



**WEGO 威高**

Shandong Weigao Group Medical Polymer Company Limited\*  
山東威高集團醫用高分子製品股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)  
(在中華人民共和國註冊成立的股份有限公司)  
(Stock Code 股票號碼 : 1066)

annual report  
年報 2012

\* For identification purposes only  
僅供識別

		PAGE(S) 頁次
CORPORATE INFORMATION	公司資料	2
CORPORATE PROFILE	公司簡介	4
CHAIRMAN'S STATEMENT	主席報告書	5
MANAGEMENT DISCUSSION AND ANALYSIS	管理層討論與分析	10
REPORT OF THE SUPERVISORY COMMITTEE	監事會報告書	26
CORPORATE GOVERNANCE REPORT	企業管治報告	28
DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT	董事、監事及高級管理人員	45
REPORT OF THE DIRECTORS	董事會報告	54
INDEPENDENT AUDITOR'S REPORT	獨立核數師報告書	71
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	綜合全面收入報表	74
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	綜合財務狀況表	75
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	綜合權益變動報表	77
CONSOLIDATED STATEMENT OF CASH FLOWS	綜合現金流量報表	78
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	綜合財務報表附註	80
FINANCIAL SUMMARY	財務摘要	170
NOTICE OF ANNUAL GENERAL MEETING	股東週年大會通告	171

## DIRECTORS AND SUPERVISORS

### Executive Directors

Mr. Zhang Hua Wei  
Mr. Wang Yi  
Mr. Gong Jian Bo  
Mr. Xia Lie Bo

### Non-executive Directors

Mr. Chen Xue Li  
Mrs. Zhou Shu Hua  
Mr. Christopher J. O'Connell

### Independent non-executive Directors

Mr. Lo Wai Hung  
Mr. Li Jia Miao  
Mrs. Fu Ming Zhong  
Mrs. Wang Jin Xia

### Supervisors

Mrs. Bi Dong Mei  
Mrs. Chen Xiao Yun  
Mr. Long Jing

## CORPORATE INFORMATION

### Registered office and principal place of business in the People's Republic of China (the "PRC")

312 Shi Chang Road  
Weihai  
Shandong Province  
PRC

### Principal place of business in Hong Kong

801, Chinachem Century Tower  
178 Gloucester Road  
Wanchai  
Hong Kong

### Company secretary

Mrs. Wong Miu Ling, Phillis, ACIS

## 董事及監事

### 執行董事

張華威先生  
王毅先生  
弓劍波先生  
夏列波先生

### 非執行董事

陳學利先生  
周淑華女士  
Christopher J. O'Connell先生

### 獨立非執行董事

盧偉雄先生  
李家淼先生  
付明仲女士  
王錦霞女士

### 監事

畢冬梅女士  
陳曉雲女士  
龍經先生

## 公司資料

### 中華人民共和國(「中國」)註冊辦事處及主要營業地點

中國  
山東省  
威海市  
世昌大道312號

### 香港主要營業地點

香港  
灣仔  
告士打道178號  
華懋世紀廣場801室

### 公司秘書

黃妙玲女士ACIS

**Compliance officer**

Mr. Zhang Hua Wei

**Audit Committee**

Mr. Lo Wai Hung  
Mr. Li Jia Miao  
Mrs. Fu Ming Zhong  
Mrs. Wang Jin Xia  
Mrs. Zhou Shu Hua

**Remuneration Committee**

Mr. Lo Wai Hung  
Mr. Li Jia Miao  
Mrs. Fu Ming Zhong  
Mrs. Wang Jin Xia  
Mrs. Zhou Shu Hua

**Corporate Governance Committee**

Mr. Zhang Hua Wei  
Mr. Lo Wai Hung  
Mr. Li Jia Miao  
Mrs. Fu Ming Zhong  
Mrs. Wang Jin Xia

**Authorised representatives**

Mr. Zhang Hua Wei  
Ms. Wong Miu Ling, Phillis

**Auditors**

Deloitte Touche Tohmatsu  
*Certified Public Accountants*

**Hong Kong share registrars and transfer office**

Tricor Standard Limited  
26/F, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

**Principal bankers**

1. Agriculture Bank of China, Weihai Branch
2. Bank of China, Weihai Branch

**Website of the Company**

www.weigaogroup.com

**Stock Code**

1066

**監察主任**

張華威先生

**審核委員會**

盧偉雄先生  
李家淼先生  
付明仲女士  
王錦霞女士  
周淑華女士

**薪酬委員會**

盧偉雄先生  
李家淼先生  
付明仲女士  
王錦霞女士  
周淑華女士

**企業管治委員會**

張華威先生  
盧偉雄先生  
李家淼先生  
付明仲女士  
王錦霞女士

**授權代表**

張華威先生  
黃妙玲女士

**核數師**

德勤•關黃陳方會計師行  
*執業會計師*

**香港股份過戶登記處**

卓佳標準有限公司  
香港  
灣仔  
皇后大道東28號  
金鐘匯中心26樓

**主要往來銀行**

1. 中國農業銀行－威海市分行
2. 中國銀行－威海市分行

**本公司網址**

www.weigaogroup.com

**股份代號**

1066

### SHANDONG WEIGAO GROUP MEDICAL POLYMER COMPANY LIMITED

Shandong Weigao Group Medical Polymer Company Limited (the "Company") and its subsidiaries (together the "Group") is principally engaged in the research and development, production and sale of single-use medical devices. The Group has a wide range of products, which includes: i) consumables (infusion sets, syringes, medical needles, blood bags, pre-filled syringes, blood sampling products, and other consumables); ii) orthopedic materials and iii) blood purification consumables and equipment. The Company is recognised as an industrialization base to commercialise products developed by the State High-tech Research and Development (863) Program, the State High-tech Enterprise and the State Technology Center. The Group's main production facilities is situated in Weihai City in Shandong Province.

The Group is incorporated in the People's Republic of China. The Group has an extensive sales network comprising 24 sales offices, 30 customer liaison centers and 119 municipal representative offices. As at the date of this report, the Group has an total customer base of 4,960 (including 2,963 hospitals, 414 blood stations, 588 other medical units and 995 distributors).

The Group produces a wide range of products in following major categories, namely:—

- I. Single use medical consumables and materials (including infusion (transfusion) sets, syringes, blood bags and blood component segregator consumable, blood sampling products, prefilled syringes for pre-pack medication and medical needles which mainly include intravenous needles, syringe needles, intravenous catheter needles, blood sampling needles and irregular needles;
- II. Orthopedic materials and instruments, including trauma products of steel plates and screws, spinal implants and artificial joints; and
- III. Blood purification consumables and equipment, including puncture needles, extracorporeal blood circuit for blood purification sets, dialyzers and related consumables.

### 關於山東威高集團醫用高分子製品股份有限公司

山東威高集團醫用高分子製品股份有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事研究及開發、生產及銷售一次性醫療器械。本集團提供不同種類產品，包括：i) 耗材(輸液器、注射器、醫用針製品、血袋、預充式注射器、採血產品及其他使用耗材)；ii) 骨科材料及iii) 血液淨化耗材及設備。本公司為中國國家高技術研究發展(863)計劃成果產業化基地、國家級高新技術企業、國家企業技術中心。本集團主要生產基地位於中國山東省威海市。

本集團在中華人民共和國註冊成立，擁有一個由24個銷售辦事處及30個客戶聯絡中心和119家城市代表處組成的龐大銷售網絡。於本報告日期，本集團擁有總計4,960家(包括2,963家醫院、414家血站、588家其他醫療單位及995家經銷商)的客戶基礎。

本集團生產的多種產品，主要可分為以下系列，即：—

- I. 一次性使用醫療耗材及原料，其中包括輸液(血)器、注射器、血袋與血液成份分離耗材、採血系列耗材、用於藥品包裝的預充式注射器及醫用針製品，主要包括靜脈針、注射針、留置針、採血針、異形針等系列製品等；
- II. 骨科材料及工具，主要包括鋼板、螺釘等創傷治療耗材、脊柱系列耗材及人工關節系列耗材；及
- III. 血液淨化系列耗材及設備，主要包括穿刺針、血液淨化裝置之體外循環管路、透析器等有關耗材。

On behalf of the board of directors (the "Board") of Shandong Weigao Group Medical Polymer Company Limited, I would like to present the audited consolidated results of the Group for the year ended 31st December, 2012 (the "Year"). The Group's results in 2012 have continued to grow steadily, with prominent effect from the optimization adjustment to product mix, which laid a foundation for our future development.

## FINANCIAL SUMMARY

For the year ended 31st December, 2012 (the "Year"), the turnover of Shandong Weigao Group Medical Polymer Company Limited (the "Company" and together with its subsidiaries, the "Group") was approximately RMB3,689,115,000 (2011: RMB3,180,577,000), representing an increase of 16.0% over the previous year. Net profit attributable to the owners of the Company excluding extraordinary items was approximately RMB1,024,441,000 (2011: RMB958,036,000), representing an increase of approximately 6.9% over the previous year and the basic earning per share was approximately RMB0.22.

本人欣然代表山東威高集團醫用高分子製品股份有限公司董事會(「董事會」)向股東提呈本集團截至二零一二年十二月三十一日止年度(「本年度」)的經審核綜合業績。本集團二零一二年度業績持續穩步增長，產品結構調整與優化的效果顯著，為未來發展奠定了基礎。

## 財務摘要

山東威高集團醫用高分子製品股份有限公司(「本公司」)及其附屬公司(「本集團」)，截至二零一二年十二月三十一日止年度(「本年度」)，錄得收入約人民幣3,689,115,000元(二零一一年：人民幣3,180,577,000元)，較上一年度增加16.0%。不計特殊項目的本公司擁有人應佔純利約人民幣1,024,441,000元，(二零一一年：人民幣958,036,000元)，較上一年度上升約6.9%，及每股基本盈利約為人民幣0.22元。

		<b>2012</b>	2011	Growth
		<b>二零一二年</b>	二零一一年	增長
		<b>RMB'000</b>	RMB'000	
		<b>人民幣千元</b>	人民幣千元	%
Turnover	營業額	<b>3,689,115</b>	3,180,577	16.0
Gross profit	毛利	<b>2,112,420</b>	1,760,116	20.0
Net profit attributable to the owners of the Company excluding extraordinary items	不計特殊項目的本公司擁有人應佔純利	<b>1,024,441</b>	958,036	6.9

### FINANCIAL SUMMARY (continued)

During the Year, facing the extensive restructuring on sales and marketing system, the Group increased significantly sales staff headcount and the investment in supporting market channels. Such measures affected the revenue growth which was below expectation. The Directors believe that the effect of adjustment of marketing strategies of the Group will gradually be felt in the coming quarters. During the Year, the Group absorbed the impact of rising raw materials and labour costs, and increased the gross profit margin to 57.3% from 55.3% in the previous year.

During the Year, the performance of the Group in four business segments was as follows:

- (1) the turnover for consumables of the Group reached approximately RMB3,063,636,000 for the year ended 31st December, 2012, representing an increase of 15.9% when compared with the previous year;
- (2) the turnover of orthopaedic for the Year was approximately RMB223,015,000, representing a decrease of 8.4% when compared with the previous year. The Distribution Joint Venture with Medtronic in orthopaedic products contributed a net profit of approximately RMB42,107,000 to the Group for the Year, representing a decrease of 10.8% when compared with the previous year;
- (3) the turnover of haemodialysis consumables and equipment for the Year was approximately RMB402,464,000, representing an increase of 37.3% when compared with the previous year. Loss attributable to Weigao Nikkiso (Weihai) Dialysis Equipment Co., Ltd. ("Weigao Nikkiso"), which is 51% held by the Group, amounted to approximately RMB4,401,000 (2011: RMB6,601,000); and
- (4) Biosensors International Pte Ltd. ("Biosensors"), which is 21.5% held by the Group, contributed approximately RMB130,775,000 to the profit of the Group. Excluding the extraordinary items, Biosensors contributed approximately RMB172,269,000 to the profit of the Group.

### 財務摘要 (續)

年內，本集團對市場營銷體系進行了重大重組，大幅增加了銷售人員的數量，加大了市場渠道支持的投資力度，此等措施影響到銷售收入增長不及預期，董事相信，本集團的營銷策略調整的效果將在未來幾個季度逐漸顯現。年內，本集團消化了原材料及工資水平提高的成本上漲影響，進一步提升了毛利率水平，從去年的55.3%增加到57.3%。

年內，本集團四個業務部類之表現：

- (1) 本集團常規耗材醫療製品截至二零一二年十二月三十一日止年度營業額約人民幣約3,063,636,000元，較去年增長15.9%；
- (2) 骨科年度營業收入約人民幣223,015,000元，較去年下降8.4%；與美敦力合營的骨科產品分銷公司年度內為本集團貢獻約人民幣42,107,000元淨收益，較去年下降10.8%；
- (3) 血液透析耗材與設備年度營業收入約人民幣402,464,000元，較去年增長37.3%，本集團持有51%股權的威高日機裝（威海）透析機器有限公司（「威高日機裝」）的應佔虧損約為人民幣4,401,000元（二零一一年：人民幣6,601,000元）；及
- (4) 本集團持有21.5%股權的新加坡柏盛國際有限公司（「新加坡柏盛」）為本集團的利潤貢獻約為人民幣130,775,000元，不計特殊項目的新加坡柏盛為本集團的利潤貢獻約為人民幣172,269,000元。

**ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 1 May 2013 to 31 May 2013 (both days inclusive), for the purpose of determining shareholders' entitlement to attend the forthcoming annual general meeting (the "Annual General Meeting"), during which period no transfer of shares of the Company will be registered. In order to qualify for attending the Annual General Meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 30 April 2013.

**In order to qualify for attending the annual general meeting:-**

Latest time to lodge in the transfer instrument accompanied by the share certificates	4:30 p.m., Tuesday, 30 April 2013
Closure of register of members of the Company for attendance of the annual general meeting	Wednesday, 1 May 2013 to Friday, 31 May 2013
Latest time to lodge in the reply slip	4:30 p.m., Friday, 10 May 2013
Date of annual general meeting	Friday, 31 May 2013

**股東週年大會及暫停辦理股份過戶登記手續**

為確定股東出席應屆股東週年大會（「股東週年大會」）之權利，本公司將於二零一三年五月一日至二零一三年五月三十一日（包括首尾兩天）暫停股東名冊過戶登記，於該期間將不會辦理本公司股份過戶登記手續。為符合資格出席股東週年大會，股東應確保所有過戶文件連同有關股票不遲於二零一三年四月三十日下午四時三十分送交本公司的股份過戶登記分處卓佳標準有限公司，地址為香港皇后大道東28號金鐘匯中心26樓，以辦理登記手續。

**為符合資格出席股東週年大會：**

交回過戶文件連同有關股票之最後期限	二零一三年四月三十日（星期二）下午四時三十分
本公司暫停過戶登記以釐定出席股東週年大會之資格	二零一三年五月一日（星期三）至二零一三年五月三十一日（星期五）
交回回條之最後期限	二零一三年五月十日（星期五）下午四時三十分
股東週年大會日期	二零一三年五月三十一日（星期五）



### PROPOSED FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has resolved to recommend a final dividend of RMB0.033 per share (inclusive of tax). The total amount of final dividends to be distributed shall be approximately RMB147,720,000, of which dividends paid to non-resident corporate shareholders will be subject to the corporate tax applicable on the PRC sourced income pursuant to the PRC Corporate Income Tax Law and the Regulations on the Implementation of the PRC Corporate Income Tax Law that became effective on 1 January 2008 and the applicable tax rate is 10%. The listed issuer will be responsible for withholding the relevant amount of tax from the dividend payment and the dividends to be received by the non-resident corporate shareholders will be net of withholding tax. The proposal to declare and pay the final dividend will be submitted to the forthcoming Annual General Meeting to be held on Friday, 31 May 2013. Final dividend for non-listed shares will be distributed and paid in Renminbi whereas dividend for H shares will be declared in Renminbi and paid in Hong Kong dollars.

The register of members of the Company will be closed from 8 June 2013 to 13 June 2013 (both days inclusive) for the purpose of determining shareholders' entitlement to final dividend for the year ended 31 December 2012, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement of final dividend, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 7 June 2013.

### 建議末期股息及暫停辦理股份過戶登記手續

董事會建議派付末期股息每股人民幣0.033元(含稅)。將分派的末期股息總額約人民幣147,720,000元。其中，根據於二零零八年一月一日正式實施的《中國企業所得稅法》及《中國企業所得稅法實施條例》，向非居民企業股東派發的股息如來源於中國境內的所得應當繳納企業所得稅，適用稅率為10%，由上市發行人從股息付款代扣代繳。非居民企業股東的股息將先扣除預扣稅。宣派和支付末期股息的建議將在即將於二零一三年五月三十一日(星期五)舉行的股東週年大會上提呈。非上市股份的末期股息將以人民幣派發和支付，而H股股息將以人民幣宣派和以港元支付。

為確定股東收取截至二零一二年十二月三十一日止年度之末期股息之權利，本公司將於二零一三年六月八日至二零一三年六月十三日(包括首尾兩天)暫停股東名冊過戶登記，於該期間將不會辦理本公司股份過戶登記手續。為符合資格收取末期股息，股東應確保所有過戶文件連同有關股票不遲於二零一三年六月七日下午四時三十分送交本公司的股份過戶登記分處卓佳標準有限公司，地址為香港皇后大道東28號金鐘匯中心26樓，以辦理登記手續。

**PROPOSED FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS** (continued)**建議末期股息及暫停辦理股份過戶登記手續** (續)

**In order to qualify to entitle the final dividend for the year ended 31 December 2012:-**

**為符合資格獲派截至二零一二年十二月三十一日止年度之末期股息：**

Latest time to lodge in the transfer instrument accompanied by the share certificates	4:30 p.m., Friday, 7 June 2013	交回過戶文件連同有關股票之最後期限	二零一三年六月七日(星期五)下午四時三十分
Closure of register of members of the Company for the entitlement of final dividend for the year ended 31 December 2012	Saturday, 8 June 2013 to Thursday, 13 June 2013	本公司暫停過戶登記以釐定截至二零一二年十二月三十一日止年度之末期股息配額	二零一三年六月八日(星期六)至二零一三年六月十三日(星期四)
Record date for entitlement of final dividend	Thursday, 13 June 2013	釐定末期股息配額之記錄日期	二零一三年六月十三日(星期四)
Despatch date of final dividend	Friday, 5 July 2013	末期股息寄發日期	二零一三年七月五日(星期五)

## INTERNATIONAL COLLABORATION

The Group is dedicated to becoming a leading medical device manufacturer in Asia.

On 3 December 2012, the Company and Medtronic International Ltd. ("Medtronic International") had reached an agreement to early terminate the distribution joint venture in orthopaedic products (the "Distribution Joint Venture"). As at the date of this report, the Distribution Joint Venture had basically completed the liquidation and dissolution procedures. The division and transfer of principal assets, personnel, markets and business operation had been completed. As affected by the dissolution, the Distribution Joint Venture contributed approximately RMB42,107,000 to the net profit of the Group, representing a decrease of 10.8% when compared with approximately RMB47,224,000 of last year.

During the Year, Weigao Nikkiso (Weihai) Dialysis Equipment Co., Ltd, a joint venture company with Nikkiso Co., Ltd., had completed trial run of the equipment for its dialysis machine production line, and obtained the product registration certificate and commenced production in the fourth quarter of 2012. The joint venture company produces haemodialysis machines and provides after-sales services in China. Weigao Blood will distribute haemodialysis machines produced by the joint venture company in China market. The collaboration leverages the complementary strengths of the two partners and it has further strengthened the Group's competitive position in the blood purification segment. It also lays a solid foundation for the business expansion of the Group in the blood purification market in China. Loss from Weigao Nikkiso JV attributable to the Group for the twelve months ended 31 December 2012 amounted to approximately RMB4,401,000 (2011: RMB6,601,000).

During the Year, the Group established a strategic alliance with Terumo Corporation and Terumo (China) Holding Co. Ltd in peritoneal dialysis. Both parties jointly agreed to invest RMB480,000,000 to establish a joint venture company to engage in the production and sales of peritoneal dialysis related devices in the PRC. Weigao Blood, a subsidiary of the Company, holds 50% equity interests of the joint venture company. As at the date of this report, the joint venture company was at its preparatory stage.

## 國際合作

本集團矢志成為亞洲具領先地位的醫療器械製造商。

二零一二年十二月三日，本公司與美敦力國際公司（「美敦力國際」）已達成協議，提前終止骨科產品分銷公司（「骨科分銷公司」），截止本報告日期，骨科分銷公司已基本完成清散程序，主要的資產、員工、市場及業務運營已拆分移交結束。受清散影響，骨科分銷公司年度內為本集團貢獻約人民幣42,107,000元淨收益，較去年約人民幣47,224,000元，下降10.8%。

年內，與日機裝株式會社成立的合資公司威高日機裝（威海）透析機器有限公司已完成透析機生產線的設備調試，並於二零一二年第四季度取得產品註冊證投產。合資公司在中國生產血液透析機，並提供售後服務，而合資公司生產的血液透析機將由威高血液在中國市場銷售。該等合作業務實現了優勢互補，進一步增強了本集團在血液淨化領域的優勢地位，為本集團全面進軍中國血液淨化市場奠定了堅實的基礎。截至二零一二年十二月三十一日止十二個月本集團應佔威高日機裝合營公司虧損約為人民幣4,401,000元（二零一一年：人民幣6,601,000元）。

年內，本集團與泰爾茂公司及泰爾茂（中國）控股有限公司建立腹膜透析業務的策略性聯盟，雙方共同同意投資人民幣480,000,000元成立一間合資公司，在中國生產及銷售腹膜透析相關器械產品，本公司之附屬公司威高血液持有合資公司50%的權益。截止本報告日期，該合資公司仍處於籌備階段。

**OPTIMIZATION ADJUSTMENTS TO PRODUCT MIX****產品結構優化調整**

During the Year, facing the extensive restructuring on sales and marketing system, the Group increased significantly sales staff headcount and the investment in supporting market channels. Such measures affected the revenue growth which was below expectation. The Directors believe that the effect of adjustment of marketing strategies will gradually be felt in the coming quarters. During the Year, the Group absorbed the impact of rising raw materials and labour costs, and increased the gross profit margin to 57.3% from 55.3% in the previous year.

年內，本集團對市場營銷體系進行了重大重組，大幅增加了銷售人員的數量，加大了市場渠道支持的投資力度，此等措施影響到銷售收入增長不及預期，董事相信，本集團的營銷策略調整的效果將在未來幾個季度逐漸顯現。年內，本集團消化了原材料及工資水平提高的成本上漲影響，進一步提升了毛利率水平，從去年的55.3%提升到57.3%。

1. Consumables: the principal products segment of the Group recorded a turnover of approximately RMB3,063,636,000, representing an increase of 15.9% when compared with the previous year.

1. 常規耗材：本集團常規產品錄得營業額約人民幣3,063,636,000元，較去年增長15.9%。

The needle products of the Group recorded a turnover for the Year of approximately RMB612,085,000, representing an increase of 11.4% when compared with the previous year. During the Year, with competition intensified in the needle products segment, the Group consolidated and restructured its distribution channel for needle products, and established a professional marketing team for needle products to enhance the competitive position of the Group in the direct sale channels to secure a larger market share. The Directors believe that needle products will become one of the important area for the on-going development of the Company.

本集團的針類製品年內錄得營業額約人民幣612,085,000元，較去年增長11.4%。年內，面對針製品領域競爭加劇的局面，本集團整合重組了針製品的分銷渠道，並成立針製品專業營銷團隊，以擴大本集團在直銷渠道的競爭優勢，獲取更多的市場份額。董事相信，針類製品成為威高持續發展的重要領域之一。

During the Year, the market development of the Group's specialized infusion sets with dosage control device and the infusion sets made of proprietary non-PVC based material maintained a growth momentum. Turnover of infusion sets of the Group amounted to RMB1,129,038,000, representing an increase of 20.4% over last year. The Directors believe that specialized infusion sets with dosage control device and non-PVC based infusion sets will have enormous development potential in the PRC. The Group will continue to consolidate its core competitiveness in this sector.

年內，本集團特種流量監控輸液器與發明的非PVC材料所製造之輸液器的市場拓展保持了增長態勢，帶動本集團輸液器產品錄得銷售額為人民幣1,129,038,000元，較去年增長20.4%。董事相信，特種流量監控輸液器與非PVC輸液器產品在中國市場具有廣闊發展空間，本集團將繼續鞏固在該領域的核心競爭優勢。

**OPTIMIZATION ADJUSTMENTS TO PRODUCT MIX** (continued)**產品結構優化調整 (續)**

During the Year, the glass tube production line for pre-filled syringes was operating smoothly. The Group has established a favourable position in the market. Turnover of pre-filled syringes for the Year amounted to approximately RMB158,586,000, representing an increase of 25.4% when compared with last year. The Company invested approximately RMB60,000,000 to purchase a new production line for pre-filled syringes, and the newly invested production line is expected to formally put into operation in the third quarter of 2013.

年內，預充式注射器之玻璃管生產線運作良好，本集團已於市場上處於優勢地位，年內，預充式注射器產品錄得營業額約為人民幣158,586,000元，較去年增長25.4%。本公司已投資的約人民幣60,000,000元採購預充式注射器新生產線，新投資的第一條生產線，預計於二零一三年第三季度正式的投產。

2. The blood purification business of Weigao Blood, a subsidiary of the Company, overcame the impact from production capacity constraint and the Sino-Japanese tension and achieved a rapid growth. During the Year, Weigao Blood recorded a turnover of approximately RMB402,464,000, representing an increase of 37.3% when compared with last year. The second dialyser production line purchased by the Group with an investment amount of approximately RMB100 million was put into operation and expanded its production capacity. As at the date of this report, the Group planned to invest RMB200 million to build the third and fourth dialyser production lines to further expand the production capacity to meet market demand. The Directors expect that the blood purification business will be an important direction and segment for future development of the Group. Weigao Blood has already obtained the approval from the government to operate pilot haemodialysis centres independently. As at the date of this report, Weigao Blood had established and commenced operation of three haemodialysis centres.

2. 本公司之附屬公司威高血液之血液淨化業務克服產能不足與中日政治關係緊張的影響，獲得快速發展，年內，威高血液營業收入約人民幣402,464,000元，較去年增長37.3%；本集團投資約人民幣1億元採購的合成膜透析器第二條生產線已投入生產，擴大了生產能力。截止本報告日期，本集團計劃投資人民幣2億元採購合成膜透析器第三條與第四條生產線，以進一步擴大產能，滿足市場需求。董事預期，血液淨化業務將成為本集團未來重要的發展方向與領域。威高血液已取得政府試點批准，可以獨立營運血液透析中心。截止本報告日期，已成立三家透析中心並開始運營。

**OPTIMIZATION ADJUSTMENTS TO PRODUCT MIX** (continued)

**產品結構優化調整 (續)**

3. During the Year, affected by the early dissolution of the Distribution Joint Venture, the turnover of orthopaedic business was approximately RMB223,015,000, representing a decrease of 8.4% when compared with last year.
4. Biosensors International Pte Ltd. ("Biosensors"), which is 21.5% held by the Group, contributed approximately RMB130,775,000 (2011: approximately RMB4,195,000) to the profit of the Group. Excluding the extraordinary items, Biosensors contributed approximately RMB172,269,000 (2011: approximately RMB36,595,000) to the profit of the Group.

50% of equity interests in JW Medical held by the Company was disposed of to Biosensors International Pte Ltd. ("Biosensors") during the year 2011. JW Medical had no profit contribution to the Group during the Year, whilst JW Medical contributed approximately RMB106,443,000 to the profit of the Group in 2011.

As result of the aforesaid measures in adjusting the product mix, the percentage of turnover from high value-added products (products with gross profit margins of over 60%) of the Group to its total turnover maintained at 45.8% (2011: 44.3%).

3. 受骨科分銷公司提前解散的影響，骨科業務年內營業收入約人民幣223,015,000元，較去年下降8.4%。
4. 本集團持有21.5%股權的新加坡柏盛國際有限公司（「新加坡柏盛」）為本集團的利潤貢獻約為人民幣130,775,000元（二零一一年：約為人民幣4,195,000元），不計特殊項目的新加坡柏盛為本集團的利潤貢獻約為人民幣172,269,000元（二零一一年：約為人民幣36,595,000元）。

本公司持有吉威醫療的全部50%股權已於二零一一年年度內出售予新加坡柏盛國際有限公司（「新加坡柏盛」），年內，吉威醫療對本集團的利潤貢獻為零，去年為本集團的利潤貢獻約人民幣106,443,000元。

受以上產品結構調整舉措的影響，年內，本集團高附加值產品（毛利率超過60%）之營業收入佔營業收入總額之百分比維持在45.8%（二零一一年：44.3%）。

### RESEARCH AND DEVELOPMENT

For the twelve months ended 31st December 2012, product registration certificates for 38 new products were obtained. The research and development for 46 products were completed for which applications for product registration certificates are underway. The Group obtained 53 new patents and 55 new patents are under application.

The strategy of placing strong emphasis on research and development has enhanced the competitiveness and laid a foundation for the Company to fully leverage on its customer resources and provided the Group with new profit growth drivers.

For the twelve months ended 31st December 2012, the Group had over 240 product registration certificates and over 210 patents, of which 34 were patents on invention.

In view of the need for the strategic adjustments to product mix, the Group continued to increase the investment in the research and development in existing products series and new medical devices, so as to further improve its product series and expand product range. The Group continued to maintain its leading position in research and development capability in China. For the twelve months ended 31st December 2012, total research and development expenses amounted to approximately RMB170,587,000 (2011: RMB142,031,000), representing 4.6% (2011: 4.5%) of the turnover of the Group.

### 研究與開發

截至二零一二年十二月三十一日止十二個月，本集團新取得產品註冊證38項，已經研發完成、尚在取證過程中的有46項，新獲得專利53項，正在申請中的55項。

注重研發的策略提升了公司的競爭力，為充分利用客戶資源奠定了基礎，並為集團盈利提供了新的增長點。

截至二零一二年十二月三十一日止十二個月，本集團擁有超過240餘項產品註冊證，超過210餘項專利，其中34項是發明專利。

基於產品結構戰略性調整的要求，本集團繼續加大在現有產品系列和多個新醫療器械領域的研發投入，以進一步完善產品系列和拓寬產品領域，持續保持本土研發實力的領先地位。截至二零一二年十二月三十一日止十二個月，研發之總開支約為人民幣170,587,000元（二零一一年：人民幣142,031,000元），佔本集團收入的4.6%（二零一一年：4.5%）。

## PRODUCTION

For the year ended 31st December 2012, the production volume of the Group's products as compared with last year is as follows:

## 生產

截至二零一二年十二月三十一日止年度，本集團各類可比產品的產量及與去年對比情況如下：

**For the twelve months ended  
31st December  
截至十二月三十一日十二個月**

Product Type 產品名稱	Measurement unit 計量單位	2012 二零一二年	2011 二零一一年	Increase/ (Decrease) over corresponding period 較同期增減% %
Syringes 注射器	1,000 pieces 千支	<b>1,012,163</b>	893,452	13.3%
Infusion (transfusion) sets 輸液(血)器	1,000 pieces 千支	<b>533,576</b>	424,800	25.6%
Blood sampling products 採血產品	1,000 pieces 千支	<b>191,547</b>	175,957	8.9%
Intravenous catheters 留置針	1,000 pieces 千支	<b>58,832</b>	50,856	15.7%
Pre-filled syringes 預充式注射器	1,000 pieces 千支	<b>57,600</b>	48,634	18.4%
Blood bags 血袋製品	1,000 sets 千套	<b>26,384</b>	22,918	15.1%
PVC granules PVC粒料	Tons 噸	<b>16,797</b>	13,817	21.6%
Orthopaedic products 骨科製品	1,000 sets 千套	<b>4,489</b>	3,175	41.4%
Haemodialysis consumables 血液淨化耗材	1,000 pieces 千支	<b>2,406</b>	1,605	49.9%

During the Year, the Group continued to implement strategy on product mix adjustment by increasing the proportion of high value-added products while decreasing the production of low value-added products with low rate of returns. This enhanced the contribution rate for each type of products and raised the overall profitability of the Company.

年內，本集團繼續實施產品結構調整戰略，提高高附加值產品比例，壓縮低附加值、低回報率產品的生產，提高單品種產品對公司利潤的貢獻率，最終提升公司的整體盈利能力。



## SALES AND MARKETING

The Group persisted to implement the strategy in integrating its sales channels. It focused on product mix adjustment and improved the efficiency of credit resources extended on account receivables.

During the Year, the Group strengthened its sales management system, integrated and restructured distributors and customers. The Group focused its marketing resources on the exploration and maintaining relationship with hospitals from the grade-A of tier two or above (二甲級以上醫院). For the twelve months ended 31st December 2012, the Group newly added 12 hospitals while other medical institutes and distributors decreased by 34 and 87 respectively. As at the date of this report, the Group has a total customer base of 4,960 (including 2,963 hospitals, 414 blood stations, 588 other medical units and 995 distributors).

Sales comparison by geographical regions for the year when compared with last year are set out as follows:

## TURNOVER BY GEOGRAPHICAL SEGMENTS

## 銷售及市場推廣

本集團堅持銷售渠道整合之策略，致力於產品結構調整和提升應收賬款信用資源效率。

年度內，本集團強化了銷售管理體系，整合重組了經銷商客戶，將營銷資源重點聚焦於二甲級以上醫院的客戶開發與維護。截至二零一二年十二月三十一日止十二個月，客戶新增12家醫院，其他醫療單位減少了34家，經銷商減少了87家。於本報告刊發日期，本集團的客戶總數為4,960名（包括醫院2,963家、血站414家、其它醫療單位588家和995家經銷商）。

各種產品在不同地區的銷售佔比及與去年對比如下：

## 營業收入地區分部

		2012	2011	Increase/ (Decrease) over corresponding period 較同期 增減%
		二零一二年 RMB'000 人民幣千元	二零一一年 RMB'000 人民幣千元	%
Eastern and Central	華東與華中	<b>1,271,083</b>	1,003,799	26.6
Northern	華北	<b>799,911</b>	720,116	11.1
Northeast	東北	<b>453,210</b>	411,122	10.2
Southern	華南	<b>322,303</b>	289,810	11.2
Southwest	西南	<b>311,331</b>	273,832	13.7
Northwest	西北	<b>116,839</b>	90,139	29.6
Overseas	海外	<b>198,066</b>	160,694	23.3
Subtotal	小計	<b>3,472,743</b>	2,949,512	17.7
Distribution JV	分銷合營公司	<b>216,372</b>	231,065	(6.4)
Total	總計	<b>3,689,115</b>	3,180,577	16.0

**TURNOVER BY GEOGRAPHICAL SEGMENTS**

(continued)

The integration of sales channels has strengthened the Group's market penetration and influence over the direct sales to high-end customers. It enhanced sales contribution significantly and average sales per customer was increased by approximately 18.5% when compared with 2011. It continued to drive the higher product penetration to high-end customers and is an important way to generate revenue growth.

Adjustment in product mix was another important factor in enhancing the results for the Year. During the Year, the Group focused on sales and marketing of high value-added products such as needle products, pre-filled syringes and high valued added infusion sets. It has increased the proportion of sales generated from high value-added products. Sales revenue comparison of principal products with that in 2011 is as follows:

**營業收入地區分部 (續)**

渠道的整合，增強了本集團在直銷高端客戶群的滲透力、影響力，提高了單客戶的貢獻率，使單客戶平均銷售額較去年增長約18.5%。持續推進高端客戶的產品滲透率，是本集團拉動收入增長的一項重要手段。

產品結構的調整為提升年內業績的另一項重要因素，年內本集團重點推進針製品、預充式注射器及高檔輸液器等高附加值產品的銷售及市場推廣，使高附值產品收入佔總收入之比例增長。各主導產品銷售收入與上年對比情況如下：

Product category	產品類別	For the twelve months ended 31st December 截至十二月三十一日止十二個月			For the three months ended 31st December 截至十二月三十一日止三個月		
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	Increase/ (Decrease) over corresponding period 較同期 增減% %	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	Increase/ (Decrease) over corresponding period 較同期 增減% %
Infusion sets	輸液器	1,129,038	937,652	20.4	256,920	249,829	2.8
Needles	醫用針製品	612,085	549,263	11.4	123,544	141,669	(12.8)
Syringes	注射器	530,805	469,694	13.0	121,970	122,914	(0.8)
Blood bags	血袋製品	201,673	188,876	6.8	55,181	57,982	(4.8)
Pre-filled syringes	預充式注射器	158,586	126,492	25.4	26,590	21,593	23.1
Blood sampling products	採血產品	71,316	61,127	16.7	17,056	17,684	(3.6)
PVC granules	PVC粒料	67,455	63,896	5.6	18,621	16,371	13.7
Other consumables	其他產品	292,678	246,990	18.5	70,485	74,313	(5.2)
Subtotal for single-use consumables	一次性醫用耗材小計	3,063,636	2,643,990	15.9	690,367	702,355	(1.7)
Orthopaedic products	骨科製品	223,015	243,423	(8.4)	9,611	68,061	(85.9)
Blood purification consumables	血液淨化耗材	288,571	192,780	49.7	91,172	59,373	53.6
Blood purification equipments	血液淨化設備	113,893	100,384	13.5	38,122	24,669	54.5
Total	總計	3,689,115	3,180,577	16.0	829,272	854,458	(2.9)

## HUMAN RESOURCES

As at 31st December 2012, the Group employed a total of 8,935 employees. The breakdown by departments when compared with last year is as follows:

### Department

		2012 二零一二年	2011 二零一一年
Production	生產	5,720	5,541
Sales and marketing	銷售及市場推廣	1,762	1,050
Research and development	研發	906	789
Finance and administration	財務及行政	294	257
Quality control	質量控制	139	132
Management	管理	80	76
Purchasing	採購	34	30
Total	總計	<b>8,935</b>	<b>7,875</b>

Save for the six employees (including the company secretary) who are resided in Hong Kong and Europe, all the employees of the Group are resided in Mainland China. During the Year, total cost of salaries, welfare and social benefits of the Group amounted to approximately RMB648,046,000 (2011: RMB445,996,000).

### Remuneration System

The Group's remuneration policy has been determined based on its performance, changes in the local consumption power and competition in human resources market. The remuneration policy so determined has become the basis of determining the salary level of employees recruited for different positions. The salary of each employee is determined according to the employee's performance, ability, employment conditions and the salary standards set by the Company. Remuneration of Directors is determined by the Remuneration Committee with reference to the operating results of the Company, personal performance of the Director and market competition. The proposed remuneration of Directors requires approval by shareholders at annual general meeting.

## 人力資源

於二零一二年十二月三十一日，本集團共聘用8,935名僱員，與去年比較的部門分析如下：

### 部門

		2012 二零一二年	2011 二零一一年
生產	Production	5,720	5,541
銷售及市場推廣	Sales and marketing	1,762	1,050
研發	Research and development	906	789
財務及行政	Finance and administration	294	257
質量控制	Quality control	139	132
管理	Management	80	76
採購	Purchasing	34	30
總計	Total	<b>8,935</b>	<b>7,875</b>

除6名僱員（包括公司秘書）於香港、歐洲居住外，本集團的所有僱員均位於中國內地。本年度，本集團在員工薪資、福利、社會保障等的成本總額約為人民幣648,046,000元（二零一一年：人民幣445,996,000元）。

### 薪酬訂立制度

本集團的薪酬政策是根據其表現，本地的消費水平變化和人力資源市場競爭狀況釐定。該釐定的薪酬政策作為聘任不同崗位僱員薪資水平的基準。每位僱員的薪資視乎僱員的表現、能力、任職條件及本公司的預定薪資標準而定。董事的酬金是由薪酬委員會經參考本公司的經營業績、董事個人表現及市場競爭情況的基礎上制定薪酬方案，並經股東於股東週年大會上授權董事會釐定。

## FINANCIAL REVIEW

For the year ended 31st December, 2012, the Group recorded a turnover of RMB3,689,115,000, representing an increase of 16.0% over the previous financial year. Net profit attributable to the owners of the Company excluding extraordinary items was approximately RMB1,024,441,000 (2011: RMB958,036,000), representing an increase of approximately 6.9% over the previous year.

### Financial Summary

Turnover	營業額
Gross profit	毛利
Net profit attributable to shareholders excluding extraordinary items	未計特殊項目股東應佔純利

## 財務回顧

截至二零一二年十二月三十一日止年度，年度營業額達至人民幣3,689,115,000元，較上一財政年度增長了16.0%。不計特殊項目的本公司擁有人應佔純利約人民幣1,024,441,000元（二零一一年：人民幣958,036,000元），較上一年度上升約6.9%。

### 財務摘要

	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	Growth 增長 %
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	<b>3,689,115</b>	3,180,577	16.0
	<b>2,112,420</b>	1,760,116	20.0
	<b>1,024,441</b>	958,036	6.9

## Liquidity and Financial Resources

The Group has maintained a sound financial position during the Year. As at 31st December, 2012, the Group's cash and bank balance amounted to approximately RMB1,297,856,000. For the year ended 31st December, 2012, net cash flow from operating activities of the Group amounted to approximately RMB806,031,000. The Group has maintained a sound cash flow position.

During the year under review, the Group repaid bank borrowings of approximately RMB84,012,000 in total. As at 2nd March, 2012, the Group had repaid in full the borrowings from IFC.

Total interest expenses of the Group for the year ended 31st December, 2012 were approximately RMB4,678,000 (2011: RMB1,142,000).

## 流動資金及財務資源

本集團於本年度維持良好的財務狀況。於二零一二年十二月三十一日，本集團現金及銀行結餘約為人民幣1,297,856,000元。截至二零一二年十二月三十一日止年度，本集團經營活動現金流量淨額約為人民幣806,031,000元，現金流量狀況健康。

於回顧年度，本集團共償還銀行借款約人民幣84,012,000元。於二零一二年三月二日，本集團已全數償還IFC的借款。

截至二零一二年十二月三十一日止年度，本集團的利息支出總額約為人民幣4,678,000元（二零一一年：人民幣1,142,000元）。

## FINANCIAL REVIEW (continued)

### Gearing Ratio

As at 31st December, 2012, total net cash of the Group amounted to approximately RMB1,297,856,000 (2011: RMB1,767,226,000). The change in the total net cash was mainly due to decrease in profit and increase in working capital used in new production plant.

### Foreign Exchange Risks

The Group's purchases and sales are mainly conducted in the PRC. All of its assets, liabilities and transactions are denominated in RMB. For the year ended 31st December, 2012, the Group has not encountered any material difficulty due to currency fluctuation nor shortage of its own operating funds. For the twelve months ended 31st December, 2012, the Group had no significant exposure to foreign exchange fluctuation or hedging for such risk.

Due to the change in exchange rates, foreign exchange gain equivalent to RMB29,719,000 for the year ended 31st December, 2012 was recognized (2011: foreign exchange loss equivalent to RMB15,906,000) by the Company.

### Contingent Liabilities

On 21st April, 2011, the Company received a notice of arbitration issued by the Hong Kong International Arbitration Centre, which is related to the dispute in the contract with ADJECT ApS for a maximum loss up to US\$49,600,000.

## 財務回顧 (續)

### 資本負債比率

於二零一二年十二月三十一日，本集團淨現金總額約為人民幣1,297,856,000元（二零一一年：人民幣1,767,226,000元）。淨現金總額的變動主要由於盈利減少與新生產廠房所用的營運資金增加所致。

### 匯率風險

本集團的採購和銷售以中國為主。其所有資產、負債及交易均以人民幣計值。截至二零一二年十二月三十一日止年度，本集團並無因匯率波動而遇到重大困難或自身的營運資金不足因此受到影響。截至二零一二年十二月三十一日止十二個月，本集團並無任何重大外匯波動及任何相關風險之對沖。

由於匯率變動，本公司於截至二零一二年十二月三十一日止年度，確認匯兌收益合人民幣29,719,000元（二零一一年：匯兌虧損折合人民幣15,906,000元）。

### 或有負債

於二零一一年四月二十一日，本公司收到由香港國際仲裁中心頒發的仲裁通知，就與ADJECT ApS合同糾紛涉及至多49,600,000美元的損失仲裁金額。

## FINANCIAL REVIEW (continued)

### Contingent Liabilities (continued)

The ruling of arbitration was awarded on 5 March 2013. The Board is of the view that it will not have a significant impact on the Group after considering the following factors.

- (a) The Court of Arbitration dismissed the first claim made by Adject and the consumption expenses were awarded to Adject; and
- (b) Both parties will submit a statement for legal costs to the Court of Arbitration, thereafter the Court of Arbitration will make a final award for the legal costs and interests. The Company has a strong merit that Adject is required to pay for the legal costs of the Company.

Save as disclosed above, the Group did not have any material contingent liabilities as at 31st December, 2012.

## MATERIAL INVESTMENTS/FUTURE MATERIAL INVESTMENT PLANS

1. According to the municipal planning of Weihai City, the industrial zone of the Group's medical consumables production plant will be rezoned as commercial and residential use. Hence, during the Year, the Group made an investment of RMB959,694,000 on purchase of land, production facilities and plant construction for the purpose of the overall relocation of the industrial zone of the Group's medical consumables production plant.
2. With the market demand and production capacity planning on the blood purification consumables, Weigao Blood had planned to invest a total of RMB200 million to build the third and fourth production lines.

Save for the above material investments and investment plans, the Group had no material capital commitments or any future plans involving significant investments or capital assets acquisition as at 31st December, 2012, and there was no material acquisition and disposal in any other subsidiaries and associates during the Year.

## 財務回顧 (續)

### 或有負債 (續)

仲裁裁決於二零一三年三月五日發下。董事局考慮以下因素認為不會對集團有重大影響。

- (a) 仲裁庭駁回Adject的第一申索，但將虛耗開支的款項判給Adject；及
- (b) 雙方將提供訟費陳詞給仲裁庭，其後仲裁庭將對訟費及利息作出最終裁決。公司有強烈證據需要Adject付公司一方的訟費。

除上述所披露者外，本集團於二零一二年十二月三十一日，不存在任何重大的或有負債。

## 重大投資／未來重大投資計劃

1. 按照威海市的市政規劃，本集團醫療耗材工業園所在區域將轉為商住用途，故本年度，本集團投資人民幣959,694,000元，用於購買土地、生產設備與建設廠房，為本集團醫療耗材工業園未來實現整體搬遷之用。
2. 鑒於血液淨化耗材的市場需求與產能規劃，威高血液計劃投資購買第三條與第四條生產線。總投資約人民幣200,000,000元。

除上述重大投資與投資計劃外，於二零一二年十二月三十一日，本集團並無重大資本承擔，無參與重大投資或購入資本資產之未來計劃。於本年來亦無進行任何其他附屬公司及聯營公司之重大收購及出售事項。

## MATERIAL INVESTMENTS/FUTURE MATERIAL INVESTMENT PLANS (continued)

### Capital commitment

As at 31st December, 2012, the capital commitment of the Group and the Company contracted but not provided for in respect of the acquisition of property, plant and equipment amounted to approximately RMB643,721,000 (2011: RMB435,076,000), of which the capital commitment in relation to the re-location of plant amounted to approximately RMB584,034,000. The above amounts will be financed by the internal resources of the Group.

### Pledge of the Group's Assets

As at 31st December, 2012, the Group had pledged the land use rights and buildings with a net book value of RMB Nil (2011: RMB79,431,000) and pledged bank deposits of RMB91,546,000 (2011: RMB107,472,000) to secure the bills and banking facilities granted to the Group.

### Reserves and Distributable Reserves

As at 31st December, 2012, total reserves of the Group amounted to RMB8,463,356,000 (2011: RMB7,754,354,000).

Under the PRC laws and regulations, the Company's distributable reserves will be based on the lower of the amount calculated according to the PRC accounting principles and rules and the amount calculated according to the Hong Kong generally accepted accounting principles. As at 31st December, 2012, the distributable reserves of the Company were approximately RMB2,038,346,000 (2011: RMB1,464,994,000).

## 重大投資／未來重大投資計劃 (續)

### 資本承擔

於二零一二年十二月三十一日，本集團及本公司已經簽約但尚未作出撥備的購置物業、廠房及設備的資本承擔約為人民幣643,721,000元（二零一一年：人民幣435,076,000元），其中與廠房搬遷相關的資本承擔約為人民幣584,034,000元。上述款項將以本集團之內部資源支付。

### 本集團資產抵押

於二零一二年十二月三十一日，本集團已經抵押的土地使用權及樓宇之賬面淨值為人民幣零元（二零一一年：人民幣79,431,000元），及抵押銀行存款人民幣91,546,000元（二零一一年：人民幣107,472,000元）以獲取授予本集團的票據及銀行貸款額度。

### 儲備及可供分派儲備

於二零一二年十二月三十一日，本集團儲備總額為人民幣8,463,356,000元（二零一一年：人民幣7,754,354,000元）。

根據中國的法律及條例，本公司可供分派的儲備將以按照中國會計原則及規則所計算金額與按照香港公認會計原則所計算金額中的較低者為基準。於二零一二年十二月三十一日，本公司可供分派的儲備約為人民幣2,038,346,000元（二零一一年：人民幣1,464,994,000元）。

**MATERIAL INVESTMENTS/FUTURE MATERIAL INVESTMENT PLANS** (continued)

**重大投資／未來重大投資計劃**  
(續)

**Analysis of use of proceeds**
**所得款項用途分析**

According to items listed under “Use of Proceeds” in the placing announcement issued by the Company in 2011

根據本公司二零一一年配售公告所載列款項用途陳述項目

		<b>Planned investment amounts for fund-raised projects</b>	<b>Actual investment amounts as at 31 December 2012</b>
		<b>募集資金項目投入計劃金額</b>	<b>於截至二零一二年十二月三十一日實際投入金額</b>
		RMB 人民幣元	RMB 人民幣元
Construction of new production plant and the purchase of production equipments for the production of dialysers	興建新生產廠房及購買生產設備，以生產血液淨化透析用品	157,000,000	157,000,000
Construction of new production plant and the purchase of production equipments for the production of consumables for peritoneal dialysis	興建新生產廠房及購買生產設備，以生產腹膜透析液耗材	156,000,000	80,000,000
Construction of new production plant and purchase of equipments for the production of new materials and the application of which is replacing PVC	興建新生產廠房及購買設備，以生產用作替代PVC的新材料	157,000,000	157,000,000
Construction of new production plant and the purchase of production equipments for the production of single use consumables using new materials	興建新生產廠房及購買生產設備，以使用新材料生產一次性使用耗材	80,000,000	80,000,000
Construction of new production plant and the purchase of production equipments for the production of equipments and consumables for blood centers	興建新生產廠房及購買生產設備，以生產血液中心的設備及耗材	80,000,000	80,000,000
Construction of new production plant and the purchase of production equipments for the production of automated production machinery and mouldings	興建新生產廠房及購買生產設備，以生產自動化生產機械及模具	80,000,000	14,045,000
Potential mergers and acquisitions opportunities	用於潛在併購機會	200,000,000	-
Working capital	用作運營資金	545,800,000	545,800,000
		<b>1,455,800,000</b>	<b>1,113,845,000</b>



## REVIEW AND OUTLOOK

In 2012, facing the situation of accelerating expansion of low and middle-end hospitals and intensifying competition in medical device industry, the Group carried out extensive restructuring on its sales and marketing organisation, increased significantly its sales staff headcount, integrated its client resources and increased the investment of its channels. Such measures had led to the below expectation revenue growth from disposable medical consumables segment; Secondly, with the early dissolution of the Distribution Joint Venture, revenue from the orthopaedic products segment was experiencing a temporarily drop; thirdly, the significant increase in the Group's labour costs had squeezed its profitability. A combination of the impact of such factors affected the growth rate of both revenue and profit for the Year of the Group which was substantially below expectation. However, the Directors believe the effect of adjustment of marketing strategies of the Group will gradually be performed in coming quarters.

Looking forward to 2013, the Company is of the view that the progress and effect of the restructuring on sales and marketing organisation will become a biggest challenge for the Group. Meanwhile, the new factory relocation and rising labour costs will continue to affect the profitability of conventional products. In view of this situation, the Group will place emphasis on the followings:

1. Continue to implement sales restructuring on marketing aspects, enhance the efforts in training marketing personnel, integrate the resources of direct selling customers, facilitate the optimization management on distributors, increase the investment in the middle-end market channels to improve the sales network coverage of the Group and market share of its product lines, and thereby consolidate and expand its market share;
2. Continue to intensify more efforts on research and development of new products to facilitate the adjustment of product sales mix; carefully organise and co-ordinate such arrangement to complete the new factory relocation smoothly; continue to increase the investments in technological improvement, and increase automation standard with an objective of assimilating the pressure from increase in costs in relocation of new factory and rising labour costs.

## 回顧與展望

二零一二年，面對中國中低端醫院擴張速度加快與同業競爭日趨劇烈的局面，本集團對市場營銷體系進行了重大重組，大幅增加營銷人員，整合客戶資源，增加渠道投資，此等措施影響到一次性醫用耗材產品部類營業收入增長不及預期；同時，骨科分銷公司的提前解散，令骨科產品部類營業收入暫時性下滑；第三，本集團人工成本的大幅上漲擠壓了盈利空間。上述因素的綜合影響，導致本集團年度營業收入與利潤的增長率明顯低於預期，但董事認為，本集團的營銷策略的調整效果將在未來的幾個季度逐漸顯現。

展望二零一三年，公司認為市場營銷體系重組的進展與效果將系本集團的最大挑戰，同時，新廠房的搬遷與工資成本的上漲，將會對常規產品的盈利能力產生持續的影響，針對此形勢，本集團將：

1. 繼續推行營銷領域的銷售重組，加強營銷人員的培訓力度，整合直銷客戶的資源，推進經銷商的優化管理，增加中端市場的渠道投資，以提升本集團之銷售網絡覆蓋率與產品線市場佔有率，鞏固擴大市場份額；
2. 繼續加大新產品的研發力度，以促進產品銷售結構的調整；精心組織，統籌安排，順利完成新廠房的搬遷；繼續加大技改投入，提升自動化水平，消化新廠房搬遷的成本增加壓力與人工成本上漲的壓力。

**REVIEW AND OUTLOOK** (continued)

3. The Group will speed up the study and implementation of the long term incentive scheme for employees to share the success of the Group. The Group will continue to offer competitive salary and fringe benefits packages to retain and expand the work force.
4. Continue to focus on domestic market. Leverage on the stable development of domestic market to backup the long term process of developing and expanding overseas market to gradually expand the international market share of existing products. Fully capitalise on the customer resource strengths in the PRC high-end market, through international collaboration by ways of joint venture, co-operation, technology transfer, acquisitions and mergers, introducing technologies and further expanding product categories to consolidate the competitive strengths of the various product lines of the Company.
5. Strengthen the strategic management, in particular with blood purification business as a foundation, strategically expanding into the medical service sector and new product lines to counteract the policy risk and pressure from competition.

With the implementation of the sales restructuring strategy of the Group and the launching of more upgraded products and new product series, gradual easing of production capacity constraint, the management believes that the Group will continue to consolidate its leading position in the PRC market. The Group and its employees are confident to face new challenges.

**回顧與展望** (續)

3. 加快長效激勵機制的研究和推出，讓員工共享企業發展的成果，逐漸打造具有極強競爭力的薪酬和福利體系，穩定和擴大員工隊伍。
4. 繼續將重心放在國內市場，用國內市場的穩步發展為國外市場的未來突破提供保障，逐漸擴充現有產品的國際市場份額；充分發揮於中國高端市場的客戶資源優勢，通過合資、合作、技術轉讓、收購兼併等各種方式推進國際合作，引進技術，進一步擴充產品品種，鞏固公司多產品線的競爭優勢。
5. 強化戰略管理，尤其以血液淨化事業部為基礎，戰略性開拓醫療服務領域與新的產品線，以應對政策風險和競爭壓力。

管理層相信，隨著本集團銷售重組策略的推進，更多升級產品的推出和新系列產品的大規模上市，以及產能壓力的緩解，本集團在中國市場的領先地位將持續鞏固。本集團及其僱員有信心面對新的挑戰。

### To all shareholders:

The Supervisory Committee (the “Supervisory Committee”) of Shandong Weigao Group Medical Polymer Company Limited, in compliance with the relevant requirements of the Company Law and the Articles of Association of the Company, has conducted its work in accordance with the fiduciary principle, and has taken up an active role to work seriously and with diligence to protect the interests of the Company and its shareholders.

During the Year, the Supervisory Committee had reviewed cautiously the development plans of the Company and provided reasonable suggestions and opinions to the Board. It also strictly and effectively monitored and supervised the Company’s management in making significant policies and decisions to ensure that they are in compliance with the relevant requirements of the Company Law and the Articles of Association of the Company, and in the interests of its shareholders.

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

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

### 致各位股東：

山東威高集團醫用高分子製品股份有限公司監事會（「本監事會」）遵照公司法及本公司組織章程的有關規定，遵守誠信原則，認真履行職責，保護本公司及其股東利益，勤勉主動地開展工作。

在年度內，本監事會對本公司的發展計劃進行謹慎審核，並向董事會提出合理的建議和意見，對本公司管理層的重大決策及決定是否符合公司法及本公司組織章程的有關規定，是否符合股東利益等，進行了嚴謹及有效的監督。

本監事會已審閱並同意董事會提呈予應屆股東週年大會的董事會報告、經審核財務報表及建議派發的股息。本監事會認為本公司董事、行政總裁及其他高級管理人員能夠嚴格遵守誠信原則，工作勤勉盡職並真誠地以本公司最佳利益為出發點行使職權，並按照本公司組織章程開展各項工作。本公司與關連人士進行的交易均符合股東的整體利益，且價格公平合理。

本監事會至今並無發現董事、行政總裁及高級管理人員濫用職權，損害本公司利益或侵犯本公司股東和員工權益的行為，亦未發現上述人員違反任何法律法規或本公司的組織章程。

The Supervisory Committee is satisfied with the achievement and cost-effectiveness of the Company in 2012 and has great confidence in the future prospect of the Company.

本監事會對本公司於二零一二年的各項工作和取得的成本效益表示滿意，並對本公司的未來前景充滿信心。

By Order of the Supervisory Committee  
**Shandong Weigao Group Medical Polymer  
Company Limited**  
**Bi Dong Mei**  
*Chairman of Supervisory Committee*  
Weihai, Shandong Province, the PRC

25th March, 2013

承監事會命  
**山東威高集團醫用高分子製品股份  
有限公司**  
*監事會主席*  
**畢冬梅**  
中國山東省威海市

二零一三年三月二十五日

## OVERVIEW

The Board of Directors of the Company recognize the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability. This report outlines the principles and the code provisions of the Code on Corporate Governance Practices (the "Code") contained in the Listing Rules, which have been adopted by the Group since its listing on 28th February, 2004.

## COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as the standard for securities transactions by Directors. The Company has made enquiries of all the Directors and all the Directors confirmed that they have complied with the required standards set out in the Model Code and its code of conduct regarding directors' securities transactions throughout the year of 2012.

The following summarizes the corporate governance practices of the Company:

### The Board of Directors

The Board take responsibility to oversee all major matters of the Company, including the formulation and approval of overall business strategies, internal control and risk management systems, and monitoring the performance of the senior management. The management is responsible for the daily operations of the Group under the leadership of the CEO. The Directors have the responsibility to act objectively in the interests of the Company.

## 概覽

本公司董事會深知在本集團的管理架構及內部監控程序引入優良的企業管治元素的重要性，藉以達致有效的問責性。本報告概述上市規則所載的企業管治常規守則（「守則」）的原則及守則條文，本集團已自其於二零零四年二月二十八日上市以來採納該守則及守則條文。

## 遵守董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的標準守則作為董事進行證券交易的標準。本公司已向全體董事作出特定查詢，而全體董事亦已確認彼等在二零一二年一直遵守標準守則所載標準及其有關董事進行證券交易的行為守則。

以下概述本公司的企業管治常規：

### 董事會

董事會負責監察本公司的所有重要事宜，包括制定及批准整體業務策略、內部監控及風險管理系統，以及監督高級管理人員的表現。管理層在行政總裁的領導下負責本集團的日常營運。董事負責以本公司利益客觀行事。

**COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS**

(continued)

**The Board of Directors** (continued)

Currently, the Board comprises 11 Directors, including four executive Directors, three non-executive Directors and four independent non-executive Directors. The Directors as at 31st December, 2012 are:

**Executive Directors:**

Mr. Zhang Hua Wei  
 Mr. Wang Yi  
 Mr. Gong Jian Bo  
 (appointed on 18th March, 2013)  
 Mr. Xia Lie Bo  
 (appointed on 18th March, 2013)

**Non-executive Directors:**

Mr. Chen Xue Li  
 Mrs. Zhou Shu Hua  
 Mr. Christopher J. O'Connell  
 (appointed on 21st May, 2012)

**Independent non-executive Directors:**

Mr. Lo Wai Hung  
 Mr. Li Jia Miao  
 Mrs. Fu Ming Zhong  
 Mrs. Wang Jin Xia  
 (appointed on 21st May, 2012)

**遵守董事進行證券交易的標準守則** (續)**董事會** (續)

目前，董事會由十一名董事組成，包括四名執行董事、三名非執行董事以及四名獨立非執行董事。於二零一二年十二月三十一日，董事的具體名單如下：

**執行董事：**

張華威先生  
 王毅先生  
 弓劍波先生  
 (於二零一三年三月十八日獲委任)  
 夏列波先生  
 (於二零一三年三月十八日獲委任)

**非執行董事：**

陳學利先生  
 周淑華女士  
 Christopher J. O'Connell先生  
 (於二零一二年五月二十一日獲委任)

**獨立非執行董事：**

盧偉雄先生  
 李家淼先生  
 付明仲女士  
 王錦霞女士  
 (於二零一二年五月二十一日獲委任)

## COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

(continued)

### The Board of Directors (continued)

In compliance of Rule 3.10(1) of the Listing Rules, the Board currently comprises four independent non-executive Directors. Pursuant to paragraph 12B of the Appendix 16 of the Listing Rules, each of the independent non-executive Directors has confirmed by annual confirmation that he/she has complied with the independence criteria set out in Rules 3.13 of the Listing Rules. The Director consider that all four independent non-executive Directors are independent under these independence criteria and are capable to effectively exercise independent judgment. Amongst the four independent non-executive Directors, Mr. Lo Wai Hung has the appropriate professional qualifications and accounting and related financial management expertise required under Rule 3.10 (2) of the Listing Rules.

### Board Meetings

The Company adopts the practice of holding board meetings regularly for at least four times a year at approximately quarterly intervals. Ad-hoc meetings will also be convened if necessary to discuss the overall strategy as well as the operation and financial performance of the Group. Notice of board meeting will be sent to all Directors at least 14 days prior to a regular board meeting. Reasonable notice will be given to Directors for ad-hoc board meetings. Directors may participate either in person or through electronic means of communications.

The Company will adopt the practice to provide relevant materials to all the Directors relating to the matters brought before the meetings. All the Directors will be provided with sufficient resources to discharge their duties, and, upon reasonable requests, the Directors will be able to seek independent professional advice in appropriate circumstances, at the Company's expenses. All Directors will have the opportunity to include matters in the agenda for Board meetings.

## 遵守董事進行證券交易的標準守則 (續)

### 董事會 (續)

為符合上市規則第3.10(1)條，董事會目前包括四名獨立非執行董事。根據上市規則附錄十六第12B段，各獨立非執行董事均已以年度確認書確認，彼符合上市規則第3.13條所載獨立身份標準。董事認為，根據此等獨立身份標準，全部四名獨立非執行董事均為獨立人士，能有效作出獨立判斷。在四名獨立非執行董事中，盧偉雄先生具備上市規則第3.10(2)條所規定的適當專業資格及會計以及相關財務管理專業知識。

### 董事會會議

本公司的董事會會議每年最少定期舉行四次，大約每季舉行一次。需要時亦會召開臨時會議，以商討整體策略以及本集團的營運和財務表現。全體董事將於舉行定期董事會會議前最少十四天獲發董事會會議通告，而臨時董事會會議通告則於合理時間內派發予董事。董事可親身或通過電子通訊方式出席。

本公司於大會前向所有董事提供會上討論事項的相關資料。全體董事將獲得充分的資源以履行其職責，並在合理的要求下，董事可於合適情況下尋求獨立專業意見，費用由本公司承擔。全體董事均有機會於董事會會議議程內加入議題。

**COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS**

(continued)

**Board Meetings** (continued)

Number of Board meetings held during the year 2012: 5.

The attendance of each Director at Board meetings during the year ended 31st December, 2012 was as follows:

**遵守董事進行證券交易的標準守則** (續)**董事會會議** (續)

於二零一二年度舉行的董事會會議次數：5次。

截至二零一二年十二月三十一日止年度，各董事出席董事會會議的情況載列如下：

**Attendance  
in 2012  
於二零一二年的出席率  
(%)**

**Executive Directors**

Mr. Zhang Hua Wei

Mr. Wang Yi

Mr. Miao Yan Guo

(resigned on 27th December, 2012)

Mr. Wang Zhi Fan

(resigned on 27th December, 2012)

Mr. Wu Chuan Ming

(resigned on 27th December, 2012)

**執行董事**

張華威先生

王毅先生

苗延國先生

(於二零一二年十二月二十七日  
辭任)

王志范先生

(於二零一二年十二月二十七日  
辭任)

吳傳明先生

(於二零一二年十二月二十七日  
辭任)

100%

80%

100%

100%

60%

**Non-executive Directors**

Mr. Chen Xue Li

Mrs. Zhou Shu Hua

Mr. Li Bing Yung

(resigned on 31st December, 2012)

Mr. Christopher J. O'Connell

(appointed on 21st May, 2012)

**非執行董事**

陳學利先生

周淑華女士

李炳容先生

(於二零一二年十二月三十一日  
辭任)

Christopher J. O'Connell先生

(於二零一二年五月二十一日  
獲委任)

60%

100%

80%

50%

**Independent non-executive Directors**

Mr. Lo Wai Hung

Mr. Li Jia Miao

Mrs. Fu Ming Zhong

Mrs. Wang Jin Xia

(appointed on 21st May, 2012)

**獨立非執行董事**

盧偉雄先生

李家淼先生

付明仲女士

王錦霞女士

(於二零一二年五月二十一日  
獲委任)

100%

100%

80%

100%



## COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

(continued)

### Board Meetings (continued)

Minutes of the Board and the committee meetings are recorded, and draft minutes and final version are submitted to Directors for review within reasonable time after the meetings, normally 14 days after the meetings.

Secretary of the Board assists the chairman to establish meeting agenda, and each Director may request inclusion of items in the agenda.

Matters on transactions where Directors are considered having conflict of interests or material interests will not be dealt with by way of written resolutions. The Directors concerned can express views but will not be counted in the quorum of meetings and shall abstain from voting on the relevant resolution(s).

All Directors have access to the company secretary who is responsible for ensuring that the Board procedures are complied with, and advising the Board on compliance matters.

Minutes of the Board and the committee meetings are kept by the company secretary and are open for inspection by Directors.

### Chairman and Chief Executive Officer

Under provision A2.1 of the Code, the roles of the Chairman and the CEO should be separate and should not be performed by the same individual. Mr. Chen Xue Li is the Chairman of the Board and a non-executive Director who is not involved in the day-to-day management of the Group's business. Mr. Zhang Hua Wei is the CEO of the Company and an executive Director of the Company.

The Chairman of the Board is appointed by the Board itself, who is responsible for the leadership of effective operation of the Board, and ensuring that all major and appropriate issues are discussed by the Board on a timely basis and in a constructive manner. The CEO is appointed by the Board. He is responsible for the management of daily operations of the Company and the implementation of the strategies and plans determined by the Board.

## 遵守董事進行證券交易的標準守則 (續)

### 董事會會議 (續)

董事會及委員會會議均備有記錄，而記錄草稿與最終稿均在大會後合理時間內（一般為大會後十四日內）送交董事審閱。

董事會秘書協助主席編製會議議程，而各董事可要求在議程內加入議題。

對於董事被視為存在利益衝突或擁有重大權益的交易事宜，將不會通過書面決議案方式處理。有關董事可在會上表達意見，但不會計入會議法定人數，並須就有關決議案放棄表決。

全體董事均可接觸公司秘書，而公司秘書負責確保董事會程序得以遵守，並就合規事宜向董事會提供意見。

董事會及委員會會議的會議記錄均由公司秘書保存，而董事可隨時查閱。

### 主席與行政總裁

根據守則第A2.1條條文，主席及行政總裁的職責應分開且不得由同一人士擔任。陳學利先生為董事會主席兼非執行董事，彼不會參與本集團業務的日常管理。張華威先生為本公司的行政總裁兼本公司執行董事。

董事會主席由董事會自行委任，負責領導董事會，並使其有效運作，同時確保董事會以適時及具建設性的方式討論所有主要及適當的事項。行政總裁由董事會委任，負責管理本公司的日常業務以及執行董事會釐定的戰略及計劃。

**COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS**

(continued)

**Experience**

The executive Directors and non-executive Directors possess administrative leadership, diversified knowledge and extensive management experience in the industry. The independent non-executive Directors possess extensive knowledge, experience and judgment in different areas. The Board will seriously consider the objective views of the independent non-executive Directors for making decisions, and regard this as an effective guidance for the Group's business direction.

**Nomination, Appointment and removal of Directors**

Each of the Directors of the Company has entered into a service contract with the Company for a specific term of three years, and are subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company.

The Company has not experienced any casual vacancy for members of the Board. In the event that there is such circumstance, the Director appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after his appointment.

The Board selects and nominates Director candidates based on whether they possess the skills and experience needed for the Group's development.

The Company has not set up a nomination committee, the Board as a whole is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of directors, monitoring the nomination of directors and assessing the independence of independent non-executive directors of the Company.

**遵守董事進行證券交易的標準守則 (續)****經驗**

執行董事和非執行董事具有行政領導能力、多元化知識及豐富行業管理經驗。獨立非執行董事擁有不同領域的豐富知識、經驗及判斷力。董事會作決策時將認真考慮獨立非執行董事的客觀意見，以此作為本集團業務方針的有效指引。

**提名、委任及罷免董事**

本公司各董事均與本公司訂立一份指定任期為三年的服務合約，並須根據本公司的組織章程細則輪值告退及膺選連任。

本公司未曾出現過董事會成員臨時空缺的情況。倘出現該等情況，為填補臨時空缺而獲委任的董事將在接受委任後的首次股東大會上接受股東選舉。

董事會根據本集團發展需要的技能與經驗來挑選及提名董事候選人。

本公司並無設立提名委員會，董事會整體負責審閱董事會的組成、發展及草擬提名及委任董事的相關程序、監管董事提名及評估本公司獨立非執行董事之獨立性。

## COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

(continued)

### Directors' responsibility

The Board manages the business of the Company on behalf of its shareholders. The Directors consider that they are obliged to fulfill their responsibilities in a prudent, diligent and faithful manner, so as to create value for shareholders and safeguard the best interests of the Company and its shareholders.

### Remuneration of Directors and Senior Management

#### Remuneration Committee

The Company established a remuneration committee on 12th August, 2005 in accordance with the requirement of the Code. The remuneration committee comprises four independent non-executive Directors, namely Mr. Lo Wai Hung, Mr. Li Jia Miao, Mrs. Fu Ming Zhong, Mrs. Wang Jin Xia and a non-executive director, Mrs. Zhou Shu Hua.

The remuneration committee has reviewed the remuneration policy, the performance and the remuneration of executive Directors and members of senior management, the existing terms of service contracts of the executive Directors. The objective of the remuneration policy is to ensure that the Company is able to attract, retain and motivate high-caliber staff, which is vital to the success of the Company.

In reviewing and determining the remuneration packages of the executive Directors and members of senior management, the remuneration committee considers their responsibilities, skills, expertise and contribution to the Group's performance and whether remuneration packages are competitive and sufficient to ensure that the Group is able to attract and retain the best available executive talent.

## 遵守董事進行證券交易的標準守則 (續)

### 董事責任

董事會代表其股東管理本公司業務。董事認為，彼等須謹慎、勤勉且忠誠地履行職責，為股東創造價值，維護本公司及其股東的最佳利益。

### 董事及高級管理人員的薪酬

#### 薪酬委員會

本公司已根據守則規定於二零零五年八月十二日成立薪酬委員會。薪酬委員會由四名獨立非執行董事盧偉雄先生、李家淼先生、付明仲女士及王錦霞女士及一名非執行董事周淑華女士組成。

薪酬委員會已檢討薪酬政策、執行董事及高級管理層成員的表現及薪酬，以及執行董事的服務合約現有條款。薪酬政策的目標是確保本公司能吸納、挽留及激勵優秀員工，而此對本公司的成功十分重要。

在審閱及釐定執行董事及高級管理層成員的薪酬時，薪酬委員會將考慮他們的職責、技能、專業知識及對本集團業績作出的貢獻，以及薪酬是否具競爭能力，以及是否足以保證本集團能吸引及挽留頂尖的行政人才。

**COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS**

(continued)

**Remuneration of Directors and Senior Management** (continued)**Remuneration Committee** (continued)

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

During the Year, one meeting has been held by the remuneration committee. All members of the remuneration committee attended the meeting during which the responsibilities of the remuneration committee were defined and matters such as the remuneration policy, incentive mechanism of the Directors and senior management of the Group were reviewed. The chairman of the remuneration committee reports the findings and provides recommendations to the Board after each meeting.

**遵守董事進行證券交易的標準守則** (續)**董事及高級管理人員的薪酬** (續)**薪酬委員會** (續)

董事酬金須由薪酬委員會進行年度評估並將建議提交董事會，董事會進一步審議並通過之後再提呈股東週年大會經股東批准後方可作實。執行董事的酬金組合政策主旨是使本公司執行董事的酬金及其表現與公司目標掛鉤，有助激勵執行董事的工作表現及留任。根據該政策，董事不可批准其本身的薪酬。

年內，薪酬委員會舉行過一次會議。所有薪酬委員會成員均參加了會議。會議細化薪酬委員會的職責，並對本集團的董事及高級管理人員的薪酬政策、激勵機制等進行了審閱。薪酬委員會主席於每次會議後向董事會匯報討論結果，並提供建議。

## COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

(continued)

### Remuneration of Directors and Senior Management (continued)

#### **Nomination Committee**

The Company established a nomination committee on 21st May, 2012, in accordance with the requirement of the Code. The nomination committee comprises Mr. Lo Wai Hung, Mr. Li Jia Miao, Mrs. Fu Ming Zhong, Mrs. Wang Jin Xia and Mrs. Zhou Shu Hua. The chairman of the nomination committee is Mr. Lo Wai Hung. The terms of reference of the nomination committee have been defined. The principal duties include:—

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
- to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.
- to assess the independence of independent non-executive directors.
- to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive.

The Nomination Committee provided with sufficient resources to perform its duties and shall have access to independent professional advice if necessary. All members of the Nomination Committee have access to the advice and services of the company secretary, and separate and independent access to the Company's senior management for obtaining necessary information.

## 遵守董事進行證券交易的標準守則 (續)

### 董事及高級管理人員的薪酬 (續)

#### **提名委員會**

本公司已根據守則規定於二零一二年五月二十一日成立提名委員會。提名委員會由盧偉雄先生、李家淼先生、付明仲女士、王錦霞女士及周淑華女士組成。盧偉雄先生為提名委員會主席。提名委員會之職權範圍已界定。主要職責包括：

- 至少每年檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議。
- 物色具備合適資格成為董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見。
- 評核獨立非執行董事的獨立性。
- 就董事委任或重新委任以及董事（尤其是董事會主席及行政總裁）繼任計劃向董事會提出建議。

提名委員會已獲提供充足資源以履行其職責，及在有需要時可尋求獨立專業意見。提名委員會的所有成員均可聯絡公司秘書及獲取其服務，個別成員亦可聯絡本公司的高級管理人員以獲取所需資料。

**COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS**

(continued)

**Remuneration of Directors and Senior Management** (continued)**Corporate Governance Committee**

The Company established a corporate governance committee on 30th May 2013. The corporate governance committee comprises Mr. Zhang Hua Wei as the chairman of the committee and Mr. Lo Wai Hung, Mr. Li Jia Miao, Mrs. Fu Ming Zhong and Mrs. Wang Jin Xia as members. The terms of reference of the corporate governance committee have been defined. The principal duties include:–

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the board;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (e) to review the Company's compliance with the code and disclosure in the corporate governance report.

The Corporate Governance Committee will be provided with sufficient resources to perform its duties and shall have access to independent professional advice if necessary. All members of the Corporate Governance Committee will have access to the advice and services of the company secretary and separate and independent access to the Company's senior management for obtaining necessary information.

**遵守董事進行證券交易的標準守則** (續)**董事及高級管理人員的薪酬** (續)**企業管治委員會**

本公司於二零一三年五月三十日成立企業管治委員會。企業管治委員會包括張華威先生(作為委員會主席)以及盧偉雄先生、李家淼先生、付明仲女士及王錦霞女士(作為成員)。企業管治委員會之職權範圍已界定。主要職責包括:

- (a) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
- (e) 檢討本公司遵守《守則》的情況及在《企業管治報告》內的披露。

企業管治委員會將獲提供充足資源以履行其職責，及在有需要時可尋求獨立專業意見。企業管治委員會的所有成員將可聯絡公司秘書及獲取其服務，個別成員亦可聯絡本公司的高級管理人員以獲取所需資料。

## ACCOUNTABILITY AND AUDIT

### Financial Reporting

All Directors are provided with explanations and information by the management of the Company so as to enable them to have discussions and make assessment at Board meetings.

All Directors acknowledge the responsibility for the preparation of its accounts, with the responsibility statement in respect to the financial reports made by the Directors set out in this annual report. The auditors have also made a statement about their responsibilities in the auditor's report.

The Board presents a comprehensive, balanced and understandable assessment on the position and prospects of the Group in all shareholder communications.

### Internal control

Directors are responsible for reviewing the internal control and risk management system of the Company periodically to ensure its effectiveness and efficiency. With the support of the internal audit department, they will review the practices, procedures, expenditure and internal control of the Company and its subsidiaries on a regular basis. The management will regularly monitor the concerns as reported by the internal audit department to ensure appropriate remedial measures have been implemented. The Board or senior management can also request the internal audit group to review the specific scope of concerns and report the significant findings of such review to the Board and the audit committee.

The Board has conducted a review of the effectiveness of the system of internal control of the Group.

The Board has considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training program and budget.

## 問責及核數

### 財務報告

全體董事均能夠獲得本公司管理層提供的解釋及資料，以供其在董事會會議上討論與評審。

本公司的全體董事均知悉其編製賬目的責任，於本年報內載有董事就財務報告作出的責任聲明。核數師亦已於核數師報告中就彼等的責任作出了聲明。

董事會於所有股東通訊中，對本集團的狀況及前景作出了全面、均衡及易於理解的評估。

### 內部監控

董事負責定期檢討本公司的內部監控及風險管理系統，確保其有效性及效率。在內部核數部門的支持下，彼等將定期對本公司及其附屬公司的常規、程序、開支及內部監控進行檢討。管理層將定期監察內部核數部門所匯報的關注事項，確保實施適當的補救措施。董事會或高級管理人員亦可要求內部審核小組對特定的關注範圍進行檢討，並向董事會及審核委員會匯報重要的檢討結果。

董事會已審查本集團內部監控系統的效能。

董事會已考慮資源的充足性、本公司會計及財務報告部門員工的資歷及經驗以及彼等的培訓計劃及預算。

**ACCOUNTABILITY AND AUDIT** (continued)**Audit Committee**

The audit committee of the Company comprises four independent non-executive Directors, namely Mr. Lo Wai Hung (chairman of the audit committee), Mr. Li Jia Miao, Mrs. Fu Ming Zhong, Mrs. Wang Jin Xia and a non-executive Director, Mrs. Zhou Shu Hua. The terms of reference of the audit committee have been clearly defined. Its principal responsibilities include:

- To be primarily responsible for making recommendations to the Board regarding the appointment, reappointment and removal of external auditors; to formulate the remuneration and terms of engagement of external auditors and to propose the Board to submit the same at the general meeting for consideration. To approve the remuneration and terms of engagement of the external auditors when the general meeting is authorizing the Board to determine the remuneration of the auditors; and to address any questions regarding the resignation or retirement of that auditor.
- To review and oversee the independence and objectivity of engaging external auditors and the effectiveness of the audit process in accordance with applicable standards. The Committee shall discuss with the auditors regarding the nature and scope of the audit and the relevant reporting obligations before commencing the audit.
- To develop and implement policy in engaging external auditors to provide non-auditing services. For the purpose of this requirement, external auditors includes any entity that is under common control, ownership or management with that audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm domestically or internationally. The Committee shall report to the Board, in respect of any matters in which it considers that an action or improvement is needed and to make recommendations as to the steps to be taken.

**問責及核數 (續)****審核委員會**

本公司的審核委員會由四位獨立非執行董事盧偉雄先生(審核委員會主席)、李家淼先生、付明仲女士及王錦霞女士及非執行董事周淑華女士組成。審核委員會的職權範圍已清晰界定，其主要職責包括：

- 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議；制訂外聘核數師的薪酬及聘用條款，並提請董事會提交股東大會審議。在股東大會授權董事會確定核數師的薪酬時，批准外聘核數師的薪酬及聘用條款；處理任何有關核數師辭職或退任的問題。
- 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效。委員會應於核數工作開始前與核數師討論核數性質及範疇及有關申報責任。
- 就外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，外聘核數師包括與該核數公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的協力廠商，在合理情況下會斷定該機構屬於該核數公司的本土或國際業務的一部分的任何機構。委員會應就其認為必須採取的行動或改善的事項向董事會報告，並建議可採取的步驟。



## ACCOUNTABILITY AND AUDIT (continued)

## 問責及核數 (續)

## Audit Committee (continued)

## 審核委員會 (續)

- To monitor the completeness of the financial statements of the Company and the annual report and accounts and half-year report and quarterly report of the Company and to review the significant opinion of the respective financial reporting contained therein. In this regard, in reviewing the relevant statements and reports of the respective annual report and accounts, half-year report and quarterly report of the Company before submitting the same to the Board.
- To oversee the financial reporting system and internal control procedures of the Company.

- 監察本公司的財務報表及本公司年度報告及賬目、半年度報告及季度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見。在這方面，委員會在向董事會提交有關本公司年度報告及賬目、半年度報告及季度報告前審閱有關報表及報告。
- 監管本公司財務申報制度及內部監控程序。

During the Year, the audit committee has convened four meetings, at which, they have primarily discussed and reviewed the quarterly, interim and annual results and have discussed and considered the internal control procedures of the Group. The attendance of each Director is set out below:

於本年度，審核委員會共召開四次會議，會上主要討論與審閱季度、中期及年度業績，並就本集團內部監控程序進行了討論與審議。各董事的出席率如下：

**Attendance  
in 2012  
於二零一二年的  
出席率  
(%)**

**Independent non-executive Directors****獨立非執行董事**

Mr. Lo Wai Hung

盧偉雄先生

100%

Mr. Li Jia Miao

李家淼先生

100%

Mrs. Fu Ming Zhong

付明仲女士

50%

Mrs. Wang Jin Xia

王錦霞女士

(appointed on 21st May, 2012)

(於二零一二年五月二十一日  
獲委任)

100%

**Non-executive Director****非執行董事**

Mrs. Zhou Shu Hua

周淑華女士

100%

The scope of responsibilities of the audit committee is available on the websites of Company and the Stock Exchange of Hong Kong Limited.

審核委員會的職權範圍可於本公司及香港聯合交易所有限公司網站查閱。

**ACCOUNTABILITY AND AUDIT** (continued)**Audit Committee** (continued)

There was no disagreement between the audit committee and the Board in respect of the selection, appointment, resignation or removal of external auditors during the year of 2012.

The audit committee can consult independent professional advice in accordance with stated procedures at the expense of the Company.

In 2012, the audit fees paid to the external auditors by the Company was approximately RMB3,046,000.

**Mandate Granted to the Board**

The Board should assume the responsibility for the leadership and monitoring of the Company, and is collectively responsible for promoting the success of the Company. The responsibilities of the Board are defined explicitly in the Articles of Association of the Company.

- (1) to be responsible for convening shareholders' meetings and report on its work at shareholders' meetings;
- (2) to implement the resolutions passed at shareholders' meetings;
- (3) to determine the business plans and investment plans of the Company;
- (4) to formulate the annual fiscal budgets and final accounts of the Company;
- (5) to formulate profit distribution proposals and loss recovery proposals of the Company;
- (6) to formulate proposals for increasing or reducing of the registered capital of the Company and proposals for issue of debentures of the Company;
- (7) to draft proposals for the merger, division and dissolution of the Company;

**問責及核數** (續)**審核委員會** (續)

於二零一二年度，審核委員會與董事會在外聘核數師的挑選、委聘、辭任或罷免方面並無分歧。

審核委員會可按既定程序諮詢獨立專業意見，費用由本公司支付。

於二零一二年，本公司向外聘核數師支付的核數費用約為人民幣3,046,000元。

**董事會的授權**

董事會應負有領導及監控本公司的責任，同時集體負責促進本公司成功。董事會的職權已在本公司的組織章程細則內清晰界定。

- (一) 負責召集股東大會，並於股東大會報告工作；
- (二) 執行股東大會通過的決議案；
- (三) 決定本公司的經營計劃和投資方案；
- (四) 制訂本公司的年度財務預算方案及決算方案；
- (五) 制訂本公司的利潤分配方案和彌補虧損方案；
- (六) 制訂本公司增加或削減註冊資本的方案以及發行本公司債券的方案；
- (七) 擬定本公司合併、分拆及解散的方案；

**ACCOUNTABILITY AND AUDIT** (continued)

**問責及核數** (續)

**Mandate Granted to the Board** (continued)

**董事會的授權** (續)

- (8) to determine the establishment of the internal management bodies of the Company;
- (9) to appoint or dismiss the general manager of the Company, and to appoint or dismiss the deputy general manager and other senior management, including the person in charge of finance, pursuant to the recommendations of the general manager, as well as to determine their compensations;
- (10) to formulate the basic management system of the Company;
- (11) to formulate proposals for amendments to the Articles of Association of the Company; and
- (12) to exercise other functions as stipulated by the articles of association or granted by the shareholders' meetings.

- (八) 決定本公司內部管理機構的組成；
- (九) 聘任或解聘本公司總經理，並根據總經理的推薦，聘任或解聘副總經理和其他高級管理人員（包括財務負責人），並釐定其報酬；
- (十) 制訂本公司的基本管理制度；
- (十一) 制訂本公司組織章程細則的修改方案；及
- (十二) 行使本公司組織章程細則規定或股東大會授予的其他職能。

The Board has granted authority to the chief executive officer to implement the following strategies and to be responsible for the day-to-day operation:

董事會授權行政總裁執行以下各項策略及負責日常業務：

- (1) to be in charge of the management of production and operation and to organize the implementation of the resolutions of the Board;
- (2) to organize the implementation of the annual business plans and investment plans of the Company;
- (3) to draft proposals for the establishment of internal management bodies of the Company;
- (4) to draft the basis management system of the Company;
- (5) to formulate the basic rules and regulations of the Company;
- (6) to propose the appointment or removal of the deputy general manager and other senior management, including the person in charge of finance, of the Company;

- (一) 負責本公司的生產經營管理工作並組織實施董事會決議案；
- (二) 組織實施本公司年度經營計劃和投資方案；
- (三) 擬訂本公司內部管理機構的組成方案；
- (四) 擬訂本公司的基本管理制度；
- (五) 制訂本公司的基本規章；
- (六) 提請聘任或罷免本公司副總經理和其他高級管理人員（包括財務負責人）；

**ACCOUNTABILITY AND AUDIT** (continued)**Mandate Granted to the Board** (continued)

- (7) to appoint or dismiss the management personnel other than those required to be appointed or dismissed by the Board; and
- (8) to exercise other functions granted by the Articles of Association and the Board.

The chief executive officer grants authorisation to chief financial officers, and senior management within his terms of reference.

The Board is supported by three committees, namely the audit committee, the remuneration committee and nomination committee. Each of the committees has its defined terms of reference covering its duties, rights and functions. The chairmen of the respective committees report to the Board regularly and make recommendations on matters discussed as appropriate.

**Communications with shareholders**

Separate resolutions are proposed at general meetings on each substantially separate issue, including the election of individual Director.

The shareholders' meeting provides an effective forum for shareholders to exchange views with the Board. The chairman, together with the chairmen or members of the audit committee, the remuneration committee and nomination committee are available to answer shareholders' questions.

The procedures demanding for a poll and the rights of shareholders to demand for a poll are included in the notice of shareholders' meeting and the accompanying circular. The relevant procedures are explained at the shareholders' meetings.

The external auditor has been appointed as the scrutineer to ensure the votes cast are properly counted and recorded.

The results of the poll have been posted on the websites of the Stock Exchange of Hong Kong Limited and the Company on the business day following the meeting.

**問責及核數** (續)**董事會的授權** (續)

- (七) 聘任或解聘管理人員，惟應由董事會聘任或解聘者除外；及
- (八) 行使組織章程細則和董事會授予的其他職權。

行政總裁在其職權範圍內向財務總監及高級管理人員授權。

董事會下設三個委員會：即審核委員會、薪酬委員會及提名委員會。每個委員會各有涵蓋其責任、權利和職能的職權範圍。各委員會的主席會定期向董事會匯報，並按情況需要就討論事宜提出建議。

**與股東的溝通**

每項實際獨立的事宜，均會在股東大會上以個別決議案提呈，包括個別董事的選舉。

股東大會為股東提供一個有效的場合，以與董事會交流意見。主席以及審核委員會、薪酬委員會及提名委員會的主席或成員將會在大會上解答股東的提問。

要求以投票方式表決的程序及股東可要求以投票方式表決的權利載於股東大會通告及隨附的通函內。有關程序亦會於股東大會上解釋。

已委任外聘核數師擔任監票員，以確保所有票數均適當點算及記錄在案。

投票表決結果已於大會後首個營業日刊登在香港聯合交易所有限公司及本公司網站上。

## ACCOUNTABILITY AND AUDIT (continued)

### Communications with shareholders (continued)

Furthermore, the Company continues to enhance the ongoing communications amongst the shareholders, investors and analysts, including:

- establishing specialized bodies and employing staff to serve investors and analysts and answer their relevant questions;
- arranging site visits to the production bases of the Company in order to keep them abreast of the operations and the latest developments of the Company;
- collecting and analyzing, in a timely manner, the respective opinions and recommendations on the operations of the Company given by securities analysts and investors and compiling them into reports periodically, and selectively adopting them in the operations of the Company;
- providing relevant information, including introduction to the Company, the Board and corporate governance, results of the Company, financial summary, marketing materials of the Company and press releases on the website of the Company; and
- taking the initiative to communicate with various parties, particularly following the announcement of interim, annual results and substantial investment decisions, organizing briefings, press conferences and one-on-one interviews with investment institutions. Besides, the Company also regularly communicates with investors on a one-on-one basis.

## 問責及核數 (續)

### 與股東的溝通 (續)

此外，本公司亦不斷加強與股東、投資者及分析員的持續溝通，其中包括：

- 設置專門機構及聘請人員接待投資者和分析員並解答彼等提出的相關問題；
- 安排彼等到本公司的生產基地進行實地考察，便於彼等及時了解本公司的經營情況及業務發展的更新動向；
- 本公司及時收集並分析證券分析員及投資者對本公司營運的各種意見及建議，定期匯集成報告，並在本公司的營運中有選擇地加以採納；
- 通過本公司網站提供有關資料，包括本公司簡介、董事會及企業管治、本公司業績、財務摘要、公司推介材料及新聞稿等；及
- 本公司主動與各方人士溝通，特別是在中期、年度業績公佈及作出重大投資決策事項後，舉行推介會、記者招待會以及與投資機構單對單會談。除此，本公司亦定期與投資者進行單對單的溝通。

## BOARD OF DIRECTORS

### Executive Directors

**Mr. Zhang Hua Wei**, aged 49, is the vice chairman and general manager of the Company and vice chairman of Weigao Holding Company Limited (“Weigao Holding”). Mr. Zhang studied politics and economics at the Weihai Campus of Shandong University from 1996 to 1998. Mr. Zhang was the deputy factory director of Weigao Holding from 1988 to 1998, and has been the general manager of Weigao Holding since 1998. Mr. Zhang joined the Company in December 2000.

**Mr. Wang Yi**, aged 53, is an executive Director and deputy general manager of general affairs of the Company. Mr. Wang studied Business Administration at the Shandong Cadres Distance Learning University from 1994 to 1997. He joined Weigao Holding in 1988 and was production director from 1988 to 1989, head of the No. 2 branch of Weigao Holding from 1989 to 1992 and manager of the No. 3 branch of Weigao Holding from 1992 to 2004. Mr. Wang joined the Company in December 2000.

**Mr. Gong Jie Bo**, aged 45, is an executive Director of the Company and the general manager of Shandong Weigao Orthopaedic Device Company Limited (“Weigao Orthopaedic”). Mr. Gong graduated from 常州市武進前黃學校 (Changzhou Wujin Qian Huang College\*) in 1987. Prior to joining the Company, Mr. Gong joined 常州市武進第三醫療器械廠 (Changzhou Wujin The Third Medical Device Factory\*) (“Changzhou Wujin”) in 1988. He served as an assistant to the factory director and worked in technical and sales departments and was subsequently promoted to factory director in 1993. Changzhou Wujin is principally engaged in the research and development, sales and production of medical devices in China. Mr. Gong joined Weigao Orthopaedic in February 2005. Mr. Gong has over 20 years of valuable experience in medical device industry in China.

\* For identification purposes only 僅供識別

## 董事會

### 執行董事

**張華威先生**，49歲，本公司副董事長兼總經理兼威高集團有限公司（「威高集團」）副董事長。張先生於一九九六年至一九九八年在山東大學威海分校修讀政治及經濟學。張先生於一九八八年至一九九八年任威高集團副廠長，自一九九八年起為威高集團總經理。張先生於二零零零年十二月加入本公司。

**王毅先生**，53歲，本公司執行董事兼常務副總經理。王先生於一九九四年至一九九七年在山東幹部函授大學就讀工商管理，彼於一九八八年加入威高集團，歷任生產科長（一九八八年至一九八九年）、威高集團第二分廠主管（一九八九年至一九九二年）、威高集團第三分廠經理（一九九二年至二零零四年）。王先生於二零零零年十二月加入本公司。

**弓劍波先生**，45歲，本公司之執行董事及山東威高骨科材料有限公司（「威高骨科」）總經理。弓先生於一九八七年畢業於常州市武進前黃學校。於加入本公司前，弓先生於一九八八年加入常州市武進第三醫療器械廠（「常州武進」）。他曾擔任廠長助理並參予技術及銷售部門之工作並其後於一九九三年晉升為廠長。常州武進主要於中國從事醫療設備之研發、銷售及生產。弓先生於二零零五年二月加入威高骨科。弓先生於中國醫療設備行業擁有逾20年之寶貴從業經驗。

**BOARD OF DIRECTORS** (continued)**Executive Directors** (continued)

**Mr. Xia Lie Bo**, aged 35, is an executive Director of the Company and the general manager and the chairman of Weihai Weigao Blood Purification Products Company Limited (“Weigao Blood Purification”). Mr. Xia graduated from 寧波高等專科學校 (Ningbo Advanced Technical College\*) in 1998. Prior to joining the Company, Mr. Xia served as a management trainee in the quality control division in 寧波亞泰醫療器械有限公司 (Ningbo Yatai Medical Device Company Limited\*) (“Ningbo Yatai”) since August 1998. Ningbo Yatai is a sino-foreign joint venture company which is principally engaged in research and development, manufacture and sale of plasma segregator and blood lavage set. Mr. Xia subsequently joined 浙江玉環衛康醫療器械有限公司 (Zhejiang Yu Huan Wei Kang Medical Equipment Company Limited\*) (“Yu Huan”) in November 2000 and was responsible for strategic planning and management in Yu Huan which is principally engaged in research and development of protein A-based immune absorption column in China. In April 2002, Mr. Xia joined 浙江科銳生物科技有限公司 (Zhejiang Ke Rui Biotech Company Limited\*) which is principally engaged in research and development of blood purification related products and he was responsible for overall business management. In May 2003, Mr. Xia joined as a project manager in 上海和祥醫療器械有限公司 (Shanghai Hoxen Company Limited\*) which is engaged in distribution of renal failure treatment equipment and blood purification therapy instrument in China. Mr. Xia joined Weigao Blood Purification in October 2004. Mr. Xia has over 10 years of valuable experience in operation and management in blood purification industry in China.

**董事會** (續)**執行董事** (續)

**夏列波先生**，35歲，本公司之執行董事及威海威高血液淨化製品有限公司(「威高血液淨化」)總經理兼董事長。夏先生於一九九八年畢業於寧波高等專科學校。於加入本公司前，自一九九八年八月起，夏先生曾任職於寧波亞泰醫療器械有限公司(「寧波亞泰」)，擔任品質部見習管理人員職務。寧波亞泰為一間主要從事血漿分離器及血液灌流器之研發、生產及銷售業務之中外合營企業。隨後於二零零零年十一月，夏先生加入浙江玉環衛康醫療器械有限公司(「玉環」)，負責玉環(主要於中國從事蛋白A免疫吸附柱之研發)之策略規劃及管理。於二零零二年四月，夏先生加入浙江科銳生物科技有限公司(主要從事血液淨化相關產品之研發)，負責整體業務管理。於二零零三年五月，夏先生加入上海和祥醫療器械有限公司擔任項目經理職務，該公司於中國從事腎功能衰竭治療設備及血液淨化治療儀之分銷業務。於二零零四年十月，夏先生加入威高血液淨化。夏先生在中國血液淨化製品行業擁有逾10年之寶貴經營管理經驗。

\* For identification purposes only 僅供識別

**BOARD OF DIRECTORS** (continued)

**Non-executive Directors**

**Mr. Chen Xue Li**, aged 61, is the Chairman of both the Company and Weigao Holding. Mr. Chen founded Weigao Holding in 1988, and was the head of it from 1988 to 1998. Mr. Chen has been elected as the chairman of the Company since December 2000. He received the award of Entrepreneur of Weihai Economy Development in June 2003.

**Mrs. Zhou Shu Hua**, aged 56, is a non-executive Director of the Company and financial deputy general manager of Weigao Holding. Mrs. Zhou studied Business Administration at the Weihai Campus of Shandong University from 1999 to 2001. Mrs. Zhou joined Weigao Holding in 1989 and held a number of positions such as head of the finance division in the finance department, manager of the finance department and deputy general manager of Weigao Holding.

**Mr. Christopher J. O'Connell**, aged 46, is a non-executive Director of the Company. Since joining Medtronic Inc. ("Medtronic") in 1994, Mr. O'Connell served as Senior Vice President and President of the diabetes business of Medtronic, based in Northridge, California. From 2005 to 2006, he served as President of Medtronic Physio-Control, based in Redmond, Washington. Mr. O'Connell has also held key leadership positions in Medtronic's cardiac rhythm disease management business, including Vice President of Sales and Marketing, and Vice President/General Manager of the Patient Management Business. In addition, Mr. O'Connell led key corporate functions as Vice President of Corporate Strategy, and Director of Investor Relations. Before joining Medtronic, Mr. O'Connell worked for the corporate finance unit of Chemical Bank. Mr. O'Connell earned a bachelor's degree from Northwestern University in 1989 and a master's degree in business administration from Harvard University in 1994. Mr. J.O'Connell was appointed as a non-executive Director of the Company on 21st May, 2012.

**董事會 (續)**

**非執行董事**

**陳學利先生**，61歲，本公司及威高集團董事長。陳先生於一九八八年創立威高集團，曾任威高集團主管（一九八八年至一九九八年）。陳先生自二零零零年十二月起獲選為本公司董事長。於二零零三年六月榮獲威海市發展經濟創業功臣榮譽稱號。

**周淑華女士**，56歲，本公司非執行董事兼威高集團財務副總經理。彼於一九九九年至二零零一年在山東大學威海分校修讀工商管理。周女士於一九八九年加入威高集團，歷任威高集團財務部財務科長、財務部經理及財務副總經理等職。

**Christopher J. O'Connell先生**，46歲，本公司之非執行董事。自於一九九四年加盟Medtronic, Inc.（「美敦力」）起，O'Connell先生擔任美敦力駐加利福利亞Northridge糖尿病業務之高級副總裁及總裁。於二零零五年至二零零六年期間，彼擔任駐華盛頓Redmond之Medtronic Physio-Control之總裁。O'Connell先生亦曾於美敦力之心臟節律疾病管理業務擔任重要領導職務，包括銷售及市場推廣副總裁及病人管理業務之副總裁／總經理。此外，O'Connell先生作為企業策略副總裁及投資者關係董事領導重要公司職能。於加入美敦力前，O'Connell先生於化工銀行之公司財務單位任職。O'Connell先生於一九八九年在西北大學獲得學士學位，並於一九九四年在哈佛大學獲得工商管理碩士學位。O'Connell先生於二零一二年五月二十一日獲委任為本公司之非執行董事。



**BOARD OF DIRECTORS** (continued)

**Independent Non-executive Directors**

**Mr. Lo Wai Hung**, aged 53, obtained a bachelor degree in Commerce from James Cook University of North Queensland, Australia. Mr. Lo is an associate member of Institute of Chartered Accountants in Australia and a fellow member of Hong Kong Institute of Certified Public Accountants. Mr. Lo was appointed as an independent non-executive director, chairman of audit committee and a member of remuneration committee of the Company on 10th August, 2009. Mr. Lo is also an independent non-executive director of Talent Property Group Limited which is listed on the Stock Exchange of Hong Kong Limited, and an independent director of China Merchants Property Development Co. Ltd., a company listed on Shenzhen Stock Exchange. Mr. Lo resigned as an independent non-executive director of Ngai Lik Industrial Holdings Limited, a Hong Kong listed company on 4 January 2013.

**Mr. Li Jia Miao**, aged 73, is an independent non-executive Director. Mr. Li is a senior economist and obtained a degree in economics and management in Hohai University in 1998. Mr. Li has over 30 years of pharmaceutical related management experiences and has been an assistant general manager and a general manager in Nanjing Pharmaceutical Company since he joined NPC in 1965. Prior to the retirement of Mr. Li in 2005, he was the chairman of Nanjing Pharmaceutical Company Limited since 2000. He was appointed as an independent non-executive director of the Company on 28th February, 2007.

**董事會** (續)

**獨立非執行董事**

**盧偉雄先生**，53歲，獲澳洲北崑士蘭詹姆斯庫克大學(James Cook University of North Queensland)頒授商學學士學位。盧先生為澳洲特許會計師公會會員及香港會計師公會資深會員。盧先生於二零零九年八月十日獲委任為本公司獨立非執行董事、審核委員會主席及薪酬委員會成員。盧先生亦為新天地產集團有限公司(該公司於香港聯合交易所有限公司上市)之獨立非執行董事及招商局地產控股股份有限公司(一間於深圳證券交易所上市之公司)之獨立董事。盧先生於二零一三年一月四日辭任香港上市公司毅力工業集團有限公司之獨立非執行董事。

**李家森先生**，73歲，獨立非執行董事。李先生為一名高級經濟師，於一九九八年在南京河海大學獲經濟管理學士學位。李先生擁有逾30年醫藥相關管理經驗，自一九六五年加入南京醫藥公司後，曾擔任副總經理及總經理等職位。李先生自二零零零年起任南京醫藥總公司董事長直至二零零五年退休。彼於二零零七年二月二十八日獲委任為本公司獨立非執行董事。

**BOARD OF DIRECTORS** (continued)

**董事會** (續)

**Independent Non-executive Directors** (continued)

**獨立非執行董事** (續)

**Mrs. Fu Ming Zhong**, aged 62, senior economist and associate chief pharmacist and has over 40 years of working experience, particular in the area of management experience in the pharmaceutical and healthcare products industry. Mrs. Fu obtained a master's degree in engineering from the Harbin Institute of Technology in March 1995. Mrs. Fu was previously a workshop director, the head of the quality control office, the office head and the vice factory manager of The Third Harbin Pharmaceutical Factory from June 1972 to March 1999. Mrs. Fu was a director of Harbin City Pharmaceutical Group and the general manager of Harbin Pharmaceutical Company Limited from March 1992 to December 1997. She was also a deputy general manager of China Medicines Group (currently known as China National Pharmaceutical Group) from December 1997 to January 1999 and she was a director of China Medicines Group Corporation from January 1999 to July 2009 respectively. Mrs. Fu was the executive deputy general manager of China National Pharmaceutical industry Corporation from January 1999 to January 2001. Ms. Fu was the chairman of National Medicines Company Limited, (a company listed on the Shanghai Stock Exchange) from February 2001 to April 2008. Mrs. Fu has been a director of Shenzhen Accord Pharmaceutical Company Ltd. (a company listed on the Shenzhen Stock Exchange) since April 2008 and was the chairman from April 2008 to December 2008. Ms. Fu has also been a director of Sinopharm Industrial Investment Co., Ltd. from July 2008 to December 2010. Mrs. Fu was the general manager, duty chairman and director of Sinopharm Group Co. Ltd., (a company listed on the Hong Kong Stock Exchange) during the period from February 2006 to December 2009, and December 2009 to January 2011 respectively.

Mrs. Fu is currently the chairman of China Association of Pharmaceutical Commerce and a member of the Thirteenth Shanghai Municipal People's Congress and she joined the Company in October 2011.

**付明仲女士**，62歲，高級經濟師及副主任藥師並擁有逾40年工作經驗，尤其是於藥品及保健品行業方面之管理經驗。付女士於一九九五年三月獲得哈爾濱工業大學工學碩士學位。付女士自一九七二年六月至一九九九年三月歷任哈爾濱製藥三廠之車間主任、質管辦主任、辦公室主任及副廠長。付女士曾自一九九二年三月至一九九七年十二月擔任哈藥集團之董事及哈爾濱市醫藥公司之總經理。彼亦分別於一九九七年十二月至一九九九年一月擔任中國醫藥(集團)公司(現時名稱為國藥集團)之副總經理及一九九九年一月至二零零九年七月擔任中國醫藥集團之董事。付女士於一九九九年一月至二零零一年一月擔任中國醫藥工業公司常務副總經理，並於二零零一年二月至二零零八年四月擔任國藥集團藥業股份有限公司(一間於上海證券交易所上市之公司)之董事長。付女士自二零零八年四月起亦一直擔任深圳一致藥業有限公司(一間於深圳證券交易所上市之公司)之董事，並於二零零八年四月至二零零八年十二月擔任其董事長。付女士亦自二零零八年七月至二零一零年十二月擔任國藥產業投資有限公司之董事。付女士於二零零六年二月至二零零九年十二月及二零零九年十二月至二零一一年一月期間分別擔任國藥控股有限公司(一間於香港聯合交易所上市之公司)總經理、副董事長及董事。

付女士現時亦為中國醫藥商業協會執行會長及第十三屆上海市人民代表大會之成員及於二零一一年十月加入本公司。

**BOARD OF DIRECTORS** (continued)

**董事會** (續)

**Independent Non-executive Directors** (continued)

**獨立非執行董事** (續)

**Mrs. Wang Jin Xia**, aged 58, an independent non-executive Director of the Company. Mrs Wang is a senior economist and has over 20 years of working experience, especially the management experience in the pharmaceutical and healthcare products industry. Mrs. Wang obtained a bachelor degree in economics (經濟學學士) from Dongbei University of Finance and Economics in July 1983. Mrs. Wang was deputy director of the finance division, deputy director and director of the information division of China Pharmaceutical Company (中國醫藥公司) during the period from 1989 to 1995, chairperson and general manager of Beijing Zhongxinli Pharmaceutical Consultancy Company (北京中新利醫藥諮詢公司) from 1996 to 1997, deputy secretary of China Pharmaceutical Business Association (中國醫藥商業協會) from 1998 to 1999, expertise committee member of the drug encoding division of the State of Food and Drug Administration (國家藥品監督管理局藥品編碼委員會). Mrs. Wang was an independent director of Jiangsu a Shanghai listed Wu Zhong Industrial Company Limited (江蘇吳中實業股份有限公司) (Stock code: 600200) from April 2002 to April 2010. Mrs. Wang held the positions of the general secretary and the vice president of China Association of Pharmaceutical Commerce (中國醫藥商業協會) and the president of the pharmaceutical chains branch of China Association of Pharmaceutical Commerce (中國醫藥商業協會連鎖藥店分會) form 2000 to 2012. She is also an expertise committee member of the pharmaceutical industry under the Ministry of Commerce (國家商務部藥品流通行業) and an expertise member of price evaluation division under the National Development and Reform Commission. (國家發展和改革委員會藥品價格評審中心), vice president of Commerce Statistical Society of China (中國商業統計學會), senior advisor of China Nonprescription Medicines Association (中國非處方藥協會), deputy director of the editorial office of Herald of Medicine (醫藥導報), deputy director of the editorial board of China Pharmaceutical Commerce (中國藥品流通).

Mrs. Wang is also an independent non-executive director of Shanghai-listed Merro Pharmaceutical Co., Ltd since September 2007, (stock code: 600297) and also the independent non executive director of Shenzhen listed Shandong Realcan Pharmaceutical Co., Ltd., (stock code: 002589) since November 2009.

**王錦霞女士**，58歲，本公司之獨立非執行董事。王女士為高級經濟師及擁有逾20年工作經驗，尤其於醫藥及保健產品行業的管理經驗。王女士於一九八三年七月在東北財經大學獲得經濟學學士學位。王女士於一九八九年至一九九五年期間出任中國醫藥公司財務處副處長、信息處副處長及處長，自一九九六年至一九九七年出任北京中新利醫藥諮詢公司董事長及總經理，自一九九八年至一九九九年出任中國醫藥商業協會副秘書長，並曾任國家藥品監督管理局藥品編碼編委會專家委員。王女士自二零零二年四月至二零一零年四月出任於上海上市之江蘇吳中實業股份有限公司(股份代號：600200)之獨立董事。王女士自二零零零年至二零一二年曾擔任中國醫藥商業協會秘書長、副會長等職及中國醫藥商業協會連鎖藥店分會會長。彼亦為國家商務部藥品流通行業專家委員會專家及國家發展和改革委員會藥品價格評審中心專家、中國商業統計學會副會長、中國非處方藥協會高級顧問、《醫藥導報》編輯部副主任及《中國藥品流通》編委會副主任。

自二零零七年九月以來，王女士亦為於上海上市之美羅藥業股份有限公司(股份代號：600297)之獨立非執行董事及自二零零九年十一月以來亦為於深圳上市之山東瑞康醫藥股份有限公司(股份代號：002589)之獨立非執行董事。

**BOARD OF DIRECTORS** (continued)

**Supervisors**

The Company has a committee of Supervisors whose primary duty is to supervise the senior management of the Company, including the Board, Directors, managers and other senior officers. The function of the committee of Supervisors is to ensure that the senior management of the Company acts in the interests of the Company, and does not violate the rights of the Company's shareholders and employees. The committee of Supervisors reports to the shareholders in general meetings. The articles of association provides that the committee of Supervisors has the right to investigate the Group's financial affairs; to supervise the directors, general manager and other senior officers of the Company in the event that they contravene any laws, administrative regulations or the articles of association in the performance of their duties; to require the Directors, general managers and other senior management to rectify any activities committed by them that is harmful to the interests of the Company; to examine financial reports, result reports, profit distribution plans and other financial documents prepared by the Board to be submitted to shareholders in general meeting, and in appropriate cases, to appoint certified accountants or certified practicing auditors in the name of the Company to assist in such review; to propose the convening of extraordinary general meetings of shareholders; to represent the Company during negotiations with the Directors or to initiate legal proceedings against the Directors; and other functions and powers given by the shareholders in general meeting. The committee of Supervisors currently comprises the following three members:

**Mrs. Bi Dong Mei**, aged 49, is the supervisor of the Company and the chief accountant of Weigao Holding. Mrs. Bi graduated from the Economic Management Department of Shandong Cadres Distance Learning University in 1997. She joined Weigao Holding in December 1988 and has been the head of the finance division and the deputy manager of the infusion sets branch from 2001 to 2004. She joined the Company in December 2000.

**董事會** (續)

**監事**

本公司設有監事會，主要職責為監督本公司的高級管理人員，包括董事會、董事、經理及其他高級主管人員。監事會職能為確保本公司高級管理人員依據本公司的利益行事，且不會違反本公司股東及僱員的利益。監事會在股東大會上向股東匯報。本公司組織章程細則規定監事會有權調查本集團的財務狀況；監督本公司董事、總經理及其他高級管理人員在履行彼等的職責時不會違反任何法律、行政法規或本公司組織章程細則；要求董事、總經理及其他高級管理人員停止進行有違本公司利益的活動；審核董事會編製並於股東大會向股東呈交的財務報告、業績報告、溢利分配計劃及其他財務文件，並在適當情況下，代表本公司委聘執業會計師或執業核數師協助有關審核工作；建議召開臨時股東大會；代表本公司與董事磋商或對董事提出法律訴訟；以及股東在股東大會上所授予的其他職權。目前，監事會由以下三名成員組成：

**畢冬梅女士**，49歲，本公司監事及威高集團審計長。畢女士於一九九七年畢業於山東幹部函授大學經濟管理系，於一九八八年十二月加入威高集團，歷任輸液器製品分公司財務科長及副經理（二零零一年至二零零四年）。彼於二零零零年十二月加入本公司。

### BOARD OF DIRECTORS (continued)

#### Supervisors (continued)

**Ms. Chen Xiao Yun**, aged 39, is the supervisor of the Company and the finance manager of Weigao Holding. Ms. Chen studied financial accounting at the Shandong Broadcast and Television University from 1994 to 1998. She joined Weigao Holding in July 1991 and was the head of the finance division in finance department and the assistant to the manager of infusion sets branch. She joined the Company in December 2000.

**Mr. Long Jing**, aged 38, is currently the supervisor of the Company and the sales manager of the Company. Mr. Long graduated from Shandong University of Economics (山東經濟學院) in 1996 with a bachelor degree in marketing. In 2005, Mr. Long obtained a master degree in business management from Shandong University. Prior to joining the Company, Mr. Long joined 山東省塑料工業總公司 (Shandong Plastic Materials Industry Company\*) from 1996 to 2002 and served as the sales chief and was principally responsible for the sales and marketing of raw materials. In July 2005, Mr. Long joined the Company and served as the assistant manager of sales department. Mr. Long is a certified public accountant in the PRC and has over 10 years of valuation experiences in sales and marketing in China.

#### Senior Management

**Mr. Ju Hong Feng**, aged 38, is the chief financial officer of the Company. Mr. Ju graduated from in industry and commerce management from University of Shandong and studied in an advanced business administration program administered by the People's University of China from 2002 to 2004. Mr. Ju joined the Company in 2002 and has been the manager of financial and accounts department of the Company. Mr. Ju has over 10 years of valuable experiences in finance and accounting industry.

**Mr. Miao Jun Sheng**, aged 50, is the production vice general manager of the Company. Mr. Miao obtained the financial accounting diploma from Shandong Agricultural University. Since joined the Group in 1992, Mr. Miao has held the positions of finance manager, vice general manager of the subsidiaries of the Group. Mr. Miao has over 20 years of valuable experience in medical device industry.

### 董事會 (續)

#### 監事 (續)

**陳曉雲女士**，39歲，本公司監事及威高集團之財務經理。陳女士於一九九四年至一九九八年在山東廣播電視大學修讀財務會計，於一九九一年七月加入威高集團，曾任財務部財務科長及輸液器製品分公司經理助理等職。彼於二零零零年十二月加入本公司。

**龍經先生**，38歲，現時為本公司之監事兼銷售經理。龍先生於一九九六年畢業於山東經濟學院，持有市場營銷專業學士學位。於二零零五年，龍先生取得山東大學之工商管理碩士學位。於加入本公司前，龍先生於一九九六年至二零零二年加入山東省塑料工業總公司擔任銷售主管，並主要負責原材料之銷售及市場推廣。於二零零五年七月，龍先生加入本公司，曾任銷售管理部副經理職務。龍先生乃中國註冊會計師，並於中國擁有逾十年之銷售及市場推廣方面之寶貴經驗。

#### 高級管理人員

**鞠洪峰先生**，38歲，本公司財務總監。鞠先生畢業於山東大學工商管理專業，並於二零零二年至二零零四年修讀中國人民大學高級工商管理課程。鞠先生於二零零二年加入本公司，曾任本公司財務及會計部經理。鞠先生於財務及會計行業積逾十年寶貴經驗。

**苗軍勝先生**，50歲，本公司生產副總，苗先生取得山東農業大學財務會計文憑，自一九九二年入職本集團以來歷任本集團之附屬公司財務經理、副總經理等職，苗先生具有醫療器械行業逾二十年的寶貴經驗。

\* For identification purposes only 僅供識別

**BOARD OF DIRECTORS** (continued)

**Senior Management** (continued)

**Mr. Song Xiu Shan**, aged 49, is the head of sales department of the Company. Mr. Song was graduated from University of Shandong, major in corporate administration in 2001, and studied in an advanced business administration program administered by the People University of China from 2002 to 2004. Mr. Song joined Weigao Holding in June 1992, and has been the manager of the Beijing sales branch of Weigao Holding, marketing manager of infusion device branch of Weigao Holding, and has extensive experience in corporate marketing. He joined the Company in December 2000.

**Mr. Zhou De Jun**, aged 54, is the deputy general manager (blood transfusion division) of the Company. Mr. Zhou obtained a diploma of economics and management from the Communist Party Colleague of Shandong province. Mr. Zhou joined the Company in November 1992 and has been the deputy manager and deputy general manager of the subsidiaries of the Company. Mr. Zhou has about 20 years of valuable experience in medical device industry in China.

**Ms. Chan Yuk Ying, Phyllis**, aged 52, is the head of business development and investor relations and is a chartered accountant with the Institute of Chartered Accountants in Australia and joined the Company in May 2006. Ms. Chan has over 20 years of experience in accounting and corporate finance.

**Ms. Wong Miu Ling, Phillis**, aged 44, is the company secretary of the Company. Ms. Wong joined the Company in May 2006. She is an associate member of both the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. Ms. Wong has over 15 years of experience in corporate finance and management.

**董事會** (續)

**高級管理人員** (續)

**宋修山先生**，49歲，本公司銷售副總。宋先生於二零零一年畢業於山東大學企業管理專業，於二零零二年至二零零四年修讀中國人民大學高級工商管理課程。宋先生於一九九二年六月加入威高集團，曾任威高集團北京銷售分公司經理、威高集團輸液器分公司營銷經理，具有豐富的企業營銷經驗。彼於二零零零年十二月加入本公司。

**周德軍先生**，54歲，本公司（輸血器材分部）副總經理。周先生取得山東省中共黨校經濟管理文憑。周先生於一九九二年十一月加入本公司，曾任本公司附屬公司副經理及副總經理。周先生在中國醫療器械行業積約二十年寶貴經驗。

**陳玉英女士**，52歲，業務發展及投資者關係總監，為澳洲特許會計師公會的特許會計師，於二零零六年五月加入本公司。陳女士於會計及企業融資積逾二十年經驗。

**黃妙玲女士**，44歲，本公司的公司秘書，於二零零六年五月加入本公司。黃女士為香港特許秘書公會及英國特許秘書及行政人員公會會員。黃女士於企業融資及管理方面積逾十五年經驗。

## REPORT OF THE DIRECTORS 董事會報告

The Directors are pleased to submit their annual report and the audited financial statements of the Group for the year ended 31st December, 2012.

The Company was established and registered as a joint stock company with limited liability in the PRC under the Company Law of the PRC on 28th December, 2000. The H Shares of the Company were listed on GEM board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 27th February, 2004 and were transferred to Main board of the Stock Exchange on 29th July, 2010.

### PRINCIPAL ACTIVITIES

Based in Shandong province, the Company is principally engaged in the research and development, production and sale of single-use medical devices. The Group has a wide range of products, which includes: 1) consumables (infusion set, syringes, medical needle, blood bags, blood sampling products, and other consumables); 2) orthopedic products; and 3) blood purification consumables. The Group's products are sold under its own brand names, including "Jierui" and "Wego Ortho". The products are sold throughout the PRC and exported to overseas. As at the date of this report, the Group has a total customer base of 4,960 (including 2,963 hospitals, 414 blood stations, 588 other medical units and 995 distributors).

### RESULTS, ANNUAL GENERAL MEETING, CLOSURE OF REGISTER OF MEMBERS AND DIVIDENDS

The results of the Group for the year ended 31st December, 2012 are set out in the consolidated statement of comprehensive income on page 74 of this annual report.

董事欣然提呈本集團截至二零一二年十二月三十一日止年度的年報及經審核財務報表。

本公司於二零零零年十二月二十八日根據中國公司法在中國成立並註冊為股份有限公司。本公司H股自二零零四年二月二十七日起在香港聯合交易所有限公司（「聯交所」）創業板上市，並於二零一零年七月二十九日轉板至聯交所主板。

### 主要業務

本公司位於山東省，主要從事研發、生產及銷售一次性醫療器械。本集團的產品種類繁多，包括：1) 耗材（輸液器、注射器、醫用針製品、血袋、採血產品及其他使用耗材）；2) 骨科材料；及3) 血液淨化耗材。本集團以自有品牌包括「潔瑞」及「威高骨科」出售產品。產品銷售中國各地和出口至海外。於本報告日期，本集團擁有總計4,960家（包括2,963家醫院、414家血站、588家其他醫療單位及995家經銷商）的客戶基礎。

### 業績、股東週年大會、暫停辦理股份過戶登記手續及股息

本集團截至二零一二年十二月三十一日止年度的業績載於本年報第74頁的綜合全面收入報表。

**ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Wednesday, 1 May 2013 to Friday, 31 May 2013, (both days inclusive), for the purpose of determining shareholders' entitlement to attend the forthcoming annual general meeting (the "Annual General Meeting"), during which period no transfer of shares of the Company will be registered. In order to qualify for attending the Annual General Meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 30 April 2013.

**In order to qualify for attending the annual general meeting:-**

Latest time to lodge in the transfer instrument accompanied by the share certificates	4:30 p.m., Tuesday, 30 April 2013
Closure of register of members of the Company for attendance of the annual general meeting	Wednesday, 1 May 2013 to Friday, 31 May 2013
Latest time to lodge in the reply slip	4:30 p.m., Friday, 31 May 2013
Date of annual general meeting	Friday, 31 May 2013

**股東週年大會及暫停辦理股份過戶登記手續**

為確定股東出席應屆股東週年大會（「股東週年大會」）之權力，本公司將於二零一三年五月一日（星期三）至二零一三年五月三十一日（星期五）（包括首尾兩天）暫停股東名冊過戶登記，於該期間將不會辦理本公司股份過戶登記手續。為符合資格出席股東週年大會，股東應確保所有過戶文件連同有關股票不遲於二零一三年四月三十日（星期二）下午四時三十分送交本公司的股份過戶登記分處卓佳標準有限公司，地址為香港皇后大道東28號金鐘匯中心26樓，以辦理登記手續。

**為符合資格出席股東週年大會：**

交回過戶文件連同有關股票之最後期限	二零一三年四月三十日（星期二）下午四時三十分
本公司截止過戶登記以釐定出席股東週年大會之資格	二零一三年五月一日（星期三）至二零一三年五月三十一日（星期五）
交回回條之最後期限	二零一三年五月三十一日（星期五）下午四時三十分
股東週年大會日期	二零一三年五月三十一日（星期五）



**PROPOSED FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

The Board recommended a final dividend of RMB0.033 per share (inclusive of tax). The total amount of final dividends to be distributed shall be approximately RMB147,720,000, of which dividends paid to non-resident corporate shareholders will be subject to the corporate tax applicable on the PRC sourced income pursuant to the PRC Corporate Income Tax Law and the Regulations on the Implementation of the PRC Corporate Income Tax Law that became effective on 1st January, 2008 and the applicable tax rate is 10%. The listed issuer will be responsible for withholding the relevant amount of tax from the dividend payment and the dividends to be received by the non-resident corporate shareholders will be net of withholding tax. The proposal to declare and pay the final dividend will be submitted to the forthcoming Annual General Meeting to be held on Friday, 31 May 2013. Final dividend for non-listed shares will be distributed and paid in Renminbi whereas dividend for H shares will be declared in Renminbi and paid in Hong Kong dollars.

The register of members of the Company will be closed from Saturday, 8 June 2013 to Thursday, 13 June 2013 (both days inclusive) for the purpose of determining shareholders' entitlement to final dividend for the year ended 31st December, 2012, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement of final dividend, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 7 June 2013.

**建議末期股息及暫停辦理股份過戶登記手續**

董事會建議派付末期股息每股人民幣0.033元(含稅)。將分派的末期股息總額約人民幣147,720,000元。其中，根據於二零零八年一月一日正式實施的《中國企業所得稅法》及《中國企業所得稅法實施條例》，向非居民企業股東派發的股息如來源於中國境內的所得應當繳納企業所得稅，適用稅率為10%由上市發行人從股息付款代扣代繳。非居民企業股東的股息將先扣除預扣稅。宣派和支付末期股息的建議將在即將於二零一三年五月三十一日(星期五)舉行的股東週年大會上提呈。非上市股份的末期股息將以人民幣派發和支付，而H股股息將以人民幣宣派和以港元支付。

為確定股東收取截至二零一二年十二月三十一日止年度之末期股息之權利，本公司將於二零一三年六月八日(星期六)至二零一三年六月十三日(星期四)(包括首尾兩天)暫停股東名冊過戶登記，於該期間將不會辦理本公司股份過戶登記手續。為符合資格收取末期股息，股東應確保所有過戶文件連同有關股票不遲於二零一三年六月七日(星期五)下午四時三十分送交本公司的股份過戶登記分處卓佳標準有限公司，地址為香港皇后大道東28號金鐘匯中心26樓，以辦理登記手續。

**PROPOSED FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS** (continued)**In order to qualify to entitle the final dividend for the year ended 31st December, 2012:-**

Latest time to lodge in the transfer instrument accompanied by the share certificates	4:30 PM., Friday, 7 June 2013
Closure of register of members of the Company for the entitlement of final dividend for the year ended 31st December, 2012	Saturday, 8 June 2013 to Thursday, 13 June 2013
Record date for entitlement of final dividend	Thursday, 13 June 2013
Despatch date of final dividend	Friday, 5 July 2013

**PROPERTY, PLANT AND EQUIPMENT**

The Group acquired property, plant and equipment during the year of 2012 at an aggregate cost of approximately RMB864,834,000 in order to enhance its production capacity. Details of movements in the property, plant and equipment of the Group are set out in note 15 to the financial statements.

**SHARE CAPITAL**

As at 31st December, 2012, there was a total issued share capital of 4,476,372,324 shares of the Company (the "Shares") which include:

		<b>Number of Shares 股份數目</b>	<b>Approximate percentages 概約百分比</b>
Non-listed Shares	非上市股份	2,592,640,000	57.9%
H Shares	H股	1,883,732,324	42.1%

The changes in share capital of the Company is set out in note 31 to the Financial Statements.

**建議末期股息及暫停辦理股份過戶登記手續 (續)****為符合資格獲派截至二零一二年十二月三十一日止年度之末期股息:**

交回過戶文件連同有關股票之最後期限	二零一三年六月 七日(星期五) 下午四時三十分
本公司截止過戶登記以釐定截至二零一二年十二月三十一日止年度之末期股息配額	二零一三年六月 八日(星期六)至 二零一三年 六月十三日 (星期四)
釐定末期股息配額之記錄日期	二零一三年 六月十三日 (星期四)
末期股息寄發日期	二零一三年七月 五日(星期五)

**物業、廠房及設備**

本集團為提高產能而於二零一二年內購置物業、廠房及設備的總成本約人民幣864,834,000元。有關本集團物業、廠房及設備的變動詳情，載於財務報表附註15。

**股本**

於二零一二年十二月三十一日，本公司全部已發行股本為4,476,372,324股股份（「股份」），當中包括：

		<b>Number of Shares 股份數目</b>	<b>Approximate percentages 概約百分比</b>
Non-listed Shares	非上市股份	2,592,640,000	57.9%
H Shares	H股	1,883,732,324	42.1%

本公司的股本變動載於財務報表附註31。

## DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31st December, 2012, an amount of approximately RMB2,038,346,000 (2011: RMB1,464,994,000) standing to the credit of the Company's reserve account, which is computed based on the lower of, (i) in accordance with the PRC accounting standards and regulation, the aggregate amount of profit after taxation for the year and (ii) in accordance with Hong Kong accounting standards and regulation, the retained profit brought forward after deduction of the current year's appropriation to the statutory surplus reserve and statutory public welfare fund.

## DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company during the Year were:

### Executive directors

Mr. Zhang Hua Wei  
Mr. Wang Yi  
Mr. Gong Jian Bo  
(appointed on 18th March, 2013)  
Mr. Xia Lie Bo  
(appointed on 18th March, 2013)

### Non-executive directors

Mr. Chen Xue Li  
Mrs. Zhou Shu Hua  
Mr. Christopher J. O'Connell  
(appointed on 21st May, 2012)

### Independent non-executive directors

Mr. Lo Wai Hung  
Mr. Li Jia Miao  
Mrs. Fu Ming Zhong  
Mrs. Wang Jin Xia  
(appointed on 21st May, 2012)

## 本公司之可供分派儲備

於二零一二年十二月三十一日，本公司儲備賬進賬約人民幣2,038,346,000元（二零一一年：人民幣1,464,994,000元），該數按下列金額較低者計算：(i)根據中國會計準則及規定計算的本年度除稅後溢利總額；及(ii)根據香港會計準則及規定計算的扣除本年度調配至法定盈餘儲備及法定公積金後的承前保留溢利。

## 董事及董事服務合約

年內，本公司的董事為：

### 執行董事

張華威先生  
王毅先生  
弓劍波先生  
(於二零一三年三月十八日獲委任)  
夏列波先生  
(於二零一三年三月十八日獲委任)

### 非執行董事

陳學利先生  
周淑華女士  
Christopher J. O'Connell先生  
(於二零一二年五月二十一日獲委任)

### 獨立非執行董事

盧偉雄先生  
李家淼先生  
付明仲女士  
王錦霞女士  
(於二零一二年五月二十一日獲委任)

## DIRECTORS AND DIRECTORS' SERVICE CONTRACTS (continued)

Each of the directors entered into service agreements with the Company. The service contracts were signed for an initial term of three years, unless and until terminated by either party by giving notice to the other party with three months' notice in writing. In accordance with the Company's Articles of Association, the service agreements of all directors are renewable for successive three-year terms upon expiry.

The service agreements for directors do not stipulate for any amount of remuneration or bonus payment to be paid for services provided. The executive directors are paid with a fixed sum of annual salaries for holding positions in the Company and entitled to welfare benefits (including retirement benefits and medical insurance) in accordance with the relevant laws and regulations in the PRC. All three non-executive directors waived their directors' remuneration for the year ended 31st December, 2012 and accepted a nominal annual fee of RMB1.00.

According to the respective service agreements entered into between the Company and each of the four independent non-executive directors, each of Mr. Li Jia Miao, Mrs. Fu Ming Zhong received an annual fee of RMB72,000, Mrs. Fu Ming Zhong who was appointed on 21st May, 2012, received an annual fee of RMB72,000 on a pro-rata basis, and Mr. Lo Wai Hung received an annual fee of HK\$120,000.

Apart from the foregoing, no directors have a service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

## DIRECTORS' INTERESTS IN CONTRACTS

No director, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party during the Year.

## 董事及董事服務合約 (續)

每名董事已與本公司訂立服務合約。服務合約已簽署初步為期三年，除非及直至任何一方給予另一方三個月的書面通知予以終止。根據本公司的組織章程細則，所有董事的服務協議均可於屆滿時再續三年。

董事的服務協議均無訂明其提供服務可獲取的任何酬金或花紅款額。執行董事獲支付固定年薪以擔任本公司職務，並根據中國有關法律和法規，有權享有各項福利待遇（包括退休福利及醫療保險）。所有三名非執行董事於截至二零一二年十二月三十一日止年度放棄彼等的董事酬金，收取名義年度袍金人民幣1.00元。

根據本公司與四名獨立非執行董事各自訂立之有關服務協議，李家淼先生及付明仲女士各自收取年度袍金人民幣72,000元。付明仲女士於二零一二年五月二十一日獲委任，並按比例收取年度袍金人民幣72,000元，而盧偉雄先生收取年度袍金120,000港元。

除上述者外，董事概無與本公司訂立本公司不可於一年內未有支付賠償（法定賠償除外）而終止的服務合約。

## 董事於合約中的權益

概無董事於年內簽訂對本集團業務直接或間接屬重大的任何合約，而本公司、其控股公司或其任何附屬公司或同系附屬公司屬訂約方。

**DIRECTORS' INTERESTS AND LONG POSITIONS IN SHARES**

As at 31st December, 2012, the interests of the directors in the share capital of the Company and their associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong ("SFO")), (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provision of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities transactions by Directors of Listed Companies (the "Model Code") contained in the Listing Rules:

**(i) Long positions of non-listed Shares of RMB0.10 each of the Company**

<b>Name of Director</b>	<b>Types of interests</b>	<b>Capacity</b>	<b>Total number of non-listed Shares</b>	<b>Approximate percentage of the issued share capital of the Company 佔本公司已發行股本的概約百分比</b>
<b>董事姓名</b>	<b>權益類別</b>	<b>身份</b>	<b>非上市股份總數</b>	
Mr. Zhang Hua Wei 張華威先生	Personal 個人	Beneficial owner 實益擁有人	32,400,000	0.72%
Mr. Miao Yan Guo 苗延國先生	Personal 個人	Beneficial owner 實益擁有人	23,400,000	0.52%
Mr. Wang Yi 王毅先生	Personal 個人	Beneficial owner 實益擁有人	23,400,000	0.52%
Mrs. Zhou Shu Hua 周淑華女士	Personal 個人	Beneficial owner 實益擁有人	15,300,000	0.34%
Mr. Wang Zhi Fan 王志范先生	Personal 個人	Beneficial owner 實益擁有人	8,100,000	0.18%
Mr. Wu Chuan Ming 吳傳明先生	Personal 個人	Beneficial owner 實益擁有人	7,200,000	0.16%

In addition, Mr. Chen Lin, son of Mr. Chen Xue Li is holder of the Company's 200,000 non-listed Shares, representing 0.004% of the issue share capital of the Company.

**董事於股份的權益及好倉**

於二零一二年十二月三十一日，董事於本公司及其相關法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股本中擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益（包括根據證券及期貨條例的相關條文彼等視作或被視為擁有的權益或淡倉），或(ii)將予記入本公司根據證券及期貨條例第352條須存置之登記冊之權益，或(iii)根據上市規則所載的上市公司董事進行證券交易之標準守則（「標準守則」）而須知會本公司及聯交所之權益如下：

**(i) 於本公司每股面值人民幣0.10元非上市股份中的好倉**

另外，陳學利先生之子陳林先生乃本公司200,000股非上市股份的持有人，佔本公司已發行股本的0.004%。

**DIRECTORS' INTERESTS AND LONG POSITIONS IN SHARES** (continued)**董事於股份的權益及好倉 (續)**

(ii) Long positions in the registered capital of the ultimate holding company, Weigao Holding, an associated corporation of the Company

(ii) 於最終控股公司威高集團(本公司相關法團)註冊資本的好倉

Name of director	Capacity	Amount of registered capital	Approximate percentage of the registered capital of Weigao Holding 佔威高集團註冊資本概約百分比
董事姓名	身份	註冊資本金額	
Mr. Chen Xue Li 陳學利先生	Beneficial owner 實益擁有人	45,079,000	36.95%
Mr. Zhang Hua Wei 張華威先生	Beneficial owner 實益擁有人	24,400,000	20.00%
Mrs. Zhou Shu Hua 周淑華女士	Beneficial owner 實益擁有人	12,200,000	10.00%
Mr. Miao Yan Guo 苗延國先生	Beneficial owner 實益擁有人	7,320,000	6.00%
Mr. Wang Yi 王毅先生	Beneficial owner 實益擁有人	7,320,000	6.00%
Mr. Wang Zhi Fan 王志范先生	Beneficial owner 實益擁有人	2,610,800	2.14%
Mr. Wu Chuan Ming 吳傳明先生	Beneficial owner 實益擁有人	2,257,000	1.85%

Other than as disclosed above, none of the Directors nor their associates had any interests or short positions in any shares of the Company or any of its associated corporations as at the date of this report.

除上文披露者外，於本報告日期，概無董事及其聯繫人於本公司或其任何相關法團任何股份中擁有任何權益或淡倉。

**PURCHASE, SALE OR REDEMPTION OF SECURITIES****購買、出售或贖回證券**

At no time during the Year were rights to acquire benefits by means of the acquisition of shares in or debenture of the Company granted to any directors or their respective associates or were any such rights exercised by them; or was the Company, its ultimate holding company or any subsidiaries of its ultimate holding company or fellow subsidiaries a party to any arrangement to enable the directors of the Company to acquire such rights in the Company or any other body corporate.

於年內任何時間，概無任何董事或彼等各自的聯繫人獲授以收購本公司股份或債券方式獲利的權利，而彼等亦無行使任何該等權利；或本公司、其最終控股公司或其最終控股公司的任何附屬公司或同系附屬公司的任何附屬公司概無訂立任何安排，使本公司董事可收購於本公司或任何其他法人團體的該等權利。

**SUBSTANTIAL SHAREHOLDERS**

As at 31st December, 2012, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO recorded that other than the interests disclosed above in respect of certain Directors, the following shareholder had notified the Company of relevant interest in the issued share capital of the Company.

**主要股東**

於二零一二年十二月三十一日，按本公司根據證券及期貨條例第336節存置的主要股東登記冊所示，除上文披露有關若干董事的權益外，下列股東已知會本公司其於本公司已發行股本中的有關權益。

Name of Shareholder	Capacity	Number of non-listed shares	Percentage of issued non-listed Shares 佔已發行非上市股份百分比	Number of H Shares	Percentage of total issued share capital 佔已發行股本總額的百分比
股東名稱	身份	非上市股份數目		H股數目	
Weigao Holding 威高集團	Beneficial owner 實益擁有人	2,159,755,676	83.3%	-	47.6%
Medtronic Holding Switzerland GmbH	Beneficial owner 實益擁有人	322,884,324	12.5%	206,097,324	10.9%

Save as disclosed above, the following shareholders have disclosed their relevant interests or long positions in the issued share capital of the Company.

除上文披露者外，下列股東已披露彼等於本公司已發行股本中擁有的相關權益或好倉。

Name of substantial shareholder	Number of H shares interested 擁有權益H股數目	% of issued H share capital 佔已發行H股股本百分比
主要股東名稱		
JPMorgan Chase & Co.	264,371,221(L)	14.03%
	258,479,546(P)	13.72%
Medtronic Holding Switzerland G.m.b.H.	206,096,324(L)	10.94%
Medtronic, Inc.	206,096,324(L)	10.94%
OppenheimerFunds, Inc.	196,632,000(L)	10.44%
Oppenheimer Developing Markets Fund	175,850,000(L)	9.34%
Norges Bank	133,552,000(L)	7.09%
Baillie Gifford & Co	132,076,000(L)	7.01%
McCombie Iain	132,076,000(L)	7.01%
Morrison Elaine	132,076,000(L)	7.01%
Plowden Charles	132,076,000(L)	7.01%
Tait Anthony	132,076,000(L)	7.01%
Telfer Andrew	132,076,000(L)	7.01%
Warden Alison	132,076,000(L)	7.01%
Atlantis Capital Holdings Limited	131,004,000(L)	6.95%
Liu Yang	131,004,000(L)	6.95%
Plowden Charles	118,388,000(L)	6.28%
Capital Research and Management Company	114,662,000(L)	6.09%
Schroders Plc	95,192,000(L)	5.05%

Note: (L) - Long Position, (S)- Short Position, (P) - Lending Pool

附註：(L)－好倉、(S)－淡倉、(P)－可供借出的股份

\*Source: Website of Hong Kong Stock Exchange

\*資料來源：香港聯交所網站

## MAJOR CUSTOMERS AND SUPPLIERS

In 2012, sales to the Group's five largest customers accounted for 9.0% of the total sales for the year and sales to the largest customer included therein accounted for 6.0% of the total sales of the year. Purchases from the Group's five largest suppliers accounted for 26.3% of the total purchases for the year and purchases to the largest supplier included therein accounted for 9.0% of the total sales of the year. During the Year, none of the directors of the Company or any of their associates or any shareholders (which to the knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the top five customers and suppliers of the Group.

## PRE-EMPTIVE RIGHTS

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

Pursuant to the terms of the subscription and sale and purchase agreement dated 18th December, 2007 entered into between the Company, Weigao Holding Company Limited, certain management shareholders, Medtronic, Inc. and Medtronic Holding Switzerland GmbH ("Medtronic Switzerland"), so long as Medtronic Switzerland continuously and beneficially owns at least five percent (5%) of the enlarged issued share capital of the Company in the form of H Shares, it shall be entitled to certain pre-emptive rights in the event that the Company proposes to issue H Shares or securities that are convertible into H Shares. Provided that Medtronic Switzerland maintains the five percent (5%) threshold requirement described immediately above, the Company shall, prior to issuing any H Shares or securities that are convertible into H Shares, give Medtronic Switzerland notice in writing specifying (a) the number of H Shares it proposes to issue, and (b) the price at which such H Shares are being issued. Upon receipt of such notice, Medtronic Switzerland shall have the right, but not the obligation, to subscribe for up to such number of H shares (or securities that are convertible into H Shares), at the same price and on the same terms and conditions as set out in the notice, as necessary to maintain its pro rata equity ownership of the Company.

## 主要客戶及供應商

於二零一二年，向本集團五大客戶的銷售佔年內總銷售9.0%，而向其中最大客戶的銷售則佔年內總銷售6.0%。向本集團五大供應商所作採購佔年內總採購額26.3%，而向其中最大供應商所作採購則佔年內總銷售額9.0%。年內，本公司董事、其任何聯繫人或據董事所知擁有本公司已發行股本5%以上的股東概無於本集團五大客戶及供應商中擁有任何實益權益。

## 優先購買權

根據本公司的組織章程和中國法律，概無優先購買權之規定須向本公司現有股東按比例發售新股份。

根據本公司、威高集團有限公司、若干管理層股東、Medtronic, Inc.及Medtronic Holding Switzerland GmbH (「Medtronic Switzerland」)於二零零七年十二月十八日訂立的認購及買賣協議之條款，只要Medtronic Switzerland以H股形式持續及實益擁有本公司經擴大已發行股本至少百分之五(5%)，倘本公司建議發行H股或可轉換為H股之證券，則其將擁有若干優先購買權之權利。假設Medtronic Switzerland如上所述維持百分之五(5%)持股規定，本公司在發行任何H股或可轉換為H股之證券之前，須向Medtronic Switzerland發出書面通知，列明(a)其建議發行之H股數目，及(b)有關H股的發行價。Medtronic Switzerland在收到有關通知後，將有權但並非有義務按該通知所載之相同價格及相同條款及條件認購最多達該數目之H股(或可轉換為H股之證券)，乃由於必須維持在本公司之股權比例。



### COMPETITION AND CONFLICT OF INTERESTS

None of the Directors or the management shareholders as defined under the "Listing Rules" of the Company or their respective associates has any interest in a business which competes or may compete with the business of the Group or has any other conflict of interests with the Group.

### CONTINUING CONNECTED TRANSACTIONS AND CONNECTED TRANSACTION

During the Year, the Company recorded transactions under the following announced agreements which constitute continuing connected transactions and connected transaction, and are subject to reporting and announcement requirements and exempt from independent shareholders' approval requirements under Rule 14A.23 of the Listing Rules.

#### CONTINUING CONNECTED TRANSACTIONS

1. On 3rd April, 2012, Jierui Subsidiary, a wholly owned subsidiary of the Company entered into packaging materials supply agreement with Weigao Fusen, a 75% owned subsidiary of Weigao Holding Company Limited ("Weigao Holding") regarding the supply of packaging materials, including medical based packaging boxes and bags by Jierui Subsidiary with an annual cap of RMB5.0 million for the year of 2012. The actual transaction amount for the Year was approximately RMB1.9 million.
2. On 3rd April, 2012, Weigao Medical Materials Company Limited ("Weigao Medical Materials") entered into a supply agreement with Weihai Jierui Medical Products Company Limited ("Jierui Subsidiary") regarding the supply of packaging materials, printing ink and thinner by Weigao Medical Materials to Jierui Subsidiary with an annual cap of less than RMB5.0 million for the year ended 31st December, 2012. For the year under review, the actual amount of transaction for the Year was approximately RMB2.13 million.

### 競爭及利益衝突

本公司的董事或管理層股東（定義見「上市規則」）或其各自的聯繫人概無在與本集團業務構成或可能構成競爭或與本集團有任何其他利益衝突的業務中有任何權益。

### 持續關連交易及關連交易

於本年度，本公司已根據下列已宣佈協議進行構成持續關連交易及關連交易的有關交易，而根據上市規則第14A.23條須遵守申報及公告規定但獲豁免取得獨立股東批准的規定。

#### 持續關連交易

1. 於二零一二年四月三日，本公司之全資附屬公司潔瑞附屬公司與威高集團有限公司（「威高集團」）擁有75%權益之附屬公司威高富森就由潔瑞附屬公司供應包裝材料（包括醫用包裝盒及包裝袋）訂立包裝材料供應協議，二零一二年之年度上限為人民幣5,000,000元。本年度之實際交易額約為人民幣1,900,000元。
2. 於二零一二年四月三日，威高醫用材料有限公司（「威高醫用材料」）與威海潔瑞醫用品有限公司（「潔瑞附屬公司」）就由威高醫用材料向潔瑞附屬公司供應包裝材料、印刷油墨及稀釋劑訂立供應協議，截至二零一二年十二月三十一日止年度之年度上限少於人民幣5,000,000元。於回顧年度，本年度之實際交易額約為人民幣2,130,000元。

**CONTINUING CONNECTED TRANSACTIONS**

(continued)

**持續關連交易 (續)**

3. On 11th October, 2012, the Company entered into a supplemental agreement with Weihai Weigao Fusen Medical Materials Company Limited (“Weigao Fusen”), a 75% owned subsidiary of Weigao Holding, pursuant to which the Company purchased from Weigao Fusen surgical suture, medical dressing and surgical tape with an annual cap of less than RMB45.0 million for the year ended 31st December, 2012. For the year under review, the actual amount of transaction for the Year was approximately RMB39.7 million.
  4. On 14th December, 2012, Weigao Orthopaedic and Medtronic SD renewed OEM agreement regarding the manufacturing and sale of orthopaedic products by Weigao Orthopaedic to Medtronic SD for the year ended 31st December, 2012 with an annual cap of less than RMB55.0 million. The actual amount of transaction for the Year was approximately RMB 47.5 million.
  5. On 15th March 2011, the Company and Medtronic International Limited (“Medtronic”) renewed the distribution joint venture agreement (“Distribution JV Agreement”) which specialize in the sale and distribution of orthopedic medical device products in the PRC with annual cap of RMB370.0 million for the year ended 31st December, 2012. During the year under review, the actual amount of products sold by the Company to the Distribution JV was approximately RMB124.9 million.
  6. On 3rd April, 2012, Weigao Jierui Medical Products Company Limited (“Jierui Subsidiary”), a wholly owned subsidiary of the Company revised the packaging material supply agreement with Shandong Weigao Pharmaceutical Company Limited (“Weigao Pharmaceutical”), a non wholly owned subsidiary of Weigao Holding, for the sales of packaging materials from Jierui Subsidiary to Weigao Pharmaceutical with an annual cap of less than RMB14.0 million. For the year under review, the actual transaction amount was approximately RMB9.43 million.
3. 於二零一二年十月十一日，本公司與威高集團擁有75%權益之附屬公司威海威高富森醫用材料有限公司(「威高富森」)訂立補充協議，據此，本公司向威高富森購買手術縫合線、醫用敷料及醫用貼膜，截至二零一二年十二月三十一日止年度之年度上限少於人民幣45,000,000元。於回顧年度，本年度之實際交易額約為人民幣39,700,000元。
  4. 於二零一二年十二月十四日，威高骨科與Medtronic SD就威高骨科截至二零一二年十二月三十一日止年度由威高骨科向Medtronic SD製造及銷售骨科產品而重續原始設備製造協議，年度上限少於人民幣55,000,000元。本年度之實際交易額約為人民幣47,500,000元。
  5. 於二零一一年三月十五日，本公司與美敦力國際有限公司(「美敦力」)重續分銷合營公司協議(「分銷合營公司協議」)，乃專門於中國銷售及分銷骨科醫療設備產品，截至二零一二年十二月三十一日止年度之年度上限為人民幣370,000,000元。於回顧年度，本公司向分銷合營公司所銷售產品之實際交易額約為人民幣124,900,000元。
  6. 於二零一二年四月三日，本公司的全資附屬公司威高潔瑞醫用品有限公司(「潔瑞附屬公司」)與威高集團之非全資附屬公司山東威高藥業有限公司(「威高藥業」)就由潔瑞附屬公司向威高藥業銷售包裝材料而修訂包裝材料供應協議，年度上限少於人民幣14,000,000元。於回顧年度，實際交易額約為人民幣9,430,000元。

**CONTINUING CONNECTED TRANSACTIONS**

(continued)

7. On 15th November 2010, Weihai Weigao Blood Purification Products Company Limited, ("Weigao Blood"), a 70% owned subsidiary of the Company entered into the hemodialysis dialysis fluid supply agreement with Shandong Weigao Pharmaceutical Company Limited ("Weigao Pharmaceutical"), a non wholly owned subsidiary of Weigao Holding for the purchase of hemodialysis dialysis fluid, substitution liquid, potassium power and calcium power with an annual cap of less than RMB20.0 million for the year ended 31st December, 2012. For the year under review, the actual amount of transaction was approximately RMB 11.8 million.
8. On 15th November 2010, Weihai Weigao Medical Materials Company Limited, ("Weigao Materials), a 100% owned subsidiary of the Weigao Holding entered into the sanitary supplies agreement with the Company with an annual cap of less than RMB20.0 million for the year ended 31st December, 2012. For the year under review, the actual amount of transaction was RMB17.2 million.
9. On 13th July, 2012, Weihai Weigao Construction Company Limited ("Weigao Construction"), a subsidiary of Weigao Holding entered into a master fitting out contract with the Company regarding the provision of fitting out work and decoration services to the Company with an annual cap of less than RMB10.0 million for the year ended 31st December, 2012. For the year under review, the actual transaction amount was approximately RMB4.4 million.
10. On 13th July, 2012, Shandong Weigao Automated Equipment Company Limited ("Weigao Automated"), the wholly owned subsidiary of the Company and Weihai Weigao Qiquan Medical Company Limited ("Weigao Qiquan"), a 60% owned subsidiary of Weigao Holding entered into the supply agreement, pursuant to which Weigao Qiquan will supply Weigao Automated with tailor-made production machines, equipment, related parts and accessories with a cap of less than RMB2.0 million. For the year under review, the actual transaction amount was approximately RMB30,000.

**持續關連交易 (續)**

7. 於二零一零年十一月十五日，本公司擁有70%權益的附屬公司威海威高血液淨化製品有限公司(「威高血液」)與威高集團的非全資附屬公司山東威高藥業有限公司(「威高藥業」)就購買血液透析液、置換液、鉀粉及鈣粉訂立血液透析液供應協議，截至二零一二年十二月三十一日止年度之年度上限少於人民幣20,000,000元。於回顧年度，實際交易額約為人民幣11,800,000元。
8. 於二零一零年十一月十五日，威高集團擁有100%權益的附屬公司威海威高醫用材料有限公司(「威高材料」)與本公司訂立衛生用品供應協議，截至二零一二年十二月三十一日止年度之年度上限少於人民幣20,000,000元。於回顧年度，實際交易額為人民幣17,200,000元。
9. 於二零一二年七月十三日，威高集團的附屬公司威海威高建築有限公司(「威高建築」)與本公司就向本公司提供裝修工程及裝潢服務訂立主裝修合約，截至二零一二年十二月三十一日止年度之年度上限少於人民幣10,000,000元。於回顧年度，實際交易額約為人民幣4,400,000元。
10. 於二零一二年七月十三日，本公司的全資附屬公司山東威高自動化設備有限公司(「威高自動化」)與威高集團擁有60%權益的附屬公司威海威高齊全醫療設備有限公司(「威高齊全」)訂立供應協議，據此，威高齊全將向威高自動化供應定製生產機器、設備、相關部件及配件，上限少於人民幣2,000,000元。於回顧年度，實際交易額約為人民幣30,000元。

**CONTINUING CONNECTED TRANSACTIONS**

(continued)

**持續關連交易 (續)**

11. On 27th May, 2011, the Company entered into disposal pressure monitoring Weihai Weigao Medical Device Company Limited (“Weihai Weigao Medical”) kit supply agreement with Weihai Weigao Medical regarding the supply of disposal pressure monitoring kit by Weihai Weigao Medical to the Company with an annual of RMB3.0 million for the year ended 31st December, 2012. The actual transaction amount was approximately RMB0.6 million.
12. On 13 July, 2012, the Company entered into an agreement with Shandong Weigao Medical Packaging Products Company Limited (“Weigao Medical Packaging”) (山東威高醫療包裝製品有限公司) regarding the supply of multi-layer packaging materials for syringes products by Weigao Medical packaging to the Company with an annual cap of RMB8.0 million. The actual transaction amount was approximately RMB6.4 million.
13. On 19th August, 2011, Jierui Subsidiary entered into an agreement with Weigao Medical Packaging regarding the supply of multi-layer packaging materials for needles and IV catheters by Weigao Medical packaging to Jierui Subsidiary with an annual cap of RMB5.0 million. The actual transaction amount was approximately RMB2.4 million.
14. On 1st April, 2011, Weigao Holding, a controlling shareholder of the Company as the landlord entered into the tenancy agreement with the Company as the tenant in respect of the lease of premises located at 369 Wenhua Road West, Weihai, Shandong, the PRC. The annual rental paid by the Company was RMB2.1 million in 2012.
11. 於二零一一年五月二十七日，本公司與威海威高醫療器械有限公司（「威海威高醫療」）就威海威高醫療向本公司供應一次性壓力監控組裝訂立一次性壓力監控組裝供應協議，截至二零一二年十二月三十一日止年度之年度上限為人民幣3,000,000元。實際交易額約為人民幣600,000元。
12. 於二零一二年七月十三日，本公司與山東威高醫療包裝製品有限公司（「威高醫療包裝」）訂立就由威高醫療包裝向本公司供應注射器產品之複合包裝材料訂立協議，年度上限為人民幣8,000,000元。實際交易額約為人民幣6,400,000元。
13. 於二零一一年八月十九日，潔瑞附屬公司與威高醫療包裝就由威高醫療包裝向潔瑞附屬公司供應針製品及留置針之複合包裝材料訂立協議，年度上限為人民幣5,000,000元。實際交易額約為人民幣2,400,000元。
14. 於二零一一年四月一日，本公司的控股股東威高集團（作為業主）與本公司（作為租戶）就租賃位於中國山東省威海文化西路369號之物業訂立租賃協議。本公司於二零一二年支付的年度租金為人民幣2,100,000元。

### CONTINUING CONNECTED TRANSACTIONS

(continued)

The above continuing connected transactions have been reviewed by the independent non-executive directors of the Company. The independent non-executive directors have confirmed that the continuing connected transactions have been entered into (a) in the ordinary and usual course of business of the Company; (b) on normal commercial terms or on terms no less favourable than those available to or from independent third parties; (c) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests the shareholders of the Company as a whole.

The Directors, including the independent non-executive directors, of the Company are of the view that all of the above transactions were on normal commercial terms and in the ordinary and usual course of business of the Company and that the terms of the relevant agreements were fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company confirms that the continuing connected transactions as disclosed above fall under the definition of continuing connected transactions in Chapter 14A of the Listing Rules and that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

Based on the work performed, the auditors of the Company have confirmed in a letter to the Board to the following effect with respect to the continuing connected transactions of the Company that such transactions:

- (i) have received approval from the Board;
- (ii) were conducted in accordance to the pricing policy;
- (iii) have been entered into in accordance with the relevant agreement governing such transactions; and
- (iv) have not exceeded the cap amount for the financial year ended 31 December 2012 disclosed in the relevant announcement.

### 持續關連交易 (續)

上述持續關連交易已由本公司獨立非執行董事審閱。獨立非執行董事已確認，持續關連交易是(a)在本公司日常及正常業務過程中；(b)根據一般商業條款或根據不遜於該等向或自獨立第三方提供或獲得的條款；(c)按照規管該等交易的相關協議根據公平合理且符合本公司股東整體利益的條款訂立。

本公司董事（包括獨立非執行董事）認為上述所有交易是根據一般商業條款在本公司於其日常及正常業務過程中訂立，且相關協議的條款屬公平合理，並符合本公司股東的整體利益。

本公司確認，上文所披露的持續關連交易屬上市規則第14A章定義下的持續關連交易，而本公司已遵守上市規則第14A章的披露規定。

基於所執行之工作，本公司之核數師已於一份函件中向董事會確認有關本公司持續關連交易之下列影響，即該等交易：

- (i) 已獲董事會批准；
- (ii) 已根據定價政策進行；
- (iii) 根據規管該等交易之有關協議進行；及
- (iv) 並無超越有關公佈所述截至二零一二年十二月三十一日止財政年度之上限金額。

## CONNECTED TRANSACTION

### Mould-making Contract

On 3 April 2012, Weihai Weigao Group Mould Company Limited (“Weigao Mould”), a wholly owned subsidiary of the Company entered into the mould making contract with Shandong Weigao Medical Packaging Products Company Limited (“Weigao Medical Packaging”), a wholly owned subsidiary of Weigao Holding Company Limited (“Weigao Holding”) regarding the manufacturing of moulds with multiple cavity for spike ports and injection ports. The contract sum of the mould-making contract is RMB1.7 million (equivalent to approximately HK\$2.1 million).

Weigao Medical Packaging is a subsidiary of Weigao Holding, the controlling shareholder of the Company, thus connected person of the Company pursuant to the meaning of the Listing Rules, as such the entering of Packaging Materials Supply Agreement, the entering of mould-making contract constitute connected transaction of the Company under the Listing Rules.

All the independent non-executive Directors had reviewed the connected transaction and confirmed that the connected transaction had been conducted on normal commercial terms or on terms no less favourable than those available to independent third parties under the prevailing local market conditions and were entered into the Group’s ordinary and usual course of business, and were fair and reasonable and in the best interests of the shareholders of the Company as a whole.

The Company confirms that the connected transaction as disclosed above fall under the definition of connected transactions in Chapter 14A of the Listing Rules and that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

## 關連交易

### 模具製造合約

於二零一二年四月三日，本公司之全資附屬公司威海威高集團模具有限公司（「威高模具」）與威高集團有限公司（「威高集團」）之全資附屬公司山東威高醫療包裝製品有限公司（「威高醫療包裝」）就製造用於輸藥塞及加藥塞之多腔模具訂立模具製造合約。模具製造合約之合約金額為人民幣1,700,000元（相等於約2,100,000港元）。

威高醫療包裝為本公司之控股股東威高集團之附屬公司，因此，根據上市規則之定義屬本公司之關連人士，故根據上市規則，訂立包裝材料供應協議及訂立模具製造合約構成本公司之關連交易。

所有獨立非執行董事已審閱關連交易並確認關連交易乃按一般商業條款或按不遜於根據當地現行市況可提供予獨立第三方之條款進行及於本集團之日常及正常業務過程中訂立，屬公平合理並符合本公司股東之整體最佳利益。

本公司確認，上文所披露的關連交易屬上市規則第14A章定義下的關連交易，而本公司已遵守上市規則第14A章的披露規定。

### AUDIT COMMITTEE

The Company set up an audit committee with terms of reference in compliance with the Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Company. The audit committee has five members comprising Mr. Lo Wai Hung, Mr. Li Jia Miao, Mrs. Fu Ming Zhong and Mrs. Wang Jin Xia, being independent non-executive directors and Mrs. Zhou Shu Hua, a non-executive director.

During the Year, the audit committee held four meetings and the committee had reviewed and approved the annual report for the year ended 31st December, 2011 and the first three quarterly reports of the year 2012. On 25th March, 2013, the audit committee had reviewed and approved the financial statements for the year ended 31st December, 2012.

The unaudited quarterly and interim results and audited annual results for the year ended 31st December, 2012 have been reviewed by the audit committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure has been made.

### AUDITORS

A resolution will be proposed at the forthcoming annual general meeting to re-appoint Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board  
**Chen Xue Li**

*Chairman*

Weihai, Shandong, the PRC  
25th March, 2013

### 審核委員會

本公司已根據上市規則的規定成立審核委員會並訂明職權範圍。審核委員會的主要職責為審核及監督本公司的財務申報程序及內部監控系統。審核委員會由獨立非執行董事盧偉雄先生、李家淼先生、付明仲女士及王錦霞女士及非執行董事周淑華女士五名成員組成。

於本年度，審核委員會已舉行四次會議，並審閱和批准截至二零一一年十二月三十一日止年度之年報及二零一二年首三個季度報告。於二零一三年三月二十五日，審核委員會已審閱並批准截至二零一二年十二月三十一日止年度的財務報表。

截至二零一二年十二月三十一日止年度之未經審核季度及中期業績及經審核年度業績已經由審核委員會審閱。審核委員會認為該等業績之編製方式符合適用會計準則及規定，並已作出充分披露。

### 核數師

在應屆股東週年大會上，將會呈交一項決議案，以重新委任德勤•關黃陳方會計師行作為本公司的核數師。

代表董事會  
**陳學利**

*董事長*

中國山東威海  
二零一三年三月二十五日



德勤•關黃陳方會計師行  
香港金鐘道88號  
太古廣場一座35樓

Deloitte Touche Tohmatsu  
35/F One Pacific Place  
88 Queensway  
Hong Kong

**TO THE MEMBERS OF  
SHANDONG WEIGAO GROUP MEDICAL POLYMER  
COMPANY LIMITED**

**山東威高集團醫用高分子製品股份有限公司**

*(A joint stock limited company established in the People's Republic of China)*

We have audited the consolidated financial statements of Shandong Weigao Group Medical Polymer Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 74 to 169, which comprise the consolidated statement of financial position as at 31 December 2012, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

**DIRECTORS' RESPONSIBILITY FOR THE  
CONSOLIDATED FINANCIAL STATEMENTS**

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

**致山東威高集團醫用高分子製品股份  
有限公司股東**

*(於中華人民共和國註冊成立的股份有限公司)*

本行已完成審核第74至169頁所載山東威高集團醫用高分子製品股份有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表，該等綜合財務報表包括於二零一二年十二月三十一日的綜合財務狀況表、及截至該日止年度的綜合全面收入報表、綜合權益變動報表及綜合現金流量報表，及主要會計政策及其他註釋資料的概要。

**董事就綜合財務報表的責任**

貴公司董事須按照香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定，負責編製可真實及公平地反映情況的綜合財務報表，董事所採取的該等內部監控須確保編製綜合財務報表不存在因詐騙或錯誤而導致的重大錯誤陳述。



## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

## 核數師的責任

本行的責任為根據吾等的審核結果，對該等綜合財務報表發表意見，並僅向全體股東報告吾等的意見，而根據雙方協定的委聘條款，本報告不作其他用途。吾等並不會就本報告內容對任何其他人士負上責任或承擔法律責任。本行是按照香港會計師公會頒佈的香港核數準則進行審核工作。該等準則要求本行遵守道德規範，及計劃與執行審核工作，以合理確定綜合財務報表是否不存在重大錯誤陳述。

審核範圍包括執程序以取得與綜合財務報表所載數額及披露事項有關的審核憑證。所選取的程序視乎核數師的判斷，包括綜合財務報表中因詐騙或錯誤而導致存有重大錯誤陳述的風險的評估。在作出該等風險評估時，核數師會考慮到該實體就編製真實而公平的綜合財務報表所採用的內部監控，從而設計切合於當時狀況的審核程序，但並非旨在就實體內部監控是否有效表達意見。審核範圍亦包括評估所採用的會計政策是否恰當、董事所作出的會計估計是否合理以及評估綜合財務報表的整體表現。

本行相信，吾等所取得的審核憑證已足夠及適當地為吾等的審核意見提供基礎。

## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2012 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### **Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

25 March 2013

## 意見

本行認為，綜合財務報表按照香港財務報告準則真實及公平地反映 貴集團於二零一二年十二月三十一日的財務狀況，以及截至該日止年度的溢利及現金流量狀況，並已依據香港公司條例的披露規定妥為編製。

### **德勤•關黃陳方會計師行**

*執業會計師*

香港

二零一三年三月二十五日

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收入報表

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

		NOTES	2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
		附註		
Revenue	收入	7	<b>3,689,115</b>	3,180,577
Cost of sales	銷售成本		<b>(1,576,695)</b>	(1,420,461)
Gross profit	毛利		<b>2,112,420</b>	1,760,116
Other income, gains and losses	其他收入、收益及虧損	10	<b>107,749</b>	42,217
Distribution costs	分銷成本		<b>(874,317)</b>	(633,441)
Administrative expenses	行政開支		<b>(212,893)</b>	(143,750)
Research and development expenses	研發開支		<b>(170,587)</b>	(142,031)
Finance costs	融資成本	8	<b>(4,678)</b>	(1,142)
Share of (loss) profit of jointly controlled entities	應佔共同控制實體 (虧損) 盈利		<b>(4,401)</b>	99,842
Share of profit of associates	應佔聯營公司盈利		<b>172,882</b>	51,419
Gain on disposal of a jointly controlled entity	出售一家共同控制實體之收益		-	2,568,534
Loss on disposal of subsidiaries	出售附屬公司之虧損		-	(9,258)
Profit before taxation	除稅前溢利		<b>1,126,175</b>	3,592,506
Income tax expense	所得稅開支	9	<b>(129,805)</b>	(124,472)
Profit for the year	年內溢利	11	<b>996,370</b>	3,468,034
Other comprehensive income	其他全面收入			
Exchange differences arising on translation of foreign operations – subsidiaries	換算海外業務產生之匯兌差額 – 附屬公司		<b>(626)</b>	(573)
– an associate	– 一家聯營公司		<b>(4,847)</b>	(16,383)
Share of other comprehensive income of associates	應佔聯營公司之其他全面收入		-	2,661
Total comprehensive income for the year	年內全面收入總額		<b>990,897</b>	3,453,739
Profit for the year attributable to:	下列各項應佔年內溢利：			
Owners of the Company	本公司擁有人		<b>996,486</b>	3,462,172
Non-controlling interests	非控股權益		<b>(116)</b>	5,862
			<b>996,370</b>	3,468,034
Total comprehensive income attributable to:	下列各項應佔全面收入總額：			
Owners of the Company	本公司擁有人		<b>991,013</b>	3,447,877
Non-controlling interests	非控股權益		<b>(116)</b>	5,862
			<b>990,897</b>	3,453,739
Earnings per share – basic	每股盈利 – 基本	14	<b>人民幣RMB0.22元</b>	人民幣RMB0.78元

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 31 December 2012 於二零一二年十二月三十一日

		NOTES	2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	3,198,249	2,470,492
Investment properties	投資物業	16	10,597	3,460
Deposits paid for acquiring property, plant and equipment	就收購物業、廠房及設備之已付按金		59,407	-
Prepaid lease payments	預付租賃款項	17	461,520	378,499
Intangible assets	無形資產	18	19,820	17,735
Interest in jointly controlled entities	於共同控制實體的權益	19	104,457	28,858
Interest in associates	於聯營公司的權益	20	2,525,106	2,374,267
Goodwill	商譽	21	202,900	202,900
Deferred tax assets	遞延稅項資產	29	24,402	15,757
Other receivables – receivable after one year	其他應收款 – 應於一年後收取		1,684	9,046
			<b>6,608,142</b>	5,501,014
Current assets	流動資產			
Inventories	存貨	22	830,274	463,001
Trade and other receivables	應收貿易及其他應收款	23	1,651,028	1,449,242
Pledged bank deposits	已抵押銀行存款	24	91,546	107,472
Bank balances and cash	銀行結餘及現金	25	1,297,856	1,851,238
			<b>3,870,704</b>	3,870,953
Current liabilities	流動負債			
Trade and other payables	應付貿易及其他應付款	26	1,472,504	1,025,415
Bank borrowings – repayable within one year	銀行借款 – 須於一年內償還	27	-	21,003
Tax payable	應付稅項		57,253	35,504
			<b>1,529,757</b>	1,081,922
Net current assets	流動資產淨額		<b>2,340,947</b>	2,789,031
			<b>8,949,089</b>	8,290,045
Capital and reserves	資本及儲備			
Share capital	股本	31	447,637	447,637
Reserves	儲備		8,463,356	7,754,354
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>8,910,993</b>	8,201,991
Non-controlling interests	非控股權益		9,422	9,538
Total equity	股權總額		<b>8,920,415</b>	8,211,529

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 31 December 2012 於二零一二年十二月三十一日

		NOTES	2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
		附註		
Non-current liability	非流動負債			
Bank borrowings – repayable after one year	銀行借款—須於一年後償還	27	–	63,009
Other payables	其他應付款項	28	–	10,445
Deferred income	遞延收入	30	28,674	5,062
			<b>28,674</b>	78,516
			<b>8,949,089</b>	8,290,045

The consolidated financial statements on pages 74 to 169 were approved and authorised for issue by the Board of Directors on 25 March 2013 and are signed on its behalf by:

第74至169頁的綜合財務報表已獲董事會於二零一三年三月二十五日批准及授權刊發，並由以下董事代表董事會簽署：

**Chen Xue Li**  
**陳學利**  
\_\_\_\_\_  
DIRECTOR  
董事

**Zhang Hua Wei**  
**張華威**  
\_\_\_\_\_  
DIRECTOR  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動報表

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling interests		Total
		Share capital	Share premium reserve	Statutory surplus reserve	Translation reserve	Other reserve	Retained earnings	Total		Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		股本	股份溢價儲備	法定盈餘儲備	匯兌儲備	其他儲備	保留盈利	總計	非控股權益	總計
		人民幣千元	人民幣千元	人民幣千元 (附註)	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2011	於二零一一年一月一日	215,256	1,285,542	163,873	28	-	1,961,711	3,626,410	7,463	3,633,873
Profit for the year	本年度溢利	-	-	-	-	-	3,462,172	3,462,172	5,862	3,468,034
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額									
- subsidiaries	- 附屬公司	-	-	-	(573)	-	-	(573)	-	(573)
- an associate	- 一家聯營公司	-	-	-	(16,383)	-	-	(16,383)	-	(16,383)
Share of other comprehensive income of associates	應佔聯營公司其他全面收入	-	-	-	-	2,661	-	2,661	-	2,661
Total comprehensive income for the year	年內全面收入總額	-	-	-	(16,956)	2,661	3,462,172	3,447,877	5,862	3,453,739
Issue of shares	發行股份	8,562	1,416,821	-	-	-	-	1,425,383	-	1,425,383
Transfer to statutory reserve	轉撥至法定儲備	-	-	77,089	-	-	(77,089)	-	-	-
Dividend paid	已付股息	-	-	-	-	-	(297,679)	(297,679)	-	(297,679)
Bonus issue of shares	紅股發行	223,819	(223,819)	-	-	-	-	-	-	-
Disposal of a subsidiary	出售一家附屬公司	-	-	-	-	-	-	-	(3,787)	(3,787)
At 31 December 2011	於二零一一年十二月三十一日	447,637	2,478,544	240,962	(16,928)	2,661	5,049,115	8,201,991	9,538	8,211,529
Profit for the year	本年度溢利	-	-	-	-	-	996,486	996,486	(116)	996,370
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額									
- subsidiaries	- 附屬公司	-	-	-	(626)	-	-	(626)	-	(626)
- an associate	- 一家聯營公司	-	-	-	(4,847)	-	-	(4,847)	-	(4,847)
Total comprehensive income for the year	年內全面收入總額	-	-	-	(5,473)	-	996,486	991,013	(116)	990,897
Transfer to statutory reserve	轉撥至法定儲備	-	-	14,696	-	-	(14,696)	-	-	-
Dividend paid	已付股息	-	-	-	-	-	(282,011)	(282,011)	-	(282,011)
At 31 December 2012	於二零一二年十二月三十一日	447,637	2,478,544	255,658	(22,401)	2,661	5,748,894	8,910,993	9,422	8,920,415

Note: The Articles of Association of the companies comprising the Company and its subsidiaries incorporated in PRC require the appropriation of 10% of profit after taxation (prepared under the generally accepted accounting principles in the PRC) each year to the statutory surplus reserve until the balance reaches 50% of the registered share capital. According to the provisions of the Articles of Association of the companies comprising the Group, in normal circumstances, the statutory surplus reserve shall only be used for making up losses, capitalisation into share capital and expansion of its production and operation. For the capitalisation of statutory surplus reserve into share capital, the remaining amount of such reserve shall not be less than 25% of the registered share capital.

附註：包括本公司及其於中國註冊成立之附屬公司的該等公司的組織章程規定將其各年除稅後溢利（根據中國公認會計原則編製）的10%分派至法定盈餘儲備，直至法定盈餘儲備的結餘達註冊股本的50%為止。根據本集團旗下公司的組織章程的條文規定，在一般情況下，法定盈餘儲備僅可用作彌補虧損、撥充股本及擴充生產及營運。將法定盈餘儲備撥充股本後，該儲備的餘額不得低於註冊股本的25%。

# CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量報表

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
OPERATING ACTIVITIES	<b>經營業務</b>		
Profit before taxation	除稅前溢利	<b>1,126,175</b>	3,592,506
Adjustments for:	經作出下列調整：		
Interest income	利息收入	<b>(20,488)</b>	(6,447)
Finance costs	融資成本	<b>4,678</b>	1,142
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>125,083</b>	94,300
Depreciation of investment properties	投資物業折舊	<b>144</b>	300
Prepaid lease payments charged to profit or loss	從損益中扣除的預付租賃款項	<b>9,991</b>	6,062
Allowances for bad and doubtful debts	呆壞賬撥備	<b>5,568</b>	16,142
Amortisation of intangible assets	無形資產攤銷	<b>3,115</b>	3,114
Share of loss (profit) of jointly controlled entities	應佔共同控制實體虧損(溢利)	<b>4,401</b>	(99,842)
Share of profit of associates	應佔聯營公司溢利	<b>(172,882)</b>	(51,419)
(Realised) unrealised profit on sales to associates	就銷售予聯營公司的(變現)未變現溢利	<b>(23,701)</b>	12,594
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備(收益)虧損	<b>(13)</b>	190
Gain on disposal of a jointly controlled entity	出售一間共同控制實體的收益	-	(2,568,534)
Loss on disposal of subsidiaries	出售附屬公司的虧損	-	9,258
Release of deferred income	遞延收入付回	<b>(7,474)</b>	(7,189)
Loss on fair value changes of fair value of financial assets designated as at FVTPL	指定為按公平值計入損益的金融資產公平值變動虧損	-	6,834
Exchange (gain) loss	匯兌(收益)虧損	<b>(26,797)</b>	24,548
		<b>1,027,800</b>	1,033,559
Movements in working capital	營運資金變動		
Increase in inventories	存貨增加	<b>(367,273)</b>	(110,304)
Increase in trade and other receivables	應收貿易賬款及其他應收款項增加	<b>(204,970)</b>	(390,116)
Increase in trade and other payables	應付貿易賬款及其他應付款項增加	<b>436,089</b>	209,491
Increase in deferred income	遞延收入增加	<b>31,086</b>	12,251
Net cash generated from operations	經營所得現金淨額	<b>922,732</b>	754,881
PRC income tax paid	已付中國所得稅	<b>(116,701)</b>	(134,089)
Net cash from operating activities	經營業務所得現金淨額	<b>806,031</b>	620,792

# CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量報表

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
<b>INVESTING ACTIVITIES</b>	<b>投資業務</b>		
Purchases of property, plant and equipment	購買物業、廠房及設備	<b>(864,481)</b>	(1,135,627)
Purchases of intangible assets	購買無形資產	<b>(5,200)</b>	-
Deposit paid for acquiring property, plant and equipment	就收購物業、廠房及設備支付的按金	<b>(59,407)</b>	-
Prepaid lease payments made	預付租賃款項	<b>(94,860)</b>	(189,468)
Establishment of a jointly controlled entity	成立一間共同控制實體	<b>(80,000)</b>	-
Dividend income received from an associate	收取一間聯營公司的股息收入	<b>40,897</b>	57,163
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	<b>4,726</b>	566
Interest received	已收利息	<b>20,488</b>	6,447
Withdrawal of pledged bank deposits	提取已抵押銀行存款	<b>233,867</b>	203,864
Placement of pledged bank deposits	存入已抵押銀行存款	<b>(217,941)</b>	(177,227)
Disposal of subsidiaries	出售附屬公司	<b>6,200</b>	(3,069)
Proceeds from disposal a jointly controlled entity	出售一間共同控制實體所得款項	-	787,920
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資業務所用現金淨額</b>	<b>(1,015,711)</b>	(449,431)
<b>FINANCING ACTIVITIES</b>	<b>融資業務</b>		
Repayments of borrowings	償還借款	<b>(84,012)</b>	(26,145)
Settlement of other payables	償付其他應付款項	-	(22,000)
Interest paid	已付利息	<b>(4,476)</b>	(3,357)
Dividend paid	已付股息	<b>(282,011)</b>	(297,679)
Net proceeds from issue of shares	發行股份所得款項淨額	-	1,425,383
<b>NET CASH (USED IN) GENERATED FROM FINANCING ACTIVITIES</b>	<b>融資業務(所用)產生之現金淨額</b>	<b>(370,499)</b>	1,076,202
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物(減少)增加淨額</b>	<b>(580,179)</b>	1,247,563
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>於年初的現金及現金等價物</b>	<b>1,851,238</b>	628,223
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES, NET</b>	<b>外匯匯率變動的影響, 淨額</b>	<b>26,797</b>	(24,548)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR, representing bank balances and cash</b>	<b>於年末的現金及現金等價物, 指銀行結餘及現金</b>	<b>1,297,856</b>	1,851,238



## 1. GENERAL

Shandong Weigao Group Medical Polymer Company Limited (the "Company") was established and registered as a joint stock company with limited liability in the People's Republic of China (the "PRC") under the Company Law of the PRC on 28 December 2000. Its immediate and ultimate holding company is Weigao Holding Company Limited ("Weigao Holding"), a company registered in the PRC with limited liability. The address of the registered office and principal place of business of the Company is 312 Shi Chang Road, Weihai, Shandong Province, PRC.

The Company's shares were listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 27 February 2004 and the listing of the shares has been transferred to the Main Board of the Stock Exchange since 29 July 2010.

The Company and its subsidiaries (hereinafter collectively referred to as the "Group") are principally engaged in the research and development, production and sale of single-use medical devices, orthopaedic products and blood purification products.

The consolidated financial statements are presented in Renminbi ("RMB"), which is the functional currency of the Company.

## 1. 概述

山東威高集團醫用高分子製品股份有限公司(「本公司」)於二零零零年十二月二十八日根據中華人民共和國(「中國」)公司法在中國成立及註冊為股份有限公司。其直接及最終控股公司為威高集團有限公司(「威高集團」)，一間於中國註冊的有限責任公司。本公司的註冊辦事處及主要營業地點的地址為中國山東省威海市世昌大道312號。

本公司的股份於二零零四年二月二十七日在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市，自二零一零年七月二十九日起轉往聯交所主板交易。

本公司及其附屬公司(以下統稱「本集團」)主要從事研究及開發、生產及銷售一次性使用醫療產品、骨科產品及血液淨化產品。

綜合財務報表以本公司的功能貨幣人民幣(「人民幣」)呈列。

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied the following amendments to standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) which have been effective.

HKAS 12 (Amendments)	<i>Deferred Tax: Recovery of Underlying Asset; and</i>
HKFRS 7 (Amendments)	<i>Financial Instruments: Disclosures – Transfers of Financial Assets</i>

Except as described below, the application of the above amendments to standards in the current year has had no material effect on the amounts reported in these consolidated financial statements and/or disclosures set out in these consolidated financial statements.

### **IFRS 7 (Amendments) Disclosures – Transfers of Financial Assets**

The Group has applied for the first time IFRS 7 (Amendments) *Disclosures – Transfers of Financial Assets* in the current year. The amendments increase the disclosure requirements for transactions involving the transfer of financial assets in order to provide greater transparency around risk exposures when financial assets are transferred.

The Group has endorsed certain bills receivable to suppliers on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these bills receivable, these bills receivable was therefore not derecognised and the corresponding trade payables was recognised in the consolidated financial statements. The relevant disclosures have been made regarding the transfer of the bills receivable on application of the amendments to HKFRS 7 (see note 23a).

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團應用由香港會計師公會（「香港會計師公會」）頒佈的下列已生效準則的修訂。

香港會計準則 第12號 (修訂)	<i>遞延稅項：收回 相關資產；及</i>
香港財務報告 準則第7號 (修訂)	<i>金融工具：披露－ 轉讓金融資產；</i>

除下文所述者外，於本年度應用準則之上述修訂並無對該等綜合財務報表內呈報之金額及／或該等綜合財務報表內所載披露造成重大影響。

### **國際財務報告準則第7號（修訂）披露－轉讓金融資產**

本集團已於本年度首次應用國際財務報告準則第7號（修訂）*披露－轉讓金融資產*。有關修訂增加涉及轉讓金融資產之交易之披露規定，以於金融資產被轉讓時就風險披露提供更大之透明度。

本集團已按全面追索基準將若干應收票據背書予供應商。由於本集團尚未轉讓有關該等應收票據的重大風險及回報，故該等應收票據未被終止確認及該等相應貿易應付款項於綜合財務報表中確認。本集團已於應用香港財務報告準則第7號的修訂時就轉讓應收票據作出有關披露（見附註23a）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

The Group has not early applied the following new and revised standards, amendments and interpretation (“new and revised HKFRSs”) that have been issued but are not yet effective.

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2009-2011 Cycle <sup>1</sup>
HKFRS 7 (Amendments)	Disclosures – Offsetting Financial Assets and Financial Liabilities <sup>2</sup>
HKFRS 9 and HKFRS 7 (Amendments)	Mandatory Effective Date of HKFRS 9 and Transition Disclosures <sup>2</sup>
HKFRS 10, HKFRS 11 and HKFRS 12 (Amendments)	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance <sup>1</sup>
HKFRS 10, HKFRS 12 and HKAS 27 (Amendments)	Investment Entities <sup>4</sup>
HKFRS 9	Financial Instruments <sup>2</sup>
HKFRS 10	Consolidated Financial Statements <sup>1</sup>
HKFRS 11	Joint Arrangements <sup>1</sup>
HKFRS 12	Disclosure of Interests in Other Entities <sup>1</sup>
HKFRS 13	Fair Value Measurement <sup>1</sup>
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income <sup>3</sup>
HKAS 19 (Revised 2011)	Employee Benefits <sup>1</sup>
HKAS 27 (Revised 2011)	Separate Financial Statements <sup>1</sup>
HKAS 28 (Revised 2011)	Investments in Associates and Joint Ventures <sup>1</sup>
HKAS 32 (Amendments)	Offsetting Financial Assets and Financial Liabilities <sup>4</sup>
HK (IFRIC)-Int 20	Stripping Costs in the Production Phase of a Surface Mine <sup>1</sup>

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

本集團並無提早應用已頒佈但尚未生效的下列新訂及經修訂準則、修訂及詮釋（「新訂及經修訂香港財務報告準則」）。

香港財務報告準則（修訂）	二零零九年至二零一一年週期的年度改進 <sup>1</sup>
香港財務報告準則第7號（修訂）	披露—抵銷金融資產及金融負債 <sup>2</sup>
香港財務報告準則第9號及香港財務報告準則第7號（修訂）	香港財務報告準則第9號的強制性生效日期及過渡性披露 <sup>2</sup>
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號（修訂）	綜合財務報表、共同安排及披露於其他實體的權益：過渡性指引 <sup>1</sup>
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號（修訂）	投資實體 <sup>4</sup>
香港財務報告準則第9號	金融工具 <sup>2</sup>
香港財務報告準則第10號	綜合財務報表 <sup>1</sup>
香港財務報告準則第11號	共同安排 <sup>1</sup>
香港財務報告準則第12號	披露於其他實體的權益 <sup>1</sup>
香港財務報告準則第13號	公平值計量 <sup>1</sup>
香港會計準則第1號（修訂）	呈列其他全面收入項目 <sup>3</sup>
香港會計準則第19號（二零一一年經修訂）	僱員福利 <sup>1</sup>
香港會計準則第27號（二零一一年經修訂）	獨立財務報表 <sup>1</sup>
香港會計準則第28號（二零一一年經修訂）	於聯營公司及合營公司的投資 <sup>1</sup>
香港會計準則第32號（修訂）	抵銷金融資產及金融負債 <sup>4</sup>
香港（國際財務報告詮釋委員會）—詮釋第20號	露天採礦場生產階段的剝採成本 <sup>1</sup>

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

- 1 Effective for annual periods beginning on or after 1 January 2013
- 2 Effective for annual periods beginning on or after 1 January 2015
- 3 Effective for annual periods beginning on or after 1 July 2012
- 4 Effective for annual periods beginning on or after 1 January 2014

### New and revised standards on consolidation, joint arrangements, associates and disclosures

In June 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued, including HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (Revised 2011) and HKAS 28 (Revised 2011).

Key requirements of these five standards that are relevant to the Group are described below.

HKFRS 10 replaces the parts of HKAS 27 *Consolidated and Separate Financial Statements* that deal with consolidated financial statements. HK (SIC)-Int 12 *Consolidation – Special Purpose Entities* will be withdrawn upon the effective date of HKFRS 10. Under HKFRS 10, there is only one basis for consolidation, that is, control. In addition, HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor’s returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios.

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

- 1 於二零一三年一月一日或以後開始之年度期間生效
- 2 於二零一五年一月一日或以後開始之年度期間生效
- 3 於二零一二年七月一日或以後開始之年度期間生效
- 4 於二零一四年一月一日或以後開始之年度期間生效

### 有關綜合、共同安排、聯營公司及披露的新訂及經修訂準則

於二零一一年六月，一系列有關綜合、共同安排、聯營公司及披露的五項準則獲頒佈，當中包括香港財務報告準則第10號、香港財務報告準則第11號、香港財務報告準則第12號、香港會計準則第27號（二零一一年經修訂）及香港會計準則第28號（二零一一年經修訂）。

與本集團相關的該等五項準則的主要規定概述如下。

香港財務報告準則第10號取代香港會計準則第27號綜合及獨立財務報表有關處理綜合財務報表的部份內容。香港（常務詮釋委員會）－詮釋第12號綜合－特殊目的實體將於香港財務報告準則第10號的生效日期後撤銷。根據香港財務報告準則第10號，綜合賬目的唯一基準為控制權。此外，香港財務報告準則第10號包括三個部份控制權的全新定義：(a)對被投資方可行使的權力，(b)對參與被投資方所帶來的各種投資回報的風險或權利，及(c)對被投資方行使權力以影響投資者回報金額的能力。香港財務報告準則第10號已增設全面性指引，以處理各種複雜的情況。

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

### New and revised standards on consolidation, joint arrangements, associates and disclosures (continued)

Currently, under HKAS 31 *Interests in Joint Ventures*, from the date when a jointly controlled entity becomes an associate of an investor, the investor should account for its interest in accordance with HKAS 28 *Interests in Associates*. On the loss of joint control, the investor should measure at fair value any investment the investor retains in the former jointly controlled entity. The investor should recognise in profit or loss any difference between (i) the fair value of any retained investment and any proceeds from disposing of the part interest in the jointly controlled entity and (ii) the carrying amount of the investment at the date when joint control is lost.

Under HKAS 28 (Revised 2011), if an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate, the entity continues to apply the equity method and does not remeasure the retained interest.

HKFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in HKFRS 12 are more extensive than those in the current standards.

In July 2012, the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 were issued to clarify certain transitional guidance on the application of these five HKFRSs for the first time.

These five standards, together with the amendments relating to the transitional guidance, are effective for annual periods beginning on or after 1 January 2013 with earlier application permitted provided that all of these standards are applied at the same time.

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

### 有關綜合、共同安排、聯營公司及披露的新訂及經修訂準則（續）

目前，根據香港會計準則第31號於合營公司的權益，自一間共同控制實體變成投資者的一間聯營公司日期起，投資者應根據香港會計準則第28號於聯營公司的權益將其權益入賬。於失去聯合控制權時，投資者應按公平值計量投資者於前共同控制實體保留的任何投資。投資者應於損益中確認(i)任何保留投資的公平值及出售於共同控制實體的部份權益產生的任何所得款項及(ii)於失去聯合控制權當日投資的賬面值之間的任何差額。

根據香港會計準則第28號（二零一一年經修訂），倘於一間聯營公司的投資變成於一間合營公司的投資或於一間合營公司的投資變成於一間聯營公司的投資，則實體繼續應用權益法而非重新計量保留權益。

香港財務報告準則第12號為一項披露準則，適用於在附屬公司、共同安排、聯營公司及／或未綜合架構實體擁有權益的實體。一般而言，香港財務報告準則第12號所載的披露規定較現行準則所規定者更為全面。

於二零一二年七月，香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號的修訂本乃獲頒佈，以澄清於首次應用該等五項香港財務報告準則時的若干過渡性指引。

該等五項準則連同有關過渡性指引的修訂本於二零一三年一月一日或之後開始的年度期間生效，並允許提早應用，惟所有該等準則須同時應用。

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

### New and revised standards on consolidation, joint arrangements, associates and disclosures (continued)

The directors of the Company considered the change in the accounting treatment in respect of an investment in a joint venture becoming an investment in an associate will have an impact on the Group’s consolidated financial statements. The directors of the Company have not yet performed a detailed analysis and hence have not yet quantified the extent of the impact.

### HKAS 1(Amendments) Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 introduce new terminology for the “statement of comprehensive income” and “income statement”. Under the amendments to HKAS 1, a “statement of comprehensive income” is renamed as a “statement of profit or loss and other comprehensive income” and an “income statement” is renamed as a “statement of profit or loss”. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require items of other comprehensive income to be grouped into two categories in the other comprehensive income section: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis. The amendments do not change the option to present items of other comprehensive income either before tax or net of tax.

The amendments to HKAS 1 are effective for annual periods beginning on or after 1 July 2012. The presentation of items of other comprehensive income will be modified accordingly when the amendments are applied in future accounting periods.

The directors of the Company anticipate that the application of the other New and Revised HKFRSs will have no material impact on the consolidated financial statements.

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

### 有關綜合、共同安排、聯營公司及披露的新訂及經修訂準則（續）

本公司董事認為，有關於一間合營公司的投資變成於一間聯營公司的投資的會計處理方式變動將對本集團的綜合財務報表產生影響。本公司董事尚未進行詳細分析，故未能量化影響的程度。

### 香港會計準則第1號（修訂）呈列其他全面收入項目

香港會計準則第1號的修訂為「全面收益表」及「收益表」引入新的術語。根據香港會計準則第1號的修訂，「全面收益表」更名為「損益及其他全面收益表」，而「收益表」則更名為「損益表」。香港會計準則第1號的修訂保留以單一報表或兩份獨立但連續報表呈列損益及其他全面收入的選擇權。然而，香港會計準則第1號的修訂規定其他全面收入項目將於其他全面收入章節劃分為兩類：(a)其後不會重新分類至損益的項目；及(b)於達成特定條件時，其後可重新分類至損益的項目。其他全面收入項目的所得稅須按相同基準予以分配，修訂並無變動按除稅前或除稅後呈列其他全面收入項目的選擇權。

香港會計準則第1號的修訂乃於二零一二年七月一日或之後開始的年度期間生效。當修訂於未來會計期間應用時，呈列其他全面收入項目將作出相應修訂。

本公司董事預期，應用其他新訂及經修訂香港財務報告準則將不會對綜合財務報表造成重大影響。

## 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The principal accounting policies are set out below.

### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

## 3. 主要會計政策

誠如下文會計政策所載列之說明，除若干金融工具按公平值計量外，綜合財務報表乃以歷史成本為基礎編製。歷史成本一般以換取貨品及服務所作之代價之公平值為基準。

綜合財務報表乃按照香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表載有聯交所證券上市規則及香港公司條例規定的適用披露。

主要會計政策載列如下。

### 綜合基準

綜合財務報表載有本公司及受本公司所控制的實體（其附屬公司）的財務報表。當本公司擁有權力監管一間實體的財務及營運政策，從而可於其業務中獲取利益時，便以取得控制權。

年內所收購或出售的附屬公司的業績，由實際收購日期起或直至實際出售日期止（如適用）於綜合全面收入報表中列賬。

倘有需要時，會對附屬公司的財務報表作出調整，以使附屬公司的會計政策與本集團其他成員公司所用者相符一致。

所有集團內公司間交易、結餘、收入及開支已於綜合賬目時對銷。

於附屬公司之非控股權益與本集團於其中的權益分開呈列。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expenses of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

#### Changes in the Group's ownership interests in existing subsidiaries

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 *Financial Instruments: Recognition and Measurement* or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

### 3. 主要會計政策 (續)

#### 分配全面收入總額至非控股權益

附屬公司的全面收入與開支總額會歸屬於本公司擁有人及非控股權益，即使其將導致非控股權益為赤字結餘。

#### 本集團於現有附屬公司之所有權權益變動

倘本集團失去附屬公司控制權，其(i)於失去控制權當日按其賬面值取消確認該附屬公司之資產(包括任何商譽)及負債；(ii)於失去控制權當日取消確認前附屬公司之任何非控股權益之賬面值(包括其應佔之其他全面收入之任何部份)；及(iii)確認所收代價之公平值及任何保留權益之公平值總和，連同本集團應佔於損益中確認為收益或虧損之任何由此產生的差額。倘附屬公司的資產乃按重估金額或公平值計量，而相關累計收益或虧損已於其他全面收入確認並累計入權益，則先前於其他全面收入確認並累計入權益之款額按猶如本集團已直接出售相關資產入賬(即按適用香港財務報告準則之規定重新分類至損益或直接轉撥至保留盈利)。於失去控制權當日在前附屬公司保留之任何投資之公平值根據香港會計準則第39號金融工具：確認及計量，在其後入賬時被列作初步確認之公平值，或(如適用)初步確認於聯營公司或共同控制實體之投資之成本。



### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively.
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-Current Assets Held for Sale and Discontinued Operation* are measured in accordance with that standard.

### 3. 主要會計政策 (續)

#### 業務合併

購買業務採用購買法入賬。業務合併所轉撥之代價以公平值計量，並按本集團於收購日期所轉撥之資產公平值、本集團與被收購者之前擁有人產生之負債及本集團於交換被收購者之控制中所發行之股本權益總額計算。與收購有關的成本一般於產生時於損益內確認。

於收購日期，所收購之可識別資產及承擔之負債乃按公平值確認，惟以下情況除外：

- 遞延稅項資產或負債及有關僱員福利安排之資產或負債分別按香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認及計量。
- 與被收購方之以股份為基礎付款安排有關或本集團訂立以取代被收購方之以股份為基礎付款安排之以股份為基礎付款安排，乃於收購日期按香港財務報告準則第2號*以股份為基礎付款*（見下文會計政策）計量；及
- 根據香港財務報告準則第5號*持作出售之非流動資產及已終止經營業務*分類為持作出售之資產（或出售組別）按該準則計量。

**3. SIGNIFICANT ACCOUNTING POLICIES**

(continued)

**Business combinations (continued)**

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or another measurement basis required by another standard.

**Goodwill**

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses and is presented separately in the consolidated statement of financial position.

Goodwill is tested for impairment annually, and whenever there is an indication that the cash-generating unit to which the goodwill relates may be impaired.

**3. 主要會計政策 (續)****業務合併 (續)**

商譽按所轉撥的代價、於被收購方的任何非控股權益金額及收購方先前所持被收購方股本權益(如有)的公平值總和超出所收購的可識別資產及所承擔的負債於收購日期淨額的差額計量。倘(經重新評估後)所收購的可識別資產及所承擔的負債於收購日期淨額超出所轉撥的代價、於被收購方的任何非控股權益金額及收購方先前所持被收購方權益(如有)的公平值總和,所超出的差額即時於損益確認為議價收購收益。

屬現時擁有權權益且於清盤時賦予其持有人按比例分佔實體資產淨值的非控股權益可初步按公平值或非控股權益應佔被收購方可識別資產淨值的已確認金額比例計量。計量基準的選擇乃按每次交易為基礎。其他類型的非控股權益乃按其公平值或按另一項準則要求的另一項計量基準計量。

**商譽**

收購業務所產生的商譽乃按成本值減去任何累計減值虧損入賬,並於綜合財務狀況表內分開呈列。

商譽會每年及凡與商譽有關的現金產生單位有可能出現減值跡象時進行減值測試。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Goodwill (continued)

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss for goodwill is not reversed in subsequent periods.

On subsequent disposal of the relevant cash-generating unit, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

#### Revenue recognition

Revenue is measured at fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business, net of discounts and sales taxes and sales returns.

Revenue from sales of medical products are recognised when the medical products are delivered and title has passed.

### 3. 主要會計政策 (續)

#### 商譽 (續)

就減值測試而言，收購產生的商譽會分配至各預期可受惠於收購的協同效益的有關現金產生單位或多組現金產生單位。獲分配商譽的現金產生單位會每年及於有跡象顯示該單位可能出現減值時進行減值測試。就財政年度內收購所產生的商譽而言，獲分配商譽的現金產生單位會於該財政年度結束前進行減值測試。倘現金產生單位的可收回金額低於該單位的賬面值，則減值虧損會先分配以調減分配至該單位的任何商譽的賬面值，其後則按該單位內各項資產的賬面值的比例分配至該單位的其他資產。任何商譽的減值虧損均會直接於損益確認。商譽的減值虧損不會於其後期間撥回。

於往後出售相關現金產生單位時，其應佔資本化商譽金額會計入作釐定出售溢利或虧損數額之用。

#### 收入確認

收入按所收取或應收取代價的公平值計量，相等於在正常業務過程中就所出售貨品而應收取的金額（經扣除折扣、銷售稅項及銷售退貨）。

銷售醫療產品的收入在有關醫療產品付運及所有權已轉讓時確認。

**3. SIGNIFICANT ACCOUNTING POLICIES**

(continued)

**Revenue recognition** (continued)

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**Research and development expenditure**

Expenditure on research activities is recognised as an expense in the year in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

**3. 主要會計政策 (續)****收入確認 (續)**

來自金融資產的利息收入是參考尚餘本金及以適用實際利率按時間基準累計，而實際利率為透過初次確認的金融資產的預期可使用年期將估計日後現金收入實際貼現至該資產的賬面淨值的比率。

**研究及開發開支**

研究工作的開支於產生的年度內確認為開支。

當且僅當所有下列事項已獲證實，則由開發活動（或內部項目的開發階段）產生的內部產生的無形資產予以確認：

- 在技術可行性上能完成無形資產以供使用或出售；
- 有意完成無形資產及使用或出售無形資產；
- 使用或出售無形資產的能力；
- 無形資產日後可能產生經濟利益的方式；
- 可動用適當科技、財務及其他資源完成開發及使用或出售無形資產；及
- 可於開發期間可靠計算無形資產應佔的開支的能力。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Research and development expenditure

(continued)

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred. Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets acquired separately.

#### Retirement benefit costs

Payments to defined contributions schemes including Mandatory Provident Fund Scheme and state-managed retirement benefits schemes are charged as expenses when employees have rendered service entitling them to the contributions.

#### Government grants

Government grants are transfers of monetary assets or non-monetary assets from the government to the Group at no consideration.

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 associated with 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.

### 3. 主要會計政策 (續)

#### 研究及開發開支 (續)

就內部產生的無形資產而初步確認的金額指從無形資產首次符合上文所列的確認標準日期起所產生的開支的總額。倘不能確認內部產生的無形資產，則開發開支會於產生期間內自損益扣除。初步確認之後，內部產生的無形資產乃按成本減累計攤銷及累計減值虧損（如有），並按與所收購無形資產相同的基準單獨計量。

#### 退休福利成本

用以支付定額供款計劃（包括向強制性公積金計劃及國家管理的退休福利計劃供款）的款項，於僱員提供服務而享有供款時列作開支扣除。

#### 政府補助

政府補助是本集團從政府無償取得的貨幣性資產或非貨幣性資產。

當本集團滿足有關政府補助的條件，並合理確保可收取時，對政府補助予以確認。若政府補助以貨幣性資產形式轉讓，則按已收或應收的金額計量。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Government grants (continued)

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Government grants related to depreciable assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss over the useful lives of the related assets. Other government grants are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### 3. 主要會計政策 (續)

#### 政府補助 (續)

政府補助乃就本集團確認的有關支出(預期補助可予抵銷成本的支出)期間按系統化的基準於損益中確認。與可折舊資產有關的政府補助於綜合財務狀況表確認為遞延收入，並於有關資產的可使用年限內轉移至損益。其他政府補助於(必須與預期可予抵銷的成本配對的)期間按系統化的基準確認為收入。政府補助是抵銷已產生的支出或虧損或旨在給予本集團的即時財務支援(而無未來有關成本)，於有關補助成為應收款項的期間在損益中確認。

#### 稅項

所得稅開支指現時應付的稅項及遞延稅項總和。

現時應付的稅項以年內的應納稅溢利為基礎。應納稅溢利有別於綜合全面收入報表所報的溢利，由於其不包括於其他年度應納稅或可扣稅的收入或開支項目，且亦不包括不應納稅或不可扣稅的項目。本集團目前的稅務責任乃採用報告期末已制定或大致上已制定的稅率計算。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Taxation (continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

### 3. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項就綜合財務報表內資產及負債的賬面值與用以計算應納稅溢利的相關稅基的暫時差額而確認。遞延稅項負債一般就所有應納稅暫時差額確認。倘有應納稅溢利將可用以抵銷可動用可扣稅暫時差額，遞延稅項資產一般就所有可扣稅暫時差額確認。倘暫時差額來自商譽或來自一項不會影響應納稅溢利或會計溢利的交易的其他資產及負債的初步確認(業務合併除外)，則該等資產及負債不會予以確認。

遞延稅項負債乃按因於附屬公司及聯營公司之投資及於合營企業的權益而產生的應課稅暫時差額而確認，惟若本集團可令暫時差額撥回及暫時差額有可能未必於可見將來撥回之情況除外。與該等投資及權益相關的可扣稅暫時差額所產生的遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額的益處且預計於可見將來可以撥回時確認。

於各報告期末審閱遞延稅項資產的賬面值，及倘應納稅溢利不再足夠收回全部或部分資產，即減少遞延稅項資產的賬面值。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Taxation (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

#### Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is provided to write off the cost of items of property, plant and equipment other than construction in progress, except for specialised production facilities and moulds, over their estimated useful lives after taking into account of their estimated residual values, using the straight-line method.

Specialised production facilities and moulds which can be identified in relation to specific production processes are depreciated by reference to the expected production volume of these facilities and moulds after taking into account of their estimated residual values.

### 3. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項資產及負債乃根據於報告期末已實施或大致上已實施的稅率(及稅法)，按預期於負債清償或資產變現期間適用的稅率計算。遞延稅項負債與資產的計算，反映按照本集團於報告期末時預期收回或清償資產及負債賬面值的方式所產生稅務結果。即期及遞延稅項於損益內確認，惟倘遞延稅項涉及於其他全面收益或直接於權益確認項目，則遞延稅項亦會分別於其他全面收益或直接於權益內確認。

#### 物業、廠房及設備

物業、廠房及設備包括持有用於生產或提供貨物或服務，或用於行政用途之樓宇(不包括在建工程)，乃按照成本減其後累計折舊及累計減值虧損(如有)於綜合財務狀況表列賬。

物業、廠房及設備(在建工程除外)項目乃按其估計可使用年限，及經考慮其估計剩餘價值後，以直線法撇銷成本為折舊作出撥備，惟專用生產設施及模具除外。

可按具體生產程式識別之專用生產設施及模具乃參考該等設施及模具之預計生產量經考慮其估計剩餘價值後予以折舊。



## 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Property, plant and equipment (continued)

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognised.

### Prepaid lease payments

Prepaid lease payments represent payments made to acquire land use rights and are amortised on a straight-line basis over the term of the land use rights.

## 3. 主要會計政策 (續)

### 物業、廠房及設備 (續)

在建工程包括在建造供生產或自用的物業、廠房及設備。在建工程按成本減任何已確認減值虧損列賬。在建工程於竣工時及可用於擬定用途時歸類為適當類別的物業、廠房及設備。該等資產的折舊基準與其他物業資產相同，乃於資產可供用於擬定用途時開始計提。

物業、廠房及設備的項目於出售或預期日後繼續使用資產時不再產生經濟利益時終止確認。終止確認資產產生的任何收益或虧損（按出售所得款項淨額與有關項目賬面值的差額計算），於終止確認項目的期內於損益中確認。

### 預付租賃款項

預付租賃款項指為收購土地使用權作出的付款，其按土地使用權年期以直線法攤銷。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Investment properties measured using the cost model

Investment properties are properties held to earn rentals.

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is charged so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual values using the straight-line method.

Transfers to investment property are made when and only when there is a change in use, evidenced by end of owner-occupation, for a transfer from owner-occupied property to investment property.

Transfers from investment properties to owner-occupied property (i.e., property, plant and equipment) are made when and only when there is a change in use evidenced by commencement of owner-occupation.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the item is derecognised.

### 3. 主要會計政策 (續)

#### 採用成本模式計量的投資物業

投資物業指持作賺取租金的物業。

於初步確認時，投資物業乃以成本（包括任何直接應佔開支）計值。初步確認後，投資物業乃按成本減其後累計折舊及任何累計減值虧損計值。扣除折舊以便於經考慮該等物業的估計剩餘價值後採用直線法按估計使用年限撇銷投資物業成本。

就由自用物業轉撥至投資物業而言，於及僅於佔用情況有變（即業主佔用結束）時，方會轉撥至投資物業。

於及僅於佔用情況有變（即業主開始佔用）時，方會自投資物業轉撥至自用物業（即物業、廠房及設備）。

當投資物業出售或永久停止使用或預計不會從出售該項物業中獲得未來經濟收益時，即取消確認該項投資物業。取消確認某項資產所產生的任何收益或虧損（按出售所得款項淨額與該資產的賬面值兩者之差額計算），於取消確認項目的期間於損益表中確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Intangible assets

##### ***Intangible assets acquired separately***

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

##### ***Intangible assets acquired in a business combination***

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets with finite useful lives are carried at cost less subsequent accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets acquired separately.

### 3. 主要會計政策 (續)

#### 無形資產

##### **獨立收購的無形資產**

個別收購且具備有限可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損入賬。估計可使用年期及攤銷法於各報告期末檢討，而估計之任何變動影響按未來適用法予以入賬。具備有限可使用年期的無形資產攤銷於其估計可使用年期內按直線基準計提。

無形資產於出售或當預期使用或出售時不會帶來未來經濟利益時取消確認。終止確認無形資產所產生的收益或虧損乃以出售所得款項淨額與該項資產面值之間的差額計量，並於該項資產終止確認時的期內於損益表中確認。

##### **於業務合併所收購之無形資產**

於業務合併所收購之無形資產乃與商譽分開確認，並初步按其於收購日期之公平值（被認為其成本）確認。於初步確認後，具有有限使用年期之無形資產乃按成本減其後累計攤銷及任何累計減值虧損（按單獨收購無形資產之相同基準）入賬。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Investments in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint controlled entity. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of the associate used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

### 3. 主要會計政策 (續)

#### 於聯營公司的投資

聯營公司指投資者對其擁有重大影響力的實體，且其並非為附屬公司或於共同控制實體的權益。重大影響力是有權參與被投資方的財務和經營決策，而不是控制或共同控制這些政策。

聯營公司之業績、資產及負債利用權益會計法載入該等綜合財務報表內。聯營公司就權益會計目的編製財務報表所採用會計政策與本集團於類似情況下就同類交易及事件所採用者一致。根據權益法，於聯營公司的投資乃初步於綜合財務狀況表按成本值確認，並於其後作出調整以確認本集團應佔聯營公司的損益及其他全面收入。當本集團應佔一間聯營公司虧損相等於或超出其於該聯營公司的權益時（包括任何實際上構成本集團於聯營公司投資淨值一部分的長期權益），本集團會終止確認其應佔的進一步虧損。當本集團產生法定或推定責任或代表該聯營公司付款時，方會確認額外虧損。

任何收購成本超出本集團應佔於收購日期確認的聯營公司的可識別資產、負債及或然負債公平淨值的差額確認為商譽，其計入投資的賬面值。本集團應佔可識別資產、負債及或然負債公平淨值超出收購成本的任何差額，經重估後，即時於損益中確認。

## 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Investments in associates (continued)

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

## 3. 主要會計政策 (續)

### 於聯營公司的投資 (續)

香港會計準則第39號乃應用於釐定是否有必要就本集團於聯營公司之投資確認任何減值虧損。於有需要時，則根據香港會計準則第36號*資產減值*，透過將投資之可回收金額（使用價值與公平值減出售成本之較高者）與其賬面值進行比較，而將投資之總賬面值（包括商譽）作為單獨資產進行減值測試。任何確認之減值虧損形成投資賬面值之一部分。該減值虧損之任何撥回金額乃根據香港會計準則第36號按投資其後增加之可回收金額予以確認。

倘集團實體與其聯營公司進行交易，則與聯營公司進行交易所產生之溢利及虧損乃按與本集團無關之於聯營公司之權益於本集團之綜合財務報表內確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Jointly controlled entities

Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

The results and assets and liabilities of jointly controlled entities are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in jointly controlled entities are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the jointly controlled entities. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity (which includes any long-term interests that, in substance, form part of the Group's net investment in the jointly controlled entity), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

The financial statements of jointly controlled entities used for equity accounting policies are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances.

### 3. 主要會計政策 (續)

#### 共同控制實體

共同控制實體指涉及成立獨立個體之合營安排，據此，合營者對實體之經濟活動有共同控制。

共同控制實體之業績及資產與負債乃以權益會計法計入此等綜合財務報表。根據權益法，於共同控制實體之投資乃初步按成本於綜合財務狀況表中確認，並於其後調整以確認本集團分佔共同控制實體之損益及其他全面收益。當本集團分佔一間共同控制實體之虧損相等於或超出其於該共同控制實體之權益（包括任何長期權益，而該長期權益實質上構成本集團於該共同控制實體之投資淨額之一部份），則本集團不再繼續確認其分佔之進一步虧損。額外虧損之確認僅以本集團已產生法定或推定責任或代表該共同控制實體作出付款者為限。

採用權益會計法之共同控制實體之財務報表乃採用與本集團於類似情況下就類似交易及事件所採用者一致之會計政策而編製。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Jointly controlled entities (continued)

Upon disposal of a jointly controlled entity that results in the Group losing joint control over that jointly controlled entity, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as investment in an associate or a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the jointly controlled entity attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the jointly controlled entity. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that jointly controlled entity on the same basis as would be required if that jointly controlled entity had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that jointly controlled entity would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses joint control over that jointly controlled entity.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in a jointly controlled entity. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with its jointly controlled entity, profits and losses resulting from the transactions with the jointly controlled entity are recognised in the Group's consolidated financial statements only to the extent of interests in the jointly controlled entity that are not related to the Group.

### 3. 主要會計政策 (續)

#### 共同控制實體 (續)

倘出售共同控制實體會導致本集團失去對該共同控制實體之共同控制，則任何保留投資會按當日之公平值計量，而公平值乃視為其根據香港會計準則第39號初步確認為於聯營公司之投資或金融資產之公平值。先前已保留權益應佔共同控制實體賬面值與其公平值之間之差額，乃於釐定出售該共同控制實體之收益或虧損時計入。此外，本集團將先前於其他全面收益就該共同控制實體確認之所有金額入賬，基準與倘該共同控制實體直接出售相關資產或負債時所規定之基準相同。因此，倘該共同控制實體先前已於其他全面收益確認收益或虧損，則將於出售相關資產或負債時重新分類至損益，當本集團失去對該共同控制實體之共同控制時，本集團將收益或虧損由權益重新分類至損益（作為重新分類調整）。

香港會計準則第39號之規定獲應用以釐定是否需要就本集團於共同控制實體之投資確認任何減值虧損。於有需要時，投資之全部賬面值（包括商譽）會根據香港會計準則第36號*資產減值*作為單一資產進行減值測試，方法為將可收回金額（即使用價值與公平值減出售成本之較高者）與賬面值進行比較。有關減值虧損之任何撥回於該項投資可收回金額其後增加時根據香港會計準則第36號確認。

倘一間集團實體與其共同控制實體進行交易，則於本集團之綜合財務報表確認與該共同控制實體交易所產生之損益時，僅限於與本集團並無關連之共同控制實體權益。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

#### Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

### 3. 主要會計政策 (續)

#### 存貨

存貨按成本與可變現淨值兩者中較低者列賬。成本以加權平均法計算。可變現淨值指估計售價減所有估計完成成本，以及市場推廣、銷售及分銷所產生的成本。

#### 除商譽以外的有形及無形資產減值虧損 (見上文有關商譽的會計政策)

於報告期末，本集團檢討其有限使用年期的有形及無形資產的賬面值，以釐定該等資產是否出現蒙受減值虧損的跡象。如有此跡象，估計資產的可收回金額以確定減值虧損的程度（如有）。倘無法估計個別資產之可收回金額，則本集團會估計該資產所屬現金產生單位之可收回金額。倘可識別合理及一致之分配基準，則公司資產亦會分配至個別現金產生單位，或分配至現金產生單位內可識別合理及一致分配基準之最小組別。

可收回金額為公平值減銷售成本及使用價值兩者的較高者。於釐定使用價值時，會使用除稅前折讓率將估計未來現金流量折讓至現值。該折讓率應反映市場當時所評估的貨幣時間價值及該資產未經調整估計未來現金流量的獨有風險。



### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

#### Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

##### *The Group as lessor*

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

##### *The Group as lessee*

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

### 3. 主要會計政策 (續)

#### 除商譽以外的有形及無形資產減值虧損 (見上文有關商譽的會計政策) (續)

倘估計資產 (或現金產生單位) 的可收回金額少於其賬面值, 則資產 (或現金產生單位) 的賬面值被削減至其可收回金額。減值虧損即時於損益內確認為開支。

倘減值虧損於其後撥回, 則將資產 (或現金產生單位) 的賬面值增至經修訂後估計可收回金額, 惟所增加的賬面值不超過假設資產 (或現金產生單位) 於以往年度並無確認減值虧損而應釐定的賬面值。撥回的減值虧損即時確認為收入。

#### 租賃

租約條款列明將所有權的絕大部分風險及回報轉移予承租人的租約分類為融資租約。所有其他租約則被分類為經營租約。

##### **本集團作為出租人**

經營租約的租金收入以直線法按有關租約年期於損益中確認。

##### **本集團作為承租人**

經營租約付款以直線法按租約年期確認為開支。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Leasehold land and buildings under development for future owner-occupied purpose

When the leasehold land and buildings are in the course of development for production or for administrative purposes, the leasehold land component is classified as a prepaid lease payment and amortised over a straight-line basis over the lease term. During the construction period, the amortisation charge provided for the leasehold land is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

#### Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the year in which they are incurred.

### 3. 主要會計政策 (續)

#### 供擁有人於未來佔用的租賃土地及在建樓宇

當用作進行生產或撥作行政用途的租賃土地及樓宇興建期間，租賃土地部分分類作預付租賃款項，並按租期以直線法攤銷。建築期間，就租賃土地作出的攤銷費用會計入在建樓宇成本其中部分。在建樓宇乃按成本值減已確認減值虧損入賬，當相關樓宇可供使用，即達致作管理層擬定營運方式所需地點及狀況時，方會開始折舊。

#### 借貸成本

收購、建造或生產合資格資產所直接產生的借貸成本乃撥充該等資產的成本，直至有關資產大致上可作擬定用途或銷售為止，而合資格資產為需較長時間預備以用於擬定用途或銷售的資產。特定借貸於撥充合資格資產的支出前用作臨時投資所賺取的投資收入，會從可撥充資本的借貸成本中扣除。

所有其他借貸成本於其產生年度在損益中確認。

## 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. RMB) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the translation reserve).

## 3. 主要會計政策 (續)

### 外幣

在編製各個別集團實體的財務報表時，以實體功能貨幣以外貨幣（外幣）進行的交易按各項功能貨幣（即實體經營所在的主要經濟環境的貨幣）於交易日通用的匯率記錄。於報告期末，以外幣列值的貨幣項目以該日通用的匯率重新換算。以外幣歷史成本計算的非貨幣項目不會重新換算。

結算及重新換算貨幣項目時產生的匯兌差額會於產生期間在損益確認。

為呈報綜合財務報表，本集團海外業務的資產及負債乃按報告期末的通用匯率換算為本集團的呈列貨幣（即人民幣），而其收支按年內平均匯率換算。所產生的匯兌差額（如有）會在其他全面收入確認並於權益（匯兌儲備）累計。

**3. SIGNIFICANT ACCOUNTING POLICIES**

(continued)

**Financial instruments**

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**Financial assets**

The Group's financial assets are financial assets at fair value through profit or loss ("FVTPL") and loans and receivables.

*Financial assets at fair value through profit or loss*

A financial asset may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or

**3. 主要會計政策 (續)****金融工具**

金融資產及金融負債乃於某集團實體成為工具合同條文的訂約方時在綜合財務狀況表內確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債(按公平值計入損益的金融資產及金融負債除外)直接應佔的交易成本乃於初步確認時,計入金融資產或金融負債的公平值內或自當中扣除(如適用)。收購按公平值計入損益的金融資產或金融負債直接產生的交易成本即時於損益中確認。

**金融資產**

本集團的金融資產為按公平值計入損益(「按公平值計入損益」)的金融資產及貸款及應收款項。

*按公平值計入損益的金融資產*

金融資產可於初步確認時指定為按公平值計入損益,倘:

- 該指定對銷或顯著降低將以其他方式出現的衡量或確認不一致;或

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Financial instruments (continued)

##### **Financial assets** (continued)

*Financial assets at fair value through profit or loss*  
(continued)

- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial asset at FVTPL includes the Group's investment in convertible notes which have been designated as at FVTPL on initial recognition.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets and is included in the other income, gains and losses line item in the consolidated statement of income statement.

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, bank balances and cash and pledged bank deposits) are carried at amortised cost using the effective interest method, less any identified impairment losses.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### **金融資產** (續)

*按公平值計入損益的金融資產*  
(續)

- 受管理的金融資產構成一組金融資產或金融負債的部分或構成金融資產或金融負債，其表現根據本集團已制定的風險管理或投資策略按公平值基準評估，而有關分組的資料按該基準於內部提供；或
- 其組成包含一個或多個嵌入式衍生工具的合約部分，而香港會計準則第39號允許全部合併合約（資產或負債）指定為按公平值計入損益。

按公平值計入損益的金融資產包括本集團於可換股票據的投資，可換股票據於初步確認時指定為按公平值計入損益。

按公平值計入損益的金融資產乃按公平值計量，而重新計量產生的公平值變動於產生期間直接於損益確認。於損益確認的收益或虧損淨額包括金融資產取得的任何股息或利息，並計入綜合收入報表內的其他收入、收益及虧損類項目。

##### *貸款及應收款項*

貸款及應收款項乃並非於活躍市場報價而具備固定或可釐定款項的非衍生金融資產。於首次確認後，貸款及應收款項（包括應收貿易款項及其他應收款項、銀行結餘及現金以及已抵押銀行存款）乃採用實際利率法按攤銷成本減任何已確認減值虧損計值。

**3. SIGNIFICANT ACCOUNTING POLICIES**

(continued)

**Financial instruments** (continued)**Financial assets** (continued)*Effective interest method*

The effective interest method is a method of calculating the amortised cost of financial assets of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial assets, or, where appropriate, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

*Impairment of financial assets*

Financial assets other than financial assets at FVTPL are assessed for indicators of impairment at the end of the reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For loans and receivable, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty;
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

**3. 主要會計政策 (續)****金融工具 (續)****金融資產 (續)***實際利率法*

實際利率法乃計算金融資產的攤銷成本按有關期間攤分利息收入的方法。實際利率乃於最初確認時將估計日後現金收入(包括所有支付或所收構成整體實際利率的費用、交易成本及其他溢價或折讓)按金融資產的預期使用年期或(倘合適)準確折現至賬面淨值的利率。

就債務工具而言，利息收入按實際利率基準確認。

*金融資產的減值*

於報告期末評定除按公平值計入損益的金融資產以外的金融資產是否有減值跡象。當有客觀證據顯示金融資產的估計未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時，即對該金融資產確認減值。

對於貸款及應收款項而言，減值的客觀證據可包括：

- 發行人或對手方出現重大財政困難；
- 未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Financial instruments (continued)

##### **Financial assets** (continued)

##### *Impairment of financial assets* (continued)

For certain categories of financial asset, such as trade and other receivables that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When trade and other receivables are considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### **金融資產** (續)

##### *金融資產的減值* (續)

就若干金融資產(例如應收貿易款項及其他應收款項)而言,不會單獨作出減值的資產會於其後匯集一併評估減值。應收款項組合出現減值的客觀證據包括本集團過往收款記錄、組合內超出平均信貸期的延遲付款數量有所增加、國家或地區經濟狀況出現明顯變動(與應收款項未能償還的情況吻合)。

對於按攤銷成本計值的金融資產而言,減值虧損乃當有客觀證據證明資產減值時於損益中確認,並按該資產的賬面值與按原先實際利率折讓之估計未來現金流量之現值間的差額計量。

所有金融資產的減值虧損會直接於金融資產的賬面值中作出扣減,惟應收貿易款項及其他應收款項除外,應收貿易款項及其他應收款項的賬面值會透過撥備賬作出扣減。撥備賬內的賬面值變動會於損益中確認。當應收貿易款項及其他應收款項被視為不可收回時,其將於撥備賬內撇銷。之前已撇銷的款項如其後收回,將計入損益內。

**3. SIGNIFICANT ACCOUNTING POLICIES**

(continued)

**Financial instruments** (continued)**Financial assets** (continued)*Impairment of financial assets* (continued)

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

**Financial liabilities and equity instruments**

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for financial liabilities and equity instruments are set out below.

*Effective interest method*

The effective interest method is a method of calculating the amortised cost of financial liabilities and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liabilities, or, where appropriate, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

**3. 主要會計政策 (續)****金融工具 (續)****金融資產 (續)***金融資產的減值 (續)*

對於按攤銷成本計值的金融資產而言，倘減值虧損金額於隨後期間有所減少，而有關減少在客觀上與確認減值後發生的事件有關，則先前已確認的減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日的賬面值不得超過未確認減值時之已攤銷成本。

**金融負債及股本工具**

集團實體發行的金融負債及股本工具乃根據合約安排的性質與金融負債及股本工具的定義分類。股本工具乃證明本集團於扣減所有負債後的資產中擁有剩餘權益之任何合約。本集團所採納的有關金融負債及股本工具的會計政策載列如下。

*實際利率法*

實際利率法乃計算金融負債的攤銷成本及按有關期間攤分利息支出的方法。實際利率乃將估計日後現金付款（包括所有支付或所構成整體實際利率的費用、交易成本及其他溢價或折讓）按金融負債的預期年限，或（倘合適）準確折現至初步確認時賬面淨值的利率。

利息支出按實際利率基準確認。



### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Financial instruments (continued)

#### **Financial liabilities and equity instruments**

(continued)

##### *Financial liabilities*

Financial liabilities including bank borrowings, and trade and other payables are subsequently measured at amortised cost, using the effective interest method.

##### *Equity instruments*

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### **Derecognition**

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

#### **金融負債及股本工具 (續)**

##### *金融負債*

金融負債(包括銀行借款)以及應付貿易款項及其他應付款項,其後乃以實際利率法按攤銷成本計量。

##### *股本工具*

本公司發行的股本工具乃按已收所得款項(扣除直接發行成本)記賬。

#### **終止確認**

僅當收取資產現金流量之合約權利屆滿時,或其將金融資產所有權之絕大部份風險及回報轉移予另一實體時,本集團方會取消確認金融資產。倘本集團保留其已轉移金融資產擁有權的絕大部份風險及回報,則本集團持續確認該金融資產,亦將已收所得款項確認為一項有抵押的借貸。

**3. SIGNIFICANT ACCOUNTING POLICIES**

(continued)

**Derecognition** (continued)

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities are derecognised when, and only when, the Group's obligations are discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

**4. KEY SOURCES OF ESTIMATION UNCERTAINTY**

The key assumption concerning the future, and other key sources of estimation uncertainty, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is discussed as below:

**Estimated impairment of goodwill**

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. The discount rate represents rate that reflects current market assessments of time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. As at 31 December 2012, the carrying amount of goodwill is RMB202,900,000 (2011: RMB202,900,000). Details of the recoverable amount calculation are disclosed in note 21.

**3. 主要會計政策 (續)****終止確認 (續)**

當金融資產悉數終止確認時，資產的賬面值與已收及應收代價款項之間的差額將於損益中確認。

當及僅當本集團的責任獲解除、取消或屆滿時，金融負債便會終止確認。終止確認的金融負債的賬面值與已付及應付代價之間的差額於損益中確認。

**4. 估計不明朗因素的主要來源**

有重大風險可能導致下個財政年度資產及負債賬面值須作重大調整而與未來有關的主要假設及估計不明朗因素的其他主要來源討論如下：

**商譽的估計減值**

釐定商譽是否減值須對獲分配商譽的現金產生單位的使用價值作出估計。計算使用價值時，本集團須估計該現金產生單位預期產生的未來現金流量，並以適當的貼現率計算其現值。倘實際未來現金流量低於預期，可能會出現重大減值虧損。貼現率乃反映目前市場對貨幣時間價值及未調整未來現金流量估計的資產的特定風險的評估的利率。於二零一二年十二月三十一日，商譽的賬面值為人民幣202,900,000元（二零一一年：人民幣202,900,000元）。可收回金額計算方法的詳情於附註21披露。

## 5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and retained earnings.

The directors of the Company review the capital structure on an annual basis. As part of this review, the directors consider the cost of capital and the risks associates with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends and issue of new shares as well as the issue of new debt or the repayment of existing debt.

## 6. FINANCIAL INSTRUMENTS

### Categories of financial instruments

Financial assets	金融資產
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等價物)
Financial liabilities	金融負債
Amortised cost	攤銷成本

## 5. 資本風險管理

本集團的資本管理乃確保本集團內各實體將可以持續方式經營，同時透過適當優化債務與權益結構為股東帶來最大回報。本集團的整體策略與以往年度保持不變。

本集團的資本結構包括現金及現金等價物以及本公司擁有人應佔權益(包括已發行股本、儲備及保留盈利)。

本公司董事每年對資本結構進行檢討。作為是次檢討的一環，董事會考慮資本成本及與各類資本有關的風險。根據董事建議，本集團將透過派付股息、發行新股份及發行新債務或償還現有負債平衡其整體資本結構。

## 6. 金融工具

### 金融工具類別

	2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
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	<b>2,921,767</b>	3,282,037
	<b>1,352,553</b>	1,064,507

## 6. FINANCIAL INSTRUMENTS (continued)

### Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, pledged bank deposits, bank balances and cash, trade and other payables and bank borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### Market risk

##### Currency risk

PRC subsidiaries of the Company with functional currency of RMB have certain foreign currency sales, purchases, bank balances and cash, bank borrowings denominated in US Dollar (USD), Hong Kong Dollar (HKD), and Singapore Dollar (SGD), which expose the Group to foreign currency risk.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

		Liabilities 負債		Assets 資產	
		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元	2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Currency of SGD	新加坡元	-	-	715,587	788,030
Currency of HKD	港元	-	-	22,812	289,711
Currency of USD	美元	-	84,012	813	981
Other foreign currencies	其他外幣	-	-	868	-

## 6. 金融工具 (續)

### 財務風險管理目標及政策

本集團的主要金融工具包括應收貿易款項及其他應收款項、已抵押銀行存款、銀行結餘及現金、應付貿易款項及其他應付款項及銀行借款。該等金融工具詳情於各附註披露。與該等金融工具有關的風險包括市場風險（貨幣風險及利率風險）、信貸風險及流動資金風險。下文載列如何降低該等風險的政策。管理層管理及監控該等風險，以確保及時有效地採取適當的措施。

#### 市場風險

##### 貨幣風險

本公司之功能貨幣為人民幣之中國附屬公司擁有以美元（美元）、港元（港元）及新加坡元（新加坡元）計值之若干外幣銷售、採購、銀行結餘及現金、銀行借貸，因而使本集團承受外幣風險。

於報告期末，本集團以外幣列值之貨幣資產及貨幣負債之賬面值如下。

**6. FINANCIAL INSTRUMENTS** (continued)

**Financial risk management objectives and policies** (continued)

**Market risk** (continued)

*Currency risk (continued)*

The Group is mainly exposed to the currency risk of HKD, SGD, USD and other foreign currencies.

The following table details the Group's sensitivity to a 5% increase and decrease in the RMB against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in post-tax profit for the year where the RMB weakens 5% against the relevant currency. For a 5% strengthening of the RMB against the relevant currency, there would be an opposite impact on the post-tax profit for the year.

**6. 金融工具** (續)

**財務風險管理目標及政策** (續)

**市場風險** (續)

*貨幣風險* (續)

本集團主要承受港元、新加坡元、美元及其他外幣之貨幣風險。

下表詳列本集團對人民幣兌相關外幣之匯率上升及下跌5%之敏感度。5%為向主要管理人員在內部報告外幣風險所使用之敏感度，並為管理層對外匯合理可能變動之評估。敏感度分析僅包括未結付之以外幣列值之貨幣項目，並於期末按5%之外匯變動調整彼等之換算。以下正數表示當人民幣兌相關外幣貶值5%時之本年度稅後溢利之升幅。倘人民幣兌相關外幣升值5%，則會對本年度稅後溢利有等額相反影響。

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Increase (decrease) in post-tax profit for the year	本年度稅後溢利增加(減少)		
– If RMB weakens against foreign currency	– 倘人民幣兌外幣貶值	31,453	42,275
– If RMB strengthens against foreign currency	– 倘人民幣兌外幣升值	(31,453)	(42,275)

## 6. FINANCIAL INSTRUMENTS (continued)

### Financial risk management objectives and policies (continued)

#### Market risk (continued)

##### Interest rate risk

The Group was exposed to cash flow interest rate in relation to the pledged bank deposits and bank balances. The Group interest rate risk is mainly concentrated on the fluctuation of saving/lending rate promulgated by the People's Bank of China. The Group is also exposed to fair value interest rate in relation to the fixed rate bank borrowings as at 31 December 2011. Such borrowings were early settled during the current year.

The Group manages its interest rate exposure based on the interest rate level and outlook as well as potential impact on the Group's financial position arising from volatility of the interest rate.

The Group currently does not have interest rate hedging policy. However, the management will consider hedging significant interest rate exposure should the need arise.

##### Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for pledged bank deposits and bank balances at the end of the reporting period. The analysis is prepared assuming the pledged bank deposits and bank balances at the end of the reporting period were outstanding for the whole year. A 25 basis points (2011: 27 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and it represents management's assessment of the reasonably possible change in interest rates.

## 6. 金融工具 (續)

### 財務風險管理目標及政策 (續)

#### 市場風險 (續)

##### 利率風險

本集團面臨有關已抵押銀行存款及銀行結餘的現金流量利率風險。本集團的利率風險主要集中於中國人民銀行頒佈的存款／貸款利率波動。於二零一一年十二月三十一日，本集團亦面臨有關固定利率銀行借款的公平值利率風險。有關借款已於本年度提早支付。

本集團基於利率水平及展望以及因利率波動對本集團財政狀況的潛在影響管理其利息風險。

本集團現時並無利率對沖政策。然而，管理層將於有需要時考慮對沖重大利率風險。

##### 敏感度分析

下文的敏感度分析已按於報告期末抵押銀行存款及銀行結餘承受的利率風險釐定。分析經假設於報告期末的已抵押銀行存款及銀行結餘於全年均屬未償還而編製。於向主要管理層人員內部呈報利率風險時，將使用25個基本點子（二零一一年：27個基本點子）增加或減少代表管理層對利率的合理可能變動作出的評估。

## 6. FINANCIAL INSTRUMENTS (continued)

### Financial risk management objectives and policies (continued)

#### Market risk (continued)

##### Sensitivity analysis (continued)

The management adjusted the sensitivity rate from 27 basis points to 25 basis points for assessing interest rate risk after considering the standard of benchmark interest rate adjustments announced by the People's Bank of China.

If interest rates on variable rate bank deposits and balances had been 25 basis points (2011: 27 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2012 would increase/decrease by RMB2,952,000 (2011: RMB8,114,000).

#### Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to discharge their obligations as at 31 December 2012 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debtors. In addition, the Group reviews the recoverable amount of each individual debtor at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

## 6. 金融工具 (續)

### 財務風險管理目標及政策 (續)

#### 市場風險 (續)

##### 敏感度分析 (續)

管理層於考慮中國人民銀行宣佈基準利率調整後，將評估利率風險的敏感度由27個基本點子調整至25個基本點子。

倘浮息銀行存款及結餘利率升高／降低25個基本點子（二零一一年：27個基本點子），而所有其他變動維持不變，則本集團於截至二零一二年十二月三十一日止年度的除稅後溢利將增加／減少人民幣2,952,000元（二零一一年：人民幣8,114,000元）。

#### 信貸風險

倘對手方於二零一二年十二月三十一日未能履行彼等的責任，則本集團就每類已確認金融資產而須承受的最大信貸風險為已於綜合財務狀況表列賬的該等資產賬面金額。

為盡量降低信貸風險，本集團管理層已委派一組人員負責釐定信貸限額、信貸審批及其他監控措施，以確保採取跟進措施收回逾期債項。此外，於報告期末，本集團會評估每項個別負債的可收回金額，以確保就不可收回金額所作出足夠的減值虧損。就此而言，本公司董事認為本集團的信貸風險已大幅降低。

**6. FINANCIAL INSTRUMENTS** (continued)**Financial risk management objectives and policies** (continued)**Credit risk** (continued)

The credit risk on liquid funds is limited because all the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties.

**Liquidity risk**

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

**6. 金融工具** (續)**財務風險管理目標及政策** (續)**信貸風險** (續)

流動資金的信貸風險屬有限，原因是所有對手方為獲得國際信貸評級機構評定為高信貸評級的銀行。

本集團並無重大集中的信貸風險，有關風險乃分散至多個對手方。

**流動資金風險**

在管理流動資金風險時，本集團監察及維持管理層視為足夠水平的現金及現金等價物，以為本集團營運提供資金並減輕現金流量波動所帶來的影響。管理層監察銀行借款的使用情況並確保符合貸款契約。



6. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

Liquidity and interest risk tables

	Weighted average effective interest rate %	Less than 1 year	1-2 year	2-5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at 31.12.2012
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	加權平均實際利率 %	少於1年 人民幣千元	1至2年 人民幣千元	2至5年 人民幣千元	超過5年 人民幣千元	未貼現現金流量總額 人民幣千元	於二零一二年十二月三十一日的賬面值 人民幣千元
<b>2012 Non-derivative financial liabilities</b>	<b>二零一二年非衍生金融負債</b>						
Trade payables	應付貿易款項	-	776,217	-	-	776,217	776,217
Bills payable	應付票據	-	231,898	-	-	231,898	231,898
Other payables	其他應付款項	-	322,438	-	-	322,438	322,438
Other payables for the acquisition of additional interest in a subsidiary	就收購一間附屬公司額外權益的其他應付款項	-	22,000	-	-	22,000	22,000
			<b>1,352,553</b>	<b>-</b>	<b>-</b>	<b>1,352,553</b>	<b>1,352,553</b>

6. 金融工具 (續)

財務風險管理目標及政策 (續)

流動資金風險 (續)

下表根據協定償還期限詳細載列本集團非衍生金融負債的剩餘合約到期日。該表乃根據要求本集團償還金融負債的最早日期的金融負債的未貼現現金流量而編製。該表包括利息及本金現金流量。

流動資金及利率風險表

6. FINANCIAL INSTRUMENTS (continued)

6. 金融工具 (續)

Financial risk management objectives and policies (continued)

財務風險管理目標及政策 (續)

Liquidity risk (continued)

流動資金風險 (續)

Liquidity and interest risk tables (continued)

流動資金及利率風險表 (續)

		Weighted average effective interest rate %	Less than	1-2 year	2-5 years	Over	Total	Carrying
			1 year	RMB'000	RMB'000	RMB'000	5 years	undiscounted cash flows RMB'000
			RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		加權平均 實際利率 %	少於1年 人民幣千元	1至2年 人民幣千元	2至5年 人民幣千元	超過5年 人民幣千元	未貼現現金 流量總額 人民幣千元	二零一一年 十二月三十一日 的賬面值 人民幣千元
2011	二零一一年							
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>							
Trade payables	應付貿易款項	-	407,935	-	-	-	407,935	407,935
Bills payable	應付票據	-	348,070	-	-	-	348,070	348,070
Other payables	其他應付款項	-	203,045	-	-	-	203,045	203,045
Other payables for the acquisition of additional interest in a subsidiary	就收購一間附屬公司額外權益的其他應付款項	5.31	11,000	11,000	-	-	22,000	21,445
Bank borrowings	銀行借款	3.38	23,132	22,778	43,426	-	89,336	84,012
			993,182	33,778	43,426	-	1,070,386	1,064,507

Fair value

The fair value of financial assets and financial liabilities is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

公平值

金融資產及金融負債的公平值乃根據貼現現金流量分析的公認定價模式釐定。

本公司董事認為，按攤銷成本列入綜合財務報表內的金融資產及金融負債賬面值與彼等的公平值相若。

## 7. SEGMENT INFORMATION

The Group is principally engaged in the research and development, production and sale of single-use medical device products, orthopaedic products and blood purification products and operates in the PRC.

For management purposes, the Group is currently organised into three operating divisions – single use medical device products, orthopaedic products and blood purification products. These divisions are the basis of the internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (Managing Director) in order to allocate resources to segments and to assess their performance.

Principal activities of the Group's operating segments are as follows:

- |                                    |   |
|------------------------------------|---|
| Single use medical device products | – production and sale of single use consumables such as infusion sets, syringes, blood transfusion sets and blood bags. |
| Orthopaedic products               | – production and sale of orthopaedic products.  |
| Blood purification products        | – production and sale of blood purification products and related medical equipment.                                     |

## 7. 分部資料

本集團主要從事研發、生產及銷售一次性醫療器械產品、骨科產品及血液淨化產品，主要經營地為中國。

就管理而言，本集團目前分為三個經營分部：一次性使用醫療器械產品、骨科產品及血液淨化產品。該等部門乃按本集團各部的內部呈報基準劃分，定期由主要營運決策者（董事總經理）審核，以分配資源至分部並評估其表現。

本集團經營分部的主要業務如下：

- |             |                                 |
|-------------|---------------------------------|
| 一次性使用醫療器械產品 | – 生產及銷售一次性使用耗材，如輸液器、注射器、輸血器及血袋。 |
| 骨科產品        | – 生產及銷售骨科產品。                    |
| 血液淨化產品      | – 生產及銷售血液淨化產品及相關醫療設備。           |

7. SEGMENT INFORMATION (continued)

7. 分部資料 (續)

Segment revenues and results

分部收益及業績

The following is an analysis of the Group's revenue and results by operating segment:

本集團按經營分部分析其收益及業績如下：

2012

二零一二年

		Single use medical device products RMB'000 一次性使用 醫療器械產品 人民幣千元	Orthopaedic products RMB'000 骨科產品 人民幣千元	Blood purification products RMB'000 血液淨化產品 人民幣千元	Eliminations RMB'000 撇減 人民幣千元	Total RMB'000 合計 人民幣千元
Revenue	收益					
External sales	外部銷售	3,063,636	223,015	402,464	-	3,689,115
Inter-segment sales	內部分部銷售	9,817	-	535	(10,352)	-
Total	合計	3,073,453	223,015	402,999	(10,352)	3,689,115
Segment profit	分部溢利	783,964	93,380	25,525	-	902,869
Unallocated expenses	未分配開支					(144)
Unallocated other income, gain and losses	未分配其他收入、收益及虧損					54,969
Share of loss of jointly controlled entities	應佔共同控制實體虧損					(4,401)
Share of profit of associates	應佔聯營公司溢利					172,882
Profit before tax	除稅前溢利					1,126,175

Inter-segments sales are charged at prevailing market rates.

內部分部銷售均按現行市價計算。

7. SEGMENT INFORMATION (continued)

7. 分部資料 (續)

Segment revenues and results (continued)

分部收益及業績 (續)

2011

二零一一年

		Single use medical device products RMB'000 一次性使用 醫療器械產品 人民幣千元	Orthopaedic products RMB'000 骨科產品 人民幣千元	Blood purification products RMB'000 血液淨化產品 人民幣千元	Eliminations RMB'000 撇減 人民幣千元	Total RMB'000 合計 人民幣千元
Revenue	收益					
External sales	外部銷售	2,643,990	243,423	293,164	-	3,180,577
Inter-segment sales	內部分部銷售	10,025	-	-	(10,025)	-
<b>Total</b>	<b>合計</b>	<b>2,654,015</b>	<b>243,423</b>	<b>293,164</b>	<b>(10,025)</b>	<b>3,180,577</b>
Segment profit	分部溢利	706,278	84,585	42,536	-	833,399
Unallocated expenses	未分配開支					(300)
Unallocated other income, gain and losses	未分配其他收入、 收益及虧損					48,870
Share of profit of jointly controlled entities	應佔共同控制實體溢利					99,842
Share of profit of associates	應佔聯營公司溢利					51,419
Gain on disposal of a jointly controlled entity	出售一間共同控制 實體的收益					2,568,534
Loss on disposal of subsidiaries	出售附屬公司的虧損					(9,258)
Profit before tax	除稅前溢利					3,592,506

Inter-segments sales are charged at prevailing market rates.

內部分部銷售均按現行市價計算。

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit represents the profit earned by each segment without allocation of expenses, other income, gains and losses of the corporate function, share of profit (loss) of jointly controlled entities, share of profit of associates and gain/loss on disposal of subsidiaries/a jointly controlled entity. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

經營分部的會計政策與附註3所述之本集團會計政策相同。分部溢利指各分部所賺取的溢利，未計及開支、其他收入、企業職能的收益及虧損、應佔共同控制實體溢利（虧損）、應佔聯營公司溢利及出售附屬公司／一間共同控制實體收益／虧損。此為向主要營運決策者就資源分配及表現評估呈報的計量方式。

7. SEGMENT INFORMATION (continued)

7. 分部資料 (續)

Segment assets and liabilities

分部資產及負債

The following is an analysis of the Group's assets and liabilities by operating segment:

本集團按經營分部分析其資產及負債如下：

2012

二零一二年

		Single use medical device products RMB'000 一次性使用 醫療器械產品 人民幣千元	Orthopaedic products RMB'000 骨科產品 人民幣千元	Blood purification products RMB'000 血液淨化產品 人民幣千元	Consolidated RMB'000 綜合 人民幣千元
Assets	資產				
Segment assets	分部資產	4,731,084	641,785	1,052,013	6,424,882
Interest in associates	於聯營公司權益				2,525,106
Interest in jointly controlled entities	於共同控制實體權益				104,457
Investment properties	投資物業				10,597
Deferred tax assets	遞延稅項資產				24,402
Pledged bank deposits	抵押銀行存款				91,546
Bank balances and cash	銀行結餘及現金				1,297,856
Consolidated assets	綜合資產				10,478,846
Liabilities	負債				
Segment liabilities	分部負債	1,202,732	189,791	143,908	1,536,431
Other payable relating to the acquisition of additional interest in a subsidiary (Note 28)	與收購一間附屬公司額外權益有關的其他應付款項 (附註28)				22,000
Consolidated liabilities	綜合負債				1,558,431

7. SEGMENT INFORMATION (continued)

7. 分部資料 (續)

Segment assets and liabilities (continued)

分部資產及負債 (續)

2011

二零一一年

		Single use medical device products RMB'000 一次性使用 醫療器械產品 人民幣千元	Orthopaedic products RMB'000 骨科產品 人民幣千元	Blood purification products RMB'000 血液淨化產品 人民幣千元	Consolidated RMB'000 綜合 人民幣千元
Assets	資產				
Segment assets	分部資產	3,831,787	477,226	681,902	4,990,915
Interest in associates	於聯營公司權益				2,374,267
Interest in jointly controlled entities	於共同控制實體權益				28,858
Investment properties	投資物業				3,460
Deferred tax assets	遞延稅項資產				15,757
Pledged bank deposits	抵押銀行存款				107,472
Bank balances and cash	銀行結餘及現金				1,851,238
Consolidated assets	綜合資產				9,371,967
Liabilities	負債				
Segment liabilities	分部負債	977,822	54,118	23,041	1,054,981
Bank borrowings	銀行借貸				84,012
Other payable relating to the acquisition of additional interest in a subsidiary (Note 28)	與收購一間附屬公司額外權益有關的其他應付款項 (附註28)				21,445
Consolidated liabilities	綜合負債				1,160,438

For the purposes of monitoring segment performances and allocating resources between segments:

監控分部之間的分部表現和分配資源的目的：

- all assets are allocated to operating segments other than investment properties, pledged bank deposits, bank balances and cash, deferred tax assets, interest in jointly controlled entities and interest in associates; and
  - all liabilities are allocated to operating segments other than other payables relating to the acquisition of additional interest in a subsidiary.
- 所有資產分配至經營分部，惟投資物業、抵押銀行存款、銀行結餘及現金、遞延稅項資產、於共同控制實體的權益及於聯營公司的權益除外；及
  - 所有負債分配至經營分部，惟有關收購於一間附屬公司之額外權益的其他應付款項除外。

7. SEGMENT INFORMATION (continued)

7. 分部資料 (續)

Other segment information

其他分部資料

2012

二零一二年

		Single use medical device products RMB'000 一次性使用 醫療器械產品 人民幣千元	Orthopaedic products RMB'000 骨科產品 人民幣千元	Blood purification products RMB'000 血液淨化產品 人民幣千元	Total RMB'000 綜合 人民幣千元
Amounts included in the measure of segment profit or segment assets:	計量分部溢利或分部資產時應計 款項：				
Additions to property, plant and equipment	新增物業、廠房及設備	586,338	49,253	229,243	864,834
Allowance for bad and doubtful debts	呆壞賬撥備	1,415	(1,804)	5,957	5,568
Release of prepaid lease payment	預付租金付款付回	7,944	193	1,854	9,991
Amortisation of intangible assets	無形資產攤銷	1	3,114	-	3,115
Depreciation of property, plant and equipment	物業、廠房及設備折舊	88,821	20,942	15,320	125,083
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備(收益)虧損	(157)	116	28	(13)
Research and development expenditure	研發開支	128,764	29,605	12,218	170,587
Government grant	政府補助	(3,611)	(5,983)	(2,464)	(12,058)
Rebate of value added tax ("VAT")	增值稅(「增值稅」)退款	(42,333)	-	-	(42,333)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

## 7. SEGMENT INFORMATION (continued)

## 7. 分部資料 (續)

### Other segment information (continued)

### 其他分部資料 (續)

2011

二零一一年

		Single use medical device products RMB'000 一次性使用 醫療器械產品 人民幣千元	Orthopaedic products RMB'000 骨科產品 人民幣千元	Blood purification products RMB'000 血液淨化產品 人民幣千元	Total RMB'000 綜合 人民幣千元
Amounts included in the measure of segment profit or segment assets:	計量分部溢利或分部資產時應計 款項:				
Additions to property, plant and equipment	新增物業、廠房及設備	856,268	34,775	252,563	1,143,606
Allowance for bad and doubtful debts	呆壞賬撥備	13,856	2,286	-	16,142
Release of prepaid lease payment	預付租金付款付回	5,594	193	275	6,062
Amortisation of intangible assets	無形資產攤銷	-	3,114	-	3,114
Depreciation of property, plant and equipment	物業、廠房及設備折舊	66,671	14,241	13,388	94,300
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備 虧損(收益)	146	64	(20)	190
Research and development expenditure	研發開支	112,379	20,854	8,798	142,031
Government grant	政府補助	(10,049)	(2,240)	(130)	(12,419)
Rebate of VAT	增值稅退款	(39,288)	-	-	(39,288)

7. SEGMENT INFORMATION (continued)

7. 分部資料 (續)

Revenue from major products

主要產品收益

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Sale of single use medical device products	銷售一次性使用醫療器械產品		
– Infusion sets	– 輸液器	1,129,038	937,652
– Syringes	– 注射器	530,805	469,694
– Pre-filled syringes	– 預充式注射器	158,586	126,492
– Needles	– 針製品	612,085	549,263
– Blood bags and sampling products	– 血袋製品及採血產品	272,989	250,003
– PVC granules	– PVC粒料	67,455	63,896
– Other products	– 其他產品	292,678	246,990
Sale of orthopaedic products	銷售骨科產品	223,015	243,423
Sale of blood purification products	銷售血液淨化產品	402,464	293,164
		<b>3,689,115</b>	<b>3,180,577</b>

Information about major customers

主要客戶的資料

There is no single customer contributing over 10% of total sales of the Group for both years.

於兩個年度內，概無單一客戶銷售額超逾本集團總銷售額的10%。

Geographical segment

地區分部

The Group's operations, assets and most of the customers are located in the PRC. Accordingly, no geographical analysis of non-current assets and customers is presented.

本集團的經營業務、資產及大部分客戶均位於中國。因此，毋須呈列非流動資產及客戶的地區分析。

## 8. FINANCE COSTS

## 8. 融資成本

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Imputed interest expenses on other payable	其他應付款項之推算利息開支	555	1,081
Interest on bank borrowings wholly repayable within five years	須於五年內悉數償還的銀行借貸利息	4,476	3,357
Less: Amount capitalised in construction in progress	減：在建工程撥充資本	(353)	(3,296)
		<b>4,678</b>	<b>1,142</b>

Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying a capitalisation rate of 2.67% (2011: 3.38%) per annum to expenditure on qualifying assets.

年內資本化之借貸成本乃於一般借貸中產生，乃採用合資格資產開支之年度資本化率2.67%（二零一一年：3.38%）計算。

## 9. INCOME TAX EXPENSE

## 9. 所得稅開支

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
PRC Enterprise Income Tax	中國企業所得稅	138,450	127,724
Deferred taxation (Note 29)	遞延稅項（附註29）	(8,645)	(3,252)
		<b>129,805</b>	<b>124,472</b>

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of certain PRC subsidiaries is 25%.

根據《中華人民共和國企業所得稅法》（「企業所得稅法」）及《企業所得稅法實施條例》，若干中國附屬公司之稅率為25%。

In accordance with the "Notice of the State Tax Bureau of the Ministry of Finance Regarding Certain Preferential Treatment Policies on Enterprise Income Tax", New and High Technical Enterprise was subject to income tax at a tax rate of 15%.

根據《財政部國家稅務總局有關企業所得稅若干優惠政策的通知》，高新技術企業須按15%稅率繳付所得稅。

**9. INCOME TAX EXPENSE** (continued)

Weihai Jierui Medical Products Company Limited (“Jierui”), Shandong Weigao Orthopaedic Device Company Limited (“Weigao Ortho”) and Weihai Weigao Blood Purification Products Company Limited (“Weigao Blood”) were recognised as Shandong Province New and High Technical Enterprises (山東省高新技術企業) for the year ended 31 December 2012 and 2011. Therefore, they were subject to income tax at a tax rate of 15% for both years.

Jierui was recognised as a “Social Welfare Entity” and pursuant to Guo Fa (2007) No. 92 issued by the State Council, with effect from 1 July 2007, Jierui is subject to a statutory tax rate but an amount equivalent to the total salaries paid to staff with physical disability is further deducted from the taxable income of Jierui and the rebate of value added tax is exempted from the PRC income tax. Jierui is subject to income tax at a tax rate of 15%. The tax charge provided for the years ended 31 December 2012 and 2011 were made after taking these tax incentives into account.

Taxation for other PRC subsidiaries are calculated at a tax rate of 25% (2011: 25%).

No provision of Hong Kong taxation has been made for Weigao International Medical Company Limited, Wego Medical Investment Company Limited and Wego Medical Holding Company Limited as they did not have assessable profit in Hong Kong during both years.

No provision of overseas taxation has been made for Weigao Medical (Europe) Company Limited, Wellford Capital Limited and Weigao Medical Germany GmbH as they did not have assessable profit made during both years.

**9. 所得稅開支** (續)

威海潔瑞醫用製品有限公司(「潔瑞」)、山東威高骨科材料有限公司(「威高骨科」)及威海威高血液淨化製品有限公司(「威高血液」)獲確認為截至二零一二年及二零一一年十二月三十一日止年度山東省高新技術企業，故彼等兩年內按15%稅率繳納所得稅。

潔瑞獲確認為「社會福利企業」，並根據國務院發出之國發(2007)第92號文件，由二零零七年七月一日起，潔瑞亦須按法定稅率繳稅，但相等於支付予殘障員工薪金總額之金額進一步自潔瑞的應課稅收入中扣減，而增值稅退款則自中國所得稅中扣除。潔瑞須按15%稅率繳付所得稅。截至二零一二年及二零一一年十二月三十一日止年度之稅項撥備已根據該等稅務優惠後而作出。

其他中國附屬公司的稅項乃按25%(二零一一年：25%)稅率計算。

概無就威高國際醫療控股有限公司、威高醫療投資有限公司及威高醫療控股有限公司的香港稅項作出撥備，原因為兩年內彼等於香港並無應課稅溢利。

概無就威高醫療(歐洲)有限公司、Wellford Capital Limited及威高醫療研發(德國)有限公司的海外稅項作出撥備，原因為兩年內彼等並無應課稅溢利。

9. INCOME TAX EXPENSE (continued)

9. 所得稅開支 (續)

The charge for the year can be reconciled to the profit per the consolidated statement of comprehensive income as follows:

於本年度的稅項與綜合全面收入報表中的溢利對賬如下：

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Profit before taxation	除稅前溢利	<b>1,126,175</b>	3,592,506
Taxation at the domestic income tax rate of 15% (2011: 15%)	按15%國內所得稅率計算的稅項(二零一一年: 15%)	<b>168,926</b>	538,876
Tax effect of share of loss (profit) of jointly controlled entities	應佔共同控制實體之虧損(溢利)的稅務影響	<b>660</b>	(14,976)
Tax effect of share of profit of associates	應佔聯營公司之溢利的稅務影響	<b>(25,932)</b>	(7,714)
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅收入之稅務影響	<b>(10,861)</b>	(392,679)
Additional tax benefit in research and development cost (note)	研發成本之額外稅務優惠(附註)	<b>(11,703)</b>	(8,592)
Additional tax benefit to a social welfare entity	社會福利實體之額外稅務優惠	<b>(4,407)</b>	(3,489)
Utilisation of estimated tax losses previously not recognised	動用過往未確認的估計稅項虧損	<b>(38)</b>	-
Tax effect of deductible temporary difference not recognised	未確認可扣稅暫時差額的稅務影響	-	1,590
Utilisation of deductible temporary difference previously not recognised	動用過往未確認的可扣稅暫時差額	<b>(59)</b>	-
Tax effect of tax losses not recognised	未確認的稅項虧損的稅務影響	<b>1,316</b>	-
Tax effect of expenses not deductible for tax purpose	就稅務而言不可扣稅開支的稅務影響	<b>11,527</b>	10,727
Effect of differential tax rate on the Group	不同稅率對本集團的影響	<b>376</b>	948
Others	其他	-	(219)
Taxation	稅項	<b>129,805</b>	124,472

Note: Additional tax allowance was granted by the PRC tax authority in respect of the research and development cost of RMB78,020,000 (2011: RMB57,280,000) incurred in new products.

附註：中國稅務機關已就於新產品產生之研發成本人民幣78,020,000元(二零一一年：人民幣57,280,000元)授出額外免稅額。

10. OTHER INCOME, GAINS AND LOSSES

10. 其他收入、收益及虧損

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Rebate of VAT (note a)	增值稅退款(附註a)	42,333	39,288
Government grant (note b and c)	政府補貼(附註b及c)	12,058	12,419
Bank interest income	銀行利息收入	20,488	6,447
Rental income (Note 32)	租金收入(附註32)	2,573	1,946
Net exchange gain (loss)	匯兌收益(虧損)淨額	29,719	(15,906)
Loss from changes in fair value of financial assets designated as at FVTPL	指定為按公平值計入損益的金融資產公平值變動虧損	-	(6,834)
Others	其他	578	4,857
		<b>107,749</b>	<b>42,217</b>

Note:

附註:

- (a) As Jierui was recognised as a "Social Welfare Entity", the Tax Bureau in Weihai granted a rebate of the value added tax paid by Jierui with effect from 1 May 1999 on the basis of "payment first then rebate". Pursuant to Guo Fa (2007) No.92 issued by the State Council, with effect from 1 July 2007, Jierui was granted a rebate of value added tax determined with reference to the number of staff with physical disability. For each staff with physical disability, six times of the minimum salary approved by the local government in Weihai is granted to Jierui as rebate of value added tax but subject to an annual maximum limit of RMB35,000 per staff with physical disability.
- (a) 由於潔瑞獲確認為「社會福利企業」，因此威海稅務局向潔瑞授出增值稅退款，由一九九九年五月一日起生效，原則為「先付款後退還」。根據國務院發出之國發(2007)第92號文件，由二零零七年七月一日起生效，潔瑞獲授出的增值稅退款乃參考殘障員工之數目釐定。就每名殘障員工而言，將授予由威海市政府所批准之最低薪金之六倍予潔瑞，作為增值稅退款，惟每名殘障員工之退稅年度上限為人民幣35,000元。
- (b) During the year, a government grant of RMB4,584,000 (2011: RMB5,230,000) was awarded to the Group mainly for specific research and development projects completed during the year ended 31 December 2012 and are recognised as income when the government grants were received.
- (b) 年內，本集團就於截至二零一二年十二月三十一日止年度已完成的特定研發項目主要獲獎勵政府補助人民幣4,584,000元(二零一一年：人民幣5,230,000元)，並於收取政府補助時確認為收入。
- 1) Pursuant to the Notice on the Budget for First Topics of National High-tech Research Development Plan for the Year 2011 Guokefacai [2011] No. 129 issued by the Ministry of Science and Technology of PRC, the Company received the second specific government grant RMB1,870,000 for purpose of incurring research and development of glucose check and insulin injection micro system. It was recognised as income during the year ended 31 December 2012 when the government grants were received.
- 1) 根據中國科學技術部發出的有關二零一一年國家高技術研究發展計劃第一課題預算書的通知國科發財[2011]129號，本公司就產生的血糖檢測及胰島素注射微系統研發收取第二次特定政府補助人民幣1,870,000元。其於截至二零一二年十二月三十一日止年度於收取政府補助時確認為收入。
- 2) During the year ended 31 December 2012, other subsidies of RMB2,714,000 (2011: RMB5,230,000) was awarded to the Group by Bureau of Finance of Weihai High-tech District and are recognised as income during the year ended 31 December 2012 when the government grants were received.
- 2) 於截至二零一二年十二月三十一日止年度內，威海高新區財政局獎勵本集團其他補貼人民幣2,714,000元(二零一一年：人民幣5,230,000元)，並於截至二零一二年十二月三十一日止年度於收取政府補助時確認為收入。
- (c) During the year ended 31 December 2012, the release of government grants related to assets amounting to RMB7,474,000 (2011: RMB7,189,000) is recognised as other income (Note 30).
- (c) 於截至二零一二年十二月三十一日止年度內，發放有關資產之政府補助人民幣7,474,000元(二零一一年：人民幣7,189,000元)確認為其他收入(附註30)。

11. PROFIT FOR THE YEAR

11. 年內溢利

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Profit for the year has been arrived at after charging (crediting):	年內溢利經扣除(計入)下列項目後達致:		
Allowances for bad and doubtful debts	呆壞賬撥備	5,568	16,142
Amortisation of intangible assets (included in administration expenses)	無形資產攤銷 (包括於行政開支中)	3,115	3,114
Auditors' remuneration	核數師酬金	3,046	1,900
Depreciation of property, plant and equipment	物業、廠房及設備折舊	125,083	94,300
Depreciation of investment properties	投資物業折舊	144	300
Prepaid lease payments charged to profit or loss	在損益表扣除的預付租賃款項	9,991	6,062
Rental payments in respect of premises under operating leases	經營租賃的物業租金	10,234	7,511
Research and development expenditure (including staff costs of RMB68,335,000 (2011: RMB47,346,000))	研究與開發支出(包括員工成本人民幣68,335,000元(二零一一年:人民幣47,346,000元))	170,587	142,031
Cost of inventories recognised as an expense	確認為開支的存貨成本	1,199,093	1,043,832
Staff costs, including directors' and supervisors' remuneration	員工成本 (包括董事及監事薪酬)		
– Retirement benefits scheme contributions	– 退休福利計劃供款	154,842	78,015
– Salaries and other allowances	– 薪金及其他津貼	493,204	367,981
Total staff costs	員工成本總額	648,046	445,996
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備(收益)虧損	(13)	190

## 12. DIRECTORS', SUPERVISORS' AND EMPLOYEES' EMOLUMENTS

## 12. 董事、監事及僱員薪酬

### Directors' and supervisors' emoluments

### 董事及監事酬金

Supervisors are the members of the supervisory committee of the Company.

監事為本公司監事會的成員。

The emoluments of directors and supervisors during the year are analysed as follows:

年內，董事及監事的酬金分析如下：

		2012 二零一二年				2011 二零一一年			
		Fee	Salaries and other allowances	Retirement benefits schemes contributions	Total	Fee	Salaries and other allowances	Retirement benefits schemes contributions	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		袍金	薪酬及其他津貼	退休福利計劃供款	總計	袍金	薪酬及其他津貼	退休福利計劃供款	總計
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Chief Executive and directors</b>	<b>行政總裁兼董事</b>								
Mr. Zhang Hua Wei	張華威先生	-	1,301	7	1,308	-	426	3	429
<b>Executive directors</b>	<b>執行董事</b>								
Mr. Wang Yi	王毅先生	-	1,092	7	1,099	-	349	3	352
Mr. Wu Chuan Ming (resigned on 27 December 2012)	吳傳明先生 (於二零一二年十二月二十七日辭任)	-	433	5	438	-	186	3	189
Mr. Miao Yan Guo (resigned on 27 December 2012)	苗延國先生 (於二零一二年十二月二十七日辭任)	-	416	5	421	-	211	3	214
Mr. Wang Zhi Fan (resigned on 27 December 2012)	王志范先生 (於二零一二年十二月二十七日辭任)	-	364	5	369	-	256	3	259
		-	2,305	22	2,327	-	1,002	12	1,014
<b>Non-executive directors</b>	<b>非執行董事</b>								
Mr. Chen Xue Li	陳學利先生	-	-	-	-	-	-	-	-
Mrs. Zhou Shu Hua	周淑華女士	-	-	-	-	-	-	-	-
Mr. Li Bing Yung (resigned on 27 December 2012)	李炳容先生 (於二零一二年十二月二十七日辭任)	-	-	-	-	-	-	-	-
Mr. Jean-Luc Butel (resigned on 7 March 2012)	Jean-Luc Butel先生 (於二零一二年三月七日辭任)	-	-	-	-	-	-	-	-
Mr. Christopher J. O'Connell (appointed on 21 May 2012)	Christopher J. O'Connell先生 (於二零一二年五月二十一日獲委任)	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>								
Mr. Lo Wai Hung	盧偉雄先生	97	-	-	97	97	-	-	97
Mrs. Fu Ming Zhong	付明仲女士	72	-	-	72	18	-	-	18
Mr. Li Jia Miao	李家淼先生	72	-	-	72	72	-	-	72
Mrs. Wang Jin Xia (appointed on 21 May 2012)	王錦霞女士 (於二零一二年五月二十一日獲委任)	44	-	-	44	-	-	-	-
Mr. Luan Jian Ping (resigned on 15 March 2012)	樂建平先生 (於二零一二年三月十五日辭任)	18	-	-	18	72	-	-	72
		303	-	-	303	259	-	-	259
<b>Supervisors</b>	<b>監事</b>								
Mr. Miao Hai Sheng	苗海生先生	-	325	5	330	-	169	2	171
Ms. Bi Dong Mei #	畢冬梅女士#	-	-	-	-	-	227	2	229
Ms. Chen Xiao Yun #	陳曉雲女士#	-	-	-	-	-	175	2	177
		-	325	5	330	-	571	6	577
		303	3,931	34	4,268	259	1,999	21	2,279

# The two supervisors worked for Weigao Holding since 2012, and the salaries and other allowances and retirement benefits schemes contributions were paid by Weigao Holding.

# 兩名監事自二零一二年起任職於威高集團，其薪金及其他津貼及退休福利計劃供款由威高集團支付。



**12. DIRECTORS', SUPERVISORS' AND EMPLOYEES' EMOLUMENTS** (continued)

**12. 董事、監事及僱員薪酬** (續)

**Employees' emoluments**

Of the five individuals with highest emoluments in the Group, two (2011: two) were directors of the Company whose emoluments are included in the disclosure above. The emoluments of the remaining three (2011: three) individual were as follows:

**僱員酬金**

本集團五位最高酬金人士中，兩名（二零一一年：兩名）為本公司董事，彼等的酬金詳情已於上文披露。其餘三名人士（二零一一年：三名）的酬金如下：

		<b>2012</b> <b>RMB'000</b> <b>二零一二年</b> <b>人民幣千元</b>	2011 RMB'000 二零一一年 人民幣千元
Salaries and other benefits	薪金及其他福利	<b>2,430</b>	1,447

Their emoluments were within the following band:

彼等的酬金範圍如下：

		<b>2012</b> <b>No. of</b> <b>employees</b> <b>二零一二年</b> <b>僱員人數</b>	2011 No. of employees 二零一一年 僱員人數
Nil to HKD1,000,000	零至1,000,000港元	<b>1</b>	3
HKD1,000,001 to HKD1,500,000	1,000,001港元至 1,500,000港元	<b>2</b>	-

During the two years ended 31 December 2012, no emoluments were paid by the Group to the directors and supervisors as an inducement to join or upon joining the Group or as compensation for loss of office.

截至二零一二年十二月三十一日止兩個年度內，本集團並無支付酬金予董事及監事，作為吸引加入本集團或於加入時的獎勵，或作為離職補償。

Neither the directors nor any of the supervisors waived any emoluments in the year ended 31 December 2012 (2011: nil).

截至二零一二年十二月三十一日止年度，概無董事或監事放棄任何酬金（二零一一年：無）。

### 13. DIVIDENDS

### 13. 股息

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Dividends recognised as distribution during the year:	年內確認為分派的股息：		
2012 Interim – RMB0.033 (2011: interim dividend – RMB0.029) per share	二零一二年中期股息 – 每股人民幣0.033元 (二零一一年：中期股息 – 人民幣0.029元)	147,720	129,815
2011 Final – RMB0.03 (2011: 2010 final dividend – RMB0.075) per share	二零一一年末期股息 – 每股人民幣0.03元 (二零一一年：二零一零年 末期股息 – 人民幣0.075元)	134,291	167,864
		<b>282,011</b>	297,679

The final dividend of RMB0.033 per share in respect of the year ended 31 December 2012 (2011: RMB0.03) amounting to RMB147,720,000 (2011: RMB134,291,000) has been proposed by the directors. The proposal is subject to approval by the shareholders in the forthcoming annual general meeting.

董事建議派付截至二零一二年十二月三十一日止年度的末期股息每股人民幣0.033元(二零一一年：人民幣0.03元)，合計人民幣147,720,000元(二零一一年：人民幣134,291,000元)。該建議須經股東在即將舉行的股東週年大會上批准後，方可作實。

### 14. EARNINGS PER SHARE

### 14. 每股盈利

The calculation of the basic earnings per share attributable to owners of the Company for the each of reporting period is based on the following data:

於各報告期間，本公司擁有人應佔每股基本盈利乃根據下列數據計算：

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
<b>Earnings</b>	<b>盈利</b>		
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	996,486	3,462,172

**14. EARNINGS PER SHARE** (continued)

**14. 每股盈利** (續)

		2012 '000 二零一二年 千股	2011 '000 二零一一年 千股
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of shares for the purpose of basic earnings per share	就計算每股基本盈利而言的股份加權平均數	<b>4,476,372</b>	4,417,726

The calculation of the basic earnings per share for the year is based on the profit for the year attributable to owners of the Company of approximately RMB996,486,000 (2011: RMB3,462,172,000) and number of ordinary shares of 4,476,372,000 (2011: weighted average number of ordinary shares of 4,417,726,000) in issue during the year. The number of ordinary shares for the purpose of calculating basic earnings per share for the year ended 31 December 2011 has been adjusted for the bonus issue set out in note 31.

No diluted earnings per share is presented because no potential ordinary shares were outstanding in the current year or in the prior year.

本年度每股基本盈利按本公司擁有人應佔本年度溢利約人民幣996,486,000元(二零一一年:人民幣3,462,172,000元)及年內已發行普通股數目4,476,372,000股(二零一一年:普通股加權平均數為4,417,726,000股)計算。於截至二零一一年十二月三十一日止年度內,就計算每股基本盈利而言的普通股數目已就附註31所載的紅股發行作出調整。

由於於本年度或上一年度均無潛在已發行普通股股份,故概無呈列每股攤薄盈利。

## 15. PROPERTY, PLANT AND EQUIPMENT

## 15. 物業、廠房及設備

		Construction in progress RMB'000 在建工程 人民幣千元	Buildings RMB'000 建築物 人民幣千元	Plant and machinery RMB'000 廠房及機器 人民幣千元	Motor vehicles RMB'000 汽車 人民幣千元	Moulds RMB'000 模具 人民幣千元	Furniture, fixtures and office equipment RMB'000 傢俱、固定裝置 及辦公室設備 人民幣千元	Total RMB'000 總計 人民幣千元
<b>COST</b>	<b>成本</b>							
At 1 January 2011	於二零一一年一月一日	526,625	516,881	582,872	37,475	11,404	83,388	1,758,645
Additions	添置	1,083,359	1,783	35,007	10,145	-	13,312	1,143,606
Transfer	轉讓	(124,243)	10,106	110,231	617	-	3,289	-
Transfer from investment properties	自投資物業轉撥	-	14,191	-	-	-	-	14,191
Disposals	出售	-	-	(1,267)	(533)	-	(2,777)	(4,577)
Disposal of a subsidiary	出售一間附屬公司	-	-	-	(912)	-	(405)	(1,317)
At 31 December 2011	於二零一一年十二月三十一日	1,485,741	542,961	726,843	46,792	11,404	96,807	2,910,548
Additions	添置	675,471	5,531	113,869	9,529	-	60,434	864,834
Transfer	轉讓	(203,853)	48,320	148,912	652	-	5,969	-
Transfer to investment properties	轉撥至投資物業	-	(9,934)	-	-	-	-	(9,934)
Disposals	出售	-	-	(9,944)	(3,796)	-	(1,987)	(15,727)
At 31 December 2012	於二零一二年十二月三十一日	1,957,359	586,878	979,680	53,177	11,404	161,223	3,749,721
<b>DEPRECIATION</b>	<b>折舊</b>							
At 1 January 2011	於二零一一年一月一日	2,314	80,268	179,981	18,852	11,170	54,676	347,261
Provided for the year	年內撥備	-	16,316	57,064	6,909	234	13,777	94,300
Eliminated on disposals	於出售時抵銷	-	-	(815)	(428)	-	(2,577)	(3,820)
Disposal of a subsidiary	出售一間附屬公司	-	-	-	(425)	-	(306)	(731)
Transfer from investment properties	自投資物業轉撥	-	3,046	-	-	-	-	3,046
At 31 December 2011	於二零一一年十二月三十一日	2,314	99,630	236,230	24,908	11,404	65,570	440,056
Provided for the year	年內撥備	-	20,926	73,299	7,505	-	23,353	125,083
Eliminated on disposals	於出售時抵銷	-	-	(7,053)	(2,936)	-	(1,025)	(11,014)
Transfer to investment properties	轉撥至投資物業	-	(2,653)	-	-	-	-	(2,653)
At 31 December 2012	於二零一二年十二月三十一日	2,314	117,903	302,476	29,477	11,404	87,898	551,472
<b>CARRYING VALUES</b>	<b>賬面值</b>							
At 31 December 2012	於二零一二年十二月三十一日	1,955,045	468,975	677,204	23,700	-	73,325	3,198,249
At 31 December 2011	於二零一一年十二月三十一日	1,483,427	443,331	490,613	21,884	-	31,237	2,470,492

## 15. PROPERTY, PLANT AND EQUIPMENT

(continued)

The above items of property, plant and equipment other than construction in progress are depreciated on a straight-line basis after taking into account their estimated residual values and at the following rates per annum:

Buildings	3.2 – 9.5%
Plant and machinery	9.5%
Motor vehicles	19%
Moulds	10%
Furniture, fixtures and office equipment	19 – 47.5%

The buildings of the Group are situated in the PRC and the leasehold land is under medium-term lease.

The construction in progress represented buildings, plant and machinery, motor vehicles and fixtures under construction which are situated in the PRC.

At 31 December 2012, the Group has pledged buildings having a carrying value of approximately nil (2011: RMB45,919,000) to banks to secure bank borrowings granted to the Group.

## 15. 物業、廠房及設備 (續)

上述的物業、廠房及設備項目(在建工程除外)以直線法就計入其估計剩餘價值後,按下列年率折舊:

建築物	3.2至9.5%
廠房及機器	9.5%
汽車	19%
模具	50%
傢俱、固定裝置及 辦公室設備	19至47.5%

本集團的建築物均位於中國,而租賃土地以中期租約持有。

在建工程指位於中國的在建中建築物、廠房及機器、汽車及固定裝置。

於二零一二年十二月三十一日,本集團已將賬面值約零元(二零一一年:人民幣45,919,000元)的建築物質押予銀行,作為授予本集團的銀行借款的抵押。

16. INVESTMENT PROPERTIES

16. 投資物業

		RMB'000 人民幣千元
<b>COST</b>	<b>成本</b>	
At 1 January 2011	於二零一一年一月一日	18,715
Transfer to property, plant and equipment	轉讓至物業、廠房及設備	<u>(14,191)</u>
31 December 2011	二零一一年十二月三十一日	4,524
Transfer from property, plant and equipment	轉讓自物業、廠房及設備	<u>9,934</u>
31 December 2012	二零一二年十二月三十一日	<u>14,458</u>
<b>DEPRECIATION</b>	<b>折舊</b>	
At 1 January 2011	於二零一一年一月一日	3,810
Provided for the year	年內撥備	300
Transfer to property, plant and equipment	轉讓至物業、廠房及設備	<u>(3,046)</u>
At 31 December 2011	於二零一一年十二月三十一日	1,064
Provided for the year	年內撥備	144
Transfer from property, plant and equipment	轉讓自物業、廠房及設備	<u>2,653</u>
At 31 December 2012	於二零一二年十二月三十一日	<u>3,861</u>
<b>CARRYING VALUES</b>	<b>賬面值</b>	
At 31 December 2012	於二零一二年十二月三十一日	<u>10,597</u>
At 31 December 2011	於二零一一年十二月三十一日	<u>3,460</u>

The fair value of the Group's investment properties of approximately RMB13,776,000 as at 31 December 2012 (2011: RMB4,351,000) has been determined by the directors. The valuation performed by the directors was arrived by reference to recent market prices of properties in the same location and with similar conditions.

本集團投資物業於二零一二年十二月三十一日的公平值約為人民幣13,776,000元(二零一一年:人民幣4,351,000元),該公平值由董事釐定。董事進行的估值乃以類似地點及相同條件下物業近日的市價作參考。

The above investment properties are depreciated on a straight-line basis at 5% per annum.

上述投資物業按直線法以年率5%予以折舊。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31st December, 2012 截至二零一二年十二月三十一日止年度

## 16. INVESTMENT PROPERTIES (continued)

The carrying value of investment properties shown above comprise of buildings erected on:

## 16. 投資物業 (續)

以上所述投資物業的賬面值包括建於下述土地上之建築物：

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Land in PRC Medium term lease	於中國的土地 中期租約	<b>10,597</b>	3,460

## 17. PREPAID LEASE PAYMENTS

The Group's prepaid lease payments comprise:	本集團的預付租賃款項包括：		
Leasehold land in PRC Medium-term lease	於中國的租賃土地 中期租約	<b>471,791</b>	386,923
Analysed for reporting purposes as:	就呈報目的分析為：		
Current portion (Note 23)	即期部分 (附註23)	<b>10,271</b>	8,424
Non-current portion	非即期部分	<b>461,520</b>	378,499
		<b>471,791</b>	386,923

The leasehold land in PRC is held under medium-term lease of 43-50 years.

At 31 December 2012, the Group has pledged prepaid lease payments with a carrying value of approximately nil (2011: RMB33,512,000) to banks to secure bank borrowings granted to the Group.

## 17. 預付租賃款項

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
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在中國的租賃土地乃根據43至50年的中期租約持有。

於二零一二年十二月三十一日，本集團將賬面值約零元（二零一一年：人民幣33,512,000元）的預付租賃款項抵押予銀行作為授予本集團的銀行借款的抵押。

## 18. INTANGIBLE ASSETS

## 18. 無形資產

		<b>Registration rights 登記權</b>	<b>Patent rights 專利權</b>	<b>Total 總計</b>
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>COST</b>	<b>成本</b>			
At 1 January 2011, 31 December 2011	於二零一一年一月一日、 二零一一年十二月三十一日	31,144	-	31,144
Additions	添置	-	5,200	5,200
At 31 December 2012	於二零一二年十二月三十一日	31,144	5,200	36,344
<b>AMORTISATION</b>	<b>攤銷</b>			
At 1 January 2011	於二零一一年一月一日	10,295	-	10,295
Charge for the year	年內開支	3,114	-	3,114
At 31 December 2011	於二零一一年十二月三十一日	13,409	-	13,409
Charge for the year	年內開支	3,115	-	3,115
At 31 December 2012	於二零一二年十二月三十一日	16,524	-	16,524
<b>CARRYING VALUES</b>	<b>賬面值</b>			
At 31 December 2012	於二零一二年十二月三十一日	14,620	5,200	19,820
At 31 December 2011	於二零一一年十二月三十一日	17,735	-	17,735

The registration rights were acquired on acquisition of subsidiaries from independent third parties. They are amortised on a straight-line basis over a period of 10 years.

於收購附屬公司時向獨立第三方取得登記權。登記權於10年期間按直線法予以攤銷。

The patent rights have an estimated useful life of 10 years. No amortisation has been recognised in the current year as it was acquired close to year end.

專利權具有10年之估計使用年期。因其乃於接近年度末收購，故於本年度內，尚未確認攤銷。



**19. INTEREST IN JOINTLY CONTROLLED ENTITIES**

**19. 於共同控制實體的權益**

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Cost of unlisted investment, at cost	非上市投資成本 (按成本計算)	117,990	37,990
Share of post-acquisition loss	應佔收購後虧損	(13,533)	(9,132)
		<b>104,457</b>	<b>28,858</b>

Details of the Group's jointly controlled entities as at 31 December 2012 and 2011 are as follows:

於二零一二年及二零一一年十二月三十一日，本集團的共同控制實體的詳情如下：

Name 名稱	Form of business structure 業務架構形式	Place of incorporation or registration/ operation 註冊成立或註冊/營運地點	Proportion of nominal value of registered capital held by the Group 本集團持有的應佔註冊資本面值比例		Principal activities 主要業務
			2012 二零一二年	2011 二零一一年	
Weigao Nikkiso (Weihai) Dialysis Equipment Co., Ltd. ("Weigao Nikkiso") (note 1)	Incorporated	PRC	51%	51%	Manufacture, sale and after-sale service of Nikkiso technology-based medical products
威高日機裝(威海)透析機器有限公司(「威高日機裝」)(附註1)	註冊成立	中國	51%	51%	製造、銷售及售後服務以日機裝技術製造的醫療製品
Weigao Terumo (Weihai) Medical Products Co., Ltd. ("Weigao Terumo") (note 2)	Incorporated	PRC	50%	-	Production and sales of medical products
威高泰爾茂(威海)醫療製品有限公司(「威海泰爾茂」)(附註2)	註冊成立	中國	50%	-	生產及銷售醫療製品

## 19. INTEREST IN JOINTLY CONTROLLED ENTITIES (continued)

Note 1: Pursuant to the terms in the Weigao and Nikkiso Co-operation Agreement between the shareholders, the registered capital of USD5,610,000 (equivalent to RMB37,990,000) was contributed by Weigao Blood and USD5,390,000 (equivalent to RMB36,500,000) was contributed by Nikkiso Company Limited (日本日機裝株式會社) (“Nikkiso”). Under the Memorandum and Article Weigao Nikkiso, Weigao Blood is entitled to 50% voting right and is entitled to share 51% of the result of Weigao Nikkiso since its incorporation. As Weigao Blood is entitled to 50% voting right, thus investment in Weigao Nikkiso is classified as investment in jointly controlled entity.

Note 2: Weigao Terumo was established during the year ended 31 December 2012. Pursuant to the terms in the Weigao Terumo Agreement between the shareholders, the registered capital of RMB160,000,000 is to be contributed by Weigao Blood and Terumo (China) Investment Company Limited (泰爾茂(中國)投資有限公司) (“Terumo”). Under the Memorandum and Article of Weigao Terumo, Weigao Blood is entitled to 50% voting right and is entitled to share 50% of the result of Weigao Terumo. As Weigao Blood is entitled to 50% voting right, thus investment in Weigao Terumo is classified as investment in jointly controlled entity. As at 31 December 2012, Weigo Blood has contributed its share of registered capital amounted to RMB80,000,000. Terumo has not yet contributed its share of the registered capital amounted to RMB80,000,000 to the Weigao Terumo.

The summarised financial information in respect of the Group’s interests in the jointly controlled entities which is accounted for using equity method is set out below:

## 19. 於共同控制實體的權益 (續)

附註1：根據股東之間的威高及日機裝合作協議的條款，5,610,000美元（相等於人民幣37,990,000元）的註冊資本由威高血液出資，5,390,000美元（相等於人民幣36,500,000元）的註冊資本由日本日機裝株式會社（「日機裝」）出資。根據威高日機裝的組織章程大綱及公司細則，威高血液擁有威高日機裝50%的投票權，並有權分佔威高日機裝自註冊成立起業績的51%。由於威高血液擁有50%的投票權，故於威高日機裝的投資分類為於共同控制實體的投資。

附註2：威高泰爾茂於截至二零一二年十二月三十一日止年度內成立。根據股東之間的威高泰爾茂協議的條款，人民幣160,000,000元的註冊資本將由威高血液及泰爾茂（中國）投資有限公司（「泰爾茂」）出資。根據威高泰爾茂的組織章程大綱及公司細則，威高血液擁有威高泰爾茂50%的投票權，並有權分佔威高泰爾茂業績的50%。由於威高血液擁有50%的投票權，故於威高泰爾茂的投資分類為於共同控制實體的投資。於二零一二年十二月三十一日，威高血液已注入其應佔之註冊資本人民幣80,000,000元。而泰爾茂尚未向威高泰爾茂注入其應佔之註冊資本人民幣80,000,000元。

有關本集團於共同控制實體的權益（按權益法列賬）的財務資料摘要載列如下：

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Current assets	流動資產	139,114	41,240
Non-current assets	非流動資產	18,260	17,949
Current liabilities	流動負債	29,418	2,604
Non-current liabilities	非流動負債	-	-
Income recognised in profit or loss	於損益表確認的收入	40,308	490,295
Expenses recognised in profit or loss	於損益表確認的支出	48,937	290,370

20. INTERESTS IN ASSOCIATES

20. 於聯營公司的權益

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Cost of listed investment in an associate (note)	於聯營公司之上市投資成本(附註)	2,276,200	2,276,200
Realised gain arising from establishing of an associate	成立聯營公司產生的變現收益	72,314	72,314
Share of post-acquisition profit and other comprehensive income, net of dividends received	分佔收購後溢利及其他全面收入(扣除已收股息)	176,592	49,454
Unrealised profit on sales to an associate	銷售予聯營公司之未變現溢利	-	(23,701)
		<b>2,525,106</b>	<b>2,374,267</b>
Fair value of listed investment	上市投資之公平值	<b>2,280,091</b>	<b>2,572,696</b>

Included in the cost of investment as at 31 December 2012 and 2011 is intangible assets amounted to approximately of RMB586,498,000, goodwill of approximately RMB200,186,000 arising on acquisition of Biosensors International Group Ltd ("Biosensors"). Intangible assets are amortised over 10 years.

於二零一二年及二零一一年十二月三十一日的投資成本包括無形資產約人民幣586,498,000元、自收購柏盛國際集團有限公司(「柏盛」)產生的商譽約人民幣200,186,000元。無形資產按10年攤銷。

Notes:

附註:

1) On 3 October 2011, the company disposed its 50% equity interests in Shandong JW Medical Products Company Limited to Biosensors. The consideration was satisfied by issue of 260,000,000 shares by Biosensors at fair value of approximately RMB1,478,828,000 and issue of convertible notes by Biosensors convertible to 110,000,000 shares of Biosensors with fair value of RMB804,206,000, and cash amounted to RMB787,920,000.

1) 於二零一一年十月三日，本公司向柏盛出售其於山東吉威醫療製品有限公司的50%股權。代價已由柏盛以按公平值約人民幣1,478,828,000元發行260,000,000股股份及按公平值人民幣804,206,000元發行可轉換為110,000,000股柏盛股份的可換股票據及現金人民幣787,920,000元支付。

Upon conversion of convertible notes to shares of Biosensors on 31 December 2011, the Group hold 21.6% equity interest in Biosensors and recognised fair value loss on convertible notes from 3 October 2011 to 31 December 2011 of approximately RMB6,834,000.

於二零一一年十二月三十一日將可換股票據轉換為柏盛股份時，本集團持有柏盛21.6%股權，於二零一一年十月三日至二零一一年十二月三十一日期間確認可換股票據公平值虧損約人民幣6,834,000元。

During the year ended 31 December 2012, Biosensors issued new shares upon the exercise of share options by option holders and repurchases certain shares from the market. The Group's interest in Biosensors reduced to 21.5%.

於截至二零一二年十二月三十一日止年度，柏盛於購股權持有人行使購股權時已發行新股份並自市場購回若干股份，致令本集團於柏盛之權益減少至21.5%。

2) On 18 December 2008, the Company and Medtronic International Limited ("Medtronic International") entered into an agreement in respect of establishing a joint venture (the "Distribution JV") in the PRC with a total registered capital of RMB147,580,000 to undertake the sale and distribution of orthopaedic medical device products in the PRC (the "Distribution JV Agreement").

2) 於二零零八年十二月十八日，本公司與Medtronic International Limited(「Medtronic International」)就於中國成立合營企業(「分銷合營企業」)訂立協議(「分銷合營協議」)，分銷合營企業總註冊資本為人民幣147,580,000元，以於中國從事銷售及分銷骨科醫療設備產品。

20. INTERESTS IN ASSOCIATES (continued)

Notes: (continued)

2) (continued)

The Distribution JV takes the form of a Sino-foreign co-operative joint venture limited liability company.

Pursuant to the terms in the Distribution JV Agreement, the registered capital of RMB147,580,000 were contributed by Medtronic International while the Company is entitled to 49% voting right and is entitled to share 49% of the result of Distribution JV since its incorporation.

The Company is entitled to share the remaining net assets of the Distribution JV in the following percentage, when the Distribution JV is dissolved under the agreement of the Company and Medtronic International:

0 – 1 year since incorporation	10%
1 – 2 year since incorporation	25%
More than 2 years since incorporation	49%

On 3 December 2012, the Company and Medtronic International entered into an agreement in respect of liquidating and dissolving the Distribution JV and to terminate the Distribution JV Agreement.

3) As at 31 December 2012, the total assets, total liabilities, revenue and profit for the year of the Distribution JV amounting to RMB449,445,000 (2011: RMB425,422,000), RMB176,101,000 (2011: RMB154,537,000), RMB927,181,000 (2011: RMB661,609,000) and RMB85,933,000 (2011: RMB103,699,000) respectively.

Details of the Group's associate as at 31 December 2012 and 2011 are as follows:

Name	Form of business structure	Place of incorporation or registration/ operation	Attributable equity interest directly held by the Company		Principal activities
			2012 本公司直接持有的應佔股權 二零一二年	2011 二零一一年	
Medtronic Weigao Orthopaedic Device Company Limited 美敦力威高骨科器械有限公司	Incorporated 註冊成立	PRC 中國	49%	49%	Sale and distribution of orthopaedic medical device products 銷售及分銷骨科醫療設備產品
Biosensors International Group Ltd. 柏盛國際集團有限公司	Incorporated 註冊成立	Bermuda (Listed on Singapore Exchange Ltd) 百慕達 (於新加坡交易所有限公司上市)	21.5%	21.6%	Sale and distribution of heart medical device products 銷售及分銷心臟醫療設備產品

20. 於聯營公司的權益 (續)

附註：(續)

2) (續)

分銷合營企業以中外合作合營有限責任公司的形式進行。

根據分銷合營協議的條款，註冊資本人民幣147,580,000元已由Medtronic International出資，而本公司則擁有分銷合營企業49%的投票權，並有權分佔分銷合營企業自註冊成立起業績的49%。

分銷合營企業由本公司與Medtronic International根據協議結業清盤時，本公司有權按以下百分比分佔分銷合營企業的餘下資產淨值：

自註冊成立起0至1年	10%
自註冊成立起1至2年	25%
自註冊成立起2年以上	49%

於二零一二年十二月三十一日，本公司及Medtronic International就清算及解散分銷合營企業及終止分銷合營協議訂立協議。

3) 於二零一二年十二月三十一日，分銷合營企業之總資產、總負債、收入及本年度溢利分別為人民幣449,445,000元（二零一一年：人民幣425,422,000元）、人民幣176,101,000元（二零一一年：人民幣154,537,000元）、人民幣927,181,000元（二零一一年：人民幣661,609,000元）及人民幣85,933,000元（二零一一年：人民幣103,699,000元）。

於二零一二年及二零一一年十二月三十一日，本集團的聯營公司詳情如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31st December, 2012 截至二零一二年十二月三十一日止年度

## 20. INTERESTS IN ASSOCIATES (continued)

## 20. 於聯營公司的權益 (續)

The summarised financial information in respect of the Group's associates is set out below:

本集團聯營公司的財務資料概述如下：

		<b>2012</b> <b>RMB'000</b> <b>二零一二年</b> <b>人民幣千元</b>	2011 RMB'000 二零一一年 人民幣千元
Total assets	總資產	<b>11,652,630</b>	11,348,027
Total liabilities	總負債	<b>(1,184,956)</b>	(1,516,735)
Net assets	資產淨值	<b>10,467,674</b>	9,831,292
Group's share of net assets of an associate	本集團應佔聯營公司的資產淨值	<b>2,325,610</b>	2,197,782
Revenue	收入	<b>3,038,952</b>	1,191,350
Profit for the year	本年度溢利	<b>796,781</b>	171,898
Share of profit before fair value adjustment	應佔公平值調整前溢利	<b>195,650</b>	63,537
Amortisation of intangible Assets	無形資產攤銷	<b>(48,207)</b>	(12,118)
Adjustment on fair value of bonds	有關債券公平值的調整	<b>3,670</b>	-
Share of profit	應佔溢利	<b>151,113</b>	51,419
Share of other comprehensive income	應佔其他全面收入	<b>(4,847)</b>	(13,722)
Dilution gain recognised	已確認攤薄收益	<b>21,769</b>	-
Group's share of profit and other comprehensive income of associates for the year	本年度本集團應佔聯營公司的溢利及其他全面收入	<b>168,035</b>	37,697

## 21. GOODWILL

## 21. 商譽

RMB'000  
人民幣千元

CARRYING AMOUNTS	<b>賬面值</b>	
At 1 January 2011, 31 December 2011 and	於二零一一年一月一日、	
31 December 2012	二零一一年十二月三十一日及	
	二零一二年十二月三十一日	202,900

### Impairment testing on goodwill

As explained in note 4, the Group uses operating divisions as the basis for reporting segment information. For the purposes of impairment testing, goodwill has been allocated to the following groups of cash generating units ("CGUs"). The carrying amounts of goodwill as at 31 December 2012 and 2011 and as follows:

### 商譽減值測試

誠如附註4所釋，本集團使用經營分部作為其報告分部資料的基準。為進行減值測試，商譽被分配到以下現金產生單位（「現金產生單位」）組別。於二零一二年及二零一一年十二月三十一日，商譽之賬面值如下：

		<b>Goodwill</b>	
		<b>2012</b>	2011
		<b>RMB'000</b>	RMB'000
		<b>商譽</b>	
		<b>二零一二年</b>	二零一一年
		<b>人民幣千元</b>	人民幣千元
Single use medical device products	一次性使用醫療器械產品	<b>28,934</b>	28,934
Orthopaedic products	骨科產品	<b>173,966</b>	173,966
		<b>202,900</b>	202,900

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired.

本集團每年檢測商譽減值，或倘有跡象顯示商譽可能已減值，則會更頻密檢測減值。

The management considers that groups of CGUs are represented by different groups of subsidiaries for the purpose of goodwill impairment testing.

就商譽減值測試而言，管理層認為現金產生單位組別指不同的附屬公司組別。

## 21. GOODWILL (continued)

The recoverable amounts of the groups of CGUs of single use medical device products have been determined based on a value in use calculation. The recoverable amount is based on the financial budget approved by management for the next year and extrapolates cash flows for the following four years based on an estimated constant growth rate of 10% (2011: 10%). This rate does not exceed the long-term growth rate for the relevant markets. The rate used to discount the forecast cash flows is 15% (2011: 15%). A key assumption for the value in use calculations is the budgeted growth rate, which is determined based on past performance and management's expectations for the market development.

The recoverable amounts of the groups of CGUs of orthopaedic products have been determined based on a value in use calculation. The recoverable amount is based on the financial budget approved by management for the next year and extrapolates cash flows for the following four years based on an estimated constant growth rate of 20% (2011: 20%). This rate does not exceed the long-term growth rate for the relevant markets. The rate used to discount the forecast cash flows is 15% (2011: 15%). A key assumption for the value in use calculations is the budgeted growth rate, which is determined based on past performance and management's expectations for the market development.

Management believes that any reasonably possible change in any of the assumption would not cause the aggregate carrying amount of the above CGUs to exceed the aggregate recoverable amount of the above CGUs, thus there is no impairment on goodwill.

## 21. 商譽 (續)

一次性使用醫療器械產品之現金產生單位組別之可收回金額乃按使用價值計算而釐定。可收回金額以管理層批准之下一個年度財政預算為基礎，並按10%（二零一一年：10%）的估計持續增長率推斷未來四年的現金流量。該比率不超過相關市場的長期增長率。預測現金流量所用的貼現率為15%（二零一一年：15%）。計算使用價值之主要假設為預算增長率，乃按過往表現及管理層對市場發展之預期而釐定。

骨科產品之現金產生單位組別之可收回金額乃按使用價值計算而釐定。可收回金額以管理層批准之下一個年度財政預算為基礎，並按20%（二零一一年：20%）的估計持續增長率推斷未來四年的現金流量。該比率不超過相關市場的長期增長率。預測現金流量所用的貼現率為15%（二零一一年：15%）。計算使用價值之主要假設為預算增長率，乃按過往表現及管理層對市場發展之預期而釐定。

管理層相信，任何假設之任何合理可能變動不會令上述現金產生單位之總賬面值超出其可收回總額，因此商譽並無減值。

## 22. INVENTORIES

## 22. 存貨

		<b>Goodwill</b>	
		<b>2012</b>	2011
		<b>RMB'000</b>	RMB'000
		<b>商譽</b>	
		<b>二零一二年</b>	二零一一年
		<b>人民幣千元</b>	人民幣千元
Raw materials	原料	<b>149,607</b>	238,833
Finished goods	製成品	<b>680,667</b>	224,168
		<b>830,274</b>	463,001

## 23. TRADE AND OTHER RECEIVABLES

## 23. 應收貿易賬款及其他應收款項

		<b>2012</b>	2011
		<b>RMB'000</b>	RMB'000
		<b>二零一二年</b>	二零一一年
		<b>人民幣千元</b>	人民幣千元
Trade receivables	應收貿易賬款	<b>1,369,629</b>	1,215,744
Less: Allowance for bad and doubtful debts	減：呆壞賬撥備	<b>(84,835)</b>	(90,636)
Bills receivable	應收票據	<b>1,284,794</b>	1,125,108
Other receivables	其他應收款項	<b>204,482</b>	176,671
Prepayments	預付款項	<b>33,905</b>	40,995
Other receivables – receivable within one year	預付款項	<b>110,076</b>	85,543
Other receivables – receivable within one year	其他應收款項 – 於一年內應收款	<b>7,500</b>	12,501
Prepaid lease payments (Note 17)	預付租賃款項 (附註17)	<b>10,271</b>	8,424
		<b>1,651,028</b>	1,449,242

All the bills receivable will be matured within a period of 0-180 days.

所有應收票據均將於0至180天期間內到期。

Included in trade receivables are an amount due from a subsidiary of a shareholder of the Company and an amount due from an associate of nil and RMB16,714,000 (2011: RMB1,653,000 and RMB12,572,000) respectively. The amounts are unsecured, interest-free and repayable on demand.

應收貿易賬款包括應收本公司一名股東之附屬公司款項以及應收一間聯營公司款項分別為零及人民幣16,714,000元 (二零一一年：人民幣1,653,000元及人民幣12,572,000元)。該等款項為無抵押、免息及須於要求時償還。



## 23. TRADE AND OTHER RECEIVABLES

(continued)

The Group allows an average credit period of 90 – 180 days to its trade customers. The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on the invoice date, which approximated the revenue recognition date, at the end of the reporting period.

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
0 to 90 days	0至90天	749,000	723,551
91 to 180 days	91至180天	311,442	241,085
181 to 365 days	181至365天	189,267	126,159
Over 365 days	365天以上	35,085	34,313
Trade receivables	貿易應收賬款	<b>1,284,794</b>	1,125,108

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed once a year.

Included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB224,352,000 (2011: RMB160,472,000) which are past due at the reporting date for which the Group has not provided for impairment loss as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

## 23. 應收貿易賬款及其他應收款項

(續)

本集團給予貿易客戶平均90至180天之信貸期。按報告期末的發票日（與收益確認日期接近）呈列的應收貿易賬款（經扣減呆賬撥備）之賬齡分析如下：

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
0 to 90 days	0至90天	749,000	723,551
91 to 180 days	91至180天	311,442	241,085
181 to 365 days	181至365天	189,267	126,159
Over 365 days	365天以上	35,085	34,313
Trade receivables	貿易應收賬款	<b>1,284,794</b>	1,125,108

接納任何新客戶前，本集團評估潛在客戶的信用質素及決定客戶信用限額。本集團對各客戶的限額及評級一年檢討一次。

本集團的應收貿易賬款結餘已包括賬面總值為人民幣224,352,000元（二零一一年：人民幣160,472,000元）的應收賬款，其已於報告日期逾期，惟由於信用質素並無重大變動且金額仍視為可收回，故本集團並無作出減值虧損撥備。本集團概無就該等結餘持有任何抵押品。

## 23. TRADE AND OTHER RECEIVABLES

(continued)

Ageing of trade receivables which are past due but not impaired:

181 to 365 days	181至365天
Over 365 days	365天以上

The Group has made impairment allowances in full for all receivables over 3 years because from historical experience receivables past due beyond 3 years are generally not recoverable.

Movement in the allowance for bad and doubtful debt:

Balance at beginning of year	年初結餘	90,636	77,375
Impairment losses recognised on receivables	就應收款項確認的減值虧損	5,568	16,032
Amounts written off as uncollectible	撇銷為不能收回的款項	(11,369)	(2,771)
Balance at end of year	年末結餘	84,835	90,636

Bills receivable of approximately RMB182,730,000 (2011: RMB93,038,000) was endorsed to suppliers on a full recourse basis at 31 December 2012 and was therefore not derecognised. Corresponding trade payables of RMB182,730,000 (2011: RMB93,038,000) were included in the consolidated statement of financial position accordingly.

## 23. 應收貿易賬款及其他應收款項

(續)

已逾期但未減值的應收貿易賬款的賬齡：

2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
189,267	126,159
35,085	34,313
<b>224,352</b>	<b>160,472</b>

本集團一般會為所有超過三年的應收賬款作出全數減值撥備，因根據過往經驗，該等逾期超過三年的應收賬款通常無法收回。

呆壞賬撥備的變動：

2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
90,636	77,375
5,568	16,032
(11,369)	(2,771)
<b>84,835</b>	<b>90,636</b>

於二零一二年十二月三十一日，本集團已按全數追索基準向供應商背書約人民幣182,730,000元（二零一一年：人民幣93,038,000元）的應收票據，故並無取消確認。人民幣182,730,000元（二零一一年：人民幣93,038,000元）的相應貿易應付款項已計入綜合財務狀況表。

## 23. TRADE AND OTHER RECEIVABLES

(continued)

Other receivables are unsecured, non-interest bearing and have no fixed term of repayment. In the opinion of the directors of the Company, the amounts are expected to be recovered in the next twelve months. The ageing analysis of other receivables net of allowance for bad and doubtful debts is stated as follows:

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
0 to 90 days	0至90天	19,646	25,326
91 to 180 days	91至180天	3,209	12,655
181 to 365 days	181至365天	4,676	1,361
Over 365 days	365天以上	6,374	1,653
		<b>33,905</b>	40,995

Movement in the allowance for bad and doubtful debt:

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Balance at beginning of year	年初結餘	1,617	1,523
Impairment losses recognised on receivables	就應收款項確認的減值虧損	-	110
Amounts written off as uncollectible	撇銷為不能收回的款項	-	(16)
Balance at end of year	年末結餘	<b>1,617</b>	1,617

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default and with good credit quality.

## 23. 應收貿易賬款及其他應收款項

(續)

其他應收款項為無抵押、免息及無固定還款期。本公司董事認為，該等款項預期將於未來十二個月內收回。其他應收款項（經扣減呆壞賬撥備）的賬齡分析呈列如下：

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
0 to 90 days	0至90天	19,646	25,326
91 to 180 days	91至180天	3,209	12,655
181 to 365 days	181至365天	4,676	1,361
Over 365 days	365天以上	6,374	1,653
		<b>33,905</b>	40,995

呆壞賬撥備的變動：

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Balance at beginning of year	年初結餘	1,617	1,523
Impairment losses recognised on receivables	就應收款項確認的減值虧損	-	110
Amounts written off as uncollectible	撇銷為不能收回的款項	-	(16)
Balance at end of year	年末結餘	<b>1,617</b>	1,617

既未逾期亦未減值的應收款項與近期並無拖欠記錄且信用質素良好的眾多客戶有關。

## 23A. TRANSFERS OF FINANCIAL ASSETS

As at 31 December 2012, bills receivable with carrying amount of RMB182,730,000 (2011: RMB93,038,000) were endorsed to suppliers on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these bills receivable, it continues to recognise the full carrying amount of the bills receivable and the associated liabilities amounted to RMB182,730,000 (2011: RMB93,038,000), being trade payables. These financial assets are carried at amortised cost in the Group's consolidated statement of financial position.

## 24. PLEDGED BANK DEPOSITS

As at 31 December 2012, pledged bank balances represent deposits pledged to banks to secure trade facilities such as bills payable and letter of credit amounting to RMB91,546,000 (2011: RMB107,472,000). The amount was classified as current assets in accordance with the classification of these trade facilities.

The pledged bank balances carry fixed interest rate of 3.05% per annum as at 31 December 2012 (2011: 3.1% to 3.3% per annum).

## 25. BANK BALANCES AND CASH

Bank balances and cash comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less. The deposits carry interest rate of 0.35% (2011: 0.50%) per annum.

## 23A. 轉讓金融資產

於二零一二年十二月三十一日，本集團已按全數追索基準向供應商背書賬面值為人民幣182,730,000元（二零一一年：人民幣93,038,000元）的應收票據。由於本集團尚未轉讓有關該等應收票據的重大風險及回報，其繼續確認應收票據及相關負債的全部賬面值人民幣182,730,000元（二零一一年：人民幣93,038,000元），即貿易應付款項。該等金融資產於本集團的綜合財務狀況表中按攤銷成本列賬。

## 24. 已抵押銀行存款

於二零一二年十二月三十一日，已抵押銀行結餘指抵押予銀行以擔保貿易融資（例如應付票據及信用證）之存款金額人民幣91,546,000元（二零一一年：人民幣107,472,000元）。該等款項已根據該等貿易融資的分類而分類為流動資產。

於二零一二年十二月三十一日，已抵押銀行結餘按固定利率每年3.05厘（二零一一年：每年3.1厘至3.3厘）計息。

## 25. 銀行結餘及現金

銀行結餘及現金包括本集團持有的現金及原到期時間為三個月或以下的短期銀行存款。有關存款的年利率為0.35厘（二零一一年：0.50厘）。

## 26. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
0 to 90 days	0至90天	663,926	361,690
91 to 180 days	91至180天	57,395	30,465
181 to 365 days	181至365天	45,751	8,764
Over 365 days	365天以上	9,145	7,016
Trade payables	應付貿易賬款	776,217	407,935
Bills payable	應付票據	231,898	348,070
Advances from customers	來自客戶墊款	64,268	35,530
Other tax payables	其他應付稅項	55,683	19,835
Other payable for the acquisition of additional interest in a subsidiary (Note 28)	收購一間附屬公司額外權益應付的其他應付款項(附註28)	22,000	11,000
Other payables	其他應付款項	322,438	203,045
		<b>1,472,504</b>	<b>1,025,415</b>

The normal credit period taken for trade purchases is 90-120 days. All the bills payable will mature within six months.

Included in trade payables are an amount due to fellow subsidiaries of RMB15,764,000 (2011: RMB1,555,000), an amount due to a jointly controlled entity of RMB12,440,000 (2011: nil) and an amount due to an associate of RMB114,102,000 (2011: nil). The amount is unsecured, interest-free and repayable on demand.

As at 31 December 2012, an amount due to ultimate holding company of RMB4,819,000 (2011: nil) was included in other payables as current liabilities. The amount was unsecured, interest-free and repayable on demand.

## 26. 應付貿易賬款及其他應付款項

按報告期末的發票日呈列的應付貿易款項的賬齡分析如下：

	2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
0 to 90 days	663,926	361,690
91 to 180 days	57,395	30,465
181 to 365 days	45,751	8,764
Over 365 days	9,145	7,016
Trade payables	776,217	407,935
Bills payable	231,898	348,070
Advances from customers	64,268	35,530
Other tax payables	55,683	19,835
Other payable for the acquisition of additional interest in a subsidiary (Note 28)	22,000	11,000
Other payables	322,438	203,045
	<b>1,472,504</b>	<b>1,025,415</b>

貿易採購的正常信貸期為90至120天。所有應付票據均將於六個月內到期。

應付貿易款項包括應付同系附屬公司款項人民幣15,764,000元(二零一一年：人民幣1,555,000元)、應付一間共同控制實體款項人民幣12,440,000元(二零一一年：無)及應付一間聯營公司款項人民幣114,102,000元(二零一一年：無)。該款項為無抵押、免息及於要求時償還。

於二零一二年十二月三十一日，應付最終控股公司款項人民幣4,819,000元(二零一一年：無)計入流動負債項下的其他應付款項。該款項為無抵押、免息及於要求時償還。

## 27. BANK BORROWINGS

## 27. 銀行借款

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Secured bank loans	有抵押銀行貸款	-	84,012
The loans are repayable as follows:	有關貸款須於下列期限償還：		
Within one year	於一年內	-	21,003
More than one year, but not exceeding two years	於一年以上但不超過兩年	-	21,003
More than two years, but not exceeding more than five years	於兩年以上但不超過五年以上	-	42,006
		-	84,012
Less: Amount due within one year shown under current liabilities	減：列為流動負債而於一年 以內到期的款項	-	(21,003)
Amount due after one year	於一年後到期的款項	-	63,009

As at 31 December 2011, the bank borrowings of the Group amounting to RMB84,012,000 interest bearing at a fixed rate of 3.38% per annum and were secured by the pledge of buildings and land use rights.

於二零一一年十二月三十一日，本集團為數人民幣84,012,000元的銀行借貸乃按固定年利率3.38厘計息，並由抵押樓宇及土地使用權作擔保。

As at 31 December 2011, an amount of RMB84,012,000 are denominated in USD, which are not denominated in functional currency of the respective group entities.

於二零一一年十二月三十一日，人民幣84,012,000元的款項以美元計值，而並非以有關集團實體的功能貨幣計值。

## 28. OTHER PAYABLE

As at 31 December 2012, the balance represents the remaining consideration relating to the acquisition of additional interest in a subsidiary, Weigao Ortho payable by the Group amounted to RMB22,000,000 (2011: RMB21,445,000). The amount was unsecured and interest-free. The imputed interest rate was 5.31% per annum.

An amount of RMB22,000,000 (2011: RMB11,000,000) which was payable on demand had been included in trade and other payables as current liabilities (Note 26).

## 28. 其他應付款項

於二零一二年十二月三十一日，結餘指有關收購於附屬公司威高骨科的額外權益而本集團應支付的餘下代價為人民幣22,000,000元（二零一一年：人民幣21,445,000元）。該款項為無抵押及免息。估算年利率為5.31厘。

其中人民幣22,000,000元（二零一一年：人民幣11,000,000元）須應要求時支付，並已計入流動負債項下的應付貿易賬款及其他應付款項（附註26）。

## 29. DEFERRED TAXATION

The following is the deferred tax asset recognised and movements thereon during the current reporting year:

## 29. 遞延稅項

以下為經確認的遞延稅項資產及其於現時報告年度的有關變動：

		Inventories	Excess of depreciation over tax	Allowance for bad and doubtful debts	Unrealised profit	Total
		折舊較稅項折舊超出的金額	折舊較稅項折舊超出的金額	呆壞賬撥備	未變現溢利	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2011	於二零一一年一月一日	-	1,468	8,451	2,586	12,505
Credited to profit or loss	計入損益	-	429	1,094	1,729	3,252
At 31 December 2011	於二零一一年十二月三十一日	-	1,897	9,545	4,315	15,757
Credited to profit or loss	計入損益	7,153	666	791	35	8,645
At 31 December 2012	於二零一二年十二月三十一日	7,153	2,563	10,336	4,350	24,402

At the end of the reporting period, deductible temporary difference on bad debt RMB19,858,000 (2011: RMB20,251,000) is not recognised because of the unpredictability of future profit streams.

由於未能預測未來的溢利來源，故於報告期末，壞賬的可扣減暫時差額人民幣19,858,000元（二零一一年：人民幣20,251,000元）並未確認。

## 29. DEFERRED TAXATION (continued)

At the end of the reporting period, the Group has estimated unused tax losses of approximately RMB9,875,000 (2011: RMB1,357,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams. The tax losses can be carried forward for 5 years from the date it incurred. The amount of RMB1,104,000 included in unrecognised tax losses will expire in 2016, and the other amount of RMB8,771,000 will expire in 2017.

## 30. DEFERRED INCOME

Arising from government grant

來自政府補助

Pursuant to the Notice on Initialization of 863 Program Research and Development on Key Materials for Typical Human Tissue and Organ Replacement and Modification in New Material Technology Field Guokefagao [2011] No. 231, the Group received specific government grant amounted to RMB5,601,000 and RMB1,916,000 for the purpose of research and development of key materials for typical human tissue and organ replacement during the year ended 31 December 2011 and 2012, respectively. An amount of RMB5,983,000 (2011: RMB1,339,000) has been recognised as other income (see note 10) to match with research and development expense incurred by the specific projects during the year ended 31 December 2012.

## 29. 遞延稅項 (續)

於報告期末，本集團擁有可供抵銷未來溢利的估計未使用稅項虧損約人民幣9,875,000元（二零一一年：人民幣1,357,000元）。由於未能預測未來的溢利來源，故並無就稅項虧損確認遞延稅項資產。稅項虧損可由產生當日起承前五年。未確認稅項虧損項下包括將於二零一六年到期的金額人民幣1,104,000元、將於二零一七年到期的其他金額人民幣8,771,000元。

## 30. 遞延收入

2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
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**28,674**

5,062

根據有關啟動863計劃新材料技術領域典型人體組織器官替代與修復用關鍵材料研發的通知國科發高[2011]231號，本集團分別於截至二零一一年及二零一二年十二月三十一日止年度就研發典型人體組織器官替代的關鍵材料收取特定政府補助人民幣5,601,000元及人民幣1,916,000元。金額人民幣5,983,000元（二零一一年：人民幣1,339,000元）已確認為其他收入（見附註10），以配合截至二零一二年十二月三十一日止年度特定項目所發生的研發開支。



### 30. DEFERRED INCOME (continued)

Pursuant to the Notice on the Investment Projects of Industrial and Technology Development for the Year 2012 Fagaibanchanye [2012] No. 1642 issued by the Ministry of Science and Technology of PRC, Weigao Blood received specific government grant RMB14,260,000 for the purpose of purchasing production equipment during the year ended 31 December 2012. The entire amount has been included in deferred income and will be released to profit or loss over the useful life of the related production equipment.

Pursuant to the Notice on Government Subsidiary for First Topics of Industrial Structure Adjustment Weigaocaiyuzhi [2012] No. 334, the Company received specific government grant RMB14,910,000 for the purpose of purchasing production equipment and plant construction. An amount of RMB1,491,000 (2011: nil) was recognised as other income during the year ended 31 December 2012 to match with the depreciation expense of the related production equipment and plant.

Pursuant to the Notice on the Budget for First Topics of National High-tech Research Development Plan for the Year 2011 Guokefacai [2011] No. 129 issued by the Ministry of Science and Technology of PRC, the Company received specific government grant RMB6,650,000 for the purpose of research and development of glucose check and insulin injection micro system. An amount of nil (2011: RMB5,850,000) was recognised as other income in the current year to match with research and development expense incurred in the specific projects.

### 30. 遞延收入 (續)

根據中國科學技術部發出的有關二零一二年工業及技術發展的投資項目的通知發改辦產業[2012]1642號，威高血液於截至二零一二年十二月三十一日止年度就採購生產設備收取特定政府補助人民幣14,260,000元。全部金額已計入遞延收入並將於有關生產設備之可使用年期撥入損益。

根據有關工業架構調整第一課題的政府補貼的通知威高財預指[2012]334號，本公司就採購生產設備及廠房建設收取特定政府補助人民幣14,910,000元。金額人民幣1,491,000元（二零一一年：無）於截至二零一二年十二月三十一日止年度確認為其他收入，以配合有關生產設備及廠房之折舊開支。

根據中國科學技術部發出的有關二零一一年國家高技術研究發展計劃第一課題預算書的通知國科發財[2011]129號，本公司就進行研發血糖檢查及胰島素注射微型系統收取特定政府補助人民幣6,650,000元。金額人民幣零元（二零一一年：人民幣5,850,000元）於本年度確認為其他收入，以配合特定項目所發生的研發開支。

### 31. SHARE CAPITAL

### 31. 股本

		Nominal value of each share RMB 每股 股份面值 人民幣	Number of Non-listed shares (Note c) 非上市 股份數目 (附註c)	Number of H shares (Note c) H股數目 (附註c)	Total number of shares 股份總數	Value RMB' 000 價值 人民幣千元
At 1 January 2011	於二零一一年一月一日	0.1	1,296,320,000	856,242,162	2,152,562,162	215,256
Issue H shares (Note a)	發行H股(附註a)	0.1	-	85,624,000	85,624,000	8,562
Bonus issue of shares (Note b)	發行紅股(附註b)	0.1	1,296,320,000	941,866,162	2,238,186,162	223,819
At 31 December 2011 and 31 December 2012	於二零一一年十二月三十一日及 二零一二年十二月三十一日	0.1	2,592,640,000	1,883,732,324	4,476,372,324	447,637

Notes:

(a) On 5 May 2011, 85,624,000 H Shares of RMB0.1 each were issued at RMB16.65 per share.

(b) On 30 June 2011, 1,296,320,000 Non-listed Shares of RMB0.1 each and 941,866,162 H Shares of RMB0.1 each were issued by way of bonus issue on the basis of one bonus H Share for every existing H Share and one bonus Non-listed Share for every Non-listed Share held in the Company.

The bonus shares and H shares issued rank pari passu with the existing H Shares and Non-listed Shares in issue in all material respect.

(c) Non-listed Shares and H Shares are all ordinary shares in the share capital of the Company. However, H Shares may only be subscribed for by, and traded in currencies other than RMB between, legal or natural persons of Hong Kong, the Macau Special Administrative Region, Taiwan or any country other than the PRC. Non-listed Shares must be subscribed for and traded in RMB. All dividends in respect of H Shares are to be paid by the company in Hong Kong dollars whereas all dividends in respect of Non-listed Shares are to be paid by the Company in RMB. The Non-listed Shares and the H Shares rank pari passu with each other in all other respects and in particular, rank equally for all dividends or distributions declared, paid or made.

附註:

(a) 於二零一一年五月五日，已按每股人民幣16.65元發行85,624,000股每股面值人民幣0.1元之H股。

(b) 於二零一一年六月三十日，本公司以紅股發行方式按每持有一股本公司現有H股獲發一股H股紅股以及每持有一股非上市股份獲發一股非上市紅股股份之基準發行1,296,320,000股每股面值人民幣0.1元的非上市股份及941,866,162股每股面值人民幣0.1元的H股。

所發行紅股及H股與現有已發行H股及非上市股份於各重大方面均享有同等地位。

(c) 本公司股本中之非上市股份及H股均為普通股。然而，H股僅可由在香港、中國澳門特別行政區、台灣或除中國以外任何國家之法人或自然人以人民幣以外的貨幣認購及在彼等之間買賣。非上市股份必須以人民幣認購及買賣。本公司就H股派付之所有股息均以港元支付，而本公司就非上市股份派付之所有股息均以人民幣支付。非上市股份及H股彼此於所有其他方面均享有同等地位，特別是就所有已宣派、支付或作出之股息或分派方面享有同等地位。

### 32. LEASE COMMITMENTS

#### The Group as lessee

Minimum lease payments paid under operating leases during the period

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Properties	物業	<b>10,234</b>	7,511

At the end of the reporting period, the Group had the following future minimum payments under non-cancellable operating leases which fall due as follows:

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Within one year	於一年內	<b>8,681</b>	5,254
In the second to fifth year inclusive	於第二至第五年 (包括首尾兩年)	<b>3,550</b>	2,990
		<b>12,231</b>	8,244

Operating lease payments represent rentals payable by the Group for its branch office premises, staff quarters and warehouses. Leases are mainly negotiated for a period ranging from two to five years and all rentals are fixed.

#### The Group as lessor

Property rental income earned during the year was approximately RMB2,573,000 (2011: RMB1,946,000). At the end of the reporting period, the Group had contracted with tenants for following future minimum lease payments.

### 32. 租約承擔

#### 本集團作為承租人

於本期間根據經營租約支付的最低租金：

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Properties	物業	<b>10,234</b>	7,511

於報告期末，本集團根據不可取消經營租約，有下列日期到期的未來最低付款金額：

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Within one year	於一年內	<b>8,681</b>	5,254
In the second to fifth year inclusive	於第二至第五年 (包括首尾兩年)	<b>3,550</b>	2,990
		<b>12,231</b>	8,244

經營租約款項指本集團為分公司物業、員工宿舍及貨倉支付的租金。租約主要按年期由二年至五年間磋商，而所有租金均固定不變。

#### 本集團作為出租人

於年內，所賺取的物業租金收入約為人民幣2,573,000元（二零一一年：人民幣1,946,000元）。於報告期末，本集團就下列未來最低租金與租戶訂立租約。

### 32. LEASE COMMITMENTS (continued)

#### The Group as lessor (continued)

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Within one year	於一年內	1,001	545
In the second to fifth year inclusive	於第二至第五年 (包括首尾兩年)	-	409

Operating lease payments represent rentals receivable by the Group from the investment properties. Leases are negotiated and rentals are fixed for one year.

#### 本集團作為出租人 (續)

經營租約款項指本集團就投資物業所應收的租金。租約經已磋商，而租金於一年內固定不變。

### 33. CAPITAL COMMITMENTS

At 31 December 2012 and 2011, the Group had commitments which were contracted for but not provided in the consolidated financial statements:

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Acquisition of property, plant and equipment	收購物業、廠房及設備	643,721	435,076

### 33. 資本承擔

於二零一二年及二零一一年十二月三十一日，本集團於綜合財務報表中擁有已訂約但未撥備的承擔：

### 34. CONTINGENT LIABILITIES

On 21 April 2011, the Company received a notice of arbitration issued by the Hong Kong International Arbitration Centre, which is related to the dispute in the contract with ADJECT ApS ("ADJECT") for a maximum loss up to USD49,600,000 (the "ADJECT Arbitration"). As at 31 December 2012 and 2011, the arbitration is still in the progress. The Directors believe that the arbitration will have no significant impact on the financial position of the Group. The Group did not have any other material contingent liabilities as at 31 December 2012 and 2011.

### 34. 或有負債

於二零一一年四月二十一日，本公司收到由香港國際仲裁中心發出的仲裁通知，就與ADJECT ApS (「ADJECT」) 合同糾紛涉及至多49,600,000美元的損失 (「ADJECT 仲裁」)。於二零一二年及二零一一年十二月三十一日，該仲裁仍未結案。董事認為，該仲裁將不會對本集團的財務狀況產生重大影響。本集團於二零一二年及二零一一年十二月三十一日不存在任何其他重大或有負債。

**35. RELATED PARTY TRANSACTIONS**

**35. 關連人士交易**

(a) The Group had the following related party transactions during the two years ended 31 December 2012:

(a) 於截至二零一二年十二月三十一日止兩個年度內，本集團有下列關連人士交易：

		<b>2012</b>	2011
		<b>RMB'000</b>	RMB'000
		<b>二零一二年</b>	二零一一年
		<b>人民幣千元</b>	人民幣千元
Sales to a fellow subsidiary	銷售予同系附屬公司	<b>11,996</b>	7,175
Sales to an associate	銷售予聯營公司	<b>124,904</b>	231,065
Sales to a subsidiary of a shareholder of the Company	銷售予本公司股東的附屬公司	<b>47,512</b>	27,111
Purchases from fellow subsidiaries	向同系附屬公司採購	<b>80,167</b>	36,141
Purchases from a jointly controlled entity	向一間共同控制實體採購	<b>39,175</b>	-
Rental payments to ultimate holding company	向最終控股公司支付租金	<b>2,100</b>	2,100
Construction service from fellow subsidiaries	自同系附屬公司獲取建設服務	<b>4,421</b>	14,351

Details of amounts due from/to related parties are set out in notes 23 and 26.

應收／付關連人士款項的詳情載於附註23及26。

**(b) Compensation of key management personnel**

**(b) 主要管理人員的報酬**

The remuneration of directors and other members of key management during the year was as follows:

於年內，董事及主要管理層的其他成員的薪酬如下：

		<b>2012</b>	2011
		<b>RMB'000</b>	RMB'000
		<b>二零一二年</b>	二零一一年
		<b>人民幣千元</b>	人民幣千元
Short-term employee benefits	短期僱員福利	<b>8,420</b>	4,374
Post-employment benefits	離職後福利	<b>89</b>	31
		<b>8,509</b>	4,405

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

董事及主要行政人員的薪酬乃由薪酬委員會就個別人士的表現及市場趨勢而釐定。

**36. RETIREMENT BENEFITS SCHEMES**

The Group participates in a Mandatory Provident Fund Scheme established under the Mandatory Provident Fund Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. All Hong Kong employees joining the Group are required to join the Mandatory Provident Fund Scheme.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of mainland. These subsidiaries are required to contribute 18% of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The contributions paid and payable to the schemes by the Group are disclosed in note 11.

**37. SUBSEQUENT EVENTS**

In connection with the ADJECT Arbitration set out in note 34, a ruling has been awarded on 5 March 2013 by the Hong Kong International Arbitration Centre. In the opinion of the directors of the Company, the ADJECT Arbitration will not have a significant impact on the Group after considered the following factors:

- (a) The Court of Arbitration dismissed the first claim made by ADJECT and the consumption expenses were awarded to ADJECT.
- (b) Both parties will submit a statement for legal costs to the Court of Arbitration, thereafter the Court of Arbitration will make a final award for the legal costs and interests. The Company has a strong merit that ADJECT is required to pay for the legal costs of the Company.

**36. 退休福利計劃**

本集團於二零零零年十二月參與根據強制性公積金計劃條例而設立之強制性公積金計劃。該等計劃之資產乃由受託人監管之基金，與本集團之資產分開持有。所有加盟本集團之香港僱員均須參與強制性公積金計劃。

本集團之中國附屬公司之僱員均為大陸政府經營之國家管理退休福利計劃之成員。該等附屬公司須按薪金成本之18%向退休福利計劃供款作為福利所需資金。本集團對退休福利計劃之唯一責任為作出指定之供款。

本集團就該等計劃已付及應付的供款於附註11作出披露。

**37. 結算日後事項**

香港國際仲裁中心已就附註34所載之ADJECT仲裁，於二零一三年三月五日發下仲裁裁決。本公司董事會經考慮以下因素後認為ADJECT仲裁將不會對本集團有重大影響：

- (a) 仲裁庭駁回ADJECT之第一申索，但將虛耗開支之款項判給ADJECT。
- (b) 雙方將提供訟費陳詞給仲裁庭，其後仲裁庭將對訟費及利息作出最終裁決。本公司有強烈論據要求ADJECT支付本公司一方之訟費。

### 38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

### 38. 本公司主要附屬公司詳情

Particulars of the Company's major subsidiaries as at 31 December 2012 and 2011 are as follows:

於二零一二年及二零一一年十二月三十一日，本公司主要附屬公司的詳情如下：

Name	Form of business structure	Country of incorporation or registration/ operations	Registered capital	Proportion ownership interest held by the Group		Principal activities	
				Directly	Indirectly		
名稱	業務架構形式	註冊成立或登記／經營的國家	註冊資本	本集團持有權益的所有權比例	直接	間接	主要業務
Weihai Jierui Medical Products Company Limited* (威海潔瑞醫用製品有限公司)	Incorporated	PRC	RMB32,000,000	100%	–	Manufacturing of medical PVC granules, plastic packing bags and carton boxes	
威海潔瑞醫用製品有限公司*	註冊成立	中國	人民幣32,000,000元	100%	–	製造醫用PVC粒料、塑料包裝袋及紙箱	
Weihai Weigao Blood Purification Products Company Limited* (威海威高血液淨化製品有限公司)	Incorporated	PRC	RMB20,000,000	70%	–	Manufacturing of medical blood purification treatments and related consumables	
威海威高血液淨化製品有限公司*	註冊成立	中國	人民幣20,000,000元	70%	–	製造血液淨化療法及相關耗材	
Weihai Weigo Group Mould Company Limited* (威海威高集團模具有限公司)	Incorporated	PRC	RMB8,000,000	90%	10%	Manufacturing of moulds	
威海威高集團模具有限公司*	註冊成立	中國	人民幣8,000,000元	90%	10%	製造模具	
Shandong Weigao Orthopaedic Device Company Limited* (山東威高骨科材料有限公司)	Incorporated	PRC	RMB90,000,000	75%	25%	Manufacturing of orthopaedic medical device products	
山東威高骨科材料有限公司	註冊成立	中國	人民幣90,000,000元	75%	25%	製造骨科醫療設備產品	
Sichuan Jierui Weigao Medical Device Company Limited* (四川潔瑞威高醫療器械有限公司)	Incorporated	PRC	RMB2,000,000	100%	–	Trading of medical products	
四川潔瑞威高醫療器械有限公司*	註冊成立	中國	人民幣2,000,000元	100%	–	買賣醫療產品	
Shandong Weigao New Life Medical Device Company Limited* (山東威高新生醫療器械有限公司)	Incorporated	PRC	RMB5,000,000	100%	–	Manufacturing of medical products	
山東威高新生醫療器械有限公司*	註冊成立	中國	人民幣5,000,000元	100%	–	製造醫療產品	

### 38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(continued)

### 38. 本公司主要附屬公司詳情 (續)

Name 名稱	Form of business structure 業務架構形式	Country of incorporation or registration/ operations 註冊成立或登記/經營的國家	Registered capital 註冊資本	Proportion ownership interest held by the Group 本集團持有權益的所有權比例		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Shandong Weigao Automatic Equipment Company Limited* (山東威高自動化設備有限公司)	Incorporated	PRC	RMB5,000,000	-	100%	Manufacturing of industrial automatic equipments and parts
山東威高自動化設備有限公司*	註冊成立	中國	人民幣5,000,000元	-	100%	製造工業自動化設備及配件
Shandong Weigao Group Logistic Company Limited* (山東威高集團物流有限公司)	Incorporated	PRC	RMB20,000,000	100%	-	Provision of logistics and storage services
山東威高集團物流有限公司*	註冊成立	中國	人民幣20,000,000元	100%	-	提供物流及儲存服務
Shandong Weigao Medical Holding Company Limited* (山東威高醫療控股有限公司)	Incorporated	PRC	RMB20,000,000	100%	-	Manufacturing of medical products
山東威高醫療控股有限公司*	註冊成立	中國	人民幣20,000,000元	100%	-	製造醫療產品

Note: The above table lists the principal subsidiaries of the Group which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

# Registered under the laws of the PRC as domestic enterprise

附註：上表列有董事認為對本集團業績或資產造成重大影響的本集團主要附屬公司。董事會認為列出其他附屬公司的詳情將令篇幅過於冗長。

概無附屬公司於年末發行任何債務證券。

# 根據中國法律註冊為本土企業



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31st December, 2012 截至二零一二年十二月三十一日止年度

## 39. COMPANY'S STATEMENT OF FINANCIAL POSITION 39. 本公司之財務狀況表

		2012 RMB'000 二零一二年 人民幣千元	2011 RMB'000 二零一一年 人民幣千元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	1,934,480	1,503,063
Investment properties	投資物業	163,987	162,364
Prepaid lease payments	預付租賃款項	286,144	230,633
Intangible assets	無形資產	1,789	2,198
Investment in subsidiaries	於附屬公司的投資	558,299	479,299
Investment in an associate	於一間聯營公司的投資	72,314	72,314
Deferred tax asset	遞延稅項資產	11,150	10,362
Other receivables – receivable after one year	其他應收款項 – 於一年後應收款	1,684	9,046
		<b>3,029,847</b>	2,469,279
Current assets	流動資產		
Inventories	存貨	366,050	236,779
Trade and other receivables	應收貿易及其他應收款	1,268,292	1,140,065
Amount due from subsidiaries	應收附屬公司款項	1,072,578	800,014
Pledged bank deposits	已抵押銀行存款	87,543	99,285
Bank balances and cash	銀行結餘及現金	301,654	764,028
		<b>3,096,117</b>	3,040,171
Current liabilities	流動負債		
Trade and other payables	應付貿易及其他應付款	1,004,564	837,403
Amount due to subsidiaries	應付附屬公司款項	275,529	19,390
Bank borrowings – repayable within one year	銀行借款 – 須於一年內償還	–	21,003
Tax payable	應付稅項	32,749	18,395
		<b>1,312,842</b>	896,191
Net current assets	流動資產淨額	<b>1,783,275</b>	2,143,980
		<b>4,813,122</b>	4,613,259
Capital and reserves	資本及儲備		
Share capital	股本	447,637	447,637
Reserves	儲備	4,351,266	4,091,368
Total equity	股權總額	<b>4,798,903</b>	4,539,005
Non-current liability	非流動負債		
Bank borrowings – repayable after one year	銀行借款 – 須於一年後償還	–	63,009
Deferred income	遞延收入	14,219	800
Other payable	其他應付款項	–	10,445
		<b>14,219</b>	74,254
Total equity and non-current liability	權益及其他非流動負債總額	<b>4,813,122</b>	4,613,259

**39. COMPANY'S STATEMENT OF FINANCIAL POSITION** (continued)

**39. 本公司之財務狀況表 (續)**

Information about the statement of movement in reserves of the Company at the end of the reporting period includes:

有關本公司於報告期末之儲備變動表之資料包括：

		<b>Movement in reserves</b>			
		<b>儲備變動</b>			
		<b>Share premium</b>	<b>Statutory surplus reserve fund</b>	<b>Retained profits</b>	<b>Total</b>
		RMB'000	RMB'000	RMB'000	RMB'000
		<b>股份溢價</b>	<b>法定盈餘公積金</b>	<b>保留盈利</b>	<b>總計</b>
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2011	於二零一一年一月一日	1,285,542	132,034	614,657	2,032,233
Profit for the year	年內溢利	-	-	1,163,812	1,163,812
Issue of shares	發行股份	1,416,821	-	-	1,416,821
Transfer to statutory reserve	轉撥至法定儲備	-	77,089	(77,089)	-
Dividend paid	已付股息	-	-	(297,679)	(297,679)
Bonus issue of shares	紅股發行	(223,819)	-	-	(223,819)
At 31 December 2011	於二零一一年十二月三十一日	2,478,544	209,123	1,403,701	4,091,368
Profit for the year	年內溢利	-	-	541,909	541,909
Transfer to statutory reserve	轉撥至法定儲備	-	14,696	(14,696)	-
Dividend paid	已付股息	-	-	(282,011)	(282,011)
At 31 December 2012	於二零一二年十二月三十一日	2,478,544	223,819	1,648,903	4,351,266

## FINANCIAL SUMMARY 財務摘要

		<b>For the year ended 31 December</b>				
		<b>2012</b>	2011	2010	2009	2008
		<b>RMB'000</b>	RMB'000	RMB'000	RMB'000	RMB'000
		<b>截至十二月三十一日止年度</b>				
		<b>二零一二年</b>	二零一一年	二零一零年	二零零九年	二零零八年
		<b>人民幣千元</b>	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收入	<b>3,689,115</b>	3,180,577	2,462,557	1,878,495	1,514,367
Profit before taxation	除稅前溢利	<b>1,126,175</b>	3,592,506	887,884	704,960	524,082
Taxation	稅項	<b>(129,805)</b>	(124,472)	(85,532)	(71,782)	(38,977)
Profit for the year	年內溢利	<b>996,370</b>	3,468,034	802,352	633,178	485,105
Profit attributable to:	下列各項應佔溢利：					
Owners of the Company	本公司擁有人	<b>996,486</b>	3,462,172	799,072	633,864	482,394
Non-controlling interests	非控股權益	<b>(116)</b>	5,862	3,280	(686)	2,711
		<b>996,370</b>	3,468,034	802,352	633,178	485,105
		<b>As at 31 December</b>				
		<b>2012</b>	2011	2010	2009	2008
		<b>RMB'000</b>	RMB'000	RMB'000	RMB'000	RMB'000
		<b>於十二月三十一日</b>				
		<b>二零一二年</b>	二零一一年	二零一零年	二零零九年	二零零八年
		<b>人民幣千元</b>	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Total assets	總資產	<b>10,478,846</b>	9,371,967	4,649,364	3,951,795	3,340,666
Total liabilities	總負債	<b>(1,558,431)</b>	(1,160,438)	(1,015,491)	(1,008,929)	(855,743)
Non-controlling interests	非控股權益	<b>(9,422)</b>	(9,538)	(7,463)	(3,183)	(8,191)
		<b>8,910,993</b>	8,201,991	3,626,410	2,939,683	2,476,732

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of the shareholders of Shandong Weigao Group Medical Polymer Company Limited\* (山東威高集團醫用高分子製品股份有限公司) (the “**Company**”) will be held at 5th Floor, No. 312 Shichang Road, Weihai, Shandong Province, the PRC at 9:00 a.m. on Friday, 31 May 2013 for the purpose of considering and, if thought fit, passing the following ordinary and special resolutions:

### ORDINARY RESOLUTIONS

1. To consider and approve the audited consolidated financial statements of the Group (including the Company and its subsidiaries) for the year ended 31 December 2012;
2. To consider and approve the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2012;
3. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2012;
4. To declare a final dividend of RMB0.033 per share of RMB0.1 each in the Company for the year ended 31 December 2012;
5. To consider and approve the proposal for the re-appointment of Deloitte Touche Tohmatsu as the auditor of the Company for the year ending 31 December 2013, and to authorise the Board to determine his remuneration;
6. To consider and authorise the Board to approve the remuneration of the directors, supervisors and senior management of the Company for the year ending 31 December 2013; and

**茲通告**謹訂於二零一三年五月三十一日(星期五)上午九時正於中國山東省威海市世昌大道312號5樓召開山東威高集團醫用高分子製品股份有限公司(「**本公司**」)股東週年大會(「**股東週年大會**」)·藉以考慮並酌情通過以下普通及特別決議案:

### 普通決議案

1. 考慮及批准本集團(包括本公司及其附屬公司)截至二零一二年十二月三十一日止年度的經審核綜合財務報表;
2. 考慮及批准本公司截至二零一二年十二月三十一日止年度的董事會(「董事會」)報告;
3. 考慮及批准本公司截至二零一二年十二月三十一日止年度的監事會報告;
4. 宣派截至二零一二年十二月三十一日止年度的本公司每股面值為人民幣0.1元的末期股息每股人民幣0.033元;
5. 考慮及批准續聘德勤·關黃陳方會計師行為截至二零一三年十二月三十一日止年度本公司核數師的建議·並授權董事會釐定其酬金;
6. 考慮及授權董事會批准本公司截至二零一三年十二月三十一日止年度的董事、監事及高級管理人員酬金; 及

### SPECIAL RESOLUTION

7. To consider and approve the general mandate to be granted to the Board to issue new shares.

**“THAT:**

- a) subject to paragraphs (c), (d) and (e) below, the exercise by the Board during the Relevant Period (as herein after defined in paragraph (f)) of all the powers of the Company to allot, issue and deal with non-listed Shares and/or H Shares severally or jointly be and is hereby approved;
- b) the approval in paragraph (a) above shall authorise the Board the Relevant Period to make or grant offers, agreement and options which would or might require the exercise of such powers to allot and issue non-listed Shares and/or H Shares during the Relevant Period or after the end of the Relevant Period;
- c) the aggregate nominal amount of non-listed Shares allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the board of directors pursuant to paragraphs (a) and (b) above, otherwise than pursuant to (i) Rights Issue (as hereinafter defined in paragraph (f)); (ii) upon the exercise of rights of conversion under the terms of any securities which are convertible into Shares; (iii) upon the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend plan or other similar arrangement in lieu of the whole or part of a dividend on Shares allotted pursuant to the Company's Articles of Association, shall not exceed 20% of the aggregate nominal amount of the non-listed Shares in issue on the date of passing this resolution;

### 特別決議案

7. 考慮及批准授予董事會一般授權以發行新股份。

**「動議：**

- a) 在下文第(c)、(d)及(e)段的規限下，批准董事會於有關期間（定義見下文第(f)段），行使本公司一切權力，個別或同時配發、發行及處理非上市股份及／或H股股份；
- b) 上文第(a)段的批准將授權董事會於有關期間內作出或授出將要或可能須在有關期間內或結束後行使該等權力配發及發行非上市股份及／或H股股份的售股建議、協議及授出購股權；
- c) 除因根據(i)供股（定義見下文第(f)段）；(ii)根據可轉換為股份的任何證券的條款行使換股權；(iii)根據本公司發行的任何認股權證的條款行使認購權；或(iv)根據本公司組織章程細則配發股份代替有關股份的全部或部分股息的任何以股代息計劃或其他類似安排，董事會根據上文第(a)及第(b)段將予配發及發行或同意配發及發行（不論是否根據購股權或其他方式）的非流通股總面值，不得超過於通過本決議案當日已發行非上市股份總面值20%；

- d) the aggregate nominal amount of H Shares allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the board of directors pursuant to paragraphs (a) and (b) above, otherwise than pursuant to (i) Rights Issue (as hereinafter defined in paragraph (f)); (ii) upon the exercise of rights of conversion under the terms of any securities which are convertible into Shares; (iii) upon the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend plan or other similar arrangement in lieu of the whole or part of a dividend on Shares allotted pursuant to the Company's Articles of Association, shall not exceed 20% of the aggregate nominal amount of the H Shares in issue on the date of passing this resolution;
- e) the approval referred to in paragraph (a) above is conditional upon the Company obtaining the approval from China Securities Regulatory Commission;
- f) for the purpose of this resolution;

"Relevant Period" means the period from the date of the passing of this special resolution until whichever is the earliest of:

- i) the conclusion of next annual general meeting of the Company after the passing of this resolution;
- ii) the expiration of the period within the twelve month period after the passing of this resolution; or
- iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in a general meeting.

- d) 除因根據(i)供股(定義見下文第(f)段);(ii)根據可轉換為股份的任何證券的條款行使換股權;(iii)根據本公司發行的任何認股權證的條款行使認購權;或(iv)根據本公司的組織章程細則配發股份代替有關股份的全部或部分股息的任何以股代息計劃或其他類似安排,董事會根據上文第(a)及第(b)段將予配發及發行或同意配發及發行(不論是否根據購股權或其他方式)之H股股份總面值,不得超過於通過本決議案當日已發行H股股份總面值20%;
- e) 上文第(a)段所述批准須待本公司獲得中國證券監督管理委員會批准,方可作實;
- f) 就本決議案而言,

「有關期間」指由本特別決議案通過日期起至下列三者中的最早者止期間:

- i) 於通過本決議案後本公司下屆股東週年大會結束時;
- ii) 於通過本決議案後十二個月期間屆滿時;或
- iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案授予的權力的日期。

## NOTICE OF THE AGM 股東週年大會通告

“Right Issue” means an offer of shares open for a fixed period to holders of shares on the register of members of the Company and (where appropriate) other holders of the equity securities of the Company that are entitled to accept such offer on a fixed record date in proportion to their then holdings of such shares or such equity securities (subject to such exclusion or other arrangements as the directors of the Company may deem necessary of expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in relevant jurisdiction); and

- g) authorise the Board to, at its discretion, make any amendment of the Articles of Association of the Company where necessary, so as to increase the registered capital of the Company, and to reflect the new capital structure upon the granting of approval for the allotment or issue of the shares in the Company pursuant to paragraph (a) above.”

Yours faithfully,

By order of the Board

**Shandong Weigao Group Medical Polymer**

**Company Limited\***

**Chen Xue Li**

*Chairman*

Weihai, Shandong

15 April 2013

*Registered Office:*

312 Shichang Road

Weihai

Shandong Province

The PRC

*Principal Place of Business in Hong Kong:*

801, Chinachem Century Tower

178 Gloucester Road

Wanchai

Hong Kong

「供股」指根據一項售股建議，向於固定記錄日期名列本公司股東名冊的股份持有人及向（如合適）本公司其他有權接受此建議的股本證券持有人，按彼等當時持有股份或持有該等股本證券的比例提出，惟受本公司董事就零碎股權或考慮到任何有關司法權區的法律的任何限制或責任或任何認可監管機構或任何證券交易所的規定而可能視為必須或權宜的豁免或其他安排所規限；及

- g) 授權董事會於必要時酌情對本公司的組織章程細則作出任何修訂，以增加本公司的註冊資本，並反映因根據上文第(a)段所授出批准配發或發行本公司股份而出現的新股本架構。」

承董事會命

**山東威高集團醫用高分子製品股份有限公司**

**董事長**

**陳學利**

謹啟

山東威海市

二零一三年四月十五日

*註冊辦事處：*

中國

山東省

威海市

世昌大道312號

*香港主要營業地點：*

香港

灣仔

告士打道178號

華懋世紀廣場801室

Notes:

- (i) A Shareholder who has the right to attend and vote at the AGM is entitled to appoint one proxy (or more) in writing to attend the AGM and vote on his behalf in accordance with the Company's Articles of Association. The proxy need not be a shareholder of the Company. Enclosed herewith a form of proxy for use in the general meeting. Any Shareholder who wishes to appoint a proxy should first review the form of proxy for use in the AGM. For any Shareholder who has appointed more than one proxies, such proxies shall only vote on poll. In the case of joint registered holders, the proxy form may be signed by any joint registered holder. In the case that more than one of such joint registered holders are present at any meeting personally or by proxy, then one such joint registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (ii) All Shareholders shall appoint its proxy in writing. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be delivered at the Company's H Share registrar in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong (in respect of the holder of H Shares) and the Company's principal place of business at No. 312 Shichang Road, Weihai, Shandong Province, PRC (in respect of the holder of the Non-listed Shares) not less than 24 hours before the time appointed for holding the AGM or 24 hours before the time designated for voting.
- (iii) Shareholders and their proxies attending the AGM shall produce their proof of identification.
- (iv) For the purpose of determining the identity of shareholders who are entitled to attend at the meeting, the register of members will be closed from 1 May 2013 to 31 May 2013, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's H Share Registrars at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 30 April 2013.
- (v) For the purpose of determining the identity of shareholders who are entitled to receive final dividend for the year ended 31 December 2012, the register of members will be closed from 8 June 2013 to 13 June 2013, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for entitlement of final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's H Share Registrars at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 7 June 2013.

附註：

- (i) 有權出席股東週年大會及於會上投票之股東，均可依照本公司之組織章程細則以書面委派一名（或多名）委任代表出席股東週年大會及代其投票。委任代表無須為本公司股東。現附上於股東大會適用之代表委任表格。股東如欲委派代表，務請先細閱供股東週年大會適用之代表委任表格。股東如已委派多於一名代表，該等代表僅可以投票方式進行表決。倘為股份聯名持有人，則代表委任表格可由任何一名聯名持有人簽署。倘有一名以上聯名持有人出席會議（不論為親身或委派代表出席），則僅於本公司股東名冊內就有關股份排名首位之聯名持有人方有權就該等股份投票。
- (ii) 全體股東須以書面形式委任代表。代表委任表格連同任何已簽署或經由公證人簽署證明之授權書或其他授權文件（如有）或授權書或授權文件正本，最遲須於股東週年大會指定舉行時間前二十四小時或指定投票時間前二十四小時，送達本公司香港H股股份過戶登記處卓佳標準有限公司（地址為香港皇后大道東28號金鐘匯中心26樓）（就H股股份持有人而言）及本公司的主要營業地點（地址為中國山東省威海市世昌大道312號）（就非上市股份持有人而言），方為有效。
- (iii) 出席股東週年大會之股東及其委任代表應出示其身份證明。
- (iv) 為確定有權出席大會之股東身份，本公司將於二零一三年五月一日至二零一三年五月三十一日（包括首尾兩天）暫停股東名冊過戶登記，於該期間將不會辦理股份過戶登記手續。為符合資格出席大會，所有過戶文件連同有關股票須不遲於二零一三年四月三十日下午四時三十分送交本公司之H股股份登記處，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。
- (v) 為確定有權收取截至二零一二年十二月三十一日止年度之末期股息之股東身份，本公司將於二零一三年六月八日至二零一三年六月十三日（包括首尾兩天）暫停股東名冊過戶登記，於該期間將不會辦理股份過戶登記手續。為符合資格收取末期股息，所有過戶文件連同有關股票須不遲於二零一三年六月七日下午四時三十分送交本公司之H股股份登記處，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。



## NOTICE OF THE AGM 股東週年大會通告

- (vi) The holders of the H Shares who intend to attend the AGM, whether in person or by proxy, should complete and return the reply slip to the Company's H Share registrars in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong no later than Friday, 10 May 2013 by hand, by post, by telegraph or by fax to (852) 2528 3158.
  - (vii) The holders of the Non-listed Shares who intend to attend the AGM, whether in person or by proxy, should complete and return the reply slip to the Company's registered address at No. 312 Shichang Road, Weihai, Shandong Province, PRC no later than 10 May 2013 by hand, by post, by telegraph or by fax to (86) 631 5622419.
  - (viii) The AGM is expected not to exceed half a day, and all shareholders and proxies shall be responsible for their own travelling and accommodation expenses.
  - (ix) Pursuant to Article 80 of the Company's Articles of Association all votes of the Shareholders at the general meetings must be taken by poll.
  - (x) Any enquiries about this notice and the AGM shall be sent for the attention to Ms. Xing Jingran at No. 312 Shichang Road, Weihai, Shandong Province, PRC (Tel. (86) 631 5622418) or Ms. Phillis Wong at 801, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong (Tel: (852) 28381490).
- (vi) 擬親身或委派代表出席股東週年大會之H股股份持有人應填妥出席會議的回條，並於二零一三年五月十日（星期五）之前將回條送達本公司之香港H股股份過戶登記處卓佳標準有限公司（地址為香港皇后大道東28號金鐘匯中心26樓），回條可親身交回，亦可以郵遞、電報方式交回或傳真至(852) 2528 3158。
  - (vii) 擬親身或委派代表出席股東週年大會之非上市股份持有人應填妥出席會議之回條，並於二零一三年五月十日之前將回條送達本公司之註冊地址（中國山東省威海市世昌大道312號），回條可親身交回本公司，亦可以郵遞、電報方式交回或傳真至(86) 631 5622419。
  - (viii) 預期股東週年大會需時不超過半天，所有股東及委任代表之往返及食宿費用自理。
  - (ix) 根據本公司的組織章程細則第80條規定，於股東大會上股東所作的表決必須以投票方式進行。
  - (x) 任何有關本通告及股東週年大會之查詢，應送達中國山東省威海市世昌大道312號邢靜然小姐收（電話：(86) 631 5622418）或香港灣仔告士打道178號華懋世紀廣場801室黃妙玲女士收（電話：(852) 28381490）。

**WEGO 威高**