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## 烟台北方安德利果汁股份有限公司

### Yantai North Andre Juice Co., Ltd.\*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock code: 02218)

### INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2014

#### INTERIM RESULTS (UNAUDITED)

The Board of Directors (the "Board") of Yantai North Andre Juice Co., Ltd.\* (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the six months ended 30 June 2014, with the comparatives of the corresponding period in 2013, as follows:

#### Consolidated Balance Sheet

At 30 June 2014

(Expressed in Renminbi Yuan)

	Note	30 June 2014	31 December 2013
<b>ASSETS</b>			
Current assets:			
Cash at bank and on hand	V.1	655,872,862	437,065,445
Financial assets at fair value through profit or loss	V.2	11,000,000	—
Accounts receivable	V.3	118,834,066	150,402,183
Prepayments	V.4	6,383,207	31,863,443
Other receivables	V.5	2,468,097	975,712
Inventories	V.6	625,092,060	874,700,484
Other current assets	V.7	61,785,628	88,282,300
Total current assets		<b>1,481,435,920</b>	1,583,289,567
Non-current assets:			
Long-term equity investments	V.8	55,386,197	57,569,260
Fixed assets	V.9	809,482,404	714,661,263
Construction in progress	V.10	2,688,725	1,934,652
Intangible assets	V.11	101,816,638	79,119,390
Goodwill	V.12	8,653,575	5,586,976
Total non-current assets		<b>978,027,539</b>	858,871,541
Total assets		<b>2,459,463,459</b>	2,442,161,108

The notes on pages 13 to 82 form part of these financial statements. Details of dividends payable to equity shareholders of the Company are set out in Note V.21.

\* For identification purpose only

	Note	30 June 2014	31 December 2013
<b>EQUITY AND LIABILITIES</b>			
Current liabilities:			
Short-term loans	V.16	752,788,600	672,259,392
Accounts payable	V.17	51,925,320	135,195,416
Advances from customers	V.18	2,640,099	1,519,209
Employee benefits payable	V.19	13,505,874	15,889,032
Taxes payable	V.20	31,506,432	31,464,766
Dividends payable	V.21	20,449,400	–
Other payables	V.22	43,432,851	26,678,703
Non-current liabilities due within one year	V.23	–	22,863,375
Total current liabilities		<b>916,248,576</b>	905,869,893
Non-current liabilities:			
Long-term payables	V.24	673,937	655,420
Total non-current liabilities		<b>673,937</b>	655,420
Total liabilities		<b>916,922,513</b>	906,525,313
Equity:			
Share capital	V.25	408,988,000	408,988,000
Capital reserve	V.26	112,395,766	112,395,766
Treasury shares	V.27	(7,395,671)	–
Surplus reserve	V.28	170,101,631	170,101,631
Retained earnings	V.29	858,451,220	844,150,398
Total equity		<b>1,542,540,946</b>	1,535,635,795
Total equity and liabilities		<b>2,459,463,459</b>	2,442,161,108

Approved and authorised for issue by the board of directors on 26 August 2014.

Legal Representative: Wang An

Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei

(Company stamp)

The notes on pages 13 to 82 form part of these financial statements.

## Balance Sheet

At 30 June 2014

(Expressed in Renminbi Yuan)

	Note	30 June 2014	31 December 2013
<b>ASSETS</b>			
Current assets:			
Cash at bank and on hand		642,071,672	432,732,849
Financial assets at fair value through profit or loss		11,000,000	—
Accounts receivable	X.1	96,988,090	132,203,501
Prepayments		3,240,322	27,100,561
Dividends receivable		196,783,956	196,783,956
Other receivables	X.2	344,892,117	244,551,905
Inventories		64,513,488	171,351,318
Other current assets		46,782,036	58,087,647
Total current assets		1,406,271,681	1,262,811,737
Non-current assets:			
Long-term equity investments	X.3	593,643,811	544,795,343
Fixed assets		134,488,320	135,872,733
Construction in progress		274,498	66,355
Intangible assets		29,205,175	29,422,192
Total non-current assets		757,611,804	710,156,623
Total assets		2,163,883,485	1,972,968,360

The notes on pages 13 to 82 form part of these financial statements.

	<b>30 June 2014</b>	31 December 2013
<b>EQUITY AND LIABILITIES</b>		
Current liabilities:		
Short-term loans	<b>682,788,600</b>	572,259,392
Accounts payable	<b>232,019,127</b>	203,188,093
Advances from customers	<b>1,122,416</b>	933,292
Employee benefits payable	<b>882,014</b>	1,778,254
Taxes payable	<b>60,572</b>	–
Dividends payable	<b>20,449,400</b>	–
Other payables	<b>210,578,063</b>	138,802,253
Non-current liabilities due within one year	–	22,863,375
Total current liabilities	<b>1,147,900,192</b>	939,824,659
Total liabilities	<b>1,147,900,192</b>	939,824,659
Equity:		
Share capital	<b>408,988,000</b>	408,988,000
Capital reserve	<b>138,638,464</b>	138,638,464
Treasury shares	<b>(7,395,671)</b>	–
Surplus reserve	<b>103,144,993</b>	103,144,993
Retained earnings	<b>372,607,507</b>	382,372,244
Total equity	<b>1,015,983,293</b>	1,033,143,701
Total equity and liabilities	<b>2,163,883,485</b>	1,972,968,360

Approved and authorised for issue by the board of directors on 26 August 2014.

Legal Representative: Wang An

Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei

(Company stamp)

The notes on pages 13 to 82 form part of these financial statements.

## Consolidated Income Statement

For the six months ended 30 June 2014

(Expressed in Renminbi Yuan)

		For the six months ended 30 June	
		2014	2013
I	Operating income	433,913,798	413,964,019
	Less: Operating costs	337,005,748	338,965,680
	Business taxes and surcharges	1,810,536	2,898,268
	Selling and distribution expenses	24,507,237	22,910,028
	General and administrative expenses	16,839,108	23,476,190
	Financial expenses	21,340,359	11,825,548
	Impairment losses	3,727,324	—
	Add: Investment income	3,562,452	4,537,862
	Including: Share of profit from an associate and a joint venture	3,266,937	4,363,525
II	Operating profit	32,245,938	18,426,167
	Add: Non-operating income	1,750,466	1,600,521
	Less: Non-operating expenses	126,324	11,773
III	Profit before income tax	33,870,080	20,014,915
	Less: Income tax expenses	(880,142)	29,452
IV	Net profit for the period and net profit attributable to equity shareholders of the Company	34,750,222	19,985,463
V	Earnings per share:		
	Basic earnings per share	0.085	0.049
	Diluted earnings per share	0.085	0.049
VI	Other comprehensive income for the period	—	—
VII	Total comprehensive income for the period and total comprehensive income attributable to the equity shareholders of the Company	34,750,222	19,985,463

Approved and authorised for issue by the board of directors on 26 August 2014.

Legal Representative: Wang An

Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei

(Company stamp)

The notes on pages 13 to 82 form part of these financial statements.

## Income Statement

For the six months ended 30 June 2014  
(Expressed in Renminbi Yuan)

		For the six months ended 30 June	
	Note	2014	2013
I Operating income	X.4	312,875,223	256,303,871
Less: Operating costs	X.4	264,355,704	266,282,817
Business taxes and surcharges		520,668	1,828,012
Selling and distribution expenses		17,028,051	13,649,256
General and administrative expenses		5,744,866	6,876,962
Financial expenses		19,166,562	8,970,192
Add: Investment income	X.5	1,928,983	2,251,468
Including: Share of profit from an associate and a joint venture		1,633,468	2,096,824
II Operating profit		7,988,355	(39,051,900)
Add: Non-operating income		1,699,000	1,364,500
Less: Non-operating expenses		100,000	—
III Profit/(loss) before income tax		9,587,355	(37,687,400)
Less: Income tax expenses		(1,097,308)	1,951,732
IV Net profit/(loss) for the period		10,684,663	(39,639,132)
V Other comprehensive income for the period		—	—
VI Total comprehensive income/(loss) for the period		10,684,663	(39,639,132)

Approved and authorised for issue by the board of directors on 26 August 2014.

Legal Representative: Wang An

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Chief Accountant: Li Lei

(Company stamp)

The notes on pages 13 to 82 form part of these financial statements.

## Consolidated Cash Flow Statement

For the six months ended 30 June 2014

(Expressed in Renminbi Yuan)

		For the six months ended 30 June	
	Note	2014	2013
I			
Cash flows from operating activities:			
		<b>520,033,278</b>	513,222,186
		<b>45,000,873</b>	41,438,905
	V.39(1)	<b>1,353,576</b>	7,212,808
		<b>566,387,727</b>	561,873,899
		<b>(137,673,117)</b>	(131,580,939)
		<b>(15,838,835)</b>	(13,412,274)
		<b>(43,570,499)</b>	(8,132,518)
	V.39(2)	<b>(24,908,301)</b>	(29,221,676)
		<b>(221,990,752)</b>	(182,347,407)
	V.40(1)	<b>344,396,975</b>	379,526,492
II			
Cash flows from investing activities:			
		<b>1,727,495,515</b>	743,612,336
		<b>7,654</b>	7,704,812
		<b>5,450,000</b>	–
	V.39(3)	<b>374,909</b>	149,924
		<b>1,733,328,078</b>	751,467,072
		<b>(1,738,200,000)</b>	(741,410,000)
		<b>(4,313,283)</b>	(24,970,565)
	V.40(2)	<b>(50,872,124)</b>	–
		<b>(1,793,385,407)</b>	(766,380,565)
		<b>(60,057,329)</b>	(14,913,493)

The notes on pages 13 to 82 form part of these financial statements.

		<b>For the six months ended 30 June</b>	
	Note	<b>2014</b>	2013
III	Cash flows from financing activities:		
	Cash received from borrowings	<b>389,601,000</b>	155,852,095
	Sub-total of cash inflows	<b>389,601,000</b>	155,852,095
	Cash repayments of bank borrowings	<b>(331,935,167)</b>	(358,975,546)
	Cash repayments of related party borrowings	<b>(93,088,008)</b>	(140,739,571)
	Cash paid for dividends	–	(1,545,319)
	Cash paid for interest	<b>(23,011,467)</b>	(10,799,089)
	Cash paid for shares repurchase	<b>(7,395,671)</b>	–
	Sub-total of cash outflows	<b>(455,430,313)</b>	(512,059,525)
	Net cash outflow from financing activities	<b>(65,829,313)</b>	(356,207,430)
IV	Effect of foreign currency exchange rate changes	<b>297,084</b>	(127,373)
V	Net increase in cash and cash equivalents	<b>218,807,417</b>	8,278,196
	Add: Cash and cash equivalents at the beginning of the period	<b>427,710,459</b>	54,251,412
VI	Cash and cash equivalents at the end of the period	<b>646,517,876</b>	62,529,608

Approved and authorised for issue by the board of directors on 26 August 2014.

Legal Representative: Wang An

Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei

(Company stamp)

The notes on pages 13 to 82 form part of these financial statements.



## Cash Flow Statement

For the six months ended 30 June 2014

(Expressed in Renminbi Yuan)

		For the six months ended 30 June	
	Note	2014	2013
I			
Cash flows from operating activities:			
		259,885,696	383,547,943
		36,938,854	15,300,886
		3,448,329	1,364,500
		<u>300,272,879</u>	<u>400,213,329</u>
		(61,623,731)	(72,049,777)
		(5,407,330)	(4,836,212)
		(6,678,676)	(1,251,514)
		(17,976,946)	(20,015,830)
		<u>(91,686,683)</u>	<u>(98,153,333)</u>
	X.6(1)	<u>208,586,196</u>	302,059,996
II			
Cash flows from investing activities:			
		1,727,495,515	741,564,639
		4,905,000	1,647,900
		–	19,315
		358,904	122,734
		<u>1,732,759,419</u>	<u>743,354,588</u>
		(1,738,200,000)	(741,410,000)
		(1,359,804)	(10,626,325)
		(52,120,000)	–
		<u>(1,791,679,804)</u>	<u>(752,036,325)</u>
		<u>(58,920,385)</u>	<u>(8,681,737)</u>

The notes on pages 13 to 82 form part of these financial statements.

		<b>For the six months ended 30 June</b>	
	Note	<b>2014</b>	2013
III	Cash flows from financing activities:		
	Cash received from borrowings	<b>369,601,000</b>	156,422,720
	Sub-total of cash inflows	<b>369,601,000</b>	156,422,720
	Cash repayments of bank borrowings	<b>(281,935,167)</b>	(282,546,170)
	Cash repayments of related party borrowings	–	(140,739,571)
	Cash paid for dividends	–	(1,545,319)
	Cash paid for interest	<b>(20,640,463)</b>	(9,179,221)
	Cash paid for shares repurchase	<b>(7,395,671)</b>	–
	Sub-total of cash outflows	<b>(309,971,301)</b>	(434,010,281)
	Net cash inflow/(outflow) from financing activities	<b>59,629,699</b>	(277,587,561)
IV	Effect of foreign currency exchange rate changes	<b>43,313</b>	308,996
V	Net increase in cash and cash equivalents	<b>209,338,823</b>	16,099,694
	Add: Cash and cash equivalents at the beginning of the period	<b>423,377,863</b>	42,257,195
VI	Cash and cash equivalents at the end of the period	<b>632,716,686</b>	58,356,889

Approved and authorised for issue by the board of directors on 26 August 2014.

Legal Representative: Wang An

Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei

(Company stamp)

The notes on pages 13 to 82 form part of these financial statements.

## Consolidated Statement of Changes in Shareholders' Equity

For the six months ended 30 June 2014

(Expressed in Renminbi Yuan)

		For the six months ended 30 June 2013					
		Share capital	Capital reserve	Treasury shares	Surplus reserve	Retained earnings	Total
Balance at the beginning of the period		408,988,000	112,395,766	–	167,018,456	740,153,333	1,428,555,555
-----							
Changes in equity for the period							
1. Net profit for the period		–	–	–	–	19,985,463	19,985,463
2. Appropriation of profits	V.29						
– Distributions to shareholders		–	–	–	–	(20,449,400)	(20,449,400)
Balance at the end of the period		<u>408,988,000</u>	<u>112,395,766</u>	<u>–</u>	<u>167,018,456</u>	<u>739,689,396</u>	<u>1,428,091,618</u>
		For the six months ended 30 June 2014					
		Share capital	Capital reserve	Treasury shares	Surplus reserve	Retained earnings	Total
Balance at the beginning of the period		408,988,000	112,395,766	–	170,101,631	844,150,398	1,535,635,795
-----							
Changes in equity for the period							
1. Net profit for the period		–	–	–	–	34,750,222	34,750,222
2. Appropriation of profits	V.29						
– Distributions to shareholders		–	–	–	–	(20,449,400)	(20,449,400)
3. Shares repurchase		–	–	(7,395,671)	–	–	(7,395,671)
Balance at the end of the period		<u>408,988,000</u>	<u>112,395,766</u>	<u>(7,395,671)</u>	<u>170,101,631</u>	<u>858,451,220</u>	<u>1,542,540,946</u>

Approved and authorised for issue by the board of directors on 26 August 2014.

Legal Representative: Wang An Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei (Company stamp)

The notes on pages 13 to 82 form part of these financial statements.

## Statement of Changes in Shareholders' Equity

For the six months ended 30 June 2014

(Expressed in Renminbi Yuan)

	For the six months ended 30 June 2013					
	Share capital	Capital reserve	Treasury shares	Surplus reserve	Retained earnings	Total
Balance at the beginning of the period	408,988,000	138,638,464	-	100,061,818	374,128,566	1,021,816,848
Changes in equity for the period						
1. Net loss for the period	-	-	-	-	(39,639,132)	(39,639,132)
2. Appropriation of profits – Distributions to shareholders	-	-	-	-	(20,449,400)	(20,449,400)
Balance at the end of the period	<u>408,988,000</u>	<u>138,638,464</u>	<u>-</u>	<u>100,061,818</u>	<u>314,040,034</u>	<u>961,728,316</u>
	For the six months ended 30 June 2014					
	Share capital	Capital reserve	Treasury shares	Surplus reserve	Retained earnings	Total
Balance at the beginning of the period	408,988,000	138,638,464	-	103,144,993	382,372,244	1,033,143,701
Changes in equity for the period						
1. Net profit for the period	-	-	-	-	10,684,663	10,684,663
2. Appropriation of profits – Distributions to shareholders	-	-	-	-	(20,449,400)	(20,449,400)
3. Shares repurchase	-	-	(7,395,671)	-	-	(7,395,671)
Balance at the end of the period	<u>408,988,000</u>	<u>138,638,464</u>	<u>(7,395,671)</u>	<u>103,144,993</u>	<u>372,607,507</u>	<u>1,015,983,293</u>

Approved and authorised for issue by the board of directors on 26 August 2014.

Legal Representative: Wang An Chief Financial Officer: Wang Yan Hui

Chief Accountant: Li Lei (Company stamp)

The notes on pages 13 to 82 form part of these financial statements.

## Notes to the financial statements

*(Expressed in Renminbi Yuan unless otherwise indicated)*

### I. Company status

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

As approved by the Ministry of Commerce of the People’s Republic of China (former Ministry of Foreign Trade and Economic Cooperation), the Company changed its legality to a joint stock limited company, and changed its name to Yantai North Andre Juice Company Limited on 14 June 2001. On 26 June 2001, the Company obtained the business license for enterprise legal person (registration number Qi Gu Lu Zong Fu Zi No. 003936 (企股魯總副字003936號)) and the Company’s registered capital was RMB113,880,000, representing 113,880,000 shares with a par value of RMB1.00 each.

Pursuant to a resolution passed at a shareholders’ meeting on 14 September 2002 and approvals from relevant government authorities, the Company was approved to increase its share capital to a maximum of RMB157,580,000 after the listing of the Company’s H shares on Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. On 17 April 2003, the Company issued 38,000,000 H shares with a par value of RMB 1.00 each, which representing 25% of total shares of the Company after the issue at a price of HKD 3.70 per H share by placing. The registered capital of the Company changed to RMB151,880,000 after the issue.

Pursuant to a resolution passed at a special general meeting and class meetings of the holders of the H shares and Promoter shares of the Company on 24 October 2003 and approvals from relevant government authorities, each Promoter share and H share with a par value of RMB1.00 in the share capital of the Company was subdivided into ten Promoter shares and ten H shares with a par value of RMB0.10 each, respectively (the “share subdivision”) with effect from 1 December 2003. The total number of shares changed to 1,518,800,000 shares and the registered capital of the Company remained at RMB151,880,000 after the share subdivision.

Pursuant to a resolution passed at a special general meeting and class meetings of the holders of the H shares and Promoter shares of the Company on 2 June 2004 and approvals from relevant government authorities, the Company was authorised to issue not less than 152,000,000 and not more than 304,000,000 new H Shares. On 14 July 2004, the Company issued 178,500,000 new H shares with a par value of RMB0.10 each, at a price of HKD0.80 per H share, by placing. The total number of shares increased from 1,518,800,000 shares to 1,697,300,000 shares with a par value of RMB0.10 each and the Company’s registered capital changed to RMB169,730,000 after the issue.

Pursuant to a general mandate granted to the directors of the Company to issue and allot share, which was passed at a special general meeting on 17 May 2005, the Company issued 111,580,000 new H shares with a par value of RMB0.10 each, at a price of HKD0.70 per H share, by placing on 14 March 2006. The total number of shares increased from 1,697,300,000 shares to 1,808,880,000 shares with a par value of RMB0.10 each and the Company’s registered capital changed to RMB180,888,000 after the issue.

## **I. Company status (continued)**

Pursuant to a general mandate granted to the directors of the Company to issue and allot share, which was passed at a special general meeting on 28 May 2007, the Company issued 130,000,000 new H shares with a par value of RMB0.10 each, at a price of HKD1.18 per H share, by placing on 16 July 2007. The total number of shares increased from 1,808,880,000 shares to 1,938,880,000 shares with a par value of RMB0.10 each and the Company's registered capital changed to RMB193,888,000 after the issue.

Pursuant to a resolution passed at a special general meeting and class meetings of the holders of the H shares and Promoter shares of the Company on 25 October 2007 and approvals from relevant government authorities, an amount of RMB232,665,600 standing to the credit of capital reserves-share premium account was applied in paying up in full 960,096,000 H shares and 1,366,560,000 Domestic shares of RMB0.10 each which were allotted and distributed as fully paid to existing shareholders in the proportion of six capitalisation shares for every five existing shares then held on 19 November 2007. The total number of shares increased from 1,938,880,000 shares to 4,265,536,000 shares with a par value of RMB0.10 each and the Company's registered capital changed to RMB426,553,600 after the issue.

As approved by The Stock Exchange of Hong Kong Limited, the Company's listed H Shares in the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited was changed to list on the Main Board of The Stock Exchange of Hong Kong Limited on 19 January 2011.

Pursuant to a resolution passed at an annual general meeting and the class meetings of the holders of the H shares and Promoter shares of the Company on 28 June 2011 and approvals from relevant government authorities, the Company repurchased 175,656,000 shares of its own shares on The Stock Exchange of Hong Kong Limited at a cash consideration of HKD59,399,285 (equivalent to RMB48,715,890) from 20 February 2012 to 31 May 2012. The repurchased shares were cancelled and the share capital of the Company was reduced by the par value of the cancelled share. The total number of shares decreased from 4,265,536,000 shares to 4,089,880,000 shares with a par value of RMB0.10 each and the Company's registered capital changed to RMB408,988,000 after the share capital reduction.

Pursuant to a resolution passed at an annual general meeting and the class meetings of the holders of the H shares and Promoter shares of the Company on 26 June 2012 and approvals from relevant government authorities, the Company consolidated every ten shares with a par value of RMB0.10 each into one consolidated share with a par value of RMB1.00 on 28 January 2013. The total number of shares changed from 4,089,880,000 shares to 408,988,000 shares with a par value of RMB1.00 each and the Company's registered capital remained at RMB408,988,000 after the share consolidation.

Pursuant to resolutions passed at the annual general meeting and the class meetings of the holders of the H shares and Promoter shares of the Company on 26 June 2013 and 25 June 2014 as well as approvals from relevant government authorities, the Company repurchased 4,402,000 H Shares with a total cost of HKD9,279,445 (equivalent to RMB7,395,671) at Hong Kong Exchanges and Clearing Limited from 17 June 2014 to 30 June 2014. The shares repurchased have not been cancelled as at 30 June 2014.

Pursuant to a resolution passed at the annual general meeting and the class meetings of the holders of the H shares and Promoter shares of the Company on 25 June 2014 and approvals from relevant government authorities, the Company repurchased 11,986,000 H shares with a total cost of HKD33,526,560 at Hong Kong Exchanges and Clearing Limited subsequent to the balance sheet date.

The Company and its subsidiaries (collectively referred to as the "Group") are principally engaged in the manufacture and sale of condensed juice, pulp, apple essence, pomace and related products.

## **II. Significant accounting policies and accounting estimates**

### **1 Basis of preparation**

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

### **2 Statement of compliance**

The financial statements comply with the requirements of Accounting Standards for Business Enterprises issued by the Ministry of Finance (MOF) of the People's Republic of China (PRC) and present truly and completely the consolidated financial position and financial position of the Company as at 30 June 2014, and the consolidated financial performance and financial performance and the consolidated cash flows and cash flows of the Company for the six months ended 30 June 2014.

### **3 Accounting period**

The accounting year of the Group is from 1 January to 31 December.

### **4 Functional currency**

The Company's functional currency is Renminbi and these financial statements are presented in Renminbi. The Company translates the financial statements of subsidiaries from their respective functional currencies into the Company's functional currency (see Note II.8) if the subsidiaries' functional currencies are not the same as that of the Company.

### **5 Accounting treatments for a business combination involving enterprises under and not under common control**

#### **(1) Business combinations involving enterprises under common control**

A business combination involving enterprises under common control is a business combination in which all of the combining enterprises are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. The assets and liabilities obtained are measured at the carrying amounts as recorded by the enterprise being combined at the combination date. The difference between the carrying amount of the net assets obtained and the carrying amount of consideration paid for the combination (or the total par value of shares issued) is adjusted to share premium (or capital premium) in the capital reserve. If the balance of share premium (or capital premium) is insufficient, any excess is adjusted to retained earnings. Any costs directly attributable to the combination are recognised in profit or loss for the current period when occurred. The combination date is the date on which one combining enterprise effectively obtains control of the other combining enterprises.

## **5 Accounting treatments for a business combination involving enterprises under and not under common control (continued)**

### **(2) Business combinations involving enterprises not under common control**

A business combination involving enterprises not under common control is a business combination in which all of the combining enterprises are not ultimately controlled by the same party or parties both before and after the business combination. Where 1) the aggregate of the fair value at the acquisition date of assets transferred (including the acquirer's previously held equity interest in the acquiree), liabilities incurred or assumed, and equity securities issued by the acquirer, in exchange for control of the acquiree, exceeds 2) the acquirer's interest in the fair value at the acquisition date of the acquiree's identifiable net assets, the difference is recognised as goodwill (see Note II.17). Where 1) is less than 2), the difference is recognised in profit or loss for the current period. The costs of the issuance of equity or debt securities as a part of the consideration paid for the acquisition are included as a part of initial recognition amount of the equity or debt securities. Other acquisition-related costs arising from the business combination are recognised as expenses in the periods in which the costs are incurred. The difference between the fair value and the carrying amount of the assets transferred is recognised in profit or loss. The acquiree's identifiable assets, liabilities and contingent liabilities, if satisfying the recognition criteria, are recognised by the Group at their fair value at the acquisition date. The acquisition date is the date on which the acquirer effectively obtains control of the acquiree.

## **6 Consolidated financial statements**

The scope of consolidated financial statements is based on control and the consolidated financial statements comprise the Company and its subsidiaries. The Group controls an investee when it 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. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered. The financial position, financial performance and cash flows of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Where a subsidiary was acquired during the reporting period, through a business combination involving enterprises under common control, the financial statements of the subsidiary are included in the consolidated financial statements as if the combination had occurred at the date that the ultimate controlling party first obtained control. The opening balances and the comparative figures of the consolidated financial statements are also restated. In the preparation of the consolidated financial statements, the subsidiary's assets and liabilities based on their carrying amounts are included in the consolidated balance sheet, and financial performance is included in the consolidated income statement, respectively, from the date that the ultimate parent company of the Company obtains the control of the subsidiary to be consolidated.

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



## 6 Consolidated financial statements (continued)

For a business combination involving enterprises not under common control and achieved in stages, the Group remeasures its previously-held equity interest in the acquiree to its fair value at the acquisition date. The difference between the fair value and the carrying amount is recognised as investment income for the current period; the amount recognised in other comprehensive income relating to the previously-held equity interest in the acquiree is reclassified as investment income for the current period.

Where the Company acquires a non-controlling interest from a subsidiary's non-controlling shareholders or disposes of a portion of an interest in a subsidiary without a change in control, the difference between the amount by which the non-controlling interests are adjusted and the amount of the consideration paid or received is adjusted to the capital reserve (share premium) in the consolidated balance sheet. If the credit balance of capital reserve (share premium) is insufficient, any excess is adjusted to retained earnings.

When the Group loses control of a subsidiary due to the disposal of a portion of an equity investment, the Group derecognises assets, liabilities, non-controlling interests and other related items in shareholders' equity in relation to that subsidiary. The remaining equity investment is remeasured at its fair value at the date when control is lost. Any gains or losses therefore incurred are recognised as investment income for the current period when control is lost.

Non-controlling interest is presented separately in the consolidated balance sheet within shareholders' equity. Net profit or loss attributable to non-controlling shareholders is presented separately in the consolidated income statement below the net profit line item. Comprehensive income attributable to non-controlling shareholders is presented separately in the consolidated income statement below the total comprehensive income line item.

When the amount of loss for the current period attributable to the non-controlling shareholders of a subsidiary exceeds the non-controlling shareholders' portion of the opening balance of owners' equity of the subsidiary, the excess is allocated against the non-controlling interests.

When the accounting period or accounting policies of a subsidiary are different from those of the Company, the Company makes necessary adjustments to the financial statements of the subsidiary based on the Company's own accounting period or accounting policies. Intra-group balances and transactions, and any unrealised profit or loss arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

## **7 Cash and cash equivalents**

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

## **8 Foreign currency transactions and translation of financial statements denominated in foreign currencies**

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

A spot exchange rate is an exchange rate quoted by the People's Bank of China.

Monetary items denominated in foreign currencies are translated to Renminbi at the spot exchange rate at the balance sheet date. The resulting exchange differences, except for those arising from the principal and interest of specific foreign currency borrowings for the purpose of acquisition, construction of qualifying assets (see Note II.15), are recognised in profit or loss. Non-monetary items denominated in foreign currencies that are measured at historical cost are translated to Renminbi using the foreign exchange rate at the transaction date. Non-monetary items denominated in foreign currencies that are measured at fair value are translated using the foreign exchange rate at the date the fair value is determined; the resulting exchange differences are recognised in profit or loss, except for the differences arising from the translation of available-for-sale financial assets, which are recognised as other comprehensive income in capital reserve.

The assets and liabilities of foreign operation are translated to Renminbi at the spot exchange rate at the balance sheet date. The equity items, excluding "Retained earnings", are translated to Renminbi at the spot exchange rates at the transaction dates. The income and expenses of foreign operation are translated to Renminbi at the spot exchange rates at the transaction dates. The resulting translation differences are recognised in a separate component of shareholders' equity. Upon disposal of a foreign operation, the cumulative amount of the translation differences recognised in shareholders' equity which relates to that foreign operation is transferred to profit or loss in the period in which the disposal occurs.

## 9 Financial instruments

Financial instruments include cash at bank and on hand, equity securities other than long-term equity investments (see Note II.12), receivables, payables, loans and borrowings and share capital.

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

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

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

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

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

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

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

- Receivables

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

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

- Other financial liabilities

Financial liabilities other than the financial liabilities at fair value through profit or loss are classified as other financial liabilities.

## 9 Financial instruments (continued)

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

#### – Other financial liabilities (continued)

Other financial liabilities include the liabilities arising from financial guarantee contracts. Financial guarantees are contracts that require the Group (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the holder) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument. Where the Group issues a financial guarantee, subsequent to initial recognition, the guarantee is measured at the higher of the amount initially recognised less accumulated amortisation and the amount of a provision determined in accordance with the principles of contingencies (see Note II.20).

Except for the liabilities arising from financial guarantee contracts described above, subsequent to initial recognition, other financial liabilities are measured at amortised cost using the effective interest method.

### (2) Presentation of financial assets and financial liabilities

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

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

### (3) Derecognition of financial assets and financial liabilities

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

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

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

The Group derecognises a financial liability (or part of it) only when the underlying present obligation (or part of it) is discharged, cancelled or expires.

## 9 Financial instruments (continued)

### (4) Impairment of financial assets

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

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

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

For the calculation method of impairment of receivables, refer to Note II.10. The impairment of other financial assets is measured as follows:

#### – Held-to-maturity investments

Held-to-maturity investments are assessed for impairment both on an individual basis and on a collective group basis.

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

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

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

## **9 Financial instruments (continued)**

### **(5) Equity instrument**

An equity instrument is a contract that proves the ownership interest of the assets after deducting all liabilities in the Company.

The consideration received from the issuance of equity instruments net of transaction costs is recognised in shareholders' equity.

Consideration and transaction costs paid by the Company for repurchasing self-issued equity instruments are deducted from shareholders' equity.

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

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

When treasury shares are disposed of, if the proceeds exceed the cost of the treasury shares, the excess is recorded in the capital reserve (share premium); if the proceeds are less than the cost of the treasury shares, the difference is sequentially deducted from capital reserve (share premium), surplus reserve and retained earnings.

## **10 Impairment of receivables**

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

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

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

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

## 11 Inventories

### (1) Classification and cost

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

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

### (2) Cost of inventories transferred out

Cost of inventories transferred out is calculated using the weighted average method.

Consumables including low-value consumables and packaging materials are amortised in full when received for use. The amortisations are included in the cost of the related assets or recognised in profit or loss for the current period.

### (3) Basis for determining the net realisable value of inventories and provisioning methods for decline in value of inventories

At the balance sheet date, inventories are carried at the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale and relevant taxes. The net realisable value of materials held for use in the production is measured based on the net realisable value of the finished goods in which they will be incorporated. The net realisable value of the quantity of inventory held to satisfy sales or service contracts is measured based on the contract price. If the quantities held by the Group are more than the quantities of inventories specified in sales contracts, the net realisable value of the excess portion of inventories is measured based on general selling prices.

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

### (4) Inventory system

The Group maintains a perpetual inventory system.

## 12 Long-term equity investments

### (1) Investment cost

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

- The initial investment cost of a long-term equity investment obtained through a business combination involving enterprises under common control is the Company's share of the carrying amount of the subsidiary's equity at the combination date. The difference between the initial investment cost and the carrying amount of the consideration given is adjusted to share premium in capital reserve. If the balance of the share premium is insufficient, any excess is adjusted to retained earnings.
- For a long-term equity investment obtained through a business combination not involving enterprises under common control, the initial investment cost comprises the aggregate of the fair value of assets transferred, liabilities incurred or assumed, and equity securities issued by the Company, in exchange for control of the acquiree. For a long-term equity investment obtained through a business combination not involving enterprises under common control and achieved in stages, the initial cost comprises the carrying value of previously-held equity investment in the acquiree immediately before the acquisition date, and additional investment cost at the acquisition date.

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

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

### (2) Subsequent measurement

#### (a) Investments in subsidiaries

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

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

In the Group's consolidated financial statements, investments in subsidiaries are accounted for in accordance with the policies described in Note II.6.



## 12 Long-term equity investments (continued)

### (2) Subsequent measurement (continued)

#### (b) Investment in joint ventures and associates

A joint venture is a joint arrangement whereby the Group and the parties that have joint control (see Note II.12(3)) of the arrangement have rights to the net assets of the joint arrangement.

An associate is an enterprise over which the Group has significant influence (see Note II.12(3)).

An investment in a joint venture or an associate is accounted for using the equity method for subsequent measurement, unless the investment is classified as held for sale.

The Group makes the following accounting treatments when using the equity method:

- Where the initial investment cost of a long-term equity investment exceeds the Group's interest in the fair value of the investee's identifiable net assets at the date of acquisition, the investment is initially recognised at the initial investment cost. Where the initial investment cost is less than the Group's interest in the fair value of the investee's identifiable net assets at the date of acquisition, the investment is initially recognised at the investor's share of the fair value of the investee's identifiable net assets, and the difference is charged to profit or loss.
- After the acquisition of the investment, the Group recognises its share of the investee's profit or loss after deducting the amortisation of the debit balance of the equity investment difference, which was recognised by the Group before the first-time adoption of Accounting Standards for Business Enterprise, as investment income or losses, and adjusts the carrying amount of the investment accordingly. Once the investee declares any cash dividends or profit distributions, the carrying amount of the investment is reduced by that amount attributable to the Group. The Group adjusts the carrying amount of the long-term equity investment for changes in owners' equity of the investee other than those arising from net profits or losses, and recognises the corresponding adjustment in shareholders' equity.

The Group recognises its share of the investee's net profits or losses, other comprehensive income and other changes in shareholders' equity after making appropriate adjustments to align the accounting policies or accounting periods with those of the Group based on the fair value of the investee's identifiable net assets at the date of acquisition. Unrealised profits and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's interest in the associates or joint ventures. Unrealised losses resulting from transactions between the Group and its associates or joint ventures are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

## 12 Long-term equity investments (continued)

### (2) Subsequent measurement (continued)

#### (b) Investment in joint ventures and associates (continued)

- The Group discontinues recognising its share of net losses of the investee after the carrying amount of the long-term equity investment and any long-term interest that in substance forms part of the Group's net investment in the associates or the joint ventures is reduced to zero, except to the extent that the Group has an obligation to assume additional losses. Where net profits are subsequently made by the associates or joint ventures, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

### (3) Basis for determining the existence of joint control or significant influence over an investee

Joint control is the agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities (activities that significantly affect the arrangement's returns) require unanimous consent of the parties sharing control.

The following factors are usually considered when assessing whether the Group can exercise joint control over an investee:

- Whether no single party is in a position to control the investee's relevant activities unilaterally;
- Whether strategic decisions relating to the investee's relevant activities require the unanimous consent of all the parties sharing control.

Significant influence is the power to participate in the financial and operating policy decisions of an investee but does not have control or joint control over those policies.

### (4) Method of impairment testing and measurement

For the method of impairment testing and measurement on investment in subsidiaries, joint ventures and associates, refer to Note II.18.

## 13 Fixed assets

### (1) Recognition of fixed assets

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

The cost of a purchased fixed asset comprises the purchase price, related taxes, and any directly attributable expenditure for bringing the asset to working condition for its intended use. The cost of self-constructed assets is measured in accordance with the policy set out in Note II.14.

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

The subsequent costs including the cost of replacing part of an item of fixed assets are recognised in the carrying amount of the item if the criteria to recognise fixed assets are satisfied, and the carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of fixed assets are recognised in profit or loss as incurred.

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

### (2) Depreciation of fixed assets

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

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

<b>Class</b>	<b>Estimated useful life (years)</b>	<b>Residual value rate (%)</b>	<b>Annual depreciation rate (%)</b>
Plant and buildings	40 years	10%	2.25%
Machinery and equipment	20 years	10%	4.5%
Office and other equipment	5 years	10%	18%
Motor vehicles	5 years	10%	18%

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

### (3) For the method of impairment testing and measurement, refer to Note II.18.

### (4) Recognition and measurement of fixed assets acquired under finance leases

For the recognition and measurement of fixed assets acquired under finance leases, refer to the accounting policy set out in Note II.25(3).

### **13 Fixed assets (continued)**

#### **(5) Disposal of fixed assets**

The carrying amount of a fixed asset is derecognised:

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

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

### **14 Construction in progress**

The cost of self-constructed assets includes the cost of materials, direct labour, capitalised borrowing costs (see Note II.15), and any other costs directly attributable to bringing the asset to working condition for its intended use.

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

Construction in progress is stated in the balance sheet at cost less accumulated impairment losses (see Note II.18).

### **15 Borrowing costs**

Borrowing costs incurred directly attributable to the acquisition and construction of a qualifying asset are capitalised as part of the cost of the asset.

Except for the above, other borrowing costs are recognised as financial expenses in the income statement when incurred.

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

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

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

## 15 Borrowing costs (continued)

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

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

## 16 Intangible assets

Intangible assets are stated in the balance sheet at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see Note II.18). For an intangible asset with finite useful life, its cost less estimated residual value and accumulated impairment losses is amortised on the straight-line method over its estimated useful life, unless the intangible asset is classified as held for sale.

The respective amortisation periods for such intangible assets are as follows:

<b>Item</b>	<b>Amortisation period (years)</b>
Land use right	35-50 years

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

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

Expenditure on the research phase is recognised in profit or loss when incurred. Expenditure on the development phase is capitalised if development costs can be measured reliably, the product or process is technically and commercially feasible, and the Group intends to and has sufficient resources to complete the development. Capitalised development costs are stated in the balance sheet at cost less impairment losses (see Note II.18). Other development expenditure is recognised as an expense in the period in which it is incurred.

## 17 Goodwill

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

Goodwill is not amortised and is stated in the balance sheet at cost less accumulated impairment losses (see Note II.18). On disposal of an asset group or a set of asset groups, any attributable amount of purchased goodwill is written off and included in the calculation of the profit or loss on disposal.

## 18 Impairment of assets other than inventories and financial assets

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

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

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

The recoverable amount of an asset, asset group or set of asset groups is the higher of its fair value (see Note II.19) less costs to sell and its present value of expected future cash flows.

An asset group is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or asset groups. An asset group is composed of assets directly relating to cash-generation. Identification of an asset group is based on whether major cash inflows generated by the asset group are largely independent of the cash inflows from other assets or asset groups. In identifying an asset group, the Group also considers how management monitors the Group's operations and how management makes decisions about continuing or disposing of the Group's assets.

The present value of expected future cash flows of an asset is determined by discounting the future cash flows, estimated to be derived from continuing use of the asset and from its ultimate disposal, to their present value using an appropriate pre-tax discount rate.

If the result of the recoverable amount calculation indicates the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is recognised as an impairment loss and charged to profit or loss for the current period. A provision for impairment of the asset is recognised accordingly. For impairment losses related to an asset group or a set of asset groups, first reduce the carrying amount of any goodwill allocated to the asset group or set of asset groups, and then reduce the carrying amount of the other assets in the asset group or set of asset groups on a pro rata basis. However, the carrying amount of an impaired asset will not be lower than the greatest amount of its individual fair value less costs to sell (if determinable), the present value of expected future cash flows (if determinable) and zero.

Once an impairment loss is recognised, it is not reversed in a subsequent period.

## **19 Fair value measurement**

The Group measures fair value according to the following principals unless otherwise stated:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

When measuring fair value, the Group shall take into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date (including the condition and location of the asset and restrictions, if any, on the sale or use of the asset). The Group shall use valuation techniques that are appropriate in the circumstances and for which sufficient data and other observable inputs are available to measure fair value. The valuation techniques used mainly include market approach, income approach and cost approach.

## **20 Provisions**

A provision is recognised for an obligation related to a contingency if the Group has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows.

## **21 Revenue recognition**

Revenue is the gross inflow of economic benefit arising in the course of the Group's ordinary activities when the inflows result in increase in shareholders' equity, other than increase relating to contributions from shareholders. Revenue is recognised in profit or loss when it is probable that the economic benefits will flow to the Group, the revenue and costs can be measured reliably and the following respective conditions are met:

### **(1) Sale of goods**

Revenue from sale of goods is recognised when all of the general conditions stated above and the following conditions are satisfied:

- The significant risks and rewards of ownership of goods have been transferred to the buyer
- The Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable under the sales contract or agreement.

### **(2) Interest income**

Interest income is recognised on a time proportion basis with reference to the principal outstanding and the applicable effective interest rate.

## 22 Employee benefits

### (a) Short-term employee benefits

During the annual reporting period in which the employees render the services, the Group defined the actual salaries, bonus, social insurance and housing fund, such as medical insurance, work-related injury insurance and maternity insurance with required provision of the benchmark and rate, which pay for employees as benefit obligation and it is recognised as part of the cost of assets or charged to profit or loss on an accrual basis. If this obligation is not expected to be settled wholly with a significant effect on financial statements before twelve months after the end of the annual reporting period in which the employees render the related services, the amount of the liabilities shall be discounted using the discount rate.

### (b) Post-employment benefits — Defined contribution plans

Pursuant to the relevant laws and regulations of the PRC, employees of the Group participate in the social insurance system established and managed by government organisations. The payment of basic pension insurance is measured at the applicable benchmark and rate which are set by the state. During the annual reporting period in which the employees render the services, the Group defined the amount of payables as benefit obligation and recognized as part of the cost of assets or charged to profit or loss on an accrual basis.

### (c) Termination benefits

When the Group terminates the employment relationship with employees before the employment contracts expire, or provides compensation as an offer to encourage employees to accept voluntary redundancy, a provision for the termination benefits provided is recognised in profit or loss when either of the following conditions are satisfied:

- The Group is not allowed to withdraw termination benefit for termination plan or redundancy offer unilaterally.
- The Group recognise costs or expenses in relation to restructuring which involve payments of termination benefits.

## 23 Government grants

Government grants are transfers of monetary assets or non-monetary assets from the government to the Group at no consideration except for any capital contribution from the government as an investor in the Group. Special funds such as investment grants allocated by the government, if clearly defined in official documents as part of “capital reserve” are dealt with as capital contributions, and not regarded as government grants.

A government grant is recognised when there is reasonable assurance that the grant will be received and that the Group will comply with the conditions attaching to the grant.

If a government grant is in the form of a transfer of a monetary asset, it is measured at the amount that is received or receivable. If a government grant is in the form of a transfer of a non-monetary asset, it is measured at its fair value.



## **23 Government grants (continued)**

Government grants related to assets are grants whose primary condition is that the Group qualifying for them should purchase, construct or otherwise acquire long-term assets. Government grants related to income are grants other than those related to assets. A government grant related to an asset is recognised initially as deferred income and amortised to profit or loss on a straight-line basis over the useful life of the asset. A grant that compensates the Group for expenses to be incurred in the subsequent periods is recognised initially as deferred income and recognised in profit or loss in the same periods in which the expenses are recognised. A grant that compensates the Group for expenses incurred is recognised in profit or loss immediately.

## **24 Income tax**

Current tax and deferred tax are recognised in profit or loss except to the extent that they relate to a business combination or items recognised directly in equity (including other comprehensive income).

Current tax is the expected tax payable calculated at the applicable tax rate on taxable income for the year, plus any adjustment to tax payable in respect of previous years.

At the balance sheet date, current tax assets and liabilities are offset if the Group has a legally enforceable right to set them off and also intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and deferred tax liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases, which include the deductible losses and tax credits carried forward to subsequent periods. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax is not recognised for the temporary differences arising from the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting profit nor taxable profit (or tax loss). Deferred tax is not recognised for taxable temporary differences arising from the initial recognition of goodwill.

At the balance sheet date, the amount of deferred tax recognised is measured based on the expected manner of recovery or settlement of the carrying amount of the assets and liabilities, using tax rates that are expected to be applied in the period when the asset is recovered or the liability is settled in accordance with tax laws.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date. The carrying amount of a deferred tax asset is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefit of the deferred tax asset to be utilised. Such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

At the balance sheet date, deferred tax assets and deferred tax liabilities are offset if all the following conditions are met:

- the taxable entity has a legally enforceable right to offset current tax liabilities and current tax assets
- different taxable entities which intend either to settle the current tax liabilities and current tax assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or deferred tax assets are expected to be settled or recovered.

## 25 Operating leases and finance leases

A lease is classified as either a finance lease or an operating lease. A finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of a leased asset to the lessee, irrespective of whether the legal title to the asset is eventually transferred. An operating lease is a lease other than a finance lease.

### (1) Operating lease charges

Rental payments under operating leases are recognised as part of the cost of another related asset or as expenses on a straight-line basis over the lease term.

### (2) Assets leased out under operating leases

Fixed assets leased out under operating leases, except for investment properties, are depreciated in accordance with the Group's depreciation policies described in Note II.13(2). Impairment losses are recognised in accordance with the accounting policy described in Note II.18. Income derived from operating leases is recognised in the income statement using the straight-line method over the lease term. If initial direct costs incurred in respect of the assets leased out are material, the costs are initially capitalised and subsequently amortised in profit or loss over the lease term on the same basis as the lease income. Otherwise, the costs are charged to profit or loss immediately.

### (3) Assets acquired under finance leases

When the Group acquires an asset under a finance lease, the asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments, each determined at the inception of the lease. At the commencement of the lease term, the minimum lease payments are recorded as long-term payables. The difference between the value of the leased assets and the minimum lease payments is recognised as unrecognised finance charges. Initial direct costs that are attributable to a finance lease incurred by the Group are added to the amounts recognised for the leased asset. Depreciation and impairment losses are accounted for in accordance with the accounting policies described in Notes II.13(2) and II.18, respectively.

If there is reasonable certainty that the Group will obtain ownership of a leased asset at the end of the lease term, the leased asset is depreciated over its estimated useful life. Otherwise, the leased asset is depreciated over the shorter of the lease term and its estimated useful life.

Unrecognised finance charge under finance lease is amortised using an effective interest method over the lease term. The amortisation is accounted for in accordance with the principles of borrowing costs (see Note II.15).

At the balance sheet date, long-term payables arising from finance leases, net of the unrecognised finance charges, are presented as long-term payables or non-current liabilities due within one year, respectively, in the balance sheet.

## **25 Operating leases and finance leases (continued)**

### **(4) Assets leased out under finance leases**

At the commencement of the lease term, the Group recognises the aggregate of the minimum lease receipts determined at the inception of a lease and the initial direct costs as finance lease receivable. The difference between the aggregate of the minimum lease receipts, the initial direct costs, and the aggregate of their present value is recognised as unearned finance income.

Unearned finance income is allocated to each accounting period during the lease term using the effective interest method. At the balance sheet date, finance lease receivables, net of unearned finance income, are presented as long-term receivables or non-current assets due within one year, respectively, in the balance sheet.

## **26 Profit distributions to shareholders**

Dividends or profit distributions proposed in the profit appropriation plan, which will be authorised and declared after the balance sheet date, are not recognised as a liability at the balance sheet date but disclosed in the notes separately.

## **27 Related parties**

If a party has the power to control, jointly control or exercise significant influence over another party, or vice versa, or where two or more parties are subject to common control or joint control from another party, they are considered to be related parties. Related parties may be individuals or enterprises. Enterprises with which the Company is under common control only from the State and that have no other related party relationships are not regarded as related parties of the Group. Related parties of the Group and the Company include, but are not limited to:

- (a) the Company's parent;
- (b) the Company's subsidiaries;
- (c) enterprises that are controlled by the Company's parent;
- (d) investors that have joint control or exercise significant influence over the Group;
- (e) enterprises or individuals if a party has control or joint control over both the enterprises or individuals and the Group;
- (f) joint ventures of the Group, including subsidiaries of joint ventures;
- (g) associates of the Group, including subsidiaries of associates;
- (h) principal individual investors of the Group and close family members of such individuals;
- (i) key management personnel of the Group and close family members of such individuals;
- (j) key management personnel of the Company's parent;
- (k) close family members of key management personnel of the Company's parent; and
- (l) other enterprises that are controlled or jointly controlled by principal individual investors, key management personnel of the Group, or close family members of such individuals.

## 28 Segment reporting

Reportable segments are identified based on operating segments which are determined based on the structure of the Group's internal organisation, management requirements and internal reporting system. An operating segment is a component of the Group that meets all of the following conditions:

- that may earn revenue and incur expenses in daily business activities;
- whose operating results are regularly reviewed by the Group's management to allocate its resources and assess its performance; and
- for which discrete financial information on financial position, operating results and cash flows of the Group is available.

Two or more operating segments may be aggregated into a single operating segment if the segments have similar economic characteristics and the segments are similar in each of the following aspects:

- the nature of each product and service;
- the nature of production process;
- the type or class of customers for their products and services;
- the methods used to distribute the products or provide their services;
- the influence brought by law, administrative regulations on production of products and provision of services.

Inter-segment revenues are measured on the basis of actual transaction price for such transactions for segment reporting. Segment accounting policies are consistent with those for the consolidated financial statements.

## 29 Significant accounting estimates and judgments

The preparation of the financial statements requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Notes V.12 and IX.2 contain information about the assumptions and their risk factors relating to impairment of goodwill and fair value of financial instruments. Other key sources of estimation uncertainty are as follows:

### (a) Impairment of receivables

As described in Note II.10, receivables that are measured at amortised cost are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. If any such evidence exists, an impairment loss is recognised. Objective evidence of impairment includes observable data that comes to the attention of the Group about loss events such as a significant decline in the estimated future cash flow of an individual debtor or the portfolio of debtors, and significant changes in the financial condition that have an adverse effect on the debtor. If there is objective evidence of a recovery in value of receivables which can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed.

## 29 Significant accounting estimates and judgments (continued)

### (b) Provision for diminution in value of inventories

As described in Note II.11, the net realisable value of inventories is under management's regular review, and as a result, provision for diminution in value of inventories is recognised for the excess of inventories' carrying amounts over their net realisable value. When making estimates of net realisable value, the Group takes into consideration the use of inventories held on hand and other information available to form the underlying assumptions, including the inventories' market prices and the Group's historical operating costs. The actual selling price, the costs of completion and the costs necessary to make the sale and relevant taxes may vary based on the changes in market conditions and product saleability, manufacturing technology and the actual use of the inventories, resulting in the changes in provision for diminution in value of inventories. The net profit or loss may then be affected in the period when the provision for diminution in value of inventories is adjusted.

### (c) Impairment of assets other than inventories and financial assets

As described in Note II.18, assets other than inventories, financial assets and other long-term equity investments are reviewed at each balance sheet date to determine whether the carrying amount exceeds the recoverable amount of the assets. If any such indication exists, an impairment loss is recognised.

The recoverable amount of an asset (or an asset group) is the greater of its fair value less costs to sell and its present value of expected future cash flows. In assessing value in use, significant judgements are exercised over the asset's production, selling price, related operating expenses and discount rate to calculate the present value. All relevant materials which can be obtained are used for estimation of the recoverable amount, including the estimation of the production, selling price and related operating expenses based on reasonable and supportable assumptions.

### (d) Depreciation and amortisation of assets such as fixed assets and intangible assets

As described in Note II.13 and 16, assets such as fixed assets and intangible assets are depreciated and amortised over their useful lives after taking into account residual value. The estimated useful lives of the assets are regularly reviewed to determine the depreciation and amortisation costs charged in each reporting period. The useful lives of the assets are determined based on historical experience of similar assets and the estimated technical changes. If there have been significant changes in the factors used to determine the depreciation or amortisation, the rate of depreciation or amortisation is revised prospectively.

### (e) Income tax

The Group is subject to income taxes in numerous jurisdictions. There are many transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgment is required from the Group in determining the provision for income taxes in each of these jurisdictions. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

### 30 Changes in accounting policies

(a) Description of and reasons for changes in accounting policies

The Group decides to apply the following amendments and new accounting standards issued by Ministry of Finance of PRC from 1 January 2014:

- CAS No.2 Long-term Equity Investments (“CAS No.2 (2014)”)
- CAS No.37 Financial Instruments: Presentation and Disclosures (“CAS No.37(2014)”)
- CAS No.41 Disclosure of Interests in Other Entities (“CAS No.41”)

Upon the adoption of the above CAS, the Group’s significant accounting policies are set out in Note II. When preparing the consolidated financial statements, accounting policies adopted by the subsidiaries are consistent with the Company.

Effect of the Group adopting the above accounting policies are as follows:

### 30 Changes in accounting policies (continued)

(a) Description of and reasons for changes in accounting policies (continued)

(i) Long-term equity investment

Before adopting CAS No.2 (2014), investments where the Group does not have control, joint control or significant influence over the investees and the investments are not quoted in an active market and their fair value cannot be reliably measured are recognised as other long-term equity investments, and are accounted for subsequently using the cost method. After adopting CAS No.2 (2014), those investments are recognised as financial instruments (see Note II.9).

Other than the above change, CAS No.2 (2014) has revised the accounting treatment for long-term equity investments. The Group has revised relevant accounting policy accordingly (see Note II.12).

(ii) Financial instruments: presentation and disclosures

CAS No.37 (2014) incorporates some of the relevant guidance from Accounting Rules on Classification between Financial Liabilities and Equity Instruments as well as the Related Accounting Treatment (Caikui [2014] No.13) issued by MOF on 17 March 2014, clarifies application scope, elaborates on the requirements for offsetting a financial asset and a financial liability, and improves the disclosure requirements for financial instruments.

(iii) Disclosure of interests in other entities

CAS No.41 improves and revises the disclosure requirements for an entity’s interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities. The Group has revised relevant disclosure according to the accounting policy. See details in relevant notes.

(b) Effect of changes in accounting policies on the financial statements

The above changes in accounting policies have no significant effect on the financial statements of the Group and the Company.

### III Taxation

#### 1 Main types of taxes and corresponding tax rates

Tax type	Tax basis	Tax rate
Value added tax (“VAT”)	Output VAT is calculated on product sales and taxable services revenue, based on tax laws. The remaining balance of output VAT, after subtracting the deductible input VAT of the period, is VAT payable.	17%, 13%
Business tax	Based on taxable revenue	5%
City maintenance and construction tax	Based on business tax and VAT paid	1%, 5%, 7%
Enterprise income tax (“EIT”)	Based on taxable profits	15%, 25%

#### 2 Tax preferential and approvals

The Company and other domestic subsidiaries are subject to income tax rate of 25% (2013: 25%) for the six months ended 30 June 2014 except for the following subsidiaries and the overseas subsidiaries of the Company were taxed at the local applicable income tax rates.

- (i) According to the Western Development Program about taxation preferential policy issued by Ministry of Finance, State Administration of Taxation, General Administration of Customs (Cai Shui No.202[2001]), notice of the State Administration of Taxation on specific opinions for implementing taxation policies for the Great Development of the Western Regions (Guo Shui Fa No.47[2002]), notice of State Council on implementation of transitional enterprise income tax incentives (Guo Fa No.39[2007]), the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, and notice of Ministry of Finance, State Administration of Taxation, General Administration of Customs on implementation of Western Development Program about taxation policy (Cai Shui No.58[2011]), Baishui Andre Juice Co., Ltd. entitled a preferential tax rate of 15% until 31 December 2020.
- (ii) According to the EIT Law, income derived from primary processing of agricultural produce is exempt from the PRC income tax. The production of juice concentrate of the Company and certain of its subsidiaries and production of bio-stuff of its subsidiaries are recognised as primary processing of agricultural produce under the EIT Law and therefore are exempt from the PRC income tax commenced from 1 January 2008. The business of the following companies is regarded as primary processing of agricultural produce for the six months ended 30 June 2014 as follows:

<u>Name of company</u>	<u>Principal activities</u>	<u>Preferential policy</u>
Yantai North Andre Juice Co., Ltd.	Manufacture and sale of juice	Exempt from income tax
Yantai Andre Juice Co., Ltd.	Manufacture and sale of juice	Exempt from income tax
Baishui Andre Juice Co., Ltd.	Manufacture and sale of juice	Exempt from income tax
Xuzhou Andre Juice Co., Ltd.	Manufacture and sale of juice	Exempt from income tax
Yantai Longkou Andre Juice Co., Ltd.	Manufacture and sale of juice	Exempt from income tax
Dalian Andre Juice Co., Ltd.	Manufacture and sale of juice	Exempt from income tax
Yongji Andre Juice Co., Ltd.	Manufacture and sale of juice	Exempt from income tax
Binzhou Andre Juice Co., Ltd.	Manufacture and sale of juice	Exempt from income tax
Baishui Andre Bio-feedstuff Co., Ltd.	Manufacture and sale of bio-feedstuff	Exempt from income tax
Xuzhou Andre Pomace Products Co., Ltd.	Manufacture and sale of pomace products	Exempt from income tax

#### IV. Business combinations and consolidated financial statements

##### 1 Background of major subsidiaries

###### (1) Subsidiaries acquired through establishment or investment

Full name	Type	Place of registration and operation	Business nature	Registered capital	Business scope	Period-end investment	Closing balance of other items that in substance from net investment in a subsidiary	Group shareholding (%)	Group voting rights (%)	Consolidated (Y/N)	Organisation code
Baishui Andre Juice Co., Ltd.	Limited Company (Sino-foreign joint venture)	Shaanxi, PRC	Manufacture and sale of juice	USD17,000,000	Manufacture of juice, fruit and vegetable beverage, and related products, and iron packaging; and sale of own products	USD17,000,000	-	100%	100%	Y	73266447-8
Yantai Longkou Andre Juice Co., Ltd.	Limited Company (Sino-foreign joint venture)	Shandong, PRC	Manufacture and sale of juice	USD12,110,000	Manufacture of juice and sale of own products	USD12,110,000	-	100%	100%	Y	73722971-5
Xuzhou Andre Juice Co., Ltd.	Limited Company (Sino-foreign joint venture)	Jiangsu, PRC	Manufacture and sale of juice	USD10,000,000	Manufacture of juice, fruit and vegetable beverage, and related products; sale of own products; and manufacture of iron barrel for juice outer packaging	USD10,000,000	-	100%	100%	Y	74313425-3
Andre Juice Co., Ltd.	Limited Company	British Virgin Islands	Investment holding	USD50,000	Investment holding	USD50,000	-	100%	100%	Y	-
North Andre Juice (USA) Inc.	Limited Company	The United States of America	Sale of juice	USD10,000	Sale of juice	USD10,000	-	100%	100%	Y	-



## 1 Background of major subsidiaries (continued)

### (1) Subsidiaries acquired through establishment or investment (continued)

<u>Full name</u>	<u>Type</u>	<u>Place of registration and operation</u>	<u>Business nature</u>	<u>Registered capital</u>	<u>Business scope</u>	<u>Period-end investment</u>	<u>Closing balance of other items that in substance from net investment in a subsidiary</u>	<u>Group shareholding (%)</u>	<u>Group voting rights (%)</u>	<u>Consolidated (Y/N)</u>	<u>Organisation code</u>
Dalian Andre Juice Co., Ltd.	Limited Company	Liaoning, PRC	Manufacture and sale of juice	RMB80,000,000	Manufacture and sale of all kinds of fruit and vegetable beverage; biological comprehensive utilization of apple essence, vegetable and pomace; and purchase of agricultural and sideline products (excluding grain); and manufacture of iron packagings; imports and exports of goods and technology	RMB80,000,000	-	100%	100%	Y	95994248-7
Binzhou Andre Juice Co., Ltd.	Limited Company (Sino-foreign joint venture)	Shandong, PRC	Manufacture and sale of juice	USD 2,100,000	Manufacture of beverage, high natural apple essence, and iron packaging; biological comprehensive utilization of pomace; and other extended products; winter jujube storage; sale of own products	USD 2,100,000	-	100%	100%	Y	75175733-8
Yantai Andre Juice Co., Ltd.	Limited Company (Sino-foreign joint venture)	Shandong, PRC	Manufacture and sale of fruit pulp	USD 4,832,000	Manufacture and processing of all kinds of fruit pulp and related products, and sale of own products; wholesale and import and export of juice and pulp	USD 4,832,000	-	100%	100%	Y	73066788-6

## 1 Background of major subsidiaries (continued)

### (2) Subsidiaries acquired through business combinations not under common control

Full name	Type	Place of registration and operation	Business nature	Registered capital	Business scope	Period-end investment	Closing balance of other items that in substance from net investment in a subsidiary	Group shareholding (%)	Group voting rights (%)	Consolidated (Y/N)	Organisation code
Xuzhou Andre Pomace Products Co., Ltd.	Limited Company (Sino-foreign joint venture)	Jiangsu, PRC	Manufacture and sale of pomace products	USD500,000	Manufacture and biological comprehensive utilization of pomace (that is organic intermediates products), and sale of own products	USD500,000	-	100%	100%	Y	75640282-7
Longkou Andre Bio-feedstuff Co., Ltd.	Limited Company (Sino-foreign joint venture)	Shandong, PRC	Manufacture and sale of bio-feedstuff	USD500,000	Manufacture of bio-feedstuff and related packaging; and sale of own products	USD500,000	-	100%	100%	Y	75747924-4
Baishui Andre Bio-feedstuff Co., Ltd.	Limited Company (Sino-foreign joint venture)	Shaanxi, PRC	Manufacture and sale of bio-feedstuff	USD500,000	Manufacture of bio-feedstuff and related packaging; and sale of own products	USD500,000	-	100%	100%	Y	76256747-6
Yongji Andre Juice Co., Ltd.	Limited Company (Sino-foreign joint venture)	Shanxi, PRC	Production and sale of juice	USD12,960,000	Manufacture and sale of fruit and vegetable juice and beverage, high natural apple essence, and biological comprehensive utilization of pomace	USD12,960,000	-	100%	100%	Y	79638415-X
Anyue Andre Lemon Industry Technology Co., Ltd.	Limited Company	Sichuan, PRC	Production and sale of juice	RMB50,000,000	Plant, manufacture and sale of lemon; manufacture and sale of lemon oil, lemon essence, orange oil and orange essence	RMB50,000,000	-	100%	100%	Y	56971595-9

## V. Notes to the consolidated financial statements

### 1 Cash at bank and on hand

Item	30 June 2014			31 December 2013		
	Original currency	Exchange rate	RMB/RMB equivalents	Original currency	Exchange rate	RMB/RMB equivalents
Cash on hand:						
RMB			556,897			173,013
			<u>556,897</u>			<u>173,013</u>
			-----			-----
Deposits with banks:						
RMB			613,391,274			355,209,610
USD	4,890,587	6.1528	30,090,802	11,852,407	6.0969	72,262,943
EUR	82	8.3946	691	77	8.4189	648
HKD	3,121,960	0.7938	2,478,212	81,053	0.7862	63,724
GBP	-	-	-	44	10.0556	439
AUD	-	-	-	15	5.4301	82
Deposits pledged with banks:						
RMB			9,354,986			9,354,986
			<u>9,354,986</u>			<u>9,354,986</u>
			<u>655,315,965</u>			<u>436,892,432</u>
			-----			-----
Total			<u><u>655,872,862</u></u>			<u><u>437,065,445</u></u>

As at 30 June 2014, cash at bank and on hand with restrictions placed on the Group's ownership amounted to RMB9,354,986 (31 December 2013: RMB9,354,986), see Note V.15.

### 2 Financial assets at fair value through profit or loss

Item	30 June 2014	31 December 2013
Wealth management products, designated as at fair value through profit or loss	<u><u>11,000,000</u></u>	<u><u>—</u></u>

### 3 Accounts receivable

(1) Accounts receivable by customer type are as follows:

Type	30 June 2014	31 December 2013
Third parties	85,320,142	140,021,451
Related parties	33,513,924	10,380,732
	<u>118,834,066</u>	<u>150,402,183</u>
Sub-total	118,834,066	150,402,183
Less: Provision for bad and doubtful debts	—	—
	<u>118,834,066</u>	<u>150,402,183</u>
Total	<u><u>118,834,066</u></u>	<u><u>150,402,183</u></u>

### 3 Accounts receivable (continued)

(2) The ageing analysis of accounts receivable is as follows:

<b>Ageing</b>	<b>30 June 2014</b>	31 December 2013
Within 6 months	<b>118,564,812</b>	150,304,311
Over 6 months but within 1 year	<b>269,254</b>	97,872
Sub-total	<b>118,834,066</b>	150,402,183
Less: Provision for bad and doubtful debts	–	–
Total	<b>118,834,066</b>	150,402,183

The ageing is counted starting from the date when accounts receivable are recognised. Customers are normally granted credit terms of 6 months, depending on the credit standing of individual customers.

- (3) Accounts receivable of the Group are individually significant, therefore the account receivables are assessed for impairment and bad debt provision is determined on an individual basis and, then, on a collective group basis. Management is of the view that no bad debt provision is necessary for the accounts receivable balances in regard of the sound credit record of the customers.
- (4) During the six months ended 30 June 2014 and 30 June 2013, the Group had no individually significant reverse or recovery of bad debts provision which had been fully or substantially provided for in prior years.
- (5) During the six months ended 30 June 2014 and 30 June 2013, the Group had not written off any significant accounts receivable.
- (6) Accounts receivable due from shareholders holding 5% or more of the voting rights of the Company are as follows:

<b>Debtor</b>	<b>30 June 2014</b>		31 December 2013	
	<b>Amount</b>	<b>Provision for bad and doubtful debts</b>	Amount	Provision for bad and doubtful debts
Chengdu President Enterprises Food Co., Ltd.	<b>922,416</b>	–	243,540	–
Guangzhou President Enterprises Co., Ltd.	<b>461,890</b>	–	690,896	–
Total	<b>1,384,306</b>	–	934,436	–

#### 4 Prepayments

- (1) Prepayments by category:

Item	30 June 2014	31 December 2013
Prepayment to suppliers	5,537,330	31,465,053
Others prepayments	845,877	398,390
	<hr/>	<hr/>
Sub-total	6,383,207	31,863,443
Less: Provision for impairment	–	–
	<hr/>	<hr/>
Total	<u>6,383,207</u>	<u>31,863,443</u>

- (2) The ageing analysis of prepayments is as follows:

Ageing	30 June 2014		31 December 2013	
	Amount	Percentage (%)	Amount	Percentage (%)
Within 1 year (inclusive)	5,467,126	86%	30,988,731	97%
Over 1 year but within 2 years (inclusive)	916,081	14%	874,712	3%
	<hr/>	<hr/>	<hr/>	<hr/>
Sub-total	6,383,207	100%	31,863,443	100%
Less: Provision for impairment	–	–	–	–
	<hr/>	<hr/>	<hr/>	<hr/>
Total	<u>6,383,207</u>	<u>100%</u>	<u>31,863,443</u>	<u>100%</u>

The ageing is counted starting from the date when prepayments are recognised.

- (3) As at 30 June 2014 and 31 December 2013, the Group did not have any prepayments due from shareholders who hold 5% or more of the voting rights of the Company.

#### 5 Other receivables

- (1) Other receivables by customer type:

Customer type	30 June 2014	31 December 2013
Third parties	6,600,662	5,108,277
Less: Provision for bad and doubtful debts	4,132,565	4,132,565
	<hr/>	<hr/>
Total	<u>2,468,097</u>	<u>975,712</u>

- (2) As at 30 June 2014 and 31 December 2013, the Group did not have any other receivables which were denominated in foreign currency.

## 5 Other receivables (continued)

(3) The ageing analysis of other receivables is as follows:

<b>Ageing</b>	<b>30 June 2014</b>	31 December 2013
Within 1 year (inclusive)	2,242,274	964,808
Over 1 year but within 2 years (inclusive)	144,668	6,094
Over 2 years but within 3 years (inclusive)	81,155	3,000
Over 3 years	<u>4,132,565</u>	<u>4,134,375</u>
Sub-total	<u>6,600,662</u>	5,108,277
Less: Provision for bad and doubtful debts	<u>4,132,565</u>	<u>4,132,565</u>
Total	<u><u>2,468,097</u></u>	<u><u>975,712</u></u>

The ageing is counted starting from the date when other receivables are recognised.

The Group holds no collaterals for the provision of other receivables stated above.

(4) Other receivables by category:

Category	Note	30 June 2014			
		Carrying amount		Provision for bad and doubtful debts	
		Amount	Percentage (%)	Amount	Percentage (%)
Individually significant and assessed individually for impairment	(5)	<u>4,132,565</u>	<u>100%</u>	<u>4,132,565</u>	<u>100%</u>

  

Category	Note	31 December 2013			
		Carrying amount		Provision for bad and doubtful debts	
		Amount	Percentage (%)	Amount	Percentage (%)
Individually significant and assessed individually for impairment	(5)	<u>4,132,565</u>	<u>100%</u>	<u>4,132,565</u>	<u>100%</u>

(5) During the six months ended 30 June 2014 and 30 June 2013, the Group had no reversal or recovery of provision for bad and doubtful debts.

(6) As at 30 June 2014 and 31 December 2013, the Group did not have other receivables due from shareholders holding 5% or more of the voting rights of the Company.

## 6 Inventories

(1) Inventories by category:

Item	30 June 2014			31 December 2013		
	Book value	Provision for diminution in value of inventories	Carrying amount	Book value	Provision for diminution in value of inventories	Carrying amount
Raw materials	32,377,624	–	32,377,624	28,057,962	–	28,057,962
Finished goods	596,441,760	(3,727,324)	592,714,436	846,642,522	–	846,642,522
<b>Total</b>	<b>628,819,384</b>	<b>(3,727,324)</b>	<b>625,092,060</b>	<b>874,700,484</b>	<b>–</b>	<b>874,700,484</b>

During six months ended 30 June 2014, RMB3,727,324 (2013: nil) has been recognised as a reduction in the amount of inventories recognised as an expense in profit or loss during the period, being the amount of a write-down of inventories.

(2) An analysis of the movements of inventories for the period is as follows:

	Raw materials	Finished goods	Total
Carrying amount:			
At 1 January 2014	28,057,962	846,642,522	874,700,484
Additions during the period	20,841,102	82,934,377	103,775,479
Reductions during the period	(16,521,440)	(336,862,463)	(353,383,903)
At 30 June 2014	<u>32,377,624</u>	<u>592,714,436</u>	<u>625,092,060</u>

## 7 Other current assets

Item	30 June 2014	31 December 2013
Input VAT recoverable	<u>61,785,628</u>	<u>88,282,300</u>

## 8 Long-term equity investments

(1) Long-term equity investments by category:

Item	30 June 2014	31 December 2013
Investments in a joint venture	55,386,197	57,569,260
Less: Provision for impairment	—	—
<b>Total</b>	<b>55,386,197</b>	<b>57,569,260</b>

(2) Movements of long-term equity investments for the period are as follows:

Investee	Book value of long-term equity investment			Shareholding percentage (%)	Voting rights percentage (%)	Cash dividend for the period
	Investment cost	At 1 January 2014	Increase/ (decrease)			
Equity method – joint venture						
Yantai Tongli Beverage Industries Co., Ltd.	50,000,000	57,569,260	(2,183,063)	50%	50%	5,450,000

(3) Details of the joint venture

Name of Investee	Total assets at 30 June 2014	Total liabilities at 30 June 2014	Net assets at 30 June 2014	Total operating income for the six months ended 30 June 2014	Net profit for the six months ended 30 June 2014
	Yantai Tongli Beverage Industries Co., Ltd.	130,475,729	19,703,335	110,772,394	80,394,509

  

Name of Investee	Total assets at 31 December 2013	Total liabilities at 31 December 2013	Net assets at 31 December 2013	Total operating income for the six months ended 30 June 2013	Net profit for the six months ended 30 June 2013
	Yantai Tongli Beverage Industries Co., Ltd.	121,810,020	6,671,500	115,138,520	90,102,673



## 9 Fixed assets

### (1) Fixed assets

Item	Plant & Buildings	Machinery & equipment	Office & other equipment	Motor Vehicles	Total
Cost					
At 1 January 2014	455,079,943	791,324,087	21,603,874	11,034,214	1,279,042,118
Additions during the period	1,240,583	3,033,650	355,145	3,109	4,632,487
Acquisition of a subsidiary	47,217,733	56,162,524	730,305	488,095	104,598,657
Transfer from construction in progress	2,985,558	-	-	-	2,985,558
Disposal during the period	-	-	(3,960)	-	(3,960)
At 30 June 2014	<u>506,523,817</u>	<u>850,520,261</u>	<u>22,685,364</u>	<u>11,525,418</u>	<u>1,391,254,860</u>
Accumulated depreciation					
At 1 January 2014	(112,913,116)	(425,678,373)	(16,904,596)	(8,884,770)	(564,380,855)
Charge for the period	(4,872,195)	(11,646,493)	(557,016)	(319,461)	(17,395,165)
Decrease for the period	-	-	3,564	-	3,564
At 30 June 2014	<u>(117,785,311)</u>	<u>(437,324,866)</u>	<u>(17,458,048)</u>	<u>(9,204,231)</u>	<u>(581,772,456)</u>
Carrying amounts					
At 30 June 2014	<u><u>388,738,506</u></u>	<u><u>413,195,395</u></u>	<u><u>5,227,316</u></u>	<u><u>2,321,187</u></u>	<u><u>809,482,404</u></u>
At 1 January 2014	<u><u>342,166,827</u></u>	<u><u>365,645,714</u></u>	<u><u>4,699,278</u></u>	<u><u>2,149,444</u></u>	<u><u>714,661,263</u></u>

As at 30 June 2014, net book value of the fixed assets with restrictions placed on the Group's ownership amounted to RMB64,998,197 (31 December 2013: RMB67,090,361), see Note V.15.

### (2) Temporarily idle fixed assets or fixed assets held for sale at the end of the period

No fixed assets were temporarily idled or held for sale as at 30 June 2014 and 31 December 2013.

### (3) Fixed assets acquired under finance leases

No fixed assets were acquired under finance leases as at 30 June 2014 and 31 December 2013.

### (4) Fixed assets leased out under operating leases

No fixed assets were leased out under operating leases as at 30 June 2014 and 31 December 2013.

## 10 Construction in progress

### (1) Construction in progress

Project	30 June 2014			31 December 2013		
	Book value	Provision for impairment	Carrying amount	Book value	Provision for impairment	Carrying amount
Sewage treatment project	864,602	–	864,602	296,409	–	296,409
Fruit pulp workshop construction	–	–	–	1,515,854	–	1,515,854
Refrigerated depot section	55,614	–	55,614	–	–	–
Environmental equipment construction	1,157,325	–	1,157,325	–	–	–
Others	611,184	–	611,184	122,389	–	122,389
<b>Total</b>	<b>2,688,725</b>	<b>–</b>	<b>2,688,725</b>	<b>1,934,652</b>	<b>–</b>	<b>1,934,652</b>

As at 30 June 2014 and 31 December 2013, no interest was capitalized in construction in progress of the Group.

### (2) Movements of major construction projects in progress during the period

Project	Budget	Balance at the beginning of the period	Additions during the period	Transfer to fixed assets	Other decrease	Balance at the end of the period	Percentage of actual cost to budget(%)	Project progress (%)	Sources of funds
Sewage treatment project	6,000,000	296,409	1,068,193	(500,000)	–	864,602	23%	23%	Internal funding
Fruit pulp workshop construction	2,400,000	1,515,854	–	(1,515,854)	–	–	63%	63%	Internal funding
Refrigerated depot section	1,040,000	–	1,025,318	(969,704)	–	55,614	99%	99%	Internal funding
Environmental equipment construction	2,350,000	–	1,157,325	–	–	1,157,325	49%	49%	Internal funding
Others	700,000	122,389	488,795	–	–	611,184	87%	87%	Internal funding
<b>Total</b>		<b>1,934,652</b>	<b>3,739,631</b>	<b>(2,985,558)</b>	<b>–</b>	<b>2,688,725</b>			

## 11 Intangible assets

Cost	Land use rights
At 1 January 2014	94,961,199
Acquisition of a subsidiary	23,740,730
Charge for the period	102,564
	<hr/>
At 30 June 2014	118,804,493
	<hr style="border-top: 1px dashed black;"/>
Accumulated amortization	
At 1 January 2014	(15,841,809)
Charge for the period	(1,146,046)
	<hr/>
At 30 June 2014	(16,987,855)
	<hr style="border-top: 1px dashed black;"/>
Carrying amounts	
At 30 June 2014	101,816,638
	<hr style="border-top: 3px double black;"/>
At 1 January 2014	79,119,390
	<hr style="border-top: 3px double black;"/>

As at 30 June 2014 and 31 December 2013, all of the Group land use rights are held in the PRC on medium-term lease.

As at 30 June 2014 and 31 December 2013, no interest was capitalized in intangible assets of the Group.

As at 30 June 2014, the carrying amount of the intangible assets used by the Group as securities for bank loans amounted to RMB5,284,586 (31 December 2013: RMB5,363,262), see Note V.15.

## 12 Goodwill

Name of company	Balance at the beginning of the period	Additions during the period	Reductions during the period	Balance at the end of the period	Provision impairment at the end of the period
Yantai Longkou Andre Juice Co., Ltd.	1,020,683	–	–	1,020,683	–
Yongji Andre Juice Co., Ltd.	4,566,293	–	–	4,566,293	–
Anyue Andre Lemon Industry Technology Co., Ltd.	–	3,066,599	–	3,066,599	–
<b>Total</b>	<b>5,586,976</b>	<b>3,066,599</b>	<b>–</b>	<b>8,653,575</b>	<b>–</b>

- (1) The Group acquired the equity interest of Yantai Longkou Andre Juice Co., Ltd. at an aggregated cash consideration of RMB32,035,810 in 2003. The goodwill represents the excess of the cost of the acquisition over the Group's interests in the fair value of the identifiable assets and liabilities of Yantai Longkou Andre Juice Co., Ltd.

The Group acquired the equity interest of Yongji Andre Juice Co., Ltd. at an aggregated cash consideration of RMB56,201,585 in 2011. The goodwill represents the excess of the cost of the acquisition over the Group's interests in the fair value of the identifiable assets and liabilities of Yongji Andre Juice Co., Ltd.

The Group acquired the equity interest of Anyue Andre Lemon Industry Technology Co., Ltd. at an aggregated cash consideration of RMB52,120,000 in 2014. The goodwill represents the excess of the cost of the acquisition over the Group's interests in the fair value of the identifiable assets and liabilities of Anyue Andre Lemon Industry Technology Co., Ltd.

- (2) Impairment test for asset groups containing goodwill

The Group's asset groups which the goodwill recognised are Yantai Longkou Andre Juice Co., Ltd., Yongji Andre Juice Co., Ltd. and Anyue Andre Lemon Industry Technology Co., Ltd.

The recoverable amounts of Yantai Longkou Andre Juice Co., Ltd., Yongji Andre Juice Co., Ltd. and Anyue Andre Lemon Industry Technology Co., Ltd. are determined based on the present value of expected future cash flows. The present value of expected future cash flows was projected based on the next five-year financial forecast approved by management and a pre-tax discount rate of 8.03% (2013: 5.00%). The cash flows beyond the five-year forecast period were assumed to be stable. Based on the estimated recoverable amount, no impairment loss was recognised. The key assumptions used are subject to change. Management believes that any adverse change in the assumptions would cause the carrying amount to exceed its recoverable amount.

Key assumptions used in the present value of expected future cash flows of Yantai Longkou Andre Juice Co., Ltd., Yongji Andre Juice Co., Ltd. and Anyue Andre Lemon Industry Technology Co., Ltd. included gross profit margin and sales quantity, which were determined by management based on past performance.

### 13 Deferred tax assets

(1) Details of unrecognised deferred tax assets

Item	30 June 2014	31 December 2013
Deductible tax losses	<b>49,853,582</b>	35,196,885

(2) Expiration of deductible tax losses for unrecognised deferred tax assets

Year	30 June 2014	31 December 2013
2014	11,390,356	11,390,356
2015	4,927,592	4,927,592
2016	13,798,356	13,798,356
2017	2,009,827	2,009,827
2018	3,070,754	3,070,754
2019	14,656,697	–
Total	<b>49,853,582</b>	35,196,885

### 14 Provisions for impairment

Item	Balance of the beginning of the period	Charge for the period	Decrease during the period	Balance at the end of the period
Provision for other receivables	4,132,565	–	–	4,132,565
Impairment loss on inventory	–	3,727,324	–	3,727,324
Total	4,132,565	3,727,324	–	7,859,889

### 15 Restricted assets

The assets with restrictions placed on their ownership were as follows:

Item	Note	Balance at the beginning of the period	Additions during the period	Reductions during the period	Balance at the end of the period
Assets pledged as collateral					
– Cash at bank and on hand	V.1	9,354,986	–	–	9,354,986
– Fixed assets	V.9	67,090,361	–	2,092,164	64,998,197
– Intangible assets	V.11	5,363,262	–	78,676	5,284,586
Total		81,808,609	–	2,170,840	79,637,769

The above cash at bank and on hand are pledged for pledged loans. The above fixed assets and intangible assets are pledged for mortgage loans.

## 16 Short-term loans

30 June 2014					
Item	Annual interest rate	Currency	Principal	Exchange Rate	RMB
Loans secured by mortgage	6.30%	RMB	–	–	50,000,000
Credit loans	5.80%~6.32%	RMB	–	–	90,500,000
Credit loans	COF+3.00%	USD	3,000,000	6.1528	18,458,400
Credit loans	5.05%	USD	11,750,550	6.1528	72,298,800
Guaranteed loans	6.00%~6.60%	RMB	–	–	500,000,000
Guaranteed loans	3.83%~5.65%	USD	1,999,450	6.1528	12,302,200
Pledged loans	COF+2.25%	USD	1,500,000	6.1528	9,229,200
Total					752,788,600

  

31 December 2013					
Item	Annual interest rate	Currency	Principal	Exchange rate	RMB
Loans secured by mortgage	6.30%	RMB	–	–	50,000,000
Credit Loans	5.80%~6.72%	RMB	–	–	104,518,659
Credit Loans	3.15%	USD	5,121,625	6.0969	31,226,036
Guaranteed loans	6.00%~6.30%	RMB	–	–	440,773,190
Guaranteed loans	LIBOR+4.50%	USD	3,002,420	6.0969	18,305,457
Pledged loans	COF+2.25%~COF+3.00%	USD	4,500,000	6.0969	27,436,050
Total					672,259,392

As at 30 June 2014 and 31 December 2013, the Group did not have any overdue short-term loans.

Details of pledged assets related to pledged loans and mortgage loans are set out in Note V.15.

Details of guaranteed loans are set out in Note VI.6.

## 17 Accounts payable

The ageing analysis of accounts payable is as follows:

<b>Ageing</b>	<b>30 June 2014</b>	31 December 2013
Within 6 months (inclusive)	20,253,375	129,135,762
Over 6 months but within 1 year (inclusive)	28,880,721	5,013,528
Over 1 year	2,791,224	1,046,126
	<hr/>	<hr/>
Total	<b>51,925,320</b>	<b>135,195,416</b>
	<hr/> <hr/>	<hr/> <hr/>

The ageing is counted starting from the date when accounts payable are recognised.

As at 30 June 2014 and 31 December 2013, the Group did not have any accounts payable due to shareholders who hold 5% or more of the voting rights of the Company.

## 18 Advances from customers

As at 30 June 2014 and 31 December 2013, the Group did not have any advances from customers due to shareholders who hold 5% or more of the voting rights of the Company.

## 19 Employee benefits payable

<b>Item</b>	<b>1 January 2014</b>	<b>Accrued during the period</b>	<b>Paid during the period</b>	<b>30 June 2014</b>
Salaries, bonuses, allowances	2,783,504	10,851,507	13,198,495	436,516
Staff welfare	13,105,528	446,908	483,078	13,069,358
Social insurance	–	2,019,125	2,019,125	–
Including: Medical insurance	–	482,879	482,879	–
Pension insurance	–	1,276,181	1,276,181	–
Unemployment insurance	–	115,201	115,201	–
Work-related injury insurance	–	75,881	75,881	–
Maternity insurance	–	68,983	68,983	–
Labour union fee and staff and workers' education fee	–	138,137	138,137	–
	<hr/>	<hr/>	<hr/>	<hr/>
Total	<b>15,889,032</b>	<b>13,455,677</b>	<b>15,838,835</b>	<b>13,505,874</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

As stipulated by the regulations of the PRC, the Group participates in various defined contribution retirement plans organised by municipal governments for its staff. The Group is required to make contributions to the retirement plans at 20.17% (2013: 20.17%) of the salaries, bonuses and certain allowances of its staff of last year. A member of the plan is entitled to a pension, to be paid by the municipal governments, equal to a fixed proportion of the salary prevailing at his retirement date. The Group has no other material obligation for the payment of pension benefits associated with these plans beyond the annual contributions described above.

## 20 Taxes payable

Item	30 June 2014	31 December 2013
Corporate income tax	6,706,282	12,014,350
Land use tax	200,074	236,580
Business tax	1,055	–
Value added tax	24,094,866	19,117,644
Stamp duty	11,417	20,240
Property tax	163,300	108,290
City maintenance and construction tax	173,487	(28,336)
Education surcharges	121,748	(28,336)
Individual income tax	21,634	24,334
Others	12,569	–
Total	<u><u>31,506,432</u></u>	<u><u>31,464,766</u></u>

## 21 Dividends payable

Pursuant to the resolution passed at the annual general meeting on 25 June 2014, dividends payable to equity shareholders of the Company of RMB0.05 per share, totaling RMB20,449,400, for 2013 was approved.

The Group did not have individual or significant dividends payable denominated in the foreign currency as at 30 June 2014 and 31 December 2013.

## 22 Other payables

As at 30 June 2014 and 31 December 2013, the Group did not have other payables due to shareholders who hold 5% or more of the voting rights of the Company.

## 23 Non-current liabilities due within one year

(1) Non-current liabilities due within one year by category are as follows:

Item	30 June 2014	31 December 2013
Long-term loans due within one year	<u><u>–</u></u>	<u><u>22,863,375</u></u>

(2) Long-term loans due within one year

Item	Annual interest rate	31 December 2013			RMB
		Currency	Principal	Exchange rate	
Credit loan	LIBOR+3.75%	USD	3,750,000	6.0969	<u>22,863,375</u>
Total					<u><u>22,863,375</u></u>



## 24 Long-term payables

Item	30 June 2014	31 December 2013
Amount payables in relation to acquisition of fixed assets and intangible assets	<u>673,937</u>	<u>655,420</u>

As at 30 June 2014 and 31 December 2013, the Group did not have any long-term payables due to shareholders who hold 5% or more of the voting rights of the Company.

## 25 Share capital

	Balance at the beginning of the period	Additions during the period	Reductions during the period	Balance at the end of the period
Number of shares	408,988,000	–	–	408,988,000
RMB	408,988,000	–	–	408,988,000

## 26 Capital reserve

Item	Balance at the beginning of the period	Additions during the period	Reductions during the period	Balance at the end of the period
Share premiums	112,385,840	–	–	112,385,840
Foreign currency translation	9,926	–	–	9,926
Total	<u>112,395,766</u>	<u>–</u>	<u>–</u>	<u>112,395,766</u>

## 27 Treasury shares

From 17 June 2014 to 30 June 2014, the Company repurchased a total of 4,402,000 H shares with par value of HK\$1.00 each on The Stock Exchange of Hong Kong Limited, at prices ranging from HK\$1.90 to HK\$2.31 per H share, for a total consideration of HK\$9,279,445.

The cost of treasury shares mainly includes the cost of repurchased shares, stamp duty and commission. After the completions of the shares repurchase, the Company will reduce the share capital by the par value of the repurchased shares.

## 28 Surplus reserve

Item	Balance at the beginning of the period	Additions during the period	Balance at the end of the period
Statutory surplus reserve	110,659,169	–	110,659,169
General reserve fund	29,721,231	–	29,721,231
Enterprise expansion fund	29,721,231	–	29,721,231
Total	<u>170,101,631</u>	<u>–</u>	<u>170,101,631</u>

## 29 Retained earnings

Item	Note	Amount
At 1 January 2014		844,150,398
Add: Net profits for the period attributable to equity shareholders of the Company		34,750,222
Less: Distributions to shareholders	(i)	<u>(20,449,400)</u>
At 30 June 2014		<u><u>858,451,220</u></u>

As at 30 June 2014, distributable reserve of the Company is RMB858,451,220 (31 December 2013: RMB844,150,398).

- (i) Dividend payable to equity shareholders attributable to the previous financial year, approved and paid during the interim period:

	For the six months ended 30 June	
	2014	2013
Final dividend in respect of the previous financial year, approved during the interim period, of RMB0.05 per share (2013: RMB0.05 per share)	<u><u>20,449,400</u></u>	<u><u>20,449,400</u></u>
Final dividend in respect of the previous financial year, paid during the interim period	<u><u>–</u></u>	<u><u>1,545,319</u></u>

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2014 (six months ended 30 June 2013: Nil).

Pursuant to the resolution passed at the annual general meeting on 25 June 2014, dividends payable to equity shareholders of the Company of RMB0.05 per share, totaling RMB20,449,400, for 2013 was approved.

Pursuant to the resolution passed at the annual general meeting on 26 June 2013, dividends payable to equity shareholders of the Company of RMB0.05 per share, totaling RMB20,449,400, for 2012 was approved.

## 30 Operating income and operating costs

Item	For the six months ended 30 June	
	2014	2013
Operating income from principal activities	<b>433,122,951</b>	411,828,999
Other operating income for principal activities	<b>790,847</b>	2,135,020
Operating cost from principal activities	<b>336,862,463</b>	337,965,684
Other operating cost for principal activities	<b>143,285</b>	999,996

Operating income from principal activities primarily represents income arising from the sales of condensed juice and related products.

Other operating income primarily represents income arising from the sales of material like packaging materials.

**31 Business taxes and surcharges**

Item	For the six months ended 30 June	
	2014	2013
City maintenance and construction tax	856,056	1,487,095
Education surcharges	805,277	1,160,436
Price adjustment fund	73,759	81,162
Foundation for water works	75,444	139,575
Watercourse maintenance fee	—	30,000
Total	<u>1,810,536</u>	<u>2,898,268</u>

**32 Financial expenses**

Item	For the six months ended 30 June	
	2014	2013
Interest expenses on bank borrowings repayable wholly within five years	23,011,467	10,799,089
Interest income from deposits and receivables	(374,909)	(149,924)
Net exchange (gain)/losses	(1,753,858)	930,160
Other financial expenses	457,659	246,223
Total	<u>21,340,359</u>	<u>11,825,548</u>

**33 Impairment losses**

Item	For the six months ended 30 June	
	2014	2013
Inventories	<u>3,727,324</u>	<u>—</u>

**34 Investment income**

(1) Investment income by item

Item	Note	For the six months ended 30 June	
		2014	2013
Income from long-term equity investments accounted for under the equity method	(2)	3,266,937	4,363,525
Gains from disposal of financial assets at fair value through profit or loss		295,515	174,337
Total		<u>3,562,452</u>	<u>4,537,862</u>

### 34 Investment income (continued)

- (2) For long-term equity investments accounted for under the equity method, the amount of investment income from an investee accounts for more than 5% of total profits or included in the top five investment income when the amount accounted for less than 5% of total profits, are as follows:

Name of investee	For the six months ended 30 June	
	2014	2013
Yantai Tongli Beverage Industries Co., Ltd.	3,266,937	4,533,394
Yantai Andre Pectin Co., Ltd.	—	(169,869)
Total	<u>3,266,937</u>	<u>4,363,525</u>

The Group held 18.95% equity interest of Yantai Andre Pectin Co., Ltd., an associate of the Group previously. The Group transferred 18.95% equity interest of Yantai Andre Pectin Co., Ltd. to DSM Food Specialties China Enterprise Co., Ltd. on 26 September 2013. After the completion of the transfer, the Group ceased owning any equity interest in Yantai Andre Pectin Co., Ltd.

### 35 Non-operating income

- (1) Non-operating income by item

Item	Note	For the six months ended 30 June	
		2014	2013
Government grants	(2)	1,732,985	1,469,500
Others		17,481	131,021
Total		<u>1,750,466</u>	<u>1,600,521</u>

- (2) Details of government grants

Item	For the six months ended 30 June	
	2014	2013
Science and technology project subsidies	1,674,000	1,336,500
Agriculture grants	23,985	45,000
Environment protection award	—	10,000
Others	35,000	78,000
Total	<u>1,732,985</u>	<u>1,469,500</u>

**36 Non-operating expenses**

Item	For the six months ended 30 June	
	2014	2013
Penalty	–	1,773
Donations	120,000	10,000
Others	6,324	–
Total	<u>126,324</u>	<u>11,773</u>

**37 Income tax expenses**

Item	Note	For the six months ended 30 June	
		2014	2013
Current tax expenses for the period based on tax law and regulations		217,166	(1,028,509)
Changes in deferred tax assets	(1)	–	1,057,961
Reversal of over-provision made in prior years		(1,097,308)	–
Total		<u>(880,142)</u>	<u>29,452</u>

(1) The analysis of changes in deferred tax assets is set out below:

Item	For the six months ended 30 June	
	2014	2013
Origination and reversal of temporary differences	–	1,057,961

(2) Reconciliation between income tax expense and accounting profit is as follows:

Item	For the six months ended 30 June	
	2014	2013
Profit before taxation	33,870,080	20,014,915
Expected PRC income tax expense at a tax rate of 25%	8,467,520	5,003,729
Add: Tax effect of exemption and relief granted	(12,419,731)	(16,883,025)
Tax effect of the difference in tax rates among the Company and the subsidiaries	27,975	(346,049)
Tax effect of tax loss of tax-exempted business	343,381	212,242
Tax effect of unused tax losses not recognised	3,664,174	11,862,899
Tax effect of reversal of over-provision made in prior years	(1,097,308)	–
Others	133,847	179,656
Income tax expense	<u>(880,142)</u>	<u>29,452</u>

### 38 Basic earnings per share and diluted earnings per share

(1) Basic earnings per share

Basic earnings per share is calculated by dividing consolidated net profit attributable to equity shareholders of the Company by the weighted average number of ordinary shares outstanding:

	<b>For the six months ended 30 June</b>	
	<b>2014</b>	2013
Consolidated net profit attributable to ordinary shareholders of the Company	<b>34,750,222</b>	19,985,463
Weighted average number of ordinary shares outstanding	<b>408,774,751</b>	408,988,000
Basic earnings per share (RMB per share)	<b>0.085</b>	0.049

Pursuant to resolutions passed at the annual general meeting and the class meetings of the holders of the H shares and Promoter shares of the Company on 26 June 2013 and 25 June 2014 as well as approvals from relevant government authorities, the Company repurchased 4,402,000 H Shares with a total cost of HKD9,279,445 (equivalent to RMB7,395,671) at Hong Kong Exchanges and Clearing Limited from 17 June 2014 to 30 June 2014.

The Group had no dilutive potential ordinary shares during the six months ended 30 June 2014 and 30 June 2013.

(2) Weighted average number of ordinary shares is calculated as follows:

	<b>30 June 2014</b>	31 December 2013
Issued ordinary shares at 1 January	<b>408,988,000</b>	408,988,000
Effect of repurchase of own shares	<b>(213,249)</b>	—
Weighted average number of ordinary shares at 30 June	<b>408,774,751</b>	408,988,000

### 39 Notes to cash flow statement

(1) Cash received relating to other operating activities

	<b>For the six months ended 30 June</b>	
	<b>2014</b>	2013
Cash received for sale of packaging materials	<b>790,847</b>	2,135,020
Others	<b>562,729</b>	5,077,788
Total	<b>1,353,576</b>	7,212,808

**39 Notes to cash flow statement (continued)**

(2) Cash paid relating to other operating activities

	<b>For the six months ended 30 June</b>	
	<b>2014</b>	2013
Cash paid for period expenses	<b><u>(24,908,301)</u></b>	<b><u>(29,221,676)</u></b>

(3) Cash received relating to other investing activities

	<b>For the six months ended 30 June</b>	
	<b>2014</b>	2013
Cash received relating to interests on deposit	<b><u>374,909</u></b>	<b><u>149,924</u></b>

**40 Supplement to cash flow statement**

(1) Supplement to cash flow statement

a. Reconciliation of net profit to cash flows from operating activities:

	<b>For the six months ended 30 June</b>	
<b>Item</b>	<b>2014</b>	2013
Net profit	<b>34,750,222</b>	19,985,463
Add: Depreciation of fixed assets	<b>17,395,165</b>	16,910,056
Amortisation of intangible assets	<b>1,146,046</b>	1,121,903
Impairment losses	<b>3,727,324</b>	–
Gains on disposal of fixed assets	<b>(7,258)</b>	(61,506)
Financial expenses	<b>22,339,474</b>	11,358,239
Gains arising from investments	<b>(3,562,452)</b>	(4,537,862)
Decrease in deferred tax assets	<b>–</b>	1,057,961
Decrease in gross inventories	<b>278,760,038</b>	291,616,812
Decrease in operating receivables	<b>148,321,724</b>	18,807,723
(Decrease)/increase in operating payables	<b><u>(158,473,308)</u></b>	<u>23,267,703</u>
Net cash flow from operating activities	<b><u>344,396,975</u></b>	<b><u>379,526,492</u></b>

b. Change in cash and cash equivalents:

<b>Item</b>	<b>30 June 2014</b>	30 June 2013
Cash at the end of the period	<b>646,517,876</b>	62,529,608
Less: Cash at the beginning of the period	<b><u>427,710,459</u></b>	<u>54,251,412</u>
Net increase in cash and cash equivalents	<b><u>218,807,417</u></b>	<b><u>8,278,196</u></b>

**40 Supplement to cash flow statement (continued)**

(2) Information on acquisition of a subsidiary:

	2014	2013
Consideration of acquiring a subsidiary	<u>52,120,000</u>	<u>—</u>
Cash and cash equivalents paid for acquiring a subsidiary	52,120,000	—
Less: Cash and cash equivalents held by acquired subsidiary	<u>1,247,876</u>	<u>—</u>
Net cash paid for acquisition of a subsidiary	<u>50,872,124</u>	<u>—</u>
Non-cash assets and liabilities held by the acquired subsidiary		
– Current assets	32,556,687	—
– Non-current assets	130,265,992	—
– Current liabilities	(115,017,154)	—

As at 15 May 2014, the Group acquired 100% equity interest of Anyue Andre Lemon Industry Technology Co., Ltd. from Yantai Anlin Fruit Co., Ltd. at a cash consideration of RMB52,120,000. After the acquisition, Anyue Andre Lemon Industry Technology Co., Ltd. became a subsidiary of the Group.

(3) Details of cash and cash equivalents

Item	30 June 2014	30 June 2013
Cash at bank and on hand		
Including: Cash on hand	556,897	439,814
Bank deposits available on demand	<u>645,960,979</u>	<u>62,089,794</u>
Closing balance of cash and cash equivalents	<u>646,517,876</u>	<u>62,529,608</u>

Note: Cash and cash equivalents disclosed above do not include the amount of cash with restricted usage and amount of investments with short maturity period.



## VI Related parties and related party transactions

### 1 Information on subsidiaries of the Company

Details of the subsidiaries of the Company are set out in Note IV.1.

### 2 Information on joint venture of the Company

<u>Name of investee</u>	<u>Entity type</u>	<u>Place of registration</u>	<u>Legal representative</u>	<u>Business nature</u>	<u>Registered capital</u>	<u>Group shareholding (%)</u>	<u>Group voting rights (%)</u>	<u>Related party relationship</u>	<u>Organisation code</u>
Yantai Tongli Beverage Industries Co., Ltd.	Limited company (Sino-foreign joint venture)	Shandong, PRC	Wang An	Manufacture and sale of beverage	USD 14,641,200	50%	50%	Joint venture	68828785-4

### 3 Information on other related parties

<u>Name of other related parties</u>	<u>Related party relationship</u>	<u>Organisation code</u>
Shandong Andre Group Co., Ltd.	An entity which has significant influence over the Group (i)	74657125-6
President Enterprises (China) Investment Co., Ltd.	An entity which has significant influence over the Group (i)	71092004-7
Chengdu President Enterprises Food Co., Ltd.	An entity which holds more than 5% shares of the Group	62170270-X
Guangzhou President Enterprises Co., Ltd.	An entity which holds more than 5% shares of the Group	61842730-5
China Pingan Investment Holdings Limited	An entity which holds more than 5% shares of the Group	-
Donghua Fruit Industry Co., Ltd.	An entity which holds more than 5% shares of the Group	-
Yantai Andre Yangma Resort Co., Ltd.	A subsidiary of Shandong Andre Group Co., Ltd.	75828617-X
Yantai Andre Real Estate Development Co., Ltd.	A subsidiary of Shandong Andre Group Co., Ltd.	61343192-X
Yantai Kunlong Spring Resort Co., Ltd.	A subsidiary of Shandong Andre Group Co., Ltd.	76776702-0
Yantai Andre Pectin Co., Ltd.	A subsidiary of Shandong Andre Group Co., Ltd. (ii)	75353113-X
Yantai Xiping Jian'an Co., Ltd.	An entity which has been controlled by the Company's chairman and his relatives	78717398-3

(i) Shandong Andre Group Co., Ltd. and President Enterprises (China) Investment Co., Ltd. exercised their significant influence over the Company through their representation on the board of directors of the Company.

(ii) The Group held 18.95% equity interest of Yantai Andre Pectin Co., Ltd., an associate of the Group previously. The Group transferred 18.95% equity interest of Yantai Andre Pectin Co., Ltd. to DSM Food Specialties China Enterprise Co., Ltd. on 26 September 2013. After the completion of the transfer, the Group ceased owning any equity interest in Yantai Andre Pectin Co., Ltd.

#### 4 Transactions with related parties

During the six months ended 30 June 2014, the Group entered into transactions with related parties as set out as follows. Some of these related party transactions constituted connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules.

##### (1) Related party transactions

	Note	For the six months period ended 30 June			
		The Group		The Company	
		2014	2013	2014	2013
Sales of goods		<b>52,234,348</b>	102,003,151	<b>13,796,297</b>	11,622,193
Purchases of goods		–	52,703	–	52,703
Disposal of fixed assets	(i)	–	675,190	–	–
Operating lease charges	(ii)	<b>124,468</b>	124,468	<b>124,468</b>	124,468
Interest charges	(iii)	–	1,296,349	–	1,296,349

- (i) Disposal of fixed assets represents the sales of machineries and equipments by Dalian Andre Juice Co., Ltd. to Yantai Andre Pectin Co., Ltd.
- (ii) Operating lease charges represent the rental paid by the Company to Yantai Andre Pectin Co., Ltd. for leasing it's office buildings.
- (iii) Interest charges represent interest charges on the loans obtained from Shandong Andre Group Co., Ltd., which was repaid on 27 June 2013.

##### (2) Key management personnel remuneration

Key management personnel are those persons holding positions with authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the Group's directors.

Remuneration for key management personnel of the Group is as follows:

	For the six months ended 30 June	
	2014	2013
Salaries, allowances and other benefits	<b>1,018,431</b>	930,968
Contributions to defined retirement plans	<b>55,894</b>	33,624
Total	<b>1,074,325</b>	964,592

For the six months ended 30 June 2014 and 2013, no emoluments were paid to the directors or supervisors as an inducement to join or upon joining the Company or as compensation for loss of office. For the six months ended 30 June 2014 and 2013, no fees or any other emoluments were waived by directors or supervisors.

**5 Receivables from and payables to related parties**

	The Group		The Company	
	30 June 2014	31 December 2013	30 June 2014	31 December 2013
Accounts receivable	33,513,924	10,380,732	8,449,095	739,315
Other receivables	-	-	-	-
Accounts payable	115,566	-	80,739	-
Other payables	-	165,957	-	165,957

**6 Guarantee**

The Group

Receiving guaranty

**2014**

Name of guarantor	Name of guarantee	Amount of guaranty	Guaranty completed (Y/N)
Shandong Andre Group Co., Ltd.	Yantai North Andre Juice Co., Ltd.	512,302,200	N
Shandong Andre Group Co., Ltd.	Yantai North Andre Juice Co., Ltd.	158,564,397	Y
		<u>670,866,597</u>	

2013

Name of guarantor	Name of guarantee	Amount of guaranty	Guaranty completed (Y/N)
Shandong Andre Group Co., Ltd.	Yantai North Andre Juice Co., Ltd.	459,078,647	N
Shandong Andre Group Co., Ltd.	Yantai North Andre Juice Co., Ltd.	167,421,293	Y
		<u>626,499,940</u>	

**6 Guarantee (continued)**

The Company

Providing guaranty

**2014**

<b>Name of guarantor</b>	<b>Name of guarantee</b>	<b>Amount of guaranty</b>	<b>Guaranty completed (Y/N)</b>
Yantai North Andre Juice Co., Ltd.	Xuzhou Andre Juice Co., Ltd.	<b>20,000,000</b>	N
Yantai North Andre Juice Co., Ltd.	Xuzhou Andre Juice Co., Ltd.	<b>30,000,000</b>	Y
Yantai North Andre Juice Co., Ltd.	Yantai Longkou Andre Juice Co., Ltd.	<b>20,000,000</b>	Y
		<hr/> <b>70,000,000</b> <hr/> <hr/>	

2013

<b>Name of guarantor</b>	<b>Name of guarantee</b>	<b>Amount of guaranty</b>	<b>Guaranty completed (Y/N)</b>
Yantai North Andre Juice Co., Ltd.	Xuzhou Andre Juice Co., Ltd.	30,000,000	N
Yantai North Andre Juice Co., Ltd.	Xuzhou Andre Juice Co., Ltd.	30,000,000	Y
Yantai North Andre Juice Co., Ltd.	Yantai Longkou Andre Juice Co., Ltd.	20,000,000	Y
		<hr/> 80,000,000 <hr/> <hr/>	

## 6 Guarantee (continued)

The Company

Receiving guaranty

2014

Name of guarantor	Name of guarantee	Amount of guaranty	Guaranty completed (Y/N)
Shandong Andre Group Co., Ltd.	Yantai North Andre Juice Co., Ltd.	512,302,200	N
Shandong Andre Group Co., Ltd.	Yantai North Andre Juice Co., Ltd.	158,564,397	Y
		<u>670,866,597</u>	

2013

Name of guarantor	Name of guarantee	Amount of guaranty	Guaranty completed (Y/N)
Shandong Andre Group Co., Ltd.	Yantai North Andre Juice Co., Ltd.	459,078,647	N
Shandong Andre Group Co., Ltd.	Yantai North Andre Juice Co., Ltd.	167,421,293	Y
		<u>626,499,940</u>	

## VII Contingencies

As at 30 June 2014 and 31 December 2013, the Group did not have contingent liabilities arising from outstanding litigations and arbitration.

## VIII Significant commitments

### 1. Capital commitments

	<b>30 June 2014</b>	31 December 2013
Contracts for acquisition of fixed assets being or to be executed	<b>426,139</b>	1,297,360

### 2. Operating lease commitments

As at 30 June 2014 and 31 December 2013, the Group and the Company had no non-cancellable operating leases.

## IX Other significant items

### 1 Segment reporting

The Group is principally operating in a single reportable segment, which is engaged in manufacture and sales of condensed fruit juice and related products, therefore the Group has not disclose any further information with respect to reportable segment.

The geographical location of the Group's operating income from external customers is set out as follows:

	<b>For the six months ended 30 June</b>	
	<b>2014</b>	2013
China	<b>143,122,162</b>	144,328,100
North America	<b>161,855,019</b>	93,014,433
Asia (excluding China)	<b>53,849,339</b>	124,320,894
Europe	<b>32,767,686</b>	21,207,664
Oceania	<b>36,267,862</b>	18,308,669
Africa	<b>6,051,730</b>	12,784,259
Total	<b>433,913,798</b>	413,964,019

## 2 Risk analysis, sensitivity analysis, and fair value for financial instruments

The Group has exposure to the following risks from its use of financial instruments in the normal course of the Group's operations, which mainly include:

- Credit risk
- Liquidity risk
- Interest rate risk
- Foreign currency risk

This note mainly presents information about the Group's exposure to each of the above risks and their sources, the Group's objectives, policies and processes for measuring and managing risks.

The Group aims to seek the appropriate balance between the risks and benefits from its use of financial instruments and to mitigate the adverse effects that the risks of financial instruments have on the Group's financial performance. Based on such objectives, the Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The internal audit department of the Group undertakes both regular and ad-hoc reviews of risk management controls and procedures.

### (1) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Group's credit risk is primarily attributable to cash at bank, receivables, debt investments and derivative financial instruments entered into for hedging purposes and other financial assets. Exposure to these credit risks are monitored by management on an ongoing basis.

The cash at bank of the Group is mainly held with well-known financial institutions. Management does not foresee any significant credit risks from these deposits and does not expect that these financial institutions may default and cause losses to the Group.

In respect of receivables, the risk management committee of the Group has established a credit policy under which individual credit evaluations are performed on all customers to determine the credit limit and terms applicable to the customers. These evaluations focus on the customers' financial position, the external ratings of the customers and their bank credit records where available. Receivables are due within 180 days from the date of billing. Debtors with balances are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

In monitoring the Group's credit risk, customer data are analysed by the Group according to some factors, such as ageing and maturity date.

## 2 Risk analysis, sensitivity analysis, and fair value for financial instruments (continued)

### (1) Credit risk (continued)

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry, country or area in which the customers operate and therefore significant concentrations of credit risk arise primarily when the Group has significant exposure to individual customers. As at 30 June 2014, 44% (31 December 2013: 64%) of the total accounts receivable and other receivables were due from the five largest customers of the Group. In addition, the debtors of the Group that are neither past due nor impaired mainly relate to a wide range of customers for whom there was no recent history of default.

Investments are normally only in liquid securities quoted on a recognised stock exchange, except where entered into for long-term strategic purposes, and counterparties have equivalent or higher credit ratings than the Group. Transactions involving derivative financial instruments are made with counterparties of sound credit standing and with whom the Group has a signed netting agreement. Given their high credit standing, management does not expect any investment counterparty to fail to meet its obligations.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset, including derivative financial instruments, in the balance sheet. The Group does not provide any other guarantees which would expose the Group to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the balance sheet date is disclosed in Note VI.6.

### (2) Liquidity risk

Liquidity risk is the risk that an enterprise may encounter deficiency of funds in meeting obligations associated with financial liabilities. The Company and its individual subsidiaries are responsible for their own cash management, including short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash, readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the balance sheet date of the Group's financial assets and financial liabilities, which are based on contractual cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at 30 June) and the earliest date the Group can be required to pay:



## 2 Risk analysis, sensitivity analysis, and fair value for financial instruments (continued)

### (2) Liquidity risk (continued)

Item	At 30 June 2014					Carrying amount at balance sheet date
	Contractual undiscounted cash flow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	
Financial assets						
Cash at bank and on hand	655,872,862	-	-	-	655,872,862	655,872,862
Financial assets at fair value through profit or loss	11,000,000	-	-	-	11,000,000	11,000,000
Accounts receivable and other receivables	121,302,163	-	-	-	121,302,163	121,302,163
Sub-total	<u>788,175,025</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>788,175,025</u>	<u>788,175,025</u>
Financial liabilities						
Short-term loans	(766,360,699)	-	-	-	(766,360,699)	(752,788,600)
Accounts payable and other payables	(80,792,728)	-	-	-	(80,792,728)	(80,792,728)
Employee benefits payable	(13,505,874)	-	-	-	(13,505,874)	(13,505,874)
Taxes payable	(31,506,432)	-	-	-	(31,506,432)	(31,506,432)
Dividends payable	(20,449,400)	-	-	-	(20,449,400)	(20,449,400)
Long-term payables	-	-	-	(1,111,000)	(1,111,000)	(673,937)
Sub-total	<u>(912,615,133)</u>	<u>-</u>	<u>-</u>	<u>(1,111,000)</u>	<u>(913,726,133)</u>	<u>(899,716,971)</u>
Net amount	<u>(124,440,108)</u>	<u>-</u>	<u>-</u>	<u>(1,111,000)</u>	<u>(125,551,108)</u>	<u>(111,541,946)</u>

Item	At 31 December 2013					Carrying amount at balance sheet date
	Contractual undiscounted cash flow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	
Financial assets						
Cash at bank and on hand	437,065,445	-	-	-	437,065,445	437,065,445
Accounts receivable and other receivable	151,377,895	-	-	-	151,377,895	151,377,895
Sub-total	<u>588,443,340</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>588,443,340</u>	<u>588,443,340</u>
Financial liabilities						
Short-term loans	(689,946,962)	-	-	-	(689,946,962)	(672,259,392)
Accounts payable and other payables	(148,155,719)	-	-	-	(148,155,719)	(148,155,719)
Employee benefits payable	(15,889,032)	-	-	-	(15,889,032)	(15,889,032)
Taxes payable	(31,464,766)	-	-	-	(31,464,766)	(31,464,766)
Non-current liabilities due within one year	(23,278,793)	-	-	-	(23,278,793)	(22,863,375)
Long-term payables	-	-	-	(1,111,000)	(1,111,000)	(655,420)
Sub-total	<u>(908,735,272)</u>	<u>-</u>	<u>-</u>	<u>(1,111,000)</u>	<u>(909,846,272)</u>	<u>(891,287,704)</u>
Net amount	<u>(320,291,932)</u>	<u>-</u>	<u>-</u>	<u>(1,111,000)</u>	<u>(321,402,932)</u>	<u>(302,844,364)</u>

## 2 Risk analysis, sensitivity analysis, and fair value for financial instruments (continued)

### (3) Interest rate risk

Interest-bearing financial instruments at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest risk, respectively. The Group determines the appropriate weightings of the fixed and floating rate interest-bearing instruments based on the current market conditions and performs regular reviews and monitoring to achieve an appropriate mix of fixed and floating rate exposure. The Group does not enter into financial derivatives to hedge interest rate risk.

#### (a) The Group held the following interest-bearing financial instruments:

##### Fixed rate instruments:

Item	At 30 June 2014		At 31 December 2013	
	Annual interest rate	Amount	Annual interest rate	Amount
Financial liabilities				
– Short-term loans	3.82% ~ 6.60%	(725,101,000)	3.15% ~ 6.72%	(626,517,885)
Total		<u>(725,101,000)</u>		<u>(626,517,885)</u>

##### Variable rate instruments:

Item	30 June 2014		31 December 2013	
	Annual interest rate	Amount	Annual interest rate	Amount
Financial assets				
– Cash at bank	0.02% ~ 3.30%	655,315,965	0.10% ~ 3.25%	436,892,432
Financial liabilities				
– Short-term loans	COF+ 2.25% ~ 3.00%	(27,687,600)	COF+ 2.25% ~ 3.00%	(45,741,507)
– Non-current liabilities due within one year		–	/LIBOR+4.50% LIBOR+3.75%	(22,863,375)
Total		<u>627,628,365</u>		<u>368,287,550</u>

## 2 Risk analysis, sensitivity analysis, and fair value for financial instruments (continued)

### (3) Interest rate risk (continued)

#### (b) Sensitivity analysis

For the six months ended 30 June 2014, it is estimated that a general increase/decrease of 50 basis points in bank borrowing interest rates for bank borrowing, with all other variables held constant, would have increased/decreased the Group's equity by approximately RMB1,176,803 (for the six months ended 30 June 2013: decreased/increased RMB423,773), and increased/decreased the Group's net profit by approximately RMB1,176,803 (for the six months ended 30 June 2013: decreased/increased RMB423,773).

The sensitivity analysis above indicates the instantaneous change in the net profit and equity that would arise assuming that the change in interest rates had occurred at the balance sheet date and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the balance sheet date. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the balance sheet date, the impact on the net profit and equity is estimated as a six months period impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis for the previous period.

### (4) Foreign currency risk

In respect of accounts receivable and payable denominated in foreign currencies other than the functional currency, the Group ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

- (a) As at 30 June 2014, the Group's exposure to currency risk arising from recognised assets or liabilities denominated in US Dollar ("USD") is presented in the following tables. For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the balance sheet date. Differences resulting from the translation of the financial statements denominated in foreign currency are excluded.

Item	30 June 2014 USD	31 December 2013 USD
Cash at bank and on hand	30,090,802	72,262,943
Accounts receivable	66,584,580	119,764,260
Accounts payable	(3,900,412)	(7,004,613)
Other payables	(24,860,401)	–
Short-term loans	(112,288,600)	(76,967,543)
Non-current liabilities due within one year	–	(22,863,375)
	<hr/>	<hr/>
Net balance sheet exposure	<b>(44,374,031)</b>	<b>85,191,672</b>

## 2 Risk analysis, sensitivity analysis, and fair value for financial instruments (continued)

### (4) Foreign currency risk (continued)

- (b) The following are the exchange rates for Renminbi against foreign currencies applied by the Group:

	Average rate		Reporting date mid-spot rate	
	2014	2013	2014	2013
USD	6.1431	6.1896	6.1528	6.0969

### (c) Sensitivity analysis

Assuming all other risk variables remained constant, a 5% strengthening of the Renminbi against the USD at the balance sheet date would have increased (decreased) the Group's equity and net profit by the amount shown below, whose effect is in Renminbi and translated using the spot rate at the balance sheet date:

	Equity	Net profit
As at 30 June 2014 USD	1,651,580	1,651,580
As at 31 December 2013 USD	(3,194,688)	(3,194,688)

A 5% weakening of the Renminbi against the US dollar at the balance sheet date would have had the equal but opposite effect on them to the amounts shown above, on the basis that all other variables remained constant.

The sensitivity analysis above assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the balance sheet date. The analysis excludes differences that would result from the translation of the financial statements denominated in foreign currency. The analysis is performed on the same basis for the previous year.

### (5) Other price risks

Other price risks include commodity price risk.

## 2 Risk analysis, sensitivity analysis, and fair value for financial instruments (continued)

### (6) Fair value

Financial instruments carried at fair value

The following table presents the carrying value of financial instruments measured at fair value as at 30 June 2014 and 31 December 2013 across the three levels of the fair value hierarchy. The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. The levels are defined as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at 30 June 2014, the Group only has financial assets at fair value through profit or loss which were measured at fair value under Level 1.

During the six months ended 30 June 2014, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (corresponding period in 2013: nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The following table presents the carrying value of financial instruments measured at fair value as at 30 June 2014 and 31 December 2013. 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 30 June 2014 and 31 December 2013.

Asset	Note	30 June 2014	31 December 2013
Financial assets at fair value through profit or loss	V.2	11,000,000	–

During the six months ended 30 June 2014, there were no changes in valuation technique of fair value.

## 3 Assets measured at fair value

Item	Balance at the beginning of the period	Addition for the period	Disposal for the period	Changes in fair value for the period	Balance at the end of the period
Wealth management products, designated as at fair value through profit or loss	–	1,738,200,000	(1,727,495,515)	295,515	11,000,000

## X Notes to major items in the parent company's financial statements

### 1 Accounts receivable

(1) Accounts receivable by customer type:

Type	30 June 2014	31 December 2013
Third parties	73,153,705	120,151,744
Subsidiaries	15,385,290	11,312,442
Other related parties	8,449,095	739,315
Sub-total	96,988,090	132,203,501
Less: Provision for bad and doubtful debts	—	—
Total	96,988,090	132,203,501

(2) The ageing analysis of accounts receivable is as follows:

Ageing	30 June 2014	31 December 2013
Within 6 months	96,988,090	132,203,501
Less: Provision for bad and doubtful debts	—	—
Total	96,988,090	132,203,501

The ageing is counted starting from the date when accounts receivable are recognised. Customers are normally granted credit terms of 6 months, depending on the credit standing of individual customers.

(3) Accounts receivable due from shareholders holding 5% or more of the voting rights of the Company:

Debtor	30 June 2014		31 December 2013	
	Amount	Provision for bad and doubtful debts	Amount	Provision for bad and doubtful debts
Chengdu President Enterprises Food Co., Ltd.	52,525	—	—	—
Guangzhou President Enterprises Co., Ltd.	82,500	—	—	—
	135,025	—	—	—

## 2 Other receivables

- (1) Other receivables by customer type:

<b>Customer type</b>	<b>30 June 2014</b>	31 December 2013
Subsidiaries	<b>346,463,251</b>	244,530,940
Third parties	<b>2,416,551</b>	4,008,650
	<hr/>	<hr/>
Sub-total	<b>348,879,802</b>	248,539,590
Less: Provision for bad and doubtful debts	<b>3,987,685</b>	3,987,685
	<hr/>	<hr/>
Total	<b>344,892,117</b>	244,551,905
	<hr/> <hr/>	<hr/> <hr/>

- (2) As at 30 June 2014 and 31 December 2013, the Company did not hold any other receivables which were denominated in foreign currency.

- (3) The ageing analysis of other receivables is as follows:

<b>Ageing</b>	<b>30 June 2014</b>	31 December 2013
Within 1 year (inclusive)	<b>341,687,619</b>	244,550,037
Over 1 year but within 2 years (inclusive)	<b>55,179</b>	1,868
Over 2 years but within 3 years (inclusive)	<b>3,149,319</b>	–
Over 3 years	<b>3,987,685</b>	3,987,685
	<hr/>	<hr/>
Sub-total	<b>348,879,802</b>	248,539,590
Less: Provision for bad and doubtful debts	<b>3,987,685</b>	3,987,685
	<hr/>	<hr/>
Total	<b>344,892,117</b>	244,551,905
	<hr/> <hr/>	<hr/> <hr/>

The ageing is counted starting from the date when other receivables are recognised.

The Company holds no collaterals for the provision of other receivables stated above.

- (4) Other receivables by category:

<b>Category</b>	Note	<b>30 June 2014</b>			
		Carrying amount		Provision for bad and doubtful debts	
		Amount	Percentage (%)	Amount	Percentage (%)
Individually significant and assessed individually for impairment	(5)	<b>3,987,685</b>	<b>100%</b>	<b>3,987,685</b>	<b>100%</b>
		<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
		31 December 2013			
		Carrying amount		Provision for bad and doubtful debts	
		Amount	Percentage (%)	Amount	Percentage (%)
Individually significant and assessed individually for impairment	(5)	3,987,685	100%	3,987,685	100%
		<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

## 2 Other receivables (continued)

- (5) During the six months ended 30 June 2014 and 30 June 2013, the Company had no reverse or recovery of bad debts provision.
- (6) As at 30 June 2014 and 31 December 2013, the Company did not have other receivables due from shareholder holding 5% or more of the voting rights of the Company.

## 3 Long-term equity investments

- (1) Long-term equity investments by category:

Category	30 June 2014	31 December 2013
Investments in subsidiaries	573,355,647	521,235,647
Investments in a joint venture	20,288,164	23,559,696
Sub-total	593,643,811	544,795,343
Less: Provision for impairment	—	—
Total	593,643,811	544,795,343

- (2) Movements of long-term equity investments for the period are as follows:

Investee	Investment cost	Book value of long-term equity investments		Shareholding percentage (%)	Voting rights percentage (%)	Cash dividend for the period
		Balance at the beginning of the period	Balance at the end of the period			
Cost method – subsidiaries						
Baishui Andre Juice Co., Ltd.	110,630,130	110,630,130	—	75%	75%	—
Yantai Longkou Andre Juice Co., Ltd.	80,622,696	80,622,696	—	75%	75%	—
Xuzhou Andre Juice Co., Ltd.	58,645,418	58,645,418	—	75%	75%	—
Andre Juice Co., Ltd.	8	8	—	100%	100%	—
Dalian Andre Juice Co., Ltd.	56,000,000	56,000,000	—	70%	70%	—
Binzhou Andre Juice Co., Ltd.	107,893,488	107,893,488	—	75%	75%	—
Yantai Andre Juice Co., Ltd.	30,000,000	30,000,000	—	75%	75%	—
Yongji Andre Juice Co., Ltd.	77,443,907	77,443,907	—	75%	75%	—
Auyue Andre Lemon Industry Technology Co., Ltd.	52,120,000	—	52,120,000	100%	100%	—
Subtotal	573,355,647	521,235,647	52,120,000			—
Equity method – joint venture						
Yantai Tongli Beverage Industries Co., Ltd.	25,000,026	23,559,696	(3,271,532)	25%	25%	4,905,000
Subtotal	25,000,026	23,559,696	(3,271,532)			4,905,000
Total	598,355,673	544,795,343	48,848,468			4,905,000

Details of the Company's subsidiaries are set out in Note IV.



### 3 Long-term equity investments (continued)

#### (3) Details of the joint venture

Name of Investee	Total assets at 30 June 2014	Total liabilities at 30 June 2014	Net assets at 30 June 2014	Total operating income for the six months ended 30 June 2014	Net profit for the six months ended 30 June 2014
Yantai Tongli Beverage Industries Co., Ltd.	130,475,729	19,703,335	110,772,394	80,394,509	6,533,874

Name of Investee	Total assets at 31 December 2013	Total liabilities at 31 December 2013	Net assets at 31 December 2013	Total operating income for the six months ended 30 June 2013	Net profit for the six months ended 30 June 2013
Yantai Tongli Beverage Industries Co., Ltd.	121,810,020	6,671,500	115,138,520	90,102,673	9,066,788

### 4 Operating income and operating costs

Item	For the six months ended 30 June	
	2014	2013
Operating income from principal activities	310,182,233	256,042,239
Other operating income	2,692,990	261,632
Operating cost from principal activities	261,747,196	266,044,955
Other operating cost	2,608,508	237,862

### 5 Investment income

#### (1) Details of investment income

Item	Note	For the six months ended 30 June	
		2014	2013
Income from long-term equity investments accounted for using equity method	(2)	1,633,468	2,096,824
Gains from disposal of financial assets at fair value through profit or loss		295,515	154,644
Total		<b>1,928,983</b>	<b>2,251,468</b>

## 5 Investment income (continued)

- (2) For long-term equity investments accounted for using the cost method, investment income from an investee accounted for more than 5% of total profits or included in the top five investment income when the amount is less than 5% of total profits, are as follows:

Investee	For the six months ended 30 June	
	2014	2013
Yantai Tongli Beverage Industries Co., Ltd.	1,633,468	2,266,693
Yantai Andre Pectin Co., Ltd.	—	(169,869)
Total	<b>1,633,468</b>	<b>2,096,824</b>

## 6 Supplement to cash flow statement

Item	For the six months ended 30 June	
	2014	2013
(1) Reconciliation of net profit to cash flows from operating activities:		
Net profit/(loss)	10,684,663	(39,639,132)
Add: Depreciation of fixed assets	3,649,009	3,270,036
Amortisation of intangible assets	319,581	416,146
Financial expenses	20,132,485	9,267,404
Investment income	(1,928,983)	(2,251,468)
Decrease in deferred tax assets	—	1,057,961
Decrease in gross inventories	106,837,830	20,106,749
(Increase)/decrease in operating receivables	(41,264,562)	114,206,580
Increase in operating payables	110,156,173	195,625,720
Net cash inflow from operating activities	<b>208,586,196</b>	<b>302,059,996</b>
(2) Change in cash and cash equivalents:		
Cash at the end of the period	632,716,686	58,356,889
Less: Cash at the beginning of the period	423,377,863	42,257,195
Net increase in cash and cash equivalents	<b>209,338,823</b>	<b>16,099,694</b>

## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial Review

For the six months ended 30 June 2014, the Group's turnover was approximately RMB433,914,000 as compared to approximately 413,964,000 for the corresponding period in 2013, representing an increase of approximately RMB19,950,000 or 5%. The Group's turnover was principally derived from the manufacture and sale of apple juice concentrate, pear juice concentrate, apple essence, feedstuff and related products. The increase in turnover was mainly attributable to the increase in sales volume of the juice concentrate.

For the six months ended 30 June 2014, the Group's gross profit was approximately RMB96,908,000 and the gross profit margin was approximately 22%. For the corresponding period in 2013, the gross profit was approximately RMB74,998,000 and gross profit margin was approximately 18%. The increase in gross profit margin was mainly attributable to the decrease in cost of fruit in the period ended 30 June 2014.

For the six months ended 30 June 2014, the Group's net profit (i.e. the profit for the period attributable to equity shareholders of the Company) was approximately RMB34,750,000, as compared to approximately RMB19,985,000 for the corresponding period in 2013, representing an increase of approximately RMB14,765,000 or 74%. The increase in net profit was mainly attributable to the increase in gross profit derived from the sale of juice concentrate.

For the six months ended 30 June 2014, the Group incurred distribution expenses of approximately RMB24,507,000, as compared to approximately RMB22,910,000 for the corresponding period in 2013, representing an increase of approximately RMB1,597,000. The Group's distribution expenses mainly included transport, export inspection and marketing expenses. Such increase was mainly attributable to the increase in sales volume.

For the six months ended 30 June 2014, the Group incurred administrative expenses of approximately RMB16,839,000 as compared to approximately RMB23,476,000 for the corresponding period in 2013, representing a decrease of approximately RMB6,637,000. Such decrease was attributable to the better control of administrative expenses.

For the six months ended 30 June 2014, the net finance costs of the Group were approximately RMB21,340,000, as compared to approximately RMB11,826,000 for the corresponding period in 2013, representing an increase of approximately RMB9,514,000. Such increase was mainly due to the increase in average loan balance.

## **Business Review**

On 29 April 2014, the Company and 烟台安林果業有限公司 (Yantai Anlin Fruit Industry Co., Ltd.) (“Yantai Anlin”) entered into an equity transfer agreement, pursuant to which the Company conditionally agreed to acquire and Yantai Anlin conditionally agreed to sell the entire equity interest in 安岳安德利檸檬產業科技有限公司 (Anyue Andre Lemon Industry Technology Co., Ltd.) (“Anyue Andre”) at a consideration of RMB52,120,000 (equivalent to approximately HK\$65,150,000). Anyue Andre is the first domestic enterprise professionally engaged in extracting lemon oil and lemon juice, as well as the largest enterprise solely professionally engaged in deep-processing of lemon in the PRC. The Board believes that the transaction under the equity transfer agreement provides a prime opportunity for the Company to diversify its business. Upon completion, the principal business of Anyue Andre can be integrated with the existing businesses of the Company and such integration will bring along synergy effect to the Company’s business, which in turn, would maximize the return to the shareholders of the Company.

### *Stabilising Market Coverage*

During 2014, by adapting to the market demand and leveraging on its advanced production technology, superb product quality and comprehensive customer services, the Group maintained steady growth in markets sales. With years of continuous efforts, the Group has already expanded its sales network to major countries and regions in the world, including the US, Japan, Europe, Oceania and African countries and PRC market.

### *Optimisation of Customer Base*

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

## **Future Prospects**

### *Market Expansion and Product Diversification*

Currently the Group has established relatively stable market penetration and customers groups in major consumer markets of apple juice concentrate in the world, namely the US, European, Oceania, African countries and Japan. The Company will put more efforts in the development of various emerging markets, with a view to breaking through these markets. On the other hand, the Company has in recent years explored the market opportunities for its new products and niche products as well as the development of new customer groups. This will satisfy both the needs of the market and our customers, as well as fulfill our target of product mix expansion.

### *Further Exploitation of the Domestic Market*

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

### *Develop Financing Channels*

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

### **EMPLOYMENT AND REMUNERATION POLICY**

As at 30 June 2014, the Group had a total of 820 employees and the total employee remuneration for the six months ended 30 June 2014 was approximately RMB12,871,000. The Group's employment and remuneration policies remained unchanged with those described in the prospectus of the Company dated 11 April 2003. The salaries and benefits of the employees of the Group were kept at a competitive level and employees were rewarded on a performance related basis with general framework of the Group's salary and bonus system which is reviewed annually. A wide range of benefits, including statutory compulsory welfare plans, were also provided to employees.

### **DIVIDEND**

The Board proposed a final dividend of RMB0.05 per share for the year ended 31 December 2013. The proposal to declare and pay this final dividend was passed at the annual general meeting of the Company held on 25 June 2014.

The Board proposed not to distribute interim dividend for the period ended 30 June 2014.

### **SIGNIFICANT INVESTMENT**

No significant investment was made by the Group during the six months ended 30 June 2014.

### **MATERIAL ACQUISITION AND DISPOSAL**

On 29 April 2014, the Company and Yantai Anlin entered into an equity transfer agreement, pursuant to which the Company conditionally agreed to acquire and Yantai Anlin conditionally agreed to sell the entire equity interest in Anyue Andre at a consideration of RMB52,120,000 (equivalent to approximately HK\$65,150,000). The acquisition was completed on 15 May 2014 and Anyue Andre became a wholly owned subsidiary of the Company.

Save as disclosed above, no material acquisitions or disposals of subsidiaries and associated companies have been made by the Company during the six months ended 30 June 2014.

## **CONTINGENT LIABILITIES**

The Directors were not aware of any material contingent liability as at 30 June 2014.

## **CHARGE OF ASSETS**

Except as disclosed in Note V.15 to the Interim Result section, the Group has no assets charged as at 30 June 2014.

## **LIQUIDITY AND FINANCIAL RESOURCES**

The Group generally financed its operations and investing activities with internally generated financial resources and loans from banks. As at 30 June 2014, the Group had outstanding bank loans amounted to approximately RMB752,789,000, of which RMB640,500,000 was borrowed at interest rates ranging from 5.80% to 6.60%, RMB84,601,000 was borrowed at interest rates ranging from 3.83% to 5.65%, and RMB27,688,000 was borrowed at floating interest rate of the lender's cost of fund +2.25% to +3.00%.

As at 30 June 2014, the Group had a net cash and cash equivalent position of approximately RMB646,518,000. The Group's gearing ratio at 30 June 2014 was approximately 37% (30 June 2013: approximately 24%) which was calculated based on the Group's total liabilities of approximately RMB916,923,000 (30 June 2013: approximately RMB444,290,000) and total equity and liabilities of approximately RMB2,459,463,000 (30 June 2013: approximately RMB1,872,382,000). The Directors considered that the Group had sufficient financial resources to meet its ongoing operation requirements.

## **FOREIGN EXCHANGE EXPOSURE**

The operating revenue of the Group is substantially denominated in US dollars. It is the practice of the Group to convert its operating revenue denominated in US dollars to RMB for financing its operating expenses and capital requirements. However, the results of operations and the financial position of the Group may be affected by any changes in the exchange rates.

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

## **PURCHASE, SALE OR REDEMPTION OF SHARES**

As at 30 June 2014, the Company repurchased a total of 4,402,000 H shares with par value of HK\$1.00 each on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") at prices ranging from HK\$1.90 to HK\$2.31 per H share, for a total consideration of HK\$9,279,445.

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2014.

## DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 30 June 2014, the interests and short positions of the Directors, Supervisors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were (a) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); and (b) required to be recorded in the register kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the directors of the Company as referred to in Appendix 10 of the Listing Rules were as follows:

### Long positions in the shares of the Company

Name of Directors	Class of Shares	Number of shares held	Capacity	Type of Interest	Approximate percentage of Domestic Shares/ H Shares	Approximate percentage of total share capital
Wang An (Note 1)	Domestic Shares	121,010,501 (L)	Interest of controlled corporations (Note 2)	Personal	48.30% (L)	29.59% (L)
		65,779,459 (L)	Interest of Spouse (Note 2)	Personal	26.26% (L)	16.08% (L)
	H Shares	1,708,500 (L)	Interest of controlled corporations (Note 3)	Personal	1.08% (L)	0.42% (L)
		34,771,380 (L)	Interest of Spouse (Note 3)	Personal	21.94% (L)	8.50% (L)
Liu Tsung-Yi	H Shares	195,400 (L)	Beneficial owner	Personal	0.12% (L)	0.05% (L)

Notes:

The letter “L” denotes a long position.

- (1) As at 30 June 2014, Mr. Wang An, a Director, controlled (a) 90% interest in China Pingan Investment Holdings Limited, which held 46,351,961 Domestic Shares and 1,708,500 H Shares, representing 11.33% and 0.42% interests in the total issued share capital of the Company, respectively; (b) 90% interest in Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司), which held 74,658,540 Domestic Shares, representing 18.25% interest in the total issued share capital of the Company; and (c) Ms. Zhang Shaoxia, the wife of Mr. Wang An, who indirectly held 60% of the issued share capital of Donghua Fruit Industry Co., Ltd., which in turn held 65,779,459 Domestic Shares, representing approximately 16.08% of the total issued share capital of the Company and directly held the entire issued share capital of Hongan International Investment Co., Ltd., which in turn held 34,771,380 H Shares, representing approximately 8.50% of the total issued share capital of the Company.

- (2) Mr. Wang An was deemed to be interested in these Domestic Shares through his interests in China Pingan Investment Holdings Limited, Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司) and interest of his spouse in Donghua Fruit Industry Co., Ltd..
- (3) (a) The long position in 1,708,500 H Shares was held by China Pingan Investment Holdings Limited. Mr. Wang An was deemed to be interested in these H Shares through his 90% interest in China Pingan Investment Holdings Limited; and (b) the long position in 34,771,380 H Shares was held by Hongan International Investment Co., Ltd.. Mr. Wang An was deemed to be interested in these H Shares as Ms. Zhang Shaoxia, the wife of Mr. Wang An, directly held the entire issued share capital of Hongan International Investment Co., Ltd..

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 30 June 2014, so far as the Directors are aware, the following persons (other than the Directors, Supervisors and chief executive of the Company) had interests and short positions in the shares, underlying shares and debentures of the Company which were discloseable under Divisions 2 and 3 of Part XV of the SFO and recorded in the register kept by the Company pursuant to section 336 of the SFO:

### Long positions in the shares of the Company

Name of Shareholders	Class of shares	Number of shares held	Capacity	Type of Interest	Approximate percentage of Domestic Shares/ H Shares	Approximate percentage of total share capital
China Pingan Investment Holdings Limited	Domestic Shares	46,351,961 (L) (Note 1)	Beneficial owner	Corporate	18.50% (L)	11.33% (L)
	H Shares	1,708,500 (L)	Beneficial owner	Corporate	1.08% (L)	0.42% (L)
Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司)	Domestic Shares	74,658,540 (L) (Note 2)	Beneficial owner	Corporate	29.80% (L)	18.25% (L)
Donghua Fruit Industry Co., Ltd.	Domestic Shares	65,779,459 (L) (Note 3)	Beneficial owner	Corporate	26.26% (L)	16.08% (L)
Uni-President Enterprises Corp. 統一企業股份有限公司	Domestic Shares	63,746,040 (L) (Note 4)	Interests of controlled corporations (Note 5)	Corporate	25.44% (L)	15.59% (L)
	H Shares	237,000 (L)	Beneficial owner (Note 6)	Corporate	0.15% (L)	0.05% (L)



Name of Shareholders	Class of shares	Number of shares held	Capacity	Type of Interest	Approximate percentage of Domestic Shares/ H Shares	Approximate percentage of total share capital
Norges Bank	H Shares	12,336,000 (L)	Beneficial owner	Corporate	7.79% (L)	3.02% (L)
Mitsui & Co., Ltd. 三井物産株式會社	H Shares	21,340,000 (L) (Note 7)	Beneficial owner	Corporate	13.47% (L)	5.22% (L)
JP Morgan Chase & Co.	H Shares	12,390,500 (L)	Custodian corporation/ approved	Corporate	7.82% (L)	3.03% (L)
		12,390,500 (P) (Note 8)	lending agent		7.82% (P)	3.03% (P)
Hongan International Investment Co. Ltd.	Domestic Shares	65,779,459(L)	Interest of controlled corporations	Corporate	26.26% (L)	16.08% (L)
	H Shares	34,771,380 (L)	Beneficial owner	Corporate	21.94% (L)	8.50% (L)
Zhang Shaoxia	Domestic Shares	65,779,459 (L)	Interest of controlled corporations (Note 9)	Personal	26.26% (L)	16.08% (L)
		121,010,501(L)	Interest of spouse (Note 9)	Personal	48.30% (L)	29.59% (L)
	H Shares	34,771,380 (L)	Interest of controlled corporations (Note 10)	Personal	21.94% (L)	8.50% (L)
		1,708,500(L)	Interest of spouse (Note 10)	Personal	1.08% (L)	0.42% (L)

*Notes:*

The letter “L” denotes a long position. The letter “P” denotes interests in a lending pool.

- (1) Mr. Wang An, a Director, was deemed to be interested in these Domestic Shares through his 90% interest in China Pingan Investment Holdings Limited.
- (2) Mr. Wang An, a Director, was deemed to be interested in these Domestic Shares through his 90% interest in Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司) .
- (3) The long position in 65,779,459 Domestic Shares was directly held by Donghua Fruit Industry Co., Ltd.. Based on the information provided by Donghua Fruit Industry Co., Ltd., Hongan International Investment Co, Ltd. and Ms. Zhang Shaoxia were deemed to be interested in these 65,779,459 Domestic Shares.

- (4) The long position in 63,746,040 Domestic Shares was held by Uni-President China Holdings Ltd., a non wholly-owned subsidiary of Uni-President Enterprises Corp. (統一企業股份有限公司), through its two wholly-owned subsidiaries, namely, Chengdu President Enterprises Food Co., Ltd. (成都統一企業食品有限公司), which held 42,418,360 Domestic Shares, and Guangzhou President Enterprises Co., Ltd. (廣州統一企業有限公司), which held 21,327,680 Domestic Shares.
- (5) Pursuant to Part XV of the SFO, Uni-President Enterprises Corp. (統一企業股份有限公司) was deemed to be interested in such 63,746,040 Domestic Shares. The 63,746,040 Domestic Shares were held by a series of controlled corporations of Uni-President Enterprises Corp. (統一企業股份有限公司), of which 42,418,360 Domestic Shares, representing approximately 10.37% of the total issued share capital of the Company, were held directly by Chengdu President Enterprises Food Co., Ltd. (成都統一企業食品有限公司) and 21,327,680 Domestic Shares, representing approximately 5.21% of the total issued share capital of the Company, were held directly by Guangzhou President Enterprises Co., Ltd. (廣州統一企業有限公司).
- (6) These H Shares are beneficially held by Uni-President China Holdings Ltd..
- (7) After the capitalization issue of shares by the Company in 2007, the number of H Shares held by Mitsui & Co., Ltd. was adjusted from 97,000,000 H shares to 213,400,000 H shares. Upon the share consolidation of the Company in January 2013, the number of H Shares held by Mitsui & Co., Ltd was further adjusted to 21,340,000 H Shares.
- (8) According to the public information available on the website of the Stock Exchange, these H Shares were held directly by JP Morgan Chase Bank N.A., a wholly-owned subsidiary of JP Morgan Chase & Co..
- (9) Ms. Zhang Shaoxia indirectly held 60% of the issued share capital of Donghua Fruit Industry Co., Ltd., which in turn held 65,779,459 Domestic Shares. 121,010,501 Domestic Shares were held by Mr. Wang An, the husband of Ms. Zhang Shaoxia, therefore Ms. Zhang Shaoxia was deemed to be interested in these shares.
- (10) Ms. Zhang Shaoxia directly held the entire issued share capital of Hongan International Investment Co., Ltd., which in turn held 34,771,380 H Shares. 1,708,500 H Shares were held by Mr. Wang An, the husband of Ms. Zhang Shaoxia, therefore Ms. Zhang Shaoxia was deemed to be interested in these shares.

## COMPETING INTERESTS

As at 30 June 2014, none of the Directors, the management shareholders of the Company and their respective associates (as defined under the Listing Rules) had any interest in a business which competes or may compete with the businesses of the Group or has or may have any other conflicts of the interest with the Group.

## **CORPORATE GOVERNANCE PRACTICES**

The articles of association, terms of reference of audit and review committee and terms of reference of supervisory committee of the Company form the framework for the code of corporate governance practices of the Company.

The Board has reviewed the Company's corporate governance practices and is satisfied that the Company has complied with the code provisions set out in the Corporate Governance Code (the "CG Code") contained in the Listing Rules throughout the reporting period except for the following:

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

## **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the required standard of dealings set out in Appendix 10 of the Listing Rules (the "Required Standard") as the Company's code of conduct regarding securities transactions by its Directors. A copy of the Required Standard has been sent to each Director one month before the date of the Board meeting to approve the Company's 2014 interim results, with a reminder that the Director could not deal in the securities and derivatives of the Company until after such results have been published.

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

All Directors, upon specific enquiries, have confirmed that they have complied with the Required Standard during the six-month period ended 30 June 2014.

Specific employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with the Required Standard. No incident of non-compliance was noted by the Company for the six-month period ended 30 June 2014.

## AUDIT AND REVIEW COMMITTEE

The Company has established an audit and review committee with written terms of reference based on the guidelines recommended by the Hong Kong Institute of Certified Public Accountants. The primary duties of the audit and review committee are to review and provide supervision over the financial reporting process and internal control of the Group. All of its members are independent non-executive Directors (namely Mr. Gong Fan, Mr. Chow Kam Hung and Mr. Li Tong Ning) and its current chairman, Mr. Gong Fan, is an independent non-executive Director.

The audit and review committee has reviewed the accounting principles and practices adopted by the Group and discussed with the Directors about internal controls and financial reporting matters including a review of the interim results for the six months ended 30 June 2014.

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

Yantai, the PRC, 26 August 2014

As at the date hereof, the Board comprises:

Mr. Wang An (*Executive Director*)  
Mr. Zhang Hui (*Executive Director*)  
Mr. Wang Yan Hui (*Executive Director*)  
Mr. Liu Tsung-Yi (*Non-executive Director*)  
Mr. Gong Fan (*Independent non-executive Director*)  
Mr. Chow Kam Hung (*Independent non-executive Director*)  
Mr. Li Tong Ning (*Independent non-executive Director*)