RMB0.064 (2017: RMB0.039) per ordinary share in respect of the year ended 31 December 2018. The proposed dividend was not recognised as a liability as at the end of the reporting period, since it is subject to the approval of the Company’s shareholders at the forthcoming annual general meeting.

**11. 與中海油銷售(北京)股份有限公司的安排**

本集團與中海油銷售(北京)股份有限公司(「中海油銷售(北京)」, 一名非關聯方)就銷售產品及購買原材料訂立多項安排。根據該等安排, 中海油銷售(北京)就各項銷售及購買交易中被視為本集團的代理人及代表本集團的代理。

在銷售安排中, 本集團可自由制定價格, 其主要責任為向客戶提供貨物、在船運中承擔存貨風險及就應收終端客戶的應收款項承擔信貸風險。因此, 本集團根據向終端客戶發出票據的各自金額確認來自銷售產品的收益。根據所有上述安排, 中海油銷售(北京)提供若干行政工作及融資服務(就提高本集團營運資金管理)以分別換取服務及利息收費。銷售產品安排項下的融資服務與促進應收款項的交收有關; 而購買原材料安排項下的融資服務則與延遲應付款項的交收有關。就有關銷售產品的行政工作所支付的服務收費構成本集團的銷售及分銷開支的一部份, 而與購買原材料有關的收費則被視為相關原材料購買成本的一部份。融資收費於截至二零一八年及二零一七年十二月三十一日止年度均確認為損益中的其他財務成本。

**12. 股息**

截至二零一八年十二月三十一日止年度, 董事建議派發末期股息每股普通股人民幣0.064元(二零一七年: 人民幣0.039元)。建議股息並未於報告期末確認為負債, 原因為其須待本公司股東於應屆股東週年大會上批准後方可作實。

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### 13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 1,044,197,000 (2017: 1,028,383,000) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2018 and 2017.

The calculations of basic and diluted earnings per share are based on:

### 13. 母公司普通權益擁有人應佔每股盈利

每股基本盈利乃基於母公司普通權益持有人應佔年內溢利及年內已發行普通股加權平均數1,044,197,000股(二零一七年: 1,028,383,000股)計算。

截至二零一八年及二零一七年十二月三十一日止年度，本集團並無具潛在攤薄影響之已發行普通股。

每股基本及攤薄盈利乃基於以下各項計算：

		2018 二零一八年	2017 二零一七年
<b>Earnings</b>	<b>盈利</b>		
Profit for the year attributable to ordinary equity holders of the parent (RMB'000)	年內母公司普通權益擁有人應佔溢利(人民幣千元)	<b>222,901</b>	136,131
<b>Shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation ('000)	年內用於計算每股基本盈利的已發行普通股加權平均數(千股)	<b>1,044,197</b>	1,028,383

## 14. PROPERTY, PLANT AND EQUIPMENT

## 14. 物業、廠房及設備

		Buildings 樓宇 RMB'000 人民幣千元	Machinery and equipment 機器及設備 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>31 December 2018</b>	<b>二零一八年十二月三十一日</b>						
At 31 December 2017 and 1 January 2018:	於二零一七年十二月三十一日及 二零一八年一月一日：						
Cost	成本	332,925	496,659	13,051	2,821	582,758	1,428,214
Accumulated depreciation and impairment	累計折舊及減值	(71,219)	(224,408)	(10,678)	(2,171)	-	(308,476)
Net carrying amount	賬面淨值	261,706	272,251	2,373	650	582,758	1,119,738
At 1 January 2018, net of accumulated depreciation and impairment	於二零一八年一月一日， 扣除累計折舊及減值						
Additions	添置	-	6,967	691	45	432,331	440,034
Disposals	出售	-	(2,438)	(2)	-	-	(2,440)
Depreciation provided during the year	年內提撥的折舊	(14,960)	(42,564)	(2,697)	(307)	-	(60,528)
Impairment	減值	-	(719)	-	-	-	(719)
Transfers	轉固	70,739	41,457	717	-	(112,913)	-
At 31 December 2018, net of accumulated depreciation and impairment	於二零一八年十二月三十一日， 扣除累計折舊及減值	317,485	274,954	1,082	388	902,176	1,496,085
At 31 December 2018:	於二零一八年十二月三十一日：						
Cost	成本	403,664	537,158	14,431	2,866	902,176	1,860,295
Accumulated depreciation and impairment	累計折舊及減值	(86,179)	(262,204)	(13,349)	(2,478)	-	(364,210)
Net carrying amount	賬面淨值	317,485	274,954	1,082	388	902,176	1,496,085

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二零一八年十二月三十一日14. PROPERTY, PLANT AND EQUIPMENT  
(continued)

## 14. 物業、廠房及設備 (續)

		Buildings 樓宇 RMB'000 人民幣千元	Machinery and equipment 機器及設備 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>31 December 2017</b>	<b>二零一七年十二月三十一日</b>						
At 31 December 2016 and 1 January 2017:	於二零一六年十二月三十一日及 二零一七年一月一日：						
Cost	成本	326,173	449,461	10,074	2,900	346,645	1,135,253
Accumulated depreciation and impairment	累計折舊及減值	(56,118)	(189,111)	(6,242)	(1,780)	-	(253,251)
Net carrying amount	賬面淨值	270,055	260,350	3,832	1,120	346,645	882,002
At 1 January 2017, net of accumulated depreciation and impairment	於二零一七年一月一日， 扣除累計折舊及減值	270,055	260,350	3,832	1,120	346,645	882,002
Additions	添置	936	5,913	861	221	288,767	296,698
Disposals	出售	(278)	(508)	(27)	(39)	-	(852)
Depreciation provided during the year	年內提撥的折舊	(15,215)	(37,744)	(4,499)	(652)	-	(58,110)
Transfers	轉固	6,208	44,240	2,206	-	(52,654)	-
At 31 December 2017, net of accumulated depreciation and impairment	於二零一七年十二月三十一日， 扣除累計折舊及減值	261,706	272,251	2,373	650	582,758	1,119,738
At 31 December 2017:	於二零一七年十二月三十一日：						
Cost	成本	332,925	496,659	13,051	2,821	582,758	1,428,214
Accumulated depreciation and impairment	累計折舊及減值	(71,219)	(224,408)	(10,678)	(2,171)	-	(308,476)
Net carrying amount	賬面淨值	261,706	272,251	2,373	650	582,758	1,119,738

**14. PROPERTY, PLANT AND EQUIPMENT***(continued)*

As at 31 December 2018 and 2017, certain of the Group's buildings, machinery and equipment with aggregate net book values of RMB175,202,000 and RMB172,541,000 were pledged to secure bank loans and other borrowings of RMB190,251,000 and RMB228,287,000, respectively (Note 24).

Included in the property, plant and equipment as at 31 December 2018 and 2017 were certain buildings with net book values of RMB2,471,000 and RMB2,648,000 respectively of which the property certificates have not been obtained.

The directors of the Company are of the view that the Group is entitled to lawfully and validly occupy and use the above-mentioned buildings. The directors of the Company are also of the opinion that the aforesaid matter will not have any significant impact on the Group's financial position for the year.

**15. PREPAID LAND LEASE PAYMENTS**

Carrying amount at 1 January	於一月一日的賬面值	<b>85,002</b>	89,575
Amortisation during the year	於年內攤銷	<b>(4,573)</b>	(4,573)
Carrying amount at 31 December	於十二月三十一日的賬面值	<b>80,429</b>	85,002
Current portion (included in prepayments and other receivables)	即期部份 (包含於預付款項及其他應收款項)	<b>(4,366)</b>	(4,366)
Non-current portion	非即期部份	<b>76,063</b>	80,636

As at 31 December 2018 and 2017, the prepaid land lease payments amounted to RMB48,072,000 and RMB85,002,000, respectively, have been pledged to secure bank loans granted to the Group (Note 24).

**14. 物業、廠房及設備 (續)**

於二零一八年及二零一七年十二月三十一日，本集團若干樓宇、機器及設備（賬面淨值合共人民幣175,202,000元及人民幣172,541,000元）已抵押以取得銀行貸款及其他借款分別為人民幣190,251,000元及人民幣228,287,000元（附註24）。

於二零一八年及二零一七年十二月三十一日的物業、廠房及設備包括賬面淨值分別為人民幣2,471,000元及人民幣2,648,000元的若干尚未取得房產證的樓宇。

本公司董事認為本集團有權合法及有效佔用及使用上述樓宇。本公司董事亦認為上述事宜不會對本集團於年內財務狀況造成任何重大影響。

**15. 預付土地租賃款項**

	<b>31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元</b>	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Carrying amount at 1 January	<b>85,002</b>	89,575
Amortisation during the year	<b>(4,573)</b>	(4,573)
Carrying amount at 31 December	<b>80,429</b>	85,002
Current portion (included in prepayments and other receivables)	<b>(4,366)</b>	(4,366)
Non-current portion	<b>76,063</b>	80,636

於二零一八年及二零一七年十二月三十一日，已抵押預付土地租賃款項分別為人民幣48,072,000元及人民幣85,002,000元，以獲取授予本集團的銀行貸款（附註24）。

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### 財務資料附註

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#### 16. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/AVAILABLE-FOR-SALE INVESTMENTS

#### 16. 指定按公允價值計入其他全面收益之股權投資／可供出售投資

		<b>31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元</b>	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Equity investments designated at fair value through other comprehensive income:	指定按公允價值計入其他全面收益之股權投資：		
Quoted equity investments, at fair value	按公允價值計量之有報價股權投資	<b>9,287</b>	-
Available-for-sale investments:	可供出售投資：		
Investment managed by an investment agency ("Agency Investment")	由投資代理管理之投資（「代理投資」）	-	9,801
Unquoted equity investments, at cost	按成本計算之無報價股權投資	-	21,450
		<b>9,287</b>	31,251

#### 16. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/AVAILABLE-FOR-SALE INVESTMENTS

(continued)

The above equity investments were irrevocably designated at FVOCI as the Group considers these investments to be strategic in nature.

The unquoted equity investment accounted for as available-for-sale investments and were stated at cost less impairment as at 31 December 2017. The unquoted equity investments were reclassified to financial assets at FVOCI due to the adoption of HKFRS 9 as at 1 January 2018.

In July 2018, the Group disposed of the unquoted equity investments as these investments no longer coincided with the Group's investment strategy. The fair value on the date of sale was RMB25,400,000 and the accumulated gain recognised in other comprehensive income of RMB2,675,000 was transferred to retained earnings.

In 2018, the Group recognised a loss of RMB1,041,000 to other comprehensive income regarding the quoted equity investments. In 2017, no gain or loss was recognised since the fair value of the quoted equity investments was approximated to their carrying amount.

#### 16. 指定按公允價值計入其他全面收益之股權投資／可供出售投資(續)

上述股權投資不可撤銷地指定為按公允價值計入其他全面收益，因為本集團認為該等投資在性質上屬策略投資。

於二零一七年十二月三十一日，無報價股權投資列作可供出售投資並按成本減減值列賬。由於於二零一八年一月一日採納香港財務報告準則第9號，故無報價股權投資重新分類為按公允價值計入他全面收益的金融資產。

於二零一八年七月，由於該等投資不再與本集團的投資策略相符，故本集團出售該等無報價股權投資。出售日期的公允價值為人民幣25,400,000元，於其他全面收益確認的累計收益人民幣2,675,000元已轉撥至保留盈利。

於二零一八年，本集團就有報價股權投資確認虧損人民幣1,041,000元。於二零一七年，由於有報價股權投資的公允價值與其賬面值相若，故並無確認收益或虧損。

## Notes to Financial Statements

### 財務資料附註

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#### 17. INVENTORIES

#### 17. 存貨

		<b>31 December 2018</b> 二零一八年 十二月三十一日 <b>RMB'000</b> 人民幣千元	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Raw materials	原材料	<b>44,338</b>	27,938
Work in progress	在製品	<b>26,937</b>	24,370
Finished goods	製成品	<b>140,409</b>	63,494
		<b>211,684</b>	115,802
Less: Impairment provision	減：減值撥備	<b>(1,686)</b>	(835)
		<b>209,998</b>	114,967

As at 31 December 2018, none of the Group's inventories was pledged as security for the Group's bank loans (2017: Nil).

於二零一八年十二月三十一日，本集團存貨概無被抵押作本集團銀行貸款的抵押品（二零一七年：無）。



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## 18. TRADE RECEIVABLES

		<b>31 December 2018</b> 二零一八年 十二月三十一日 <b>RMB'000</b> 人民幣千元	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Trade receivables	貿易應收款項	<b>187,076</b>	277,052
Impairment	減值	<b>(760)</b>	(614)
		<b>186,316</b>	276,438

The Group's trading terms with its customers are mainly on credit, except for new customers and small-sized customers, where payment in advance is normally required. The credit period is generally one month for domestic customers, extending up to three months for overseas customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control on certain of its outstanding receivables.

Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

## 18. 貿易應收款項

除新客戶及小型客戶通常須提前付款外，本集團與其客戶的主要交易條款為信貸。就國內客戶而言，信貸期一般為一個月，對於海外客戶則延長至最多三個月。每位客戶均有最大信貸上限。本集團力求對若干尚未收回的應收款項保持嚴格監控。

逾期結餘由高級管理層定期審閱。鑒於前文所述及本集團的貿易應收款項牽涉到大量不同客戶，本集團並無重大信貸集中風險。貿易應收款項為不計息。

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**18. TRADE RECEIVABLES (continued)**

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

		<b>31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元</b>	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Within 1 month	一個月內	<b>79,625</b>	122,253
1 month to 2 months	一個月至兩個月	<b>50,558</b>	92,083
2 months to 3 months	兩個月至三個月	<b>23,283</b>	26,400
3 months to 4 months	三個月至四個月	<b>9,789</b>	10,760
Over 4 months	四個月以上	<b>23,061</b>	24,942
		<b>186,316</b>	276,438

The movement in the loss allowance for impairment of trade receivables is as follows:

		<b>2018 二零一八年 RMB'000 人民幣千元</b>	2017 二零一七年 RMB'000 人民幣千元
At 1 January 2018 (as previously reported)	於二零一八年一月一日 (如前呈報)	<b>614</b>	-
Effect of adoption of HKFRS 9 (Note 2.2)	採納香港財務報告準則第9號之影響 (附註2.2)	<b>131</b>	-
At 1 January 2018 (restated)	於二零一八年一月一日 (經重列)	<b>745</b>	-
Impairment provided	已計提減值	<b>15</b>	614
At 31 December 2018	於二零一八年十二月三十一日	<b>760</b>	614

**18. 貿易應收款項 (續)**

於各報告日期末的貿易應收款項的賬齡分析 (基於發票日期並經扣除虧損撥備) 如下:

貿易應收款項減值虧損撥備的變動如下:

**18. TRADE RECEIVABLES (continued)****Impairment under HKFRS 9 for the year ended 31 December 2018**

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if the Group is satisfied that recovery of the amount is remote.

The Group applies the simplified approach to the provision for expected credit losses prescribed by HKFRS 9, which permits the use of lifetime expected loss provision for all trade receivables. To measure the expected credit loss on trade receivables, trade receivables have been grouped based on shared credit risk characteristics and the ageing.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

**As at 31 December 2018**

		Within 1 year 一年內	Between 1 and 2 years 一年至兩年	Between 2 and 3 years 兩年至三年	Over 3 years 三年以上	Total 合計
Expected credit loss rate	預期信貸虧損率	0.02%	1.21%	3.81%	100.00%	
Gross carrying amount (RMB'000)	總賬面值 (人民幣千元)	177,658	8,721	83	614	187,076
Expected credit losses (RMB'000)	預期信貸虧損 (人民幣千元)	38	105	3	614	760

**18. 貿易應收款項 (續)****截至二零一八年十二月三十一日止年度香港財務報告準則第9號項下之減值**

於各報告日期均採用撥備矩陣進行減值分析，以計量預期信貸虧損。該計算反映或然率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前條件及未來經濟條件預測的合理及可靠資料。一般而言，倘本集團認為收回款項之機會甚微則會撇銷貿易應收款項。

本集團就香港財務報告準則第9號規定的預期信貸虧損撥備採納簡化方法，該方法允許就所有貿易應收款項採用全期預期虧損撥備。為計量貿易應收款項的預期信貸虧損，本集團按照共同信貸風險特徵及賬齡將貿易應收款項分組。

有關本集團採用撥備矩陣計量的貿易應收款項的信貸風險資料載列如下：

於二零一八年十二月三十一日

**18. TRADE RECEIVABLES (continued)****Impairment under HKAS 39 for the year ended 31 December 2017**

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of RMB614,000 with a carrying amount before provision of RMB614,000. The individually impaired trade receivables relating to customers that were in unexpected financial difficulties and it is expected that these receivables would not be recovered.

The ageing analysis of the trade receivables as at 31 December 2017 that were not individually nor collectively considered to be impaired under HKAS 39 is as follows:

**18. 貿易應收款項 (續)****截至二零一七年十二月三十一日止年度香港會計準則第39號項下之減值**

上述貿易應收款項減值撥備包括個別減值貿易應收款項撥備人民幣614,000元，未計撥備賬面值為人民幣614,000元。個別減值貿易應收款項與面臨意外財政困難的客戶有關，預期該等應收款項不可予收回。

於二零一七年十二月三十一日，香港會計準則第39號項下非個別或共同被視為減值的貿易應收款項賬齡分析如下：

		31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Neither past due nor impaired	既未逾期亦未減值	119,056
Less than 1 month past due	逾期少於一個月	81,505
1 to 3 months past due	逾期一至三個月	52,523
Over 3 months past due	逾期三個月以上	23,354
		276,438

**18. TRADE RECEIVABLES (continued)****Impairment under HKAS 39 for the year ended 31 December 2017 (continued)**

Receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, the directors of the Company were of the opinion that no provision for impairment under HKAS 39 was necessary in respect of these balances as there had not been a significant change in credit quality and the balances are still considered fully recoverable.

**19. NOTES RECEIVABLE**

Notes receivable of the Group are all bank acceptance notes and are usually settled within six months from their respective dates of issue. None of the notes receivable as at the end of the years ended 31 December 2018 and 2017 was past due or impaired.

Transferred financial assets that are not derecognised in their entirety:

The Group endorsed certain notes receivable accepted by banks in Mainland China (the "Endorsed Notes") with aggregate carrying amounts of RMB40,221,000 and RMB33,276,000 as at 31 December 2018 and 2017, respectively, to certain of its suppliers in order to settle trade payables due to such suppliers (the "Endorsement"). In the opinion of the Directors, the Group has retained the substantial risks and rewards, which include default risks relating to such Endorsed Notes, and accordingly, it continued to recognise the full carrying amounts of the Endorsed Notes and the associated other payables. Subsequent to the Endorsement, the Group did not retain any rights to the use of the Endorsed Notes, including the sale, transfer or pledge of the Endorsed Notes to any other third parties. None of the Endorsed Notes settled during the year have been recouped as at the end of the year.

**18. 貿易應收款項 (續)****截至二零一七年十二月三十一日止年度香港會計準則第39號項下之減值 (續)**

既未逾期亦未減值的應收款項與大量不同客戶有關，彼等於近期並無違約記錄。

已逾期但未減值的應收款項與多位獨立客戶有關，彼等於本集團的付款記錄良好。根據過往經驗，本公司董事認為其信貸質素並無重大改變，且相關結餘仍被視為可全數收回，因此根據香港會計準則第39號無須就該等結餘作出減值撥備。

**19. 應收票據**

本集團的應收票據均為銀行承兌票據，並通常於其各自發行日期起六個月內結算。於截至二零一八年及二零一七年十二月三十一日止年度末，概無應收票據逾期或減值。

未全部終止確認的已轉讓金融資產：

本集團背書若干獲中國大陸銀行接納的應收票據（「背書票據」）予若干供貨商，以支付結欠該等供貨商的貿易應付款項，於二零一八年及二零一七年十二月三十一日的總賬面值分別為人民幣40,221,000元及人民幣33,276,000元（「背書」）。董事認為，本集團實質上仍保留風險及回報，當中包括相關背書票據的違約風險，因此，本集團持續確認背書票據的全額賬面值及相關其他應付款項。背書後，本集團並無保留任何使用背書票據的任何權利，包括出售、轉讓或抵押背書票據予任何其他第三方。於年末，概無於年內結算的背書票據被追索。

**19. NOTES RECEIVABLE (continued)**

Transferred financial assets that are derecognised in their entirety:

The Group endorsed certain notes receivable accepted by banks in Mainland China (the “Derecognised Notes”) to certain of its suppliers in order to settle the trade payables due to such suppliers with aggregate carrying amounts of RMB280,589,000 and RMB221,151,000 as at 31 December 2018 and 2017, respectively. The Derecognised Notes have a maturity from one to six months at the end of the respective reporting periods. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Derecognised Notes have a right of recourse against the Group if the PRC banks default (the “Continuing Involvement”). In the opinion of the Directors of the Company, the Group has transferred substantially all risks and rewards relating to the Derecognised Notes. Accordingly, it has derecognised the full carrying amounts of the Derecognised Notes and the associated trade payables. The maximum exposure to loss from the Group’s Continuing Involvement in the Derecognised Notes and the undiscounted cash flows to repurchase these Derecognised Notes is equal to their carrying amounts. In the opinion of the directors of the Company, the fair values of the Group’s Continuing Involvement in the Derecognised Notes are not significant.

For the years ended 31 December 2018 and 2017, the Group has not recognised any gain or loss on the dates of transfer of the Derecognised Notes. No gains or losses were recognised from the Continuing Involvement, both during the years ended 31 December 2018 and 2017 or cumulatively.

**19. 應收票據 (續)**

全部終止確認的已轉讓金融資產：

本集團向其若干供應商就獲中國大陸的銀行接納的若干應收票據（「解除確認票據」）背書，以結算於二零一八年及二零一七年十二月三十一日賬面值總額分別為人民幣280,589,000元及人民幣221,151,000元的應付該等供應商的貿易應付款項。於各報告期末，解除確認票據的到期日介乎一至六個月。根據中國的票據法，在中國的銀行違約的情況下，解除確認票據的持有人對本集團有追索權（「持續責任」）。本公司董事認為，本集團已轉讓有關解除確認票據的幾乎所有風險及回報。因此，其已解除確認解除確認票據的全部賬面值及相關應付款。本集團於解除確認票據的持續責任及購回該等解除確認票據的未貼現現金流量產生的最大虧損風險等於其賬面值。本公司董事認為，本集團於解除確認票據的持續責任的公允價值並不重大。

截至二零一八年及二零一七年十二月三十一日止年度，本集團並無於轉讓解除確認票據日期確認任何損益。於截至二零一八年及二零一七年十二月三十一日止年度或累計過程中均概無確認持續責任產生的損益。

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## 20. PREPAYMENTS AND OTHER RECEIVABLES

## 20. 預付款項及其他應收款項

		31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
	Note 附註		
Advance to suppliers	給予供應商的墊款	141,964	83,705
Prepaid land lease payments	預付土地租賃款項	4,366	4,366
Deductible value added tax	可扣減增值稅	69,248	54,197
Other receivables	其他應收款項	50,495	14,755
		<b>266,073</b>	157,023

**Impairment under HKFRS 9 for the year ended 31 December 2018**

For the financial assets above, an impairment analysis is performed at each reporting date by considering the probability of default by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. For other receivables above, they have specific due dates or settlement schedule. Management considers the probability of default as minimal.

**Impairment under HKAS 39 for the year ended 31 December 2017**

None of the above assets is impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

Prepaid land lease payments and deductible value added tax are to be amortised or deducted in next year. Advance to suppliers and other receivables are unsecured, interest-free and have no fixed terms of repayment.

**截至二零一八年十二月三十一日止年度香港財務報告準則第9號項下之減值**

就上述金融資產而言，本集團已於各報告日期進行減值分析，方式為參考本集團歷史虧損記錄使用虧損率方法考慮違約概率。虧損率已作調整，以反映當前狀況及未來經濟狀況預付（倘適用）。就上述其他應收款項而言，其擁有具體逾期日期或結算計劃。管理層認為違約的可能性甚低。

**截至二零一七年十二月三十一日止年度香港會計準則第39號項下之減值**

上述資產概無減值。金融資產計入上述涉及近期並無違約歷史的應收款項的結餘。

預付土地租賃款及可減扣增值稅將於下一年度攤銷或減扣。給予供應商的墊款及其他應收款項無抵押、免息且並無固定還款期。

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## 21. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

## 21. 現金及現金等價物以及受限現金

			<b>31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元</b>	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
		Notes 附註		
Cash and bank balances	現金及銀行結餘		<b>154,043</b>	385,104
Less: Restricted cash-current	減：受限現金－即期	(a)	<b>(20,170)</b>	(17,868)
Restricted cash-non current	受限現金－非即期	(a)	<b>(9,598)</b>	(7,449)
Cash and cash equivalents	現金及現金等價物		<b>124,275</b>	359,787
Denominated in RMB	以人民幣計值		<b>75,818</b>	89,825
Denominated in other currencies	以其他貨幣計值		<b>48,457</b>	269,962
Cash and cash equivalents	現金及現金等價物		<b>124,275</b>	359,787

### Notes:

- (a) As at 31 December 2018, the Group's bank balances of approximately RMB833,000 were deposited as a guarantee fund for the salary of rural workers pursuant to the related government regulations.

As at 31 December 2018, the Group's bank balances of approximately RMB28,794,000 were deposited as interest reserve for a bank loan amounted to USD50,000,000. Among them, amounted to RMB9,598,000 was reserved to settle bank interest for at least twelve months after the reporting period.

### 附註：

- (a) 於二零一八年十二月三十一日，本集團之銀行結餘約人民幣833,000元已存入銀行，根據相關政府法規作為農民工薪金之保證基金。

於二零一八年十二月三十一日，本集團之銀行結餘約人民幣28,794,000元已作50,000,000美元銀行貸款的利息儲備金存入銀行。其中，人民幣9,598,000元的利息儲備金用作償付報告期後至少12個月的銀行利息。



**21. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH** (continued)

Notes: (continued)

- (b) RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and restricted bank deposits are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and cash equivalents and the restricted bank deposits approximate to their fair values.

**22. TRADE PAYABLES**

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date is as follows:

		<b>31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元</b>	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Within 1 month	一個月內	<b>128,829</b>	172,195
1 month to 2 months	一個月至兩個月	<b>50,580</b>	21,945
2 months to 3 months	兩個月至三個月	<b>22,120</b>	24,377
Over 3 months	三個月以上	<b>143,977</b>	151,281
		<b>345,506</b>	369,798

The trade payables are non-interest-bearing and are normally settled on terms of 30 to 90 days.

**21. 現金及現金等價物以及受限現金 (續)**

附註：(續)

- (b) 人民幣不能自由兌換成其他貨幣。然而，根據中國大陸的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可透過獲授權經營外匯業務之銀行將人民幣兌換成其他貨幣。

銀行現金根據每日銀行存款利率按浮動利率計息。銀行結餘及受限制銀行存款乃存放於聲譽卓著且並無近期違約記錄的銀行。現金及現金等價物以及受限制銀行存款的賬面值與其公允價值相若。

**22. 貿易應付款項**

於各報告期末貿易應付款項之賬齡分析（根據發票日期計算）載列如下：

貿易應付款項為不計息，並通常按30日至90日的付款期限結算。

## Notes to Financial Statements

### 財務資料附註

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#### 23. OTHER PAYABLES AND ACCRUALS

#### 23. 其他應付款項及應計費用

			<b>31 December 2018</b> 二零一八年 十二月三十一日 <b>RMB'000</b> 人民幣千元	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
		<i>Notes</i> 附註		
Advances from customers	客戶墊款		-	4,485
Accrued salaries, wages and benefits	應計薪金、工資及福利		<b>36,634</b>	22,209
Due to related parties	應付關聯方款項	33(b)	<b>123</b>	123
Payables under the Endorsement	背書項下的應付款項	19	<b>40,221</b>	33,276
Other payables	其他應付款項		<b>23,932</b>	65,875
			<b>100,910</b>	125,968

The above amounts are unsecured, interest-free and have no fixed terms of repayment.

以上款項均無擔保、不計息且無固定償還期限。

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## 24. INTEREST-BEARING BANK AND OTHER BORROWINGS

## 24. 計息銀行及其他借款

		31 December 2018 二零一八年 十二月三十一日			31 December 2017 二零一七年 十二月三十一日		
		Effective interest rate (%) 實際利率(%)	Maturity 到期日	RMB'000 人民幣千元	Effective interest rate (%) 實際利率(%)	Maturity 到期日	RMB'000 人民幣千元
<b>Current</b>	<b>即期</b>						
Bank loans – secured	銀行貸款 – 有抵押	4.52-7.20	2019	309,438	3.92-7.60	2018	137,000
Other borrowings – secured	其他借款 – 有抵押	10.83-10.84	2019	55,388	10.83-10.84	2018	57,576
				364,826			194,576
<b>Non-current</b>	<b>非即期</b>						
Bank loans – secured	銀行貸款 – 有抵押	5.29	2020	274,528	4.5-6.98	2019-2020	326,710
Other borrowings – secured	其他借款 – 有抵押	10.83-10.84	2020	11,863	10.83-10.84	2019-2020	60,711
				286,391			387,421
<b>Total</b>	<b>合計</b>			<b>651,217</b>			<b>581,997</b>
<b>Analysed into:</b>	<b>分析如下:</b>						
Bank loans and other borrowings repayable:	須於以下時間償還的銀行貸款及 其他借款:						
Within one year	一年內			364,826			194,576
In the second year	第二年			286,391			51,420
In the third year to fifth years, inclusive	第三年至第五年(包括首尾兩年)			-			336,001
				651,217			581,997

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### 財務資料附註

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#### 24. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

Notes:

The Group did not have any unutilized banking facilities as at 31 December 2018 (31 December 2017: RMB16,718,000).

Except for a bank loan of RMB343,160,000 which was denominated in United States dollars and a bank loan of RMB44,600,000 which was denominated in Hong Kong dollars, all borrowings were in RMB.

#### 25. DEFERRED INCOME

#### 24. 計息銀行及其他借款 (續)

附註：

於二零一八年十二月三十一日，本集團並無未使用之銀行授信（二零一七年十二月三十一日：人民幣16,718,000元）。

除人民幣343,160,000元之銀行貸款以美元計值及人民幣44,600,000元之銀行貸款以港元計值外，所有借款均以人民幣計值。

#### 25. 遞延收入

	<b>31 December 2018</b> 二零一八年 十二月三十一日 <b>RMB'000</b> 人民幣千元	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Government grants 政府補助	<b>23,316</b>	21,555

## 26. DEFERRED TAX

The components of deferred tax assets of the Group are as follows:

## 26. 遞延稅項

本集團遞延稅項資產之組成部份載列如下：

		Impairment of inventories	Impairment of trade receivables	Impairment of plant and equipment	Government grants	Accrued expenses	Change of tax base of property, plant and equipment/intangible assets	Tax losses	Provision for warranties	Others	Total
		存貨減值	貿易應收款項減值	物業、廠房及設備減值	政府補助	應計開支	物業、廠房及設備/無形資產之稅基變動	稅項虧損	提供保證	其他	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
2018	二零一八年										
At 1 January	於一月一日	209	154	1,531	5,202	2,657	4,602	9,514	-	14	23,883
Effect of adoption of HKFRS 9	採納香港財務報告準則第9號之影響	-	33	-	-	-	-	-	-	-	33
At 1 January 2018 (restated)	於二零一八年一月一日 (經重列)	209	187	1,531	5,202	2,657	4,602	9,514	-	14	23,916
Deferred tax credited/(charged) to profit or loss during the year (Note 10)	年內計入損益/(自損益中扣除)之遞延稅項(附註10)	212	4	180	441	652	(1,118)	(603)	249	(2)	15
At 31 December 2018	於二零一八年十二月三十一日	421	191	1,711	5,643	3,309	3,484	8,911	249	12	23,931
2017	二零一七年										
At 1 January	於一月一日	459	-	1,713	4,996	3,380	5,788	10,611	-	16	26,963
Deferred tax credited/(charged) to profit or loss during the year (Note 10)	年內計入損益/(自損益中扣除)之遞延稅項(附註10)	(250)	154	(182)	206	(723)	(1,186)	(1,097)	-	(2)	(3,080)
At 31 December 2017	於二零一七年十二月三十一日	209	154	1,531	5,202	2,657	4,602	9,514	-	14	23,883

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**26. DEFERRED TAX (continued)**

The Group had accumulated tax losses arising in Mainland China of RMB38,897,000 as at 31 December 2018 that would expire in two to five years. Deferred tax assets have been recognised in respect of those losses to the extent that the realisation of the related tax benefits through future taxable profits is probable.

The component of deferred tax liabilities of the Group is as follows:

**26. 遞延稅項 (續)**

於二零一八年十二月三十一日，本集團於中國大陸產生累計稅項虧損人民幣38,897,000元，將於二至五年內屆滿。遞延稅項資產已就該等虧損確認，惟透過未來應課稅溢利變現相關稅項溢利被視作可能為限。

本集團遞延稅項負債之組成部份載列如下：

		<b>Withholding tax</b>
		預扣稅
		RMB'000
		人民幣千元
At 1 January 2017	於二零一七年一月一日	800
Deferred tax credited to profit or loss during the year (Note 10)	計入年內損益的遞延稅項 (附註10)	(800)
As at 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及 二零一八年一月一日	—
Deferred tax charged to profit or loss during the year (Note 10)	於年內損益內扣除的遞延稅項 (附註10)	<b>8,087</b>
As at 31 December 2018	於二零一八年十二月三十一日	<b>8,087</b>

#### 26. DEFERRED TAX (continued)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate of 5% may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. The Group is therefore liable for withholding taxes on dividends distributable by those subsidiaries established in Mainland China. As at 31 December 2018, the subsidiaries of the Company located in Mainland China had retained profits of RMB581,230,000. Based on the management's estimation of profits to be distributed in foreseeable future, dividends of RMB161,738,000 will be distributed from Mainland China to overseas holding companies. Therefore, deferred tax liability of RMB8,087,000 was recognised for the retained profits generated from subsidiaries located in Mainland China. Management expects that except for the aforementioned dividends, the remaining retained profits will be used for the subsidiaries' continuing reinvestment.

#### 26. 遞延稅項 (續)

根據中國企業所得稅法，於中國大陸成立的外商投資企業向外商投資者宣派的股息，須按10%的稅率徵收預扣稅。該規定自二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後的盈利。倘中國大陸與外商投資者所在司法權區已簽訂稅務協議，則可採用較低的5%的預扣稅率。因此，本集團須就在中國大陸成立的附屬公司所產生的盈利而分配的股息履行徵收預扣稅的義務。於二零一八年十二月三十一日，本公司位於中國大陸的附屬公司錄得保留溢利人民幣581,230,000元。根據管理層對可見未來將予分派的溢利的估計，中國大陸的附屬公司將向海外控股公司派發人民幣161,738,000元的股息。因此，遞延所得稅負債人民幣8,087,000元確認為位於中國大陸之附屬公司產生之保留溢利。管理層預期，除上述股息外，餘下保留溢利將用作附屬公司的持續投資之用。

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二零一八年十二月三十一日**27. SHARE CAPITAL**

The movements in share capital of the Company are as follows:

Shares 股份		Number of shares 股份數目	Share capital 股本 US\$ 美元	Issued share capital equivalent of 等量已發行股本 RMB'000 人民幣千元
Authorised:	法定：			
As at 31 December 2017 at US\$0.01 each	於二零一七年十二月三十一日， 每股0.01美元	2,000,000,000	20,000,000	
As at 31 December 2018 at US\$0.01 each	於二零一八年十二月三十一日， 每股0.01美元	2,000,000,000	20,000,000	
Issued and fully paid:	已發行及繳足：			
At 1 January 2017 at US\$0.01 each	於二零一七年一月一日， 每股0.01美元	501,125,000	5,011,250	30,649
Placing of new shares	配售新股	21,000,000	210,000	1,441
Bonus issue of shares	配發紅股	522,125,000	5,221,250	35,401
As at 31 December 2017 and 31 December 2018 at US\$0.01 each	於二零一七年十二月三十一日 及二零一八年十二月 三十一日，每股0.01美元	1,044,250,000	10,442,500	67,491

*Notes:*

On 18 May 2017, the Company completed the placing of new shares under the general mandate, and an aggregate of 21,000,000 shares have been allotted and issued to not less than six placees at a placing price of HK\$5.15 per placing share.

Pursuant to the annual general meeting held on 16 June 2017, a bonus issue of shares of the Company (the "2017 Bonus Issue") on the basis of 1 bonus share for each existing share held on 30 June 2017 was approved. 522,125,000 bonus shares were issued under the 2017 Bonus Issue on 13 July 2017.

**27. 股本**

本公司股本變動載列如下：

		Number of shares 股份數目	Share capital 股本 US\$ 美元	Issued share capital equivalent of 等量已發行股本 RMB'000 人民幣千元
Authorised:	法定：			
As at 31 December 2017 at US\$0.01 each	於二零一七年十二月三十一日， 每股0.01美元	2,000,000,000	20,000,000	
As at 31 December 2018 at US\$0.01 each	於二零一八年十二月三十一日， 每股0.01美元	2,000,000,000	20,000,000	
Issued and fully paid:	已發行及繳足：			
At 1 January 2017 at US\$0.01 each	於二零一七年一月一日， 每股0.01美元	501,125,000	5,011,250	30,649
Placing of new shares	配售新股	21,000,000	210,000	1,441
Bonus issue of shares	配發紅股	522,125,000	5,221,250	35,401
As at 31 December 2017 and 31 December 2018 at US\$0.01 each	於二零一七年十二月三十一日 及二零一八年十二月 三十一日，每股0.01美元	1,044,250,000	10,442,500	67,491

*附註：*

於二零一七年五月十八日，本公司完成根據一般授權配售新股份，合共21,000,000股股份按每股配售股份5.15港元之配售價配發及發行予不少於六名承購人。

根據於二零一七年六月十六日舉行之股東週年大會，已批准本公司配發紅股（「二零一七年紅股發行」），分配率為於二零一七年六月三十日持有的每股現有股份可派發一股紅股。於二零一七年七月十三日，已根據二零一七年紅股發行配發522,125,000股紅股。



**28. RESERVES**

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

**Statutory reserve**

In accordance with the PRC regulations and the articles of association of the companies now comprising the Group, before distributing the net profit of each year, companies of the Group registered in the PRC are required to set aside 10% of their statutory net profit for the year after offsetting any prior year's losses as determined under relevant PRC accounting standards to the statutory surplus reserve fund. When the balance of this reserve reaches 50% of each company's share capital, any further appropriation is optional. The statutory surplus reserve fund can be utilised to offset prior years' losses or to issue bonus shares. However, the statutory surplus reserve fund must be maintained at a minimum of 25% of each entity's share capital after such issuance.

**Safety production fund**

Pursuant to certain regulations issued by the Ministry of Finance and the State Administration of Work Safety of the PRC, the Group is required to set aside an amount to a safety production fund at certain percentages (less than RMB10 million: 4%; from RMB10 million to RMB100 million: 2%; from RMB100 million to RMB1 billion: 0.5%; greater than RMB1 billion: 0.2%) of the previous year's operating revenue. The fund can be used for improvements of safety, and is not available for distribution to shareholders. The balance of the safety production fund in equity represents the safety fund that was set aside but not yet used.

**Capital reserve**

Share capital of the Group's subsidiaries before the incorporation of the Company is recorded as capital reserve.

Capital reserve also included the difference between the consideration paid by the Company for the acquisition of subsidiaries pursuant to the Reorganisation and the net assets of the subsidiaries being acquired at the time of the Reorganisation.

**28. 儲備**

本集團於當前年度及過往年度的儲備金額及其變動於綜合權益變動表內呈列。

**法定儲備**

根據中國法規及本集團現時旗下公司之組織章程細則，每年分派純利前，本集團在中國註冊的公司須於抵銷根據相關中國會計準則所釐定的往年虧損後，將其年度法定純利的10%撥至法定盈餘儲備基金。當該儲備的結餘達至各公司股本的50%時，各公司可選擇是否繼續進行撥資。法定盈餘儲備基金可用於抵銷往年的虧損或發行紅股。然而，該法定盈餘儲備基金必須至少維持在發行後該實體股本的25%。

**安全生產基金**

根據中國財政部及國家安全生產監督管理總局頒佈的若干法規，本集團需按特定百分比從上一年度之經營收益撥出一定金額（人民幣100萬元以下：4%，人民幣100萬元至人民幣1000萬元：2%，人民幣1000萬元至人民幣10億元：0.5%，人民幣10億元以上：0.2%）至安全生產基金。該安全生產基金可用於改善生產安全條件但不可用於向股東進行分派。權益中餘下的安全生產基金指已撥出但尚未使用的安全基金。

**資本儲備**

本集團附屬公司於本公司註冊成立前之股本乃入賬列作資本儲備。

資本儲備亦包括本公司根據重組收購附屬公司支付的代價與於重組時被收購附屬公司的資產淨值之間的差額。

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#### 29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Changes in liabilities arising from financing activities

#### 29. 綜合現金流量表附註

融資活動所產生的負債變動

		Interest-bearing bank and other borrowings (non-current) 計息銀行及其他 借款(非即期) RMB'000 人民幣千元	Interest-bearing bank and other borrowings (current) 計息銀行及其他 借款(即期) RMB'000 人民幣千元
At 1 January 2018	於二零一八年一月一日	387,421	194,576
Changes from financing cash flows	融資現金流量變動	(101,030)	170,250
At 31 December 2018	於二零一八年十二月三十一日	286,391	364,826

		Interest-bearing bank and other borrowings (non-current) 計息銀行及其他 借款(非即期) RMB'000 人民幣千元	Interest-bearing bank borrowings (current) 計息銀行及其他 借款(即期) RMB'000 人民幣千元	Other payables and accruals 其他應付款項 及應計費用 RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	240,000	241,622	199,167
Changes from financing cash flows	融資現金流量變動	147,421	(47,046)	(83,386)
Decrease classified as operating cash flows	分類為經營現金流量減少	-	-	10,185
At 31 December 2017	於二零一七年十二月三十一日	387,421	194,576	125,966

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### 財務資料附註

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#### 29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

Changes in assets arising from financing activities

#### 29. 綜合現金流量表附註 (續)

融資活動所產生的資產變動

		Other non-current assets	Restricted cash (current)	Restricted cash (non-current)
		其他非流動資產	受限現金 (即期)	受限現金 (非即期)
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於二零一八年一月一日	13,303	17,868	7,449
Less: Changes from financing cash flows	減：融資現金流量變動	(1,441)	(2,207)	(2,149)
Less: Decrease classified as operating cash flows	減：分類為經營現金流量減少	(1,301)	(95)	–
At 31 December 2018	於二零一八年十二月三十一日	16,045	20,170	9,598

		Notes receivable	Other non-current assets	Restricted cash (current)	Restricted cash (non-current)
		應收票據	其他非流動資產	受限現金 (即期)	受限現金 (非即期)
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017	於二零一七年一月一日	74,406	–	72,461	–
Less: Changes from financing cash flows	減：融資現金流量變動	(79,546)	(13,303)	54,394	(7,449)
Less: Decrease classified as operating cash flows	減：分類為經營現金流量減少	102,152	–	199	–
At 31 December 2017	於二零一七年十二月三十一日	51,800	13,303	17,868	7,449

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**30. CONTINGENT LIABILITIES**

The Group did not have any significant contingent liabilities as at 31 December 2018 (2017: Nil).

**31. OPERATING LEASE ARRANGEMENTS****As lessee**

As at 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		<b>31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元</b>	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Within one year	一年內	<b>4,353</b>	6,813
In the second to fifth years, inclusive	第二年至第五年（包括首尾兩年）	-	11,936
		<b>4,353</b>	18,749

**32. COMMITMENTS**

In addition to the operating lease commitments detailed in Note 31 above, the Group had the following capital commitments at the end of the reporting period:

		<b>31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元</b>	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Contracted, but not provided for:	已訂約但並未撥備：		
Plant and machinery	廠房及機器	<b>126,965</b>	200,356

**30. 或然負債**

於二零一八年十二月三十一日，本集團並無任何重大或然負債（二零一七年：無）。

**31. 經營租賃協議****作為承租人**

於二零一八年十二月三十一日，本集團未來所有不可撤銷經營租賃承擔最低金額如下：

**32. 承擔**

除上文附註31詳述的經營租賃承擔外，本集團於各報告期末的資本承擔載列如下：

## 33. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these consolidated financial statements, the Group had the following transactions with related parties during the year:

		Notes 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Funding to a related party:	償還關聯方的資金：			
Huage Holdings	華戈控股	(i)	-	87,933
Property leasing fee paid to:	償還關聯方的物業租賃費用：			
Huage Holdings	華戈控股	(ii)	-	658
Purchases of products and services:	購買產品及服務：			
Cangzhou Qianshengyuan Hotel Management Co., Ltd.	滄州千盛源酒店管理有限公司	(iii)	148	-
Dongguang NO. 29 Hotel Co., Ltd	東光縣府前二十九號大酒店有限公司	(iii)	194	-
Cangzhou Wugu Food Technology Co.,Ltd.	滄州五谷食尚食品科技有限公司	(iii)	478	-

Notes:

- (i) Funding to a related party is mainly for meeting the capital requirements of the Group. The funding was unsecured, interest-free and had no fixed repayment terms and was included in other payables and accruals in the consolidated statements of financial position at 31 December 2018 and 2017, respectively.
- (ii) In the opinion of the directors of the Company, the transaction between the Group and the related party was conducted in the ordinary and usual course of business and on normal commercial terms.
- (iii) The purchases from the related parties were made according to the published prices and conditions offered by the related parties to their major customers.

附註：

- (i) 償還關聯方的資金主要是為應付本集團之資金需要。該資金為無抵押、免息及並無固定還款期，並分別計入於二零一八年及二零一七年十二月三十一日的綜合財務狀況表中的其他應付款項及應計費用。
- (ii) 本公司董事認為，本集團與關聯方之間的交易乃於一般業務過程中按正常商業條款進行。
- (iii) 來自關聯方之採購乃按關聯方向其主要客戶提供的已公佈價格及條件作出。

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#### 33. RELATED PARTY TRANSACTIONS (continued)

(b) Outstanding balances with a related party:

The Group had outstanding balances with the following related party:

	<b>31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元</b>	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Other payables and accruals: 其他應付款項及應計費用： Huage Holdings controlled 華戈控股由戈弋先生控制 by Mr. Ge Yi	<b>123</b>	123
	<b>123</b>	123

The above balances are unsecured, non-interest-bearing and repayable on demand.

(c) Guarantees received from related parties:

As at 31 December 2018, none of the bank loans was guaranteed by related parties.

(d) Compensation of key management personnel of the Group:

	<b>2018 二零一八年 RMB'000 人民幣千元</b>	2017 二零一七年 RMB'000 人民幣千元
Compensation paid to 向主要管理人員 key management personnel 支付的酬金 (Note 8) (附註8)	<b>3,405</b>	3,922

#### 33. 關聯方交易 (續)

(b) 與關聯方之間的未結算結餘：

本集團與以下關聯方之間有未結算的結餘：

	<b>31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元</b>	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Other payables and accruals: 其他應付款項及應計費用： Huage Holdings controlled 華戈控股由戈弋先生控制 by Mr. Ge Yi	<b>123</b>	123
	<b>123</b>	123

以上結餘為無抵押、不計息及須按要求償還。

(c) 關聯方提供的擔保：

於二零一八年十二月三十一日，概無銀行貸款由關聯方提供擔保。

(d) 本集團主要管理人員的酬金：

	<b>2018 二零一八年 RMB'000 人民幣千元</b>	2017 二零一七年 RMB'000 人民幣千元
Compensation paid to 向主要管理人員 key management personnel 支付的酬金 (Note 8) (附註8)	<b>3,405</b>	3,922

**34. FINANCIAL INSTRUMENTS BY CATEGORY**

The carrying amounts of each of the categories of financial instruments as at the end of each reporting period are as follows:

2018

Financial assets 金融資產		Financial assets at FVOCI	Financial assets at amortised cost	Total
		按公允價值計入其他全面收益之金融資產 RMB'000 人民幣千元	按攤銷成本列賬之金融資產 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
Trade and notes receivables	貿易應收款項及應收票據	-	254,540	254,540
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項之金融資產	-	50,495	50,495
Restricted cash	受限現金	-	29,768	29,768
Cash and cash equivalents	現金及現金等價物	-	124,275	124,275
Equity investments designated at FVOCI	指定按公允價值計入其他全面收益之股權投資	9,287	-	9,287
Financial assets included in other non-current assets	計入其他非流動資產之金融資產	-	14,744	14,744
		9,287	473,822	483,109

二零一八年

2018

Financial liabilities 金融負債		Financial liabilities at amortised cost
		按攤銷成本列賬之金融負債 RMB'000 人民幣千元
Trade payables	貿易應付款項	345,506
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用之金融負債	64,276
Interest-bearing bank and other borrowings	計息銀行及其他借款	651,217
		1,060,999

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#### 34. FINANCIAL INSTRUMENTS BY CATEGORY

(continued)

2017

#### 34. 按類別劃分的金融工具 (續)

二零一七年

		31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
<b>Financial assets</b>		
<b>金融資產</b>		
Loans and receivables:	貸款及應收款項：	
Trade and notes receivables	貿易應收款項及應收票據	328,238
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收 款項的金融資產	14,755
Restricted cash	受限現金	25,317
Cash and cash equivalents	現金及現金等價物	359,787
Available-for-sale financial assets:	可供出售金融資產：	
Available-for-sale investments	可供出售投資	31,251
		759,348

2017

二零一七年

		31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
<b>Financial liabilities at amortised cost</b>		
<b>按攤銷成本列賬之金融負債</b>		
Trade payables	貿易應付款項	369,798
Financial liabilities included in other payables and accruals	計入其他應付款項及應計 費用的金融負債	99,274
Interest-bearing bank and other borrowings	計息銀行及其他借款	581,997
		1,051,069



**35. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS****(a) Financial assets and liabilities measured at fair value*****Fair value hierarchy***

The following table presents the fair value of financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 “Fair Value Measurement”. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e., unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e., observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

At 31 December 2018 and 31 December 2017, the financial instruments of the Group carried at fair value were equity investments designated at FVOCI. These instruments fall into Level 1 and level 2 of the fair value hierarchy described above, respectively.

**35. 金融工具之公允價值及公允價值等級制度****(a) 按公允價值計量的金融資產及負債*****公允價值等級***

下表列示於報告期末按經常性基準計量的金融工具公允價值，且分類為香港財務報告準則第13號「公允價值計量」界定的三級公允價值層級。本集團參照以下估值方法所採用的輸入數據的可觀察程度及重要性，釐定公允價值計量所應被分類的層級：

- 第一層級估值：僅使用第一層級輸入數據（即相同資產或負債於計量日於活躍市場的未經調整報價）計量的公允價值。
- 第二層級估值：使用第二層級輸入數據（即未能達到第一層級標準且未使用重大不可觀察輸入數據的可觀察輸入數據）計量的公允價值。不可觀察輸入數據乃無法就其取得市場數據的輸入數據。
- 第三層級估值：使用重大不可觀察輸入數據計量的公允價值。

於二零一八年十二月三十一日及二零一七年十二月三十一日，本集團按公允價值列賬之金融工具為指定按公允價值計入其他全面收益的股權投資。該等工具分別列入上述公允價值等級之第一層級及第二層級。

# Notes to Financial Statements

## 財務資料附註

31 December 2018  
二零一八年十二月三十一日

### 35. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

#### (a) Financial assets and liabilities measured at fair value (continued)

##### Fair value hierarchy (continued)

### 35. 金融工具之公允價值及公允價值等級制度 (續)

#### (a) 按公允價值計量的金融資產及負債 (續)

##### 公允價值等級 (續)

		Fair value measurements as at 31 December 2018 categorised into 於二零一八年十二月三十一日之公允價值計量分類為			
		Quoted prices in active markets for identical assets (Level 1)			
		Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)		
Fair value at 31 December 2018 於二零一八年 十二月三十一日 之公允價值				RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets:	金融資產：				
Quoted equity investments in listed companies, at fair value	於上市公司之有報價股權 投資，按公允價值計量	重大可觀察 輸入數據 (第二層級)	重大不可 觀察輸入數據 (第三層級)	9,287	9,287

		Fair value measurements as at 31 December 2017 categorised into 於二零一七年十二月三十一日之公允價值計量分類為			
		Quoted prices in active markets for identical assets (Level 1)			
		Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)		
Fair value at 31 December 2017 於二零一七年 十二月三十一日 之公允價值				RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets:	金融資產：				
Available-for-sale financial assets	可供出售金融資產	重大可觀察 輸入數據 (第二層級)	重大不可 觀察輸入數據 (第三層級)	9,801	9,801

**35. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS** (continued)**(b) Fair values of financial assets and liabilities carried at other than fair value**

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2018 and 31 December 2017.

**36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's principal financial instruments comprise bank loans, amounts due from and due to related parties, other financial liabilities and cash and bank balances. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and notes receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. Management reviews and agrees policies for managing each of these risks and they are summarised below.

**Foreign currency risk**

Substantially all sales and purchase transactions were denominated in RMB and United States dollars. Management has assessed the Group's exposure to foreign currency risk, by using a sensitivity analysis on the change in foreign exchange rate of the United States dollars, to which the Group is mainly exposed during the years ended 31 December 2018 and 2017.

**35. 金融工具之公允價值及公允價值等級制度 (續)****(b) 按公允價值以外之價值列賬之金融資產及負債之公允價值**

於二零一八年十二月三十一日及二零一七年十二月三十一日，本集團按成本或攤銷成本列賬之金融工具之賬面值與其公允價值並無重大差異。

**36. 財務風險管理目標及政策**

本集團的主要金融工具包括銀行貸款、應收及應付關聯方款項、其他金融負債以及現金及銀行結餘。該等金融工具的主要目標乃為本集團的業務籌集資金。本集團擁有各種其他金融資產及負債，例如直接來自業務營運的貿易應收款項及應收票據以及貿易應付款項。

來自本集團金融工具的主要風險為外幣風險、信貸風險及流動資金風險。管理層審閱及協定管理各項風險的政策，該等政策概述如下。

**外幣風險**

幾乎所有買賣交易均以人民幣及美元列值。管理層已通過使用美元外匯匯率變動（本集團於截至二零一八年及二零一七年十二月三十一日止年度主要面臨此種風險）的敏感度分析評估本集團面臨的外幣風險。

**36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****Foreign currency risk (continued)**

As at 31 December 2018, if RMB had strengthened/weakened by 5% against the United States dollar with all other variables held constant, the profit for the year would have been approximately RMB14,334,300 (2017: RMB11,961,000) lower/higher, mainly as a result of foreign exchange losses/gains arising from translations of United States dollar-denominated accounts receivable.

As at 31 December 2018, if RMB had strengthened/weakened by 5% against the Hong Kong dollar with all other variables held constant, the profit for the year would have been approximately RMB2,230,000 (2017: RMB1,155,000) higher/lower, mainly as a result of foreign exchange gains/losses arising from Hong Kong dollar-denominated interest-bearing bank and other borrowings.

**Credit risk**

The Group trades only with related parties and recognised creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

**Maximum exposure and year-end staging as at 31 December 2018**

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2018:

**36. 財務風險管理目標及政策 (續)****外幣風險 (續)**

於二零一八年十二月三十一日，倘人民幣兌美元升值／貶值5%，而所有其他變數保持不變，年內溢利將減少／增加約人民幣14,334,000元（二零一七年：人民幣11,961,000元），此乃主要由換算以美元計值的應收賬目產生的外匯虧損／收益所致。

於二零一八年十二月三十一日，倘人民幣兌港元升值／貶值5%，而所有其他變數保持不變，年內溢利將增加／減少約人民幣2,230,000元（二零一七年：人民幣1,155,000元），此乃主要由換算以港元計值的計息銀行及其他借款產生的外匯收益／虧損所致。

**信貸風險**

本集團僅與關聯方及聲譽卓著的第三方交易。按照本集團的政策，所有擬以信貸條款進行交易的客戶，必須通過信貸核實程序。此外，本集團持續監察應收結餘的情況，而本集團的壞賬風險並不重大。

**最高風險及於二零一八年十二月三十一日之年末賬齡**

下表列示基於本集團信貸政策（主要基於過往到期資料，惟其他資料毋須付出過多成本或努力即可得除外）之信貸質素及最高信貸風險以及於二零一八年十二月三十一日之年末賬齡分析：

## 36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

## Maximum exposure and year-end staging as at 31 December 2018 (continued)

## 36. 財務風險管理目標及政策 (續)

## 最高風險及於二零一八年十二月三十一日之年末賬齡 (續)

		12-month ECLs		Lifetime ECLs		
		十二個月預期信貸虧損		全期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified approach	
		第一階段	第二階段	第三階段	簡化方法	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade receivable*	貿易應收款項*	-	-	-	187,076	187,076
Bills receivable	應收票據	68,224	-	-	-	68,224
Financial assets included in prepayments and other receivables	計入預付款項及其他應收款項之金融資產					
- Normal**	- 正常**	50,495	-	-	-	50,495
- Doubtful**	- 存疑**	-	-	-	-	-
Restricted cash	受限現金	29,768	-	-	-	29,768
Cash and cash equivalents	現金及現金等價物	124,275	-	-	-	124,275
		272,762	-	-	187,076	459,838

\* For trade receivable to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 18 to the financial statements.

\*\* The credit quality of the financial assets included in prepayments deposits and other receivables is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

\* 就本集團使用簡化法作出減值的貿易應收款項而言，有關撥備矩形之資料於財務報表附註18內披露。

\*\* 計入預付款項按金及其他應收款項之金融資產的信貸質素於其未逾期時視作「正常」，且並無資料表明金融資產自初步確認起信貸風險有大幅上漲。反之，金融資產的信貸質素被視作「存疑」。

**36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****Maximum exposure as at 31 December 2017**

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, and deposits and other receivables arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with related parties and recognised creditworthy third parties, there is no requirement for collateral.

**Liquidity risk**

The management of the Group aims to maintain sufficient cash and cash equivalents and the Group has available funding through an adequate amount of committed credit facilities to meet its commitments.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

**36. 財務風險管理目標及政策 (續)****於二零一七年十二月三十一日之最高風險**

本集團其他金融資產(包括現金及現金等價物、按金及其他應收款項)因對手方違約面臨的最高風險額與該等工具的賬面值相等。

由於本集團僅與該等關聯方及聲譽良好的第三方交易，故無需任何抵押品。

**流動資金風險**

本集團管理層旨在維持充足的現金及現金等價物，且本集團透過充足的已承擔信貸融資擁有可動用的資金，以滿足其承擔。

本集團金融負債於各報告期間末的到期情況(根據已訂約但未貼現付款計算)如下：

		As at 31 December 2018 於二零一八年十二月三十一日					
		On demand	Less than 6 months	6 to 12 months	1 to 2 years	Over 2 years	Total
		按要求	少於六個月	十二個月	一年至兩年	兩年以上	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Interest-bearing bank and other borrowings	計息銀行及其他借款	-	160,948	159,007	379,680	-	699,635
Trade payables	貿易應付款項	128,829	216,677	-	-	-	345,506
Other payables and accruals	其他應付款項及應計費用	64,276	-	-	-	-	64,276
		193,105	377,625	159,007	379,680	-	1,109,417

**36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****Liquidity risk (continued)**

		As at 31 December 2017 於二零一七年十二月三十一日					
		On demand	Less than 6 months	6 to 12 months	1 to 2 years	Over 2 years	Total
		按要求	少於六個月	十二個月	一年至兩年	兩年以上	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Interest-bearing bank and other borrowings	計息銀行及其他借款	-	131,132	85,293	138,278	290,440	645,143
Trade payables	貿易應付款項	172,195	197,603	-	-	-	369,798
Other payables and accruals	其他應付款項及應計費用	99,274	-	-	-	-	99,274
		271,469	328,735	85,293	138,278	290,440	1,114,215

Interest-bearing bank and other borrowings include the principal and the interest.

**Capital management**

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year.

**36. 財務風險管理目標及政策 (續)****流動資金風險 (續)**

		As at 31 December 2017 於二零一七年十二月三十一日					
		On demand	Less than 6 months	6 to 12 months	1 to 2 years	Over 2 years	Total
		按要求	少於六個月	十二個月	一年至兩年	兩年以上	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Interest-bearing bank and other borrowings	計息銀行及其他借款	-	131,132	85,293	138,278	290,440	645,143
Trade payables	貿易應付款項	172,195	197,603	-	-	-	369,798
Other payables and accruals	其他應付款項及應計費用	99,274	-	-	-	-	99,274
		271,469	328,735	85,293	138,278	290,440	1,114,215

計息銀行及其他借款包括本金及利息。

**資本管理**

本集團資本管理的主要目標為保障本集團能夠持續經營，並維持合理的資本比率以支持其業務及儘量提升股東價值的能力。

本集團根據經濟狀況的變動及相關資產的風險性質管理其資本架構及作出調整。為維持或調整資本架構，本集團可調整支付予股東的股息、向股東退回資本或發行新股。本集團並無受任何外部強加的資本要求所限。於年內，管理資本的目標、政策或過程並無變動。

**36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****Capital management (continued)**

The Group's strategy was to maintain the gearing ratio at a healthy capital level in order to support its businesses. The principal strategies adopted by the Group include, without limitation, reviewing future cash flow requirements and the ability to meet debt repayment schedules when they fall due, maintaining a reasonable level of available banking facilities and adjusting investment plans and financing plans, if necessary, to ensure that the Group has a reasonable level of capital to support its business. The gearing ratios were as follows:

		<b>31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元</b>	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Total debt	債務總額	<b>651,217</b>	581,997
Total equity	權益總額	<b>1,319,885</b>	1,141,936
Gearing ratio	資產負債比率	<b>49.34%</b>	50.97%

Total debt comprises interest-bearing bank and other borrowings.

債務總額包括計息銀行及其他借款。

**37. EVENTS AFTER THE REPORTING PERIOD**

As of the date of this report, the Group had no significant events after the reporting period that are required to be disclosed.

**37. 報告期後事項**

於本報告日期，本集團並無須予披露之報告期後重大事項。



**38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY**

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

**38. 本公司財務狀況表**

本公司於報告期末的財務狀況表相關資料載列如下：

		<b>31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元</b>	31 December 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
<b>NON-CURRENT ASSET</b>	<b>非流動資產</b>		
Investment in a subsidiary	投資一間附屬公司	<b>80,303</b>	80,234
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Due from subsidiaries	應收附屬公司款項	<b>683,292</b>	663,021
Cash and cash equivalents	現金及現金等價物	<b>2,425</b>	946
Total current assets	流動資產總值	<b>685,717</b>	663,967
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用	<b>6,046</b>	42,421
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	<b>679,671</b>	621,546
Net assets	資產淨值	<b>759,974</b>	701,780
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	<b>67,491</b>	67,491
Treasury shares	庫存股份	<b>(11,031)</b>	-
Reserves (Note)	儲備 (附註)	<b>703,514</b>	634,289
Total equity	權益總額	<b>759,974</b>	701,780

## Notes to Financial Statements

### 財務資料附註

31 December 2018  
二零一八年十二月三十一日

### 38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

		Attributable to owners of the parent					Total
		Share capital	Treasury shares	Share premium	Translation reserve	Retained profits	
		股本	庫存股份	股份溢價	匯兌儲備	保留溢利	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017	於二零一七年一月一日	30,649	-	593,724	73,296	(9,020)	688,649
Loss for the year	本年度虧損	-	-	-	-	(4,498)	(4,498)
Other comprehensive income for the year:	本年度其他全面收益：						
Exchange differences on translation of foreign operations	換算外國業務的匯兌差額	-	-	-	(38,201)	-	(38,201)
Total comprehensive income for the year	年度全面收益總額	-	-	-	(38,201)	(4,498)	(42,699)
Issue of shares (Note 27)	發行股份(附註27)	36,842	-	57,103	-	-	93,945
Dividend distributed to the shareholders (Note 12)	已分派予股東的股息(附註12)	-	-	-	-	(38,115)	(38,115)
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	<b>67,491</b>	<b>-</b>	<b>650,827</b>	<b>35,095</b>	<b>(51,633)</b>	<b>701,780</b>
Profit for the year	本年度溢利	-	-	-	-	<b>78,265</b>	<b>78,265</b>
Other comprehensive income for the year:	本年度其他全面收益：						
Exchange differences on translation of foreign operations	換算外國業務的匯兌差額	-	-	-	<b>33,577</b>	-	<b>33,577</b>
Total comprehensive income for the year	本年度全面收益總額	-	-	-	<b>33,577</b>	<b>78,265</b>	<b>111,842</b>
Repurchase of own shares	購回自有股份	-	<b>(11,031)</b>	-	-	-	<b>(11,031)</b>
Dividend distributed to shareholders (Note 12)	已分派予股東的股息(附註12)	-	-	-	-	<b>(42,617)</b>	<b>(42,617)</b>
At 31 December 2018	於二零一八年十二月三十一日	<b>67,491</b>	<b>(11,031)</b>	<b>650,827</b>	<b>68,672</b>	<b>(15,985)</b>	<b>759,974</b>

### 38. 本公司財務狀況表(續)

附註：

本公司儲備概述如下：

### 39. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 March 2019.

### 39. 批准財務報表

此等財務報表已於二零一九年三月二十八日獲董事會核准並授權刊發。

# Definitions

## 釋義

「股東週年大會」 「AGM」	指	本公司將於二零一九年六月十四日舉行的股東週年大會 annual general meeting of our Company to be held on 14 June 2019
「組織章程細則」 「Articles of Association」	指	本公司組織章程細則（經不時修訂），於二零一五年六月十二日經股東書面決議案批准並自上市日期起生效 the articles of association of our Company (as amended from time to time), approved by the written resolutions of the Shareholders on 12 June 2015 and effective from the Listing Date
「審核委員會」 「Audit Committee」	指	董事會審核委員會 audit committee of the Board
「董事會」 「Board」	指	本公司董事會 the board of Directors
「Cavalli」	指	Cavalli Enterprises Inc.，於二零一一年三月十一日在英屬處女群島註冊成立的有限公司，由我們的執行董事、主席、行政總裁兼控股股東之一戈弋先生全資擁有
「Cavalli」		Cavalli Enterprises Inc., a company incorporated in the British Virgin Islands with limited liability on 11 March 2011, wholly-owned by Mr.Ge Yi, our executive Director, Chairman, Chief Executive Officer and one of our Controlling Shareholders
「本公司」或「我們」或「彩客化學」 「Company」, 「our」, 「our Company」, 「we」, 「us」 or 「Tsaker Chemical」	指	彩客化學集團有限公司*，一家於二零一四年十月二十九日於開曼群島註冊成立的有限公司 Tsaker Chemical Group Limited (彩客化學集團有限公司*)，a company incorporated in the Cayman Islands with limited liability on 29 October 2014
「公司條例」 「Companies Ordinance」	指	香港法例第622章公司條例 Companies Ordinance (Cap. 622 of the Laws of Hong Kong)
「控股股東」 「Controlling Shareholder(s)」	指	指本公司控股股東（即戈弋先生及Cavalli） the controlling shareholders of our Company, namely Mr.Ge Yi and Cavalli
「DATA」 「DATA」	指	2,5-二芳氨基-1,4-苯二甲酸，用作喹吡啶酮顏料的中間體 2,5-Dianilinoterephthalic acid, which is used as an intermediate of quinacridone pigments

\* 僅供識別

\* For identification purpose only

「不競爭契據」 「Deed of Non-competition」	指	本公司與控股股東訂立日期為二零一五年六月十二日的不競爭契據 the deed of non-competition dated 12 June 2015 entered into between our Company and our Controlling Shareholders
「董事」 「Director(s)」	指	本公司董事 the director(s) of our Company
「DMAS」 「DMAS」	指	乙酰基丁二酸二甲酯，用於生產食品黃色顏料、農藥、其他食品添加劑 Dimethyl acetylsuccinate, is used for the production of food yellow pigments, agricultural chemicals, other food additives
「DMSS」 「DMSS」	指	1,4-環己二酮-2,5-二甲酸二甲酯，用於生產喹吖啶酮顏料及感光聚合物 Dimethyl 1,4-Cylohexanedione-2,5-dicarboxylate, is used for the production of quinacridone pigments and photosensitive polymer
「東奧生產廠房」	指	於二零一六年五月四日由彩客東營收購的生產廠房（位於中國山東省東營市），包括與（其中包括）PNT、ONT、MNT、OT及NMP（一硝基甲苯的設計年總產能為80,000噸）生產相關的生產廠房、土地、設備及設施等所有現有資產
「Dongao Production Plant」		the production plant (including all the existing assets including factory premises, land, equipment and facilities in relation to the production of, among others, PNT, ONT, MNT, OT and NMP with an aggregate annual designed production capacity of 80,000 tonnes of mononitrotoluene) which is acquired by Tsaker Dongying on 4 May 2016 and located in Dongying, Shandong Province, the PRC
「東光生產廠房」 「Dongguang Production Plants」	指	北東光生產廠房及南東光生產廠房（定義見招股說明書）的統稱 collectively, the North Dongguang Production Plant and the South Dongguang Production Plant (as defined in the Prospectus)
「東營生產廠房」	指	預期將由彩客東營營運的生產廠房，目前正在中國山東省東營籌備建設，將主要從事生產DSD酸及其他染料及顏料中間體
「Dongying Production Plant」		the production plant which is expected to be operated by Tsaker Dongying and currently under preparation for construction in Dongying, Shandong Province, the PRC, and will primarily engage in the production of DSD Acid and other dye and pigment intermediates
「DSD酸」	指	4,4'-二氨基二苯乙烯-2,2'-二磺酸，用作染料、熒光增白劑及殺蟲劑的中間體
「DSD Acid」		4,4'-Diaminostilbene-2,2'-disulfonic acid, which is used as an intermediate of dyes, fluorescent whitening agents and pesticides

「本集團」 「Group」	指	本公司及不時的附屬公司 our Company and our subsidiaries from time to time
「港元」或「港幣」 「HK\$」 or 「Hong Kong dollars」 or 「HK dollars」	指	香港法定貨幣港元 Hong Kong dollars, the lawful currency of Hong Kong
「香港」 「Hong Kong」	指	香港特別行政區 the Hong Kong Special Administrative Region of the PRC
「除草劑」 「herbicides」	指	用於殺滅或抑制多餘植物生長的化學藥劑 a chemical agent used to kill or inhibit the growth of unwanted plants
「華戈控股」 「Huage Holdings」	指	華戈控股集團有限公司，於一九九九年十二月六日根據中國法律成立的公 司，由戈戈先生的妹妹戈虹女士持有 Huage Holdings Group Co., Ltd. (華戈控股集團有限公司), a company established under the laws of the PRC on 6 December 1999 and was held by Ms. Ge Hong, the sister of Mr. Ge Yi
「獨立第三方」 「independent third party(ies)」	指	獨立於本公司及其任何附屬公司董事、主要行政人員或主要股東及彼等各 自的聯繫人士且與他們並無關連（定義見上市規則）的一名或多名人士、 一間或多間公司 a person, persons, company or companies which is or are independent of, and not connected with (within the meaning under the Listing Rules), any directors, chief executive or substantial Shareholders of our Company, any of its subsidiaries or any of their respective associate(s)
「中間體」 「intermediates」	指	作為生產其他化學品的原材料化學物 chemicals that are used as raw materials to produce other chemical products
「ISO14001:2004」 「ISO14001:2004」	指	於二零零四年制定及於二零零九年及二零一一年經修訂的國際標準組織環 境管理體系標準 International Organization for Standardization standard for environmental management systems as enacted in 2004 and amended in 2009 and 2011
「ISO9001」 「ISO9001」	指	國際標準化組織就設計、開發、生產、安裝及服務方面的質量保證而頒布 的質量管理體系模型 quality management systems model published by International Organization for Standardization for quality assurance in design, development, production, installation and servicing

「上市」 「Listing」	指	股份於聯交所主板上市 listing of the Shares on the Main Board of the Stock Exchange
「上市日期」 「Listing Date」	指	二零一五年七月三日 3 July 2015
「上市規則」 「Listing Rules」	指	聯交所證券上市規則 the Rules Governing the Listing of Securities on the Stock Exchange
「MNT」 「MNT」	指	3-硝基甲苯或間硝基甲苯，用作農藥中間體、醫藥中間體及染料及顏料中間體 3-nitrotoluene or meta-nitrotoluene, which is used as agricultural chemical intermediates, pharmaceutical intermediates, and dye and pigment intermediates
「標準守則」 「Model Code」	指	上市規則附錄十所載「上市發行人董事進行證券交易的標準守則」 the 「Model Code for Securities Transactions by Directors of Listed Issuers」 as set out in Appendix 10 to the Listing Rules
「戈弋先生」或「戈先生」 「Mr. Ge Yi」 or 「Mr. Ge」	指	戈弋，我們的控股股東之一、執行董事、主席兼行政總裁 Ge Yi (戈弋), one of our Controlling Shareholders, an executive Director, our Chairman and Chief Executive Officer
「一硝基甲苯」 「mononitrotoluene」	指	PNT、ONT及MNT PNT, ONT and MNT
「NMP」 「NMP」	指	N-甲基-2-吡咯烷酮，用於清潔能源行業，包括鋰電池生產、高分子聚合物材料及醫藥行業 N-methyl-2-pyrrolidone, which is used in the clean energy industry, including lithium battery manufacturing, high polymer material industry and pharmaceutical industry, etc.
「提名委員會」 「Nomination Committee」	指	董事會提名委員會 nomination committee of the Board
「OBA」 「OBA」	指	廣泛應用於紙張、清潔劑及紡織品生產的光學增白劑 optical brightening agents that are widely adopted in the production of paper, detergent and textile

「OBA資產租賃協議」	指	彩客夏津與夏津縣振華化學科技有限公司日期為二零一六年十二月二十一日訂立的經營租賃協議
「OBA Assets Leasing Agreement」		the operating lease agreement dated 21 December 2016 entered into between Tsaker Xiajin and 夏津縣振華化學科技有限公司 (Xiajin Zhenhua Chemical & Technology Company Limited*)
「ONT」	指	2-硝基甲苯或鄰硝基甲苯，用作農藥中間體的原材料，尤其是除草劑、醫藥中間體、染料及顏料中間體等
「ONT」		2-nitrotoluene or ortho-nitrotoluene, which is used as the raw materials for intermediates for agricultural chemicals, in particular herbicides, pharmaceutical intermediates, dye and pigment intermediates, etc.
「OT」	指	鄰甲苯胺，ONT的下游產品，主要用作農藥（尤其是除草劑）的中間體
「OT」		ortho-toluidine, a downstream product of ONT, primarily applied as intermediate for agricultural chemicals, especially herbicides
「PNT」	指	4-硝基甲苯或對硝基甲苯，用作染料中間體及顏料中間體的原材料，包括DSD酸
「PNT」		4-nitrotoluene or para-nitrotoluene, which is used as the raw materials for dye intermediates and pigment intermediates, including DSD Acid
「中國」或「中國大陸」	指	中華人民共和國，除非文義另有所指，否則不包括香港、中國澳門特別行政區及台灣
「PRC」 or 「China」 or 「Mainland China」		the People's Republic of China, it excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, unless otherwise indicated
「招股說明書」	指	本公司日期為二零一五年六月二十三日的招股說明書
「Prospectus」		the prospectus of the Company dated 23 June 2015
「薪酬委員會」	指	董事會薪酬委員會
「Remuneration Committee」		remuneration committee of the Board
「報告期」	指	自二零一八年一月一日起至二零一八年十二月三十一日期間
「Reporting Period」		the period from 1 January 2018 to 31 December 2018
「回顧年」	指	自二零一八年一月一日至二零一八年十二月三十一日
「Review Year」		from 1 January 2018 to 31 December 2018
「人民幣」	指	中國法定貨幣人民幣
「RMB」		Renminbi, the lawful currency of the PRC

「證監會」 「SFC」	指	香港證券及期貨事務監察委員會 the Securities and Futures Commission of Hong Kong
「股份」 「Share(s)」	指	本公司之股份 the share(s) of the Company
「股東」 「Shareholder(s)」	指	本公司股東 the shareholder(s) of the Company
「聯交所」 「Stock Exchange」	指	香港聯合交易所有限公司 The Stock Exchange of Hong Kong Limited
「噸」 「tonnes」	指	公噸 metric tonnes
「彩客北京」 「Tsaker Beijing」	指	彩客科技(北京)有限公司，於二零一三年十月十七日根據中國法律成立的公司並為本公司間接全資附屬公司 Tsaker Technology (Beijing) Co., Ltd. (彩客科技(北京)有限公司), a company established under the laws of the PRC on 17 October 2013, and an indirectly wholly-owned subsidiary of our Company
「彩客滄州」 「Tsaker Cangzhou」	指	彩客化學(滄州)有限公司，於二零零五年九月二十三日根據中國法律成立的公司及本公司間接全資附屬公司 Tsaker Chemical (Cangzhou) Co., Ltd. (彩客化學(滄州)有限公司), a company established under the laws of the PRC on 23 September 2005, and an indirectly wholly-owned subsidiary of our Company
「彩客東奧」 「Tsaker Dongao」	指	山東彩客東奧化學有限責任公司，於二零零四年三月十五日根據中國法律成立的公司並為本公司的間接全資附屬公司 Shandong Tsaker Dongao Chemicals Co., Ltd. (山東彩客東奧化學有限責任公司), a company established under the laws of the PRC on 15 March 2004, and an indirectly wholly-owned subsidiary of our Company
「河北彩客」 「Hebei Tsaker」	指	河北彩客化學股份有限公司，於二零一三年五月七日根據中國法律成立的公司及本公司間接全資附屬公司 Hebei Tsaker Chemical Co., Ltd. (河北彩客化學股份有限公司), a company established under the laws of the PRC on 7 May 2013, and an indirectly wholly-owned subsidiary of our Company



「彩客東營」	指	彩客化學(東營)有限公司, 於二零一四年五月二十日根據中國法律成立的公司及本公司間接全資附屬公司
「Tsaker Dongying」		Tsaker Chemical (Dongying) Co., Ltd. (彩客化學(東營)有限公司), a company established under the laws of the PRC on 20 May 2014, and an indirectly wholly-owned subsidiary of our Company
「彩客香港」	指	彩客化學(香港)有限公司, 於二零一零年九月二日在香港註冊成立的有限公司並為本公司間接全資附屬公司
「Tsaker Hong Kong」		Tsaker Chemical (Hong Kong) Co., Ltd. (彩客化學(香港)有限公司), a company incorporated in Hong Kong with limited liability on 2 September 2010, and an indirectly wholly-owned subsidiary of our Company
「彩客夏津」	指	彩客化學(夏津)有限公司, 於二零一六年十二月二日根據中國法律成立的公司, 本公司的間接全資附屬公司
「Tsaker Xiajin」		Tsaker Chemical (Xiajin) Co., Ltd.* (彩客化學(夏津)有限公司), a company established under the laws of the PRC on 2 December 2016, and an indirectly wholly-owned subsidiary of our Company
「美元」	指	美國法定貨幣美元
「US\$」或「US Dollar」或「USD」		United States dollars, the lawful currency of the United States of America
「夏津振華」	指	夏津縣振華化學科技有限公司, 根據中國法律成立的公司, 獨立第三方
「Xiajin Zhenhua」		Xiajin Zhenhua Chemical & Technology Company Limited* (夏津縣振華化學科技有限公司), a company established under the laws of the PRC and an independent third party

\* 僅供識別

\* For identification purpose only



**TSAKER**

Color the World

TSAKER CHEMICAL GROUP LIMITED  
彩客化學集團有限公司\*